

ASTA FUNDING INC

FORM 10-Q (Quarterly Report)

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended **June 30, 2018**

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: **001-35637**

ASTA FUNDING, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

210 Sylvan Ave., Englewood Cliffs, New Jersey
(Address of principal executive offices)

22-3388607
(IRS Employer
Identification No.)

07632
(Zip Code)

Registrant's telephone number: **(201) 567-5648**

Former name, former address and former fiscal year, if changed since last report: N/A

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 such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

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

As of November 12, 2018, the registrant had 6,685,415 common shares outstanding.

ASTA FUNDING, INC. AND SUBSIDIARIES
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PART I. FINANCIAL INFORMATION**Item 1. Financial Statements**

ASTA FUNDING, INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(rounded to the nearest thousands, except share data)

	(Unaudited) June 30, 2018	September 30, 2017
ASSETS		
Cash and cash equivalents	\$ 30,319,000	\$ 17,591,000
Available for sale investments (at fair value)	8,576,000	5,511,000
Consumer receivables acquired for liquidation (at cost)	4,620,000	6,841,000
Investment in personal injury claims, net	13,793,000	3,704,000
Due from third party collection agencies and attorneys	776,000	819,000
Prepaid and income taxes receivable	7,039,000	9,090,000
Furniture and equipment, net	104,000	124,000
Equity method investment	—	50,474,000
Notes receivable	4,792,000	—
Deferred income taxes	9,185,000	12,696,000
Goodwill	1,410,000	1,410,000
Other assets	1,423,000	1,043,000
Assets related to discontinued operations	—	92,235,000
	<u>—</u>	<u>—</u>
Total assets	<u>\$ 82,037,000</u>	<u>\$ 201,538,000</u>
LIABILITIES		
Other liabilities	\$ 1,752,000	\$ 4,980,000
Liabilities related to discontinued operations	—	81,751,000
	<u>—</u>	<u>—</u>
Total liabilities	<u>1,752,000</u>	<u>86,731,000</u>
Commitments and contingencies		
STOCKHOLDERS' EQUITY		
Preferred stock, \$.01 par value; authorized 5,000,000 shares; issued and outstanding — none	—	—
Preferred stock, Series A Junior Participating, \$.01 par value; authorized 30,000 shares; issued and outstanding — none	—	—
Common stock, \$.01 par value, authorized 30,000,000 shares; issued 13,459,708 at June 30, 2018 and 13,398,108 at September 30, 2017; and outstanding 6,685,415 at June 30, 2018 and 6,623,815 at September 30, 2017	135,000	134,000
Additional paid-in capital	68,543,000	68,047,000
Retained earnings	78,692,000	113,736,000
Accumulated other comprehensive income	43,000	18,000
Treasury stock (at cost) 6,774,293 shares at June 30, 2018 and at September 30, 2017	(67,128,000)	(67,128,000)
	<u>—</u>	<u>—</u>
Total stockholders' equity	<u>80,285,000</u>	<u>114,807,000</u>
	<u>—</u>	<u>—</u>
Total liabilities and stockholders' equity	<u>\$ 82,037,000</u>	<u>\$ 201,538,000</u>

See accompanying notes to consolidated financial statements

ASTA FUNDING, INC. AND SUBSIDIARIES
Consolidated Statements of Operations
(Unaudited)
(rounded to the nearest thousands, except share data)

	Three Months Ended June 30, 2018	Three Months Ended June 30, 2017	Nine Months Ended June 30, 2018	Nine Months Ended June 30, 2017
Revenues:				
Finance income, net	\$ 4,509,000	\$ 3,993,000	\$ 12,795,000	\$ 12,018,000
Personal injury claims income	1,557,000	241,000	2,167,000	251,000
Disability fee income	1,188,000	1,134,000	3,248,000	3,990,000
Total revenues	7,254,000	5,368,000	18,210,000	16,259,000
Other income (loss), net - includes \$0 and (\$18,000) during the three months ended June 30, 2018 and 2017, and \$0 and (\$1,011,000) during the nine months ended June 30, 2018 and 2017, respectively, of accumulated other comprehensive loss reclassification for securities sold.	76,000	90,000	179,000	(126,000)
	<u>7,330,000</u>	<u>5,458,000</u>	<u>18,389,000</u>	<u>16,133,000</u>
Expenses:				
General and administrative	4,201,000	6,066,000	11,712,000	25,611,000
Loss on acquisition of minority interest	—	—	1,420,000	—
Interest	17,000	164,000	19,000	197,000
Impairment	100,000	148,000	100,000	148,000
Earnings from equity method investment	—	(2,710,000)	(845,000)	(2,759,000)
	<u>4,318,000</u>	<u>3,668,000</u>	<u>12,406,000</u>	<u>23,197,000</u>
Income (loss) from continuing operations before income tax	3,012,000	1,790,000	5,983,000	(7,064,000)
Income tax expense/(benefit) - includes tax benefit of \$0 and \$7,000 during the three months ended June 30, 2018 and 2017 and \$0 and \$404,000 during the nine months ended June 30, 2018 and 2017, respectively, of accumulated other comprehensive income reclassifications for unrealized net gains / (losses) on available for sale securities	1,055,000	219,000	5,595,000	(31,000)
Net income (loss) from continuing operations	1,957,000	1,571,000	388,000	(7,033,000)
Net income (loss) from discontinued operations, net of income tax (benefit)	—	560,000	(80,000)	(1,756,000)
Net income (loss)	<u>\$ 1,957,000</u>	<u>\$ 2,131,000</u>	<u>\$ 308,000</u>	<u>\$ (8,789,000)</u>
Net earnings (loss) per share:				
Basic earnings (loss) per share from continuing operations	\$ 0.29	\$ 0.24	\$ 0.06	\$ (0.75)
Basic earnings (loss) per share from discontinued operations	—	0.08	(0.01)	(0.19)
Basic earnings (loss) per share	\$ 0.29	\$ 0.32	\$ 0.05	\$ (0.94)
Diluted earnings (loss) per share from continuing operations	\$ 0.29	\$ 0.23	\$ 0.06	\$ (0.75)
Diluted earnings (loss) per share from discontinued operations	—	0.08	(0.01)	(0.19)
Diluted earnings (loss) per share	\$ 0.29	\$ 0.31	\$ 0.05	\$ (0.94)
Weighted average number of common shares outstanding:				
Basic	6,685,415	6,577,784	6,654,911	9,389,864
Diluted	6,685,628	6,879,082	6,657,840	9,389,864

See accompanying notes to consolidated financial statements

ASTA FUNDING, INC. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income (Loss)
June 30, 2018 and 2017
(Unaudited)
(rounded to the nearest thousands)

	Three Months Ended June 30, 2018	Three Months Ended June 30, 2017	Nine Months Ended June 30, 2018	Nine Months Ended June 30, 2017
Comprehensive income (loss) is as follows:				
Net income (loss)	\$ 1,957,000	\$ 2,131,000	\$ 308,000	\$ (8,789,000)
Net unrealized securities gain (loss), net of tax expense/(benefit) of \$4,000 and (\$12,000) during the three month periods ended June 30, 2018 and 2017, respectively, and (\$2,000) and \$11,000 during the nine month periods ended June 30, 2018 and 2017, respectively.	9,000	18,000	(2,000)	(17,000)
Reclassification adjustments for securities sold, net of tax benefit of \$0 and \$7,000 during the three month periods ended June 30, 2018 and 2017, and \$0 and \$404,000 during the nine month periods ended June 30, 2018 and 2017, respectively.	—	(11,000)	—	(607,000)
Foreign currency translation, net of tax expense/(benefit) of \$27,000 and (\$23,000) during the three month periods ended June 30, 2018 and 2017, respectively, and \$13,000 and (\$21,000) during the nine month periods ended June 30, 2018 and 2017, respectively.	50,000	35,000	27,000	32,000
Other comprehensive income (loss)	59,000	42,000	25,000	(592,000)
Total comprehensive income (loss)	<u>\$ 2,016,000</u>	<u>\$ 2,173,000</u>	<u>\$ 333,000</u>	<u>\$ (9,381,000)</u>

See accompanying notes to consolidated financial statements

ASTA FUNDING, INC. AND SUBSIDIARIES
Consolidated Statement of Stockholders' Equity
(Unaudited)
(rounded to the nearest thousands, except share data)

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Treasury Stock</u>	<u>Total Stockholders' Equity</u>
	<u>Issued Shares</u>	<u>Amount</u>					
Balance, September 30, 2017	13,398,108	\$ 134,000	\$ 68,047,000	\$ 113,736,000	\$ 18,000	\$ (67,128,000)	\$ 114,807,000
Exercise of options	61,600	1,000	398,000	—	—	—	399,000
Stock based compensation expense	—	—	98,000	—	—	—	98,000
Net income	—	—	—	308,000	—	—	308,000
Unrealized loss on marketable securities, net	—	—	—	—	(2,000)	—	(2,000)
Foreign currency translation, net	—	—	—	—	27,000	—	27,000
Dividends paid	—	—	—	(35,352,000)	—	—	(35,352,000)
Balance, June 30, 2018	<u>13,459,708</u>	<u>\$ 135,000</u>	<u>\$ 68,543,000</u>	<u>\$ 78,692,000</u>	<u>\$ 43,000</u>	<u>\$ (67,128,000)</u>	<u>\$ 80,285,000</u>

See accompanying notes to consolidated financial statements

ASTA FUNDING, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
(Unaudited)

(rounded to the nearest thousands)

	Nine Months Ended June 30, 2018	Nine Months Ended June 30, 2017
Cash flows from operating activities :		
Net income (loss) from continuing operations	\$ 388,000	\$ (7,033,000)
Net loss from discontinued operations	(80,000)	(1,756,000)
Net income (loss)	308,000	(8,789,000)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	46,000	75,000
Deferred income taxes	3,513,000	1,199,000
Impairment of consumer receivables acquired for liquidation	100,000	148,000
Stock based compensation	98,000	81,000
Loss on sale of available-for-sale securities	—	1,011,000
Provision for bad debts – personal injury claims	837,000	—
Loss on other investments	—	3,590,000
Forgiveness of debt	—	552,000
Earnings from equity method investment	(845,000)	(2,759,000)
Changes in:		
Prepaid and income taxes receivable	2,051,000	(6,022,000)
Due from third party collection agencies and attorneys	34,000	(320,000)
Other assets	(380,000)	3,184,000
Other liabilities	(3,201,000)	1,294,000
Net cash provided by (used in) operating activities of discontinued operations	710,000	(3,041,000)
Net cash provided by (used in) operating activities	<u>3,271,000</u>	<u>(9,797,000)</u>
Cash flows from investing activities:		
Purchase of consumer receivables acquired for liquidation	—	(2,213,000)
Principal collected on receivables acquired for liquidation	2,069,000	6,324,000
Principal collected on consumer receivable accounts represented by account sales	3,000	—
Purchase of available-for-sale securities	(3,069,000)	(13,193,000)
Proceeds from sale of available-for-sale securities	—	62,406,000
Purchase of non-controlling interest	(1,800,000)	—
Proceeds from sale of CBC	4,491,000	—
Proceeds from notes receivable	958,000	—
Acquisition of personal injury claims portfolios	(14,571,000)	—
Personal injury claims - advances	(60,000)	(3,351,000)
Personal injury claims - receipts	3,705,000	—
Change in equity method investment	53,119,000	2,808,000
Capital expenditures	(26,000)	(19,000)
Net cash (used in) provided by investing activities of discontinued operations	(1,538,000)	1,548,000
Net cash provided by investing activities	<u>43,281,000</u>	<u>54,310,000</u>
Cash flows from financing activities:		
Proceeds from exercise of stock options	399,000	—
Purchase of treasury stock	—	(54,203,000)
Borrowings from line of credit	—	9,600,000
Dividends paid	(35,352,000)	—
Net cash provided by financing activities of discontinued operations	1,387,000	9,000,000
Net cash used in financing activities	<u>(33,566,000)</u>	<u>(35,603,000)</u>
Foreign currency effect on cash	58,000	(37,000)
Net increase in cash and cash equivalents including cash and cash equivalents classified within assets related to discontinued operations	13,044,000	8,873,000
Less: net (decrease) increase in cash and cash equivalents classified within assets related to discontinued operations	(316,000)	58,000
Net in crease in cash and cash equivalents	<u>12,728,000</u>	<u>8,931,000</u>
Cash and cash equivalents at beginning of period	17,591,000	16,282,000
Cash and cash equivalents at end of period	<u>\$ 30,319,000</u>	<u>\$ 25,213,000</u>
Supplemental disclosure of cash flow information :		
Continuing operations:		
Cash paid for: Interest	\$ 19,000	\$ 90,000
Cash paid for: Income taxes	\$ —	\$ 6,046,000
Discontinued operations:		

Cash paid for: Interest	<u>\$ 824,000</u>	<u>\$ 2,891,000</u>
Supplemental disclosure of non- cash flow investing activities :		
Discontinued operations:		
Issuance of unrestricted stock	<u>\$ —</u>	<u>\$ 404,000</u>

See accompanying notes to consolidated financial statements

A STA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 —Business and Basis of Presentation

Business

Asta Funding, Inc., together with its wholly owned significant operating subsidiaries Palisades Collection, LLC, Palisades Acquisition XVI, LLC (“Palisades XVI”), Palisades Acquisition XIX, LLC (“Palisades XIX”), Palisades Acquisition XXIII, LLC (“Palisades XXIII”), VATIV Recovery Solutions LLC (“VATIV”), ASFI Pegasus Holdings, LLC (“APH”), Fund Pegasus, LLC (“Fund Pegasus”), GAR Disability Advocates, LLC (“GAR Disability Advocates”), Five Star Veterans Disability, LLC (“Five Star”), EMIRIC, LLC (“EMIRIC”), Simia Capital, LLC (“Simia”), Sylvave, LLC (“Sylvave”), formerly known as Pegasus Funding, LLC (“Pegasus”), Practical Funding LLC (“Practical Funding”), and other subsidiaries, which are not all wholly owned (the “Company,” “we” or “us”), is engaged in several business segments in the financial services industry including funding of personal injury claims, through our wholly owned subsidiaries Sylvave, Simia and Practical Funding, social security and disability advocacy through our wholly owned subsidiaries GAR Disability Advocates and Five Star and the business of purchasing, managing for its own account and servicing distressed consumer receivables, including charged off receivables, and semi-performing receivables.

For the current year period from October 1, 2017 to January 12, 2018, Pegasus was 80% owned, and accounted for under the equity method. On January 12, 2018, the Company acquired the remaining 20% minority shareholder's interest in Pegasus, and now currently owns 100% of Pegasus. Commencing on the date of acquisition, the Company consolidated the financial results of this entity.

We operate principally in the United States in three reportable business segments: consumer receivables, GAR disability advocates and personal injury claims. We previously operated a fourth segment when we engaged in the structured settlements business through our wholly owned subsidiary CBC Settlement Funding, LLC (“CBC”), which we sold on December 13, 2017.

As a result of the sale of CBC all prior periods presented in the Company's consolidated financial statements account for CBC as a discontinued operation. This determination resulted in the reclassification of the assets and liabilities comprising the structured settlement business to assets and liabilities related to discontinued operations in the consolidated balance sheets, and a corresponding adjustment to our consolidated statements of operations to reflect discontinued operations for all periods presented. See Note 7 - Discontinued Operations in the Company's notes to the consolidated financial statements.

Consumer receivables

The Company started out in the consumer receivable business in 1995. Recently, our effort has been in the international areas (mainly South America), as we have curtailed our active purchasing of consumer receivables in the United States. We define consumer receivables as primary charged-off, semi-performing and distressed depending on their collectability. We acquire these consumer receivables at substantial discounts to their face values, based on the characteristics of the underlying accounts of each portfolio.

Personal injury claims

Simia commenced operations in January 2017, and conducts its business solely in the United States. Simia obtains its business from external brokers and internal sales professionals soliciting individuals with personal injury claims. Business is also obtained from its website and through attorneys. The Company accounted for its investment in Sylvave under the equity method of accounting through January 12, 2018, for subsequent periods the Company will include the financial results of Sylvave in its consolidated statement of operations. The Company formed a new entity Practical Funding on March 16, 2018 to continue in the personal injury claims funding business.

Social security benefit advocacy

GAR Disability Advocates and Five Star provide disability advocacy services throughout the United States. It relies upon search engine optimization (“SEO”) to bring awareness to its intended market.

Basis of Presentation

The consolidated balance sheet as of June 30, 2018, the consolidated statements of operations for the three and nine month periods ended June 30, 2018 and 2017, the consolidated statements of comprehensive income (loss) for the three and nine month periods ended June 30, 2018 and 2017, the consolidated statements of stockholders' equity as of and for the nine months ended June 30, 2018, and the consolidated statements of cash flows for the nine month periods ended June 30, 2018 and 2017, are unaudited. The September 30, 2017 financial information included in this report was derived from our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2017. In the opinion of management, all adjustments necessary to present fairly our financial position at June 30, 2018, the results of operations for the three and nine month periods ended June 30, 2018 and 2017 and cash flows for the nine month periods ended June 30, 2018 and 2017 have been made. The results of operations for the three and nine month periods ended June 30, 2018 and 2017 are not necessarily indicative of the operating results for any other interim period or the full fiscal year.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 — Business and Basis of Presentation *(continued)*

The accompanying unaudited consolidated financial statements have been prepared in accordance with Rule 10-01 of Regulation S-X promulgated by the Securities and Exchange Commission and therefore do not include all information and note disclosures required under generally accepted accounting principles. The Company suggests that these financial statements be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2017 filed with the Securities and Exchange Commission.

The consolidated financial statements are prepared in accordance with accounting principle generally accepted in the United States ("US GAAP") and industry practices.

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates including management's estimates of future cash flows and the resulting rates of return.

The consolidated financial statements include the accounts of Asta Funding, Inc. and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Concentration of Credit Risk – Cash and Restricted Cash

The Company considers all highly liquid investments with a maturity date of three months or less at the date of purchase to be cash equivalents.

Cash balances are maintained at various depository institutions and are insured by the Federal Deposit Insurance Corporation ("FDIC"). The Company had cash balances with 11 banks at June 30, 2018 that exceeded the balance insured by the FDIC by approximately \$24.3 million. Additionally, two foreign banks with an aggregate \$2.0 million balances are not FDIC insured. The Company does not believe it is exposed to any significant credit risk due to concentration of cash.

As of September 30, 2017 there was \$0.5 million of cash in a domestic bank that is classified as restricted. This amount is included in net assets related to discontinued operations on the Company's consolidated balance sheets. The Company does not believe it is exposed to any significant credit risk due to concentration of cash.

Equity method investment

Investee companies that are not consolidated, but over which the Company exercises significant influence, are accounted for under the equity method of accounting. Whether or not the Company exercises significant influence with respect to an investee depends on an evaluation of several factors including, among others, representation on the investee company's board of directors and ownership level, which is generally a 20% to 50% interest in voting securities of the investee company. Under the equity method of accounting, an investee company's accounts are not reflected within the Company's consolidated balance sheets and statements of operations, however, the Company's share of the earnings of the investee company is reflected as earnings and loss from equity method investment in the Company's consolidated statement of operations. The Company's carrying value in an equity method investee company is reflected on the Company's consolidated balance sheet, as equity method investment.

Pegasus was the Company's 50% controlled equity investment with Pegasus Legal Funding. Effective January 12, 2018, the Company entered into a Membership Interest Purchase Agreement (the "Purchase Agreement") with PLF to acquire 100% ownership of the entity for an aggregate purchase price of \$1.8 million, upon closing Pegasus changed its name to Sylvave. See Note 4 - Litigation Funding. Prior to the date of acquisition, based on equally shared voting rights with PLF, the Company lacked requisite control of Pegasus, and therefore accounted for its investment in Pegasus under the equity method of accounting. Accordingly, based on the purchase of PLF's interest, the Company now has full voting control of the entity. Therefore, commencing on January 12, 2018, the Company will no longer account for this entity under the equity method, but instead will consolidate the entity into its financial statements.

Serlefin BPO&O Peru S.A.C. ("Serlefin Peru") is the Company's 49% owned joint venture. The other 51% is owned by three individuals who share common ownership with Serlefin BPO&O Serlefin S.A. ("Serlefin"). Each owner maintains voting rights equivalent to their share ownership, and the 51% shareholders collectively manage the operations of the business. Based on the Company's ownership and voting rights, the Company lacks requisite control of Serlefin Peru, and therefore accounts for its investment in Serlefin Peru under the equity method of accounting.

Additionally, the Company and Serlefin jointly purchase international consumer debt portfolios under a purchase agreement. The Company and Serlefin purchase the portfolios on a pro-rata basis of 80% and 20%, respectively. The purchased portfolios are transferred to an administrative and payment trust, where the Company and Serlefin are trustees. Serlefin provides collection services to the trust, and receives a performance fee determined by the parties for each loan portfolio acquired. Serlefin received approximately \$0.1 million and \$0.1 million and \$0.3 million and \$0.4 million in performance fees for the three and nine months ended June 30, 2018 and 2017, respectively.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1—Business and Basis of Presentation *(continued)*

The carrying value of the investment in Serlefin Peru was \$0.2 million as of June 30, 2018 and September 30, 2017. The Company has included the carrying value of this investment in other assets on its consolidated balance sheets. The cumulative net loss from our investment in Serlefin Peru through June 30, 2018 was approximately \$0.1 million, and was not significant to the Company's consolidated statement of operations.

When the Company's carrying value in an equity method investee company is reduced to zero, no further losses are recorded in the Company's consolidated financial statements unless the Company guaranteed obligations of the investee company or has committed additional funding. When the investee company subsequently reports income, the Company will not record its share of such income until it equals the amount of its share of losses not previously recognized. There were no impairment losses recorded on the equity method investment for the three and nine months ended June 30, 2018 and 2017.

Personal Injury Claim Advances

Management assesses the quality of the personal injury claims portfolio through an analysis of the underlying personal injury fundings on a case by case basis. Cases are reviewed through periodic updates with attorneys handling the cases, as well as with third party research tools which monitor public filings, such as motions or judgments rendered on specific cases. The Company specifically reserves for those fundings where the underlying cases are identified as uncollectible, due to anticipated non-favorable verdicts and/or settlements at levels where recovery of the advance outstanding is unlikely. For cases that have not exhibited any specific negative collection indicators, the Company establishes reserves based on the historical collection rates of the Company's fundings. Fee income on advances is reserved for on all cases where a specific reserve is established on the initially funded amount. In addition, management also monitors its historical collection rates on fee income and establishes reserves on fee income consistent with the historically experienced collection rates. Management regularly analyzes and updates the historical collection rates of its initially funded cases as well as its fee income.

Income Recognition

The Company accounts for certain of its investments in finance receivables using the guidance of FASB Accounting Standards Codification ("ASC"), Receivables - Loans and Debt Securities Acquired with Deteriorated Credit Quality ("ASC 310"). Under the guidance of ASC 310, static pools of accounts are established. These pools are aggregated based on certain common risk criteria. Each static pool is recorded at cost and is accounted for as a single unit for the recognition of income, principal payments and loss provision. Due to the substantial reduction of portfolios reported under the interest method, and the inability to reasonably estimate cash collections required to account for those portfolios under the interest method the Company concluded the cost recovery method is the appropriate accounting method under the circumstances.

Under the guidance of ASC 310-30, the Company must analyze a portfolio upon acquisition to ensure which method is appropriate, and once a static pool is established for a quarter, individual receivable accounts are not added to the pool (unless replaced by the seller) or removed from the pool (unless sold or returned to the seller).

The Company uses the cost recovery method when collections on a particular pool of accounts cannot be reasonably predicted. Under the cost recovery method, no income is recognized until the cost of the portfolio has been fully recovered. A pool can become fully amortized (zero carrying balance on the balance sheet) while still generating cash collections. In this case, all cash collections are recognized as revenue when received.

The Company accounts for its investments in personal injury claims at an agreed upon interest rate, in anticipation of a future settlement. The interest purchased by Pegasus in each claim will consist of the right to receive from such claimant part of the proceeds or recoveries which such claimant receives by reason of a settlement, judgment or reward with respect to such claimant's claim. Open case revenue is estimated, recognized and accrued at a rate based on the expected realization and underwriting guidelines and facts and circumstances for each individual case. These personal injury claims are non-recourse. When a case is closed and the cash is received for the advance provided to a claimant, revenue is recognized based upon the contractually agreed upon interest rate, and, if applicable, adjusted for any changes due to a settled amount and fees charged to the claimant.

The funding of matrimonial actions is on a non-recourse basis. Revenue from matrimonial actions is recognized under the cost recovery method.

The Company recognizes revenue for GAR Disability Advocates and Five Star Veterans when disability claimant's cases close with the social security administration and the applicable fees are collected.

Impairments

The Company accounts for its impairments in accordance with ASC 310, which provides guidance on how to account for differences between contractual and expected cash flows from an investor's initial investment in loans or debt securities acquired in a transfer if those differences are attributable, at least in part, to credit quality. The recognition of income under ASC 310 is dependent on the Company having the ability to develop reasonable expectations of both the timing and amount of cash flows to be collected. In the event the Company cannot develop a reasonable expectation as to both the timing and amount of cash flows expected to be collected, ASC 310 permits the change to the cost recovery method. The Company will recognize income only after it has recovered its carrying value. If collection projections indicate the carrying value will not be recovered, an impairment is required. The impairment will be equal to the difference between the carrying value at the time of the forecast and the corresponding estimated remaining future collections.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1—Business and Basis of Presentation *(continued)*

In October 2014, the Company invested \$5.0 million in Class A shares of the Topaz MP Fixed Income Fund (“Topaz Fund”), a closed end fund. The Topaz Fund invests indirectly in various portfolios of Non-Performing Small Consumer Loans. The objective of the fund is to obtain a fixed return cash flow representing interest on the invested capital. According to the investment memorandum of the fund, the Topaz Fund proposed to make semi-annual distributions of 14% annual compounded interest on June and December of each year. Since December 2015, no distribution has been received by the Company. The Company received letters from the fund’s General Partner explaining that the distributions were not made due to the negative performance of the fund for the periods.

During the fiscal year 2017, the Company recorded an impairment loss on this investment of \$3.4 million, which was included in general and administrative expenses in the consolidated statements of operations. The full value of this investment was written off as of September 30, 2017. As of June 30, 2018, no amounts have been recovered on this investment.

Commissions and fees

Commissions and fees are the contractual commissions earned by third party collection agencies and attorneys, and direct costs associated with the collection effort, generally court costs. The Company utilizes third party collection agencies and attorney networks.

Fair Value Hierarchy

The Company recorded its available-for-sale investments at estimated fair value on a recurring basis. The accompanying consolidated financial statements include estimated fair value information regarding its available-for-sale investments as of June 30, 2018, as required by FASB ASC 820, Fair Value Measurements and Disclosures (“ASC 820”). ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument’s level within the fair value hierarchy is based on the lowest level of input significant to the fair value measurement.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to assess at the measurement date.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets; quoted prices in markets that are not active for identical or similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

Level 3 - Unobservable inputs that are supported by little or no market activity and significant to the fair value of the liabilities that are developed using the reporting entities’ estimates and assumptions, which reflect those that market participants would use.

FASB ASC 825, Financial Instruments, (“ASC 825”), requires disclosure of fair value information about financial instruments, whether or not recognized on the balance sheet, for which it is practicable to estimate that value. Because there are a limited number of market participants for certain of the Company’s assets and liabilities, fair value estimates are based upon judgments regarding credit risk, investor expectation of economic conditions, normal cost of administration and other risk characteristics, including interest rate and prepayment risk. These estimates are subjective in nature and involve uncertainties and matters of judgment, which significantly affect the estimates.

Discontinued Operations

US GAAP requires the results of operations of a component of an entity that either has been disposed of or is classified as held for sale to be reported as discontinued operations in the consolidated financial statements if the sale or disposition represents a strategic shift that has (or will have) a major effect on an entity’s operations and financial results.

Recent Accounting Pronouncements

In May 2014, the FASB issued an update to ASC 606, “Revenue from Contracts with Customers,” that will supersede virtually all existing revenue guidance. Under this update, an entity is required to recognize revenue upon transfer of promised goods or services to customers, in an amount that reflects the entitled consideration received in exchange for those goods or services. The guidance also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the customer contracts. This update is effective for annual reporting periods beginning after December 15, 2017 including interim periods within that reporting period. Early application is permitted for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1—Business and Basis of Presentation *(continued)*

The Company has completed its initial assessment of the new standard, including a detailed review of the Company's revenue streams to identify potential differences in accounting as a result of the new standard, and selected the modified retrospective method. Based on the Company's initial assessment, we do not believe that the adoption of the standard and related amendments will have a significant impact on our revenue recognition patterns, assuming that our revenue streams will be similar to those currently in place and are in effect at the time of our adoption. Through the date of adoption, we will continue to evaluate the impacts of the standard to ensure that our preliminary conclusions continue to remain accurate. Additionally, we will continue our assessment of the impact of the standard on our financial statement disclosures which are expected to be more extensive based on the requirements of the new standard.

In January 2016, the FASB issued Update No. 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities. The main objective in developing this update is enhancing the reporting model for financial instruments to provide users of financial statements with more decision-useful information. The amendments in this update address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The effective date for this update is for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Upon adoption of this ASU, the Company's investments will no longer be classified as available for sale, and any changes in fair value will be reflected in the Company's consolidated statement of operations.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) which requires lessees to recognize right-of-use assets and lease liabilities on the balance sheet for all leases with terms longer than 12 months. For a lease with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize a right-of-use asset and lease liability. Additionally, when measuring assets and liabilities arising from a lease, optional payments should be included only if the lessee is reasonably certain to exercise an option to extend the lease, exercise a purchase option or not exercise an option to terminate the lease. In January 2018, the FASB issued ASU 2018-01, Leases (Topic 842): Land Easement Practical Expedient for Transition to Topic 842. ASU 2018-01 was issued to address concerns about the cost and complexity of complying with the transition provisions of ASU 2018-01. The standard becomes effective in for fiscal years beginning after December 15, 2019 and interim periods within those years and early adoption is permitted. The Company is in the process of reviewing its existing leases, including service contracts for embedded leases to evaluate the impact of this standard on its consolidated financial statements and the impact on regulatory capital.

In March 2016, the FASB issued ASU No. 2016-07, Simplifying the Transition to the Equity Method of Accounting, which eliminates the requirement to apply the equity method of accounting retrospectively when a reporting entity obtains significant influence over a previously held investment. The amendments in ASU 2016-07 are effective for public companies for fiscal years beginning after December 15, 2016 including interim periods therein. Early adoption is permitted. The new standard should be applied prospectively for investments that qualify for the equity method of accounting after the effective date. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

In March 2016, the FASB issued Update No. 2016-09, Improvements to Employee Share Based Payment Accounting, to simplify and improve areas of generally accepted accounting principles for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to users of financial statements. The effective date for this update is for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The adoption of this update did not have a material impact on the Company's consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The ASU requires an organization to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Additionally, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. For the Company, this update will be effective for interim periods and annual periods beginning after December 15, 2019. Upon adoption, the Company expects that it will accelerate the recording of its credit losses in its financial statements.

In August 2016 the FASB issued ASU 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments." This ASU will make eight targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. The new standard is effective for fiscal years beginning after December 15, 2017. Early adoption is permitted. The new standard will require adoption on a retrospective basis unless it is impracticable to apply, in which case the Company would be required to apply the amendments prospectively as of the earliest date practicable. The Company is in the process of evaluating the provisions of the ASU, but does not expect it to have a material effect on the Company's consolidated statements of cash flows.

In January 2017, the FASB issued ASU No. 2017-01, Financial Instruments - Overall (Subtopic 825-10) Recognition and Measurement of Financial Assets and Financial Liabilities. The main objective in developing this update is enhancing the reporting model for financial instruments to provide users of financial statements with more decision-useful information. The amendments in this update address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The effective date for this update is for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. The adoption of this update will not have a material impact on the Company's consolidated financial statements.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1—Business and Basis of Presentation *(continued)*

In January 2017, the FASB issued ASU 2017-04 Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. The objective of this update is to simplify the subsequent measurement of goodwill, by eliminating step 2 from the goodwill impairment test. The amendments in this update are effective for annual periods beginning after December 15, 2019, and interim periods within those fiscal years. The Company does not believe this update will have a material impact on its consolidated financial statements.

In March 2017, the FASB issued ASU No. 2017-09, Compensation - Stock Compensation (Topic 718) Improvements to Employee Share Based Payment Accounting, to simplify and improve areas of generally accepted accounting principles for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to users of financial statements. The effective date for this update is for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. The adoption of this update will not have a material impact on the Company's consolidated financial statements.

In February 2018, the FASB issued ASU 2018-02, Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income, which allows a reclassification from accumulated other comprehensive income (loss) to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act enacted on December 22, 2017, and requires certain disclosures about stranded tax effects. ASU 2018-02 will be effective for the Company's fiscal year beginning October 1, 2019, with early adoption permitted, and should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Act is recognized. The adoption of this ASU is not expected to have a material impact on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU No. 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement. This ASU modifies the disclosure requirements on fair value measurements. The ASU removes the requirement to disclose: the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy; the policy for timing of transfers between levels; and the valuation processes for Level 3 fair value measurements. The ASU requires disclosure of changes in unrealized gains and losses for the period included in other comprehensive income (loss) for recurring Level 3 fair value measurements held at the end of the reporting period and the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The Company is currently evaluating the impact this guidance will have on its consolidated financial statements.

Note 2 — Available-for-Sale Investments

Investments classified as available-for-sale at June 30, 2018 and September 30, 2017, consist of the following:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
June 30, 2018	\$ 8,568,000	\$ 8,000	\$ —	\$ 8,576,000
September 30, 2017	\$ 5,500,000	\$ 11,000	\$ —	\$ 5,511,000

The available-for-sale investments do not have any contractual maturities. The Company did not sell any investments during the three and nine months ended June 30, 2018. The Company sold six investments during the nine months ended June 30, 2017, with a realized loss of \$1,011,000. The Company sold three investments during the three months ended June 30, 2017, with a realized loss of \$18,000. The Company did not receive any capital gain distributions during the nine months ended June 30, 2018. The Company received \$177,000 in capital gains distributions during the nine months ended June 30, 2017. The Company did not record any aggregate realized gains (losses) related to its available-for-sale securities for the three and nine months ended June 30, 2018. The Company recorded an aggregate realized loss of \$834,000 related to its available-for-sale securities for the first nine months ended June 30, 2017.

Unrealized holding gains and losses on available-for-sale securities are included in other comprehensive income (loss) within stockholders' equity. Realized gains (losses) on available-for-sale securities are included in other income (loss) and, when applicable, are reported as a reclassification adjustment in other comprehensive income (loss).

Note 3 — Consumer Receivables Acquired for Liquidation

Accounts acquired for liquidation are stated at cost and consist primarily of defaulted consumer loans to individuals primarily throughout the United States and South America.

The Company may account for its investments in consumer receivable portfolios, using either:

- the interest method; or
- the cost recovery method.

Prior to October 1, 2013, the Company accounted for certain of its investments in finance receivables using the interest method in accordance with the guidance of ASC 310, Receivables. Under the guidance of ASC 310-30, static pools of accounts are established. These pools are aggregated based on certain common risk criteria. Each static pool is recorded at cost and is accounted for as a single unit for the recognition of income, principal payments and loss provision.

Effective October 1, 2013, due to the substantial reduction of portfolios reported under the interest method, and the ability to reasonably estimate cash collections required to account for those portfolios under the interest method, the Company concluded the cost recovery method is the appropriate accounting method in the circumstances.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 3—Consumer Receivables Acquired for Liquidation (continued)

Although the Company has switched to the cost recovery method on its current inventory of portfolios, the Company must still analyze a portfolio upon acquisition to ensure which method is appropriate, and once a static pool is established for a quarter, individual receivable accounts are not added to the pool (unless replaced by the seller) or removed from the pool (unless sold or returned to the seller).

The Company uses the cost recovery method when collections on a particular pool of accounts cannot be reasonably predicted. Under the cost recovery method, no income is recognized until the cost of the portfolio has been fully recovered. A pool can become fully amortized (zero carrying balance on the balance sheet) while still generating cash collections. In this case, all cash collections are recognized as revenue when received.

The Company aggregates portfolios of receivables acquired sharing specific common characteristics which were acquired within a given quarter. In addition, the Company uses a variety of qualitative and quantitative factors to estimate collections and the timing thereof. The Company obtains and utilizes, as appropriate, input, including but not limited to, monthly collection projections and liquidation rates, from third party collection agencies and attorneys, as further evidentiary matter, to assist in evaluating and developing collection strategies and in evaluating and modeling the expected cash flows for a given portfolio. During the three and nine months ended June 30, 2018 the Company impaired one domestic portfolio which resulted in a charge to expense of \$100,000.

The following tables summarize the changes in the balance sheet account of consumer receivables acquired for liquidation during the following periods:

	For the Three Months Ended June 30,	
	2018	2017
Balance, beginning of period	\$ 5,525,000	\$ 11,590,000
Acquisitions of receivable portfolio	—	—
Net cash collections from collection of consumer receivables acquired for liquidation	(5,146,000)	(6,061,000)
Net cash collections represented by account sales of consumer receivables acquired for liquidation	(1,000)	(1,000)
Impairment	(100,000)	(148,000)
Effect of foreign currency translation	(167,000)	(163,000)
Finance income recognized	<u>4,509,000</u>	<u>3,993,000</u>
Balance, end of period	<u>\$ 4,620,000</u>	<u>\$ 9,210,000</u>
Finance income as a percentage of collections	87.6%	65.9%

	For the Nine Months Ended June 30,	
	2018	2017
Balance, beginning of period	\$ 6,841,000	\$ 13,427,000
Acquisitions of receivable portfolio	—	2,213,000
Net cash collections from collection of consumer receivables acquired for liquidation	(14,844,000)	(18,148,000)
Net cash collections represented by account sales of consumer receivables acquired for liquidation	(3,000)	(191,000)
Impairment	(100,000)	(148,000)
Effect of foreign currency translation	(69,000)	39,000
Finance income recognized	<u>12,795,000</u>	<u>12,018,000</u>
Balance, end of period	<u>\$ 4,620,000</u>	<u>\$ 9,210,000</u>
Finance income as a percentage of collections	86.2%	65.5%

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 3—Consumer Receivables Acquired for Liquidation (continued)

During the three and nine months ended June 30, 2018, the Company did not purchase any portfolios. During the three and nine months ended June 30, 2017, the Company purchased \$0.0 million and \$35.0 million, respectively, of face value portfolios at a cost of \$0.0 million and \$2.2 million, respectively.

As of June 30, 2018, the Company held consumer receivables acquired for liquidation from Peru and Colombia of \$2.5 million and \$1.7 million, respectively. The total amount of foreign consumer receivables acquired for liquidation was \$4.2 million, or 90.0 % of the total consumer receivables held of \$4.6 million at June 30, 2018.

As of September 30, 2017, the Company held consumer receivables acquired for liquidation from Peru and Colombia of \$3.3 million and \$2.9 million, respectively. The total amount of foreign consumer receivables acquired for liquidation was \$6.2 million, or 89.9% of the total consumer receivables held of \$6.8 million at September 30, 2017.

As of June 30, 2018 and September 30, 2017, 8.2% and 5.0% of the Company's total assets were related to its international operations, respectively. For the three and nine months ended June 30, 2018 and 2017, 3.1% and 2.2%, respectively, 2.8% and 3.2%, respectively, of the Company's total revenue related to its international operation.

The following table summarizes collections received by the Company's third-party collection agencies and attorneys, less commissions and direct costs for the three and nine month periods ended June 30, 2018 and 2017, respectively.

	<u>For the Three Months Ended June 30 ,</u>		<u>For the Nine Months Ended June 30 ,</u>	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Gross collections (1)	\$ 9,551,000	\$ 10,659,000	\$ 27,134,000	\$ 32,641,000
Commissions and fees (2)	(4,404,000)	(4,597,000)	(12,287,000)	(14,302,000)
Net collections	<u>\$ 5,147,000</u>	<u>\$ 6,062,000</u>	<u>\$ 14,847,000</u>	<u>\$ 18,339,000</u>

- (1) Gross collections include: collections from third-party collection agencies and attorneys, collections from in-house efforts, and collections represented by account sales.
- (2) Commissions are earned by third party collection agencies and attorneys, and include direct costs associated with the collection effort, generally court costs. In December 2007 an arrangement was consummated with one servicer who also received a 3% fee on gross collections received by the Company in connection with the related portfolio purchase. The fee is charged for asset location, skip tracing and ultimately suing debtors in connection with this portfolio purchase.

Note 4 —Litigation Funding***Acquisition of Equity Method Investment***

On December 28, 2011, the Company entered into a joint venture, Pegasus Funding, LLC ("Pegasus"), with Pegasus Legal Funding, LLC ("PLF"). The Company had an 80% non-controlling interest in the joint venture from the date of formation through January 12, 2018. Pegasus purchases interests in claims from claimants who are a party to personal injury litigation. Pegasus advances, to each claimant, funds, on a non-recourse basis at an agreed upon interest rate, in anticipation of a future settlement. The interest in each claim purchased by Pegasus consists of the right to receive, from such claimant, part of the proceeds or recoveries which such claimant receives by reason of a settlement, judgment or award with respect to such claimant's claims. Pegasus while accounted for as an equity method investment, earned \$5.1 million in interest and fees for the three months ended June 30, 2017, and earned \$0.8 million and \$9.8 million in interest and fees for the period from October 1, 2017 to January 12, 2018, compared to the nine months ended June 30, 2017, respectively. The Company had a net equity method investment in personal injury claims of \$50.5 million on September 30, 2017 and \$52.7 million immediately prior to acquisition, which included loans due to Asta of \$32.7 million and \$31.7 million, respectively, settled in conjunction with the acquisition.

On November 8, 2016, the Company entered into a binding Term Sheet (the "Term Sheet") with ASFI Pegasus Holdings, LLC, Fund Pegasus, LLC, Pegasus Funding, LLC, Pegasus Legal Funding, LLC, Max Alperovich and Alexander Khanas. The Company and PLF decided not to renew the Pegasus joint venture that, by its terms, was scheduled to terminate on December 28, 2016. The Term Sheet amended certain provisions to Pegasus' operating agreement dated as of December 28, 2011 (as amended, the "Operating Agreement") and governed the terms relating to the collection of its existing Pegasus portfolio (the "Portfolio").

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 4—Litigation Funding *(continued)*

Equity Method Investment *(continued)*

Pursuant to the Term Sheet, the parties thereto have agreed that Pegasus would continue in existence in order to collect advances on its existing Portfolio. The Company would fund overhead expenses relating to the collection of its Portfolio based on a budget agreed upon by the Company and PLF. Any cash received by Pegasus would be distributed to its members in the order provided for in the Operating Agreement. The Company would be repaid an amount equal to 20% of all principal collected on each investment paid back beginning October 1, 2016 and continuing through the collection of the Portfolio, which would be applied against the outstanding balance of overhead expenses previously advanced by the Company to Pegasus. After January 2, 2017, additional overhead expenses advanced would be paid back monthly as incurred by the Company prior to the calculation and distribution of any profits.

In connection with the Term Sheet, the parties thereto have also entered into a customary mutual release and non-disparagement agreement as well as a release from the non-competition obligations under the Operating Agreement.

The Company filed for arbitration with the American Arbitration Association ("AAA") against Pegasus in April 2017 for breaches in the Operating and Term Sheet. On April 18, 2017, the Company was granted an Emergent Award restraining the cash in Pegasus, until a formal arbitration panel was confirmed and could review the case.

On July 17, 2017, an arbitration panel was confirmed, and a hearing date was scheduled for August 25, 2017 on the Company's motion to have PLF removed from managing Pegasus and replacing them with Company designated representatives, and to permit disbursements to the Company in accordance with the Operating and Liquidation Agreements.

On January 12, 2018, the Company, ASFI and Fund Pegasus entered into a Settlement Agreement and Release (the "Settlement Agreement") by and among the Company, ASFI, Fund Pegasus, Pegasus, the Seller, Max Alperovich, Alexander Khanas, Larry Stoddard, III, Louis Piccolo and A.L. Piccolo & Co., Inc., a New York corporation. The Settlement Agreement releases certain claims in exchange for, among other things, the parties' entry into the Purchase Agreement.

Additionally, on January 12, 2018, ASFI Pegasus Holdings, LLC ("ASFI"), a Delaware limited liability company and a subsidiary of Asta Funding, Inc. (the "Company" or "Asta"), a Delaware corporation, entered into a Membership Interest Purchase Agreement (the "Purchase Agreement") with Pegasus Legal Funding, LLC, a Delaware limited liability company (the "Seller"). Under the Purchase Agreement, ASFI bought the Seller's ownership interests of Pegasus Funding, LLC ("Pegasus"), which was 20% of the issued and outstanding limited liability company interests of Pegasus, for an aggregate purchase price of \$1.8 million. As a result of the execution of the Purchase Agreement, ASFI became the owner of 100% of the limited liability company interests of Pegasus, and recognized a loss on acquisition of \$1.4 million, which is recorded in the Company's consolidated financial statements. Immediately on acquisition, the Company changed the name from Pegasus to Sylvave.

Acquisition of Equity Method Investment *(continued)*

The fair values of the assets acquired and liabilities assumed at the acquisition date are as follows:

	Fair Value
Cash	\$ 5,748,000
Personal injury claim advances portfolio	14,571,000
Accounts payable and accrued expenses	<u>(664,000)</u>
Total net assets acquired	<u>\$ 19,655,000</u>

As a result of the purchase of the Seller's 20% interest in Pegasus on January 12, 2018 under the Purchase Agreement, beginning on January 13, 2018, the Company will consolidate the financial statements of Sylvave.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 4—Litigation Funding *(continued)***Acquisition of Equity Method Investment** *(continued)*

The results of operations and financial position of the Company's historical equity investment in Pegasus are summarized below:

**Condensed S tatement of O perations I
nformation**

	Three months ended	
	June 30, 2018	June 30, 2017
Personal injury claims income	\$ —	\$ 5,068,000
Operating expenses	—	1,680,000
Income from operations	<u>\$ —</u>	<u>\$ 3,388,000</u>
Earnings from equity method investment	<u>\$ —</u>	<u>\$ 2,710,000</u>

	Period from	Nine Months Ended
	October 1, 2017 to January 12, 2018	June 30, 2017
Personal injury claims income	\$ 671,000	\$ 9,507,000
Operating expenses	(386,000)	6,058,000
Income from operations	<u>\$ 1,057,000</u>	<u>\$ 3,449,000</u>
Earnings from equity method investment	<u>\$ 845,000</u>	<u>\$ 2,759,000</u>

Condensed Balance Sheet I nformation

	June 30, 2018	September 30, 2017
Current assets		
Cash	\$ —	\$ 35,631,000 (1)
Investment in personal injury claims	—	16,855,000
Other assets	—	109,000
Total Assets	<u>\$ —</u>	<u>\$ 52,595,000</u>
Current liabilities	\$ —	\$ 31,677,000
Non-current liabilities	—	1,952,000
Equity	—	18,966,000
Total Liabilities and Equity	<u>\$ —</u>	<u>\$ 52,595,000</u>

(1) Included in cash is \$35.4 million in restricted cash as of September 30, 2017. The restriction was put in place during the Company's arbitration with PLF.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 4—Litigation Funding *(continued)***Personal Injury Claims Funding**

The following tables summarize the changes in the balance sheet account of personal injury claim portfolios held by Simia and Sylvave for the following periods:

	For the Three Months Ended June 30,	
	2018	2017
Balance, beginning of period	\$ 15,994,000	\$ 3,177,000
Acquisition of personal injury funding portfolio (1)	—	—
Personal claim advances	—	296,000
Provision for losses	(6,000)	(7,000)
(Write offs) recoveries	(407,000)	—
Personal injury claims income	1,557,000	241,000
Personal injury claims receipts	(3,344,000)	(356,000)
Balance, end of period	\$ 13,793,000	\$ 3,351,000

	For the Nine Months Ended June 30,	
	2018	2017
Balance, beginning of period	\$ 3,704,000	\$ —
Acquisition of personal injury funding portfolio (1)	14,571,000	—
Personal claim advances	60,000	3,518,000
Provision for losses	(465,000)	(7,000)
(Write offs) recoveries	(371,000)	—
Personal injury claims income	2,167,000	251,000
Personal injury claims receipts	(5,872,000)	(411,000)
Balance, end of period	\$ 13,793,000	\$ 3,351,000

(1) Fully acquired through the acquisition of Pegasus.

The Company recognized personal injury claims income of \$1.6 million and \$2.2 million for the three and nine months ended June 30, 2018 and \$241,000 and \$251,000 for the three and nine months ended June 30, 2017, respectively.

Matrimonial Claims (included in Other Assets)

On May 8, 2012, EMIRIC entered into a joint venture with California-based Balance Point Divorce Funding, LLC (“BP Divorce Funding”) to create the operating subsidiary BP Case Management, LLC (“BPCM”). BPCM is 60% owned by the Company and 40% owned by BP Divorce Funding. BPCM provides non-recourse funding to a spouse in a matrimonial action. The Company provided a \$1.0 million revolving line of credit to partially fund BPCM’s operations, with such loan bearing interest at the prevailing prime rate, with an initial term of twenty-four months. In September 2014, the agreement was revised to extend the term of the loan to August 2016, increase the credit line to \$1.5 million and include a personal guarantee of the principal of BP Divorce Funding. Effective August 14, 2016, the Company extended its revolving line of credit with BP Divorce Funding until March 31, 2017, at substantially the same terms as the September 2014 amendment. On April 1, 2017, BP Divorce Funding defaulted on this agreement, and as such, the loan balance of approximately \$1.5 million was deemed uncollectible and was written off to general and administrative expenses on the consolidated statement of operations during the year ended September 30, 2017.

As of June 30, 2018 and September 30, 2017, BPCM had fully reserved against its invested cases managed by the venture of approximately \$2.5 million. There was no income recognized in the three and nine months ended June 30, 2018 and 2017.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 5—Furniture & Equipment

Furniture and equipment consist of the following:

	June 30 , 2018	September 30, 2017
Furniture	\$ 273,000	\$ 273,000
Equipment	241,000	241,000
Software	1,395,000	1,369,000
	1,909,000	1,883,000
Less accumulated depreciation and amortization	1,805,000	1,759,000
Balance, end of period	\$ 104,000	\$ 124,000

Depreciation expense for the three and nine months ended June 30, 2018 and 2017, was \$14,000 and \$46,000 respectively, and \$24,000 and \$75,000, respectively

Note 6—Non Recourse Debt***Non-Recourse Debt—Bank of Montreal (“BMO”)***

In March 2007, Palisades XVI borrowed approximately \$227 million under the Receivables Financing Agreement, as amended in July 2007, December 2007, May 2008, February 2009, October 2010 and August 2013 (the “RFA”) from BMO, in order to finance the Portfolio Purchase which had a purchase price of \$300 million. The original term of the agreement was three years. This term was extended by each of the Second, Third, Fourth and Fifth Amendments and the most recent agreement signed in August 2013.

On August 7, 2013, Palisades XVI, a 100% owned bankruptcy remote subsidiary, entered into a Settlement Agreement and Omnibus Amendment (the “Settlement Agreement”) with BMO as an amendment to the RFA. In consideration for a \$15 million prepayment funded by the Company, BMO agreed to significantly reduce minimum monthly collection requirements and the interest rate. If and when BMO receives the next \$15 million of collections from the Portfolio Purchase or from voluntary prepayments by Asta Funding, Inc., less certain credits for payments made prior to the consummation of the Settlement Agreement (the “Remaining Amount”), Palisades XVI and its affiliates would be automatically released from liability in connection with the RFA (subject to customary exceptions). A condition to the release was Palisades XVI’s agreement to grant BMO, as of the time of the payment of the Remaining Amount, the right to receive 30% of net collections from the Portfolio Purchase once Palisades XVI has received from future net collections, the sum of \$15 million plus voluntary prepayments included in the payment of the Remaining Amount (the “Income Interest”). On June 3, 2014, Palisades XVI paid the Remaining Amount. The final principal payment of \$2.9 million included a voluntary prepayment of \$1.9 million provided from funds of the Company. Accordingly, Palisades XVI was entitled to receive \$16.9 million of future collections from the Portfolio Purchase before BMO would be entitled to receive any payments with respect to its Income Interest.

During the month of June 2016, the Company received the balance of the \$16.9 million, and, as of June 30, 2018 and September 30, 2017, the Company recorded a liability to BMO of approximately \$157,000 and \$148,000, respectively, which has been recorded in other liabilities in the Company’s consolidated balance sheet. The funds outstanding on June 30, 2018 were subsequently remitted to BMO on July 10, 2018. The liability to BMO is recorded when actual collections are received.

Bank Hapoalim B.M. (“Bank Hapoalim”) Line of Credit

On May 2, 2014, the Company obtained a \$20 million line of credit facility from Bank Hapoalim, pursuant to a Loan Agreement (the “Loan Agreement”) among the Company and its subsidiary, Palisades Collection, LLC, as borrowers (the “Borrowers”), and Bank Hapoalim, as agent and lender. The Loan Agreement provided for a \$20.0 million committed line of credit and an accordion feature providing an increase in the line of credit of up to \$30 million, at the discretion of the lenders. The facility was for a term of three years at an interest rate of either LIBOR plus 275 basis points or prime, at the Company’s option. The Loan Agreement included covenants that required the Company to maintain a minimum net worth of \$150 million and pay an unused line fee. The facility was secured pursuant to a Security Agreement among the parties to the Loan Agreement, with property of the Borrowers serving as collateral. On March 30, 2016, the Company signed the First Amendment to the Loan Agreement (the “First Amendment”) with Bank Hapoalim which amended certain terms of their banking arrangement. The First Amendment includes (a) the reduction of the interest rate to LIBOR plus 225 basis points; (b) a decrease in the minimum net worth requirement by \$50 million, to \$100 million and (c) modifies the Net Loss requirement from a quarterly to an annual basis. All other terms of the original agreement remain in effect. The Company borrowed \$9.6 million in February 2017 against the facility. There was a \$10.0 million aggregate balance on deposit at Bank Hapoalim which served as collateral for the line of credit. On April 28, 2017, the Company renewed the line of credit facility with the new maturity date of August 2, 2017, under the existing terms and conditions. On August 2, 2017, the \$9.6 million line of credit expired and the Company satisfied the debt with cash that was held in deposit as collateral with the bank. As of June 30, 2018, there was no outstanding facility.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 7 —Discontinued Operations

On December 31, 2013, the Company acquired 80% ownership of CBC and its affiliate, CBC Management Services, LLC for approximately \$5.9 million.

On December 31, 2015, the Company acquired the remaining 20% ownership of CBC for \$1,800,000, through the issuance of restricted stock valued at approximately \$1,000,000 and \$800,000 in cash. Each of the two original principals received 61,652 shares of restricted stock at a fair market value of \$7.95 per share and \$400,000 in cash. An aggregate of 123,304 shares of restricted stock were issued as part of the transaction.

On January 1, 2016, the Company renewed the expiring two-year employment agreements of the two CBC principals for one year terms. The employment contracts of the original two principals expired at the end of December 2016. The Company did not renew those contracts. Ryan Silverman was appointed CEO/General Counsel effective January 1, 2017.

During November 2017, a competitor of CBC alleged that CBC had unlawfully purchased certain of the competitor's trade secrets and customer lists from intermediaries who allegedly arranged and/or paid for said materials from the competitor. CBC denied any wrongdoing and disclaimed liability. The parties settled the matter for a payment of \$0.5 million on or about November 22, 2017, in exchange for a complete release.

On December 13, 2017, the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with CBC Holdings LLC, a Delaware limited liability company (the "Buyer"). Under the Purchase Agreement, the Company sold all of the issued and outstanding equity capital of CBC for an aggregate purchase price of approximately \$10.3 million. Of the aggregate purchase price, approximately \$4.5 million was paid in cash, and \$5.8 million was paid under a promissory note at an annual interest rate of 7% to be paid quarterly to the Company and secured by a first priority security interest in and lien on such Buyer's affiliates' rights to certain servicing fees. See Note 8 - Note Receivable. The remaining amount of the aggregate purchase price was paid as reimbursement of certain invoices of CBC. The Company recognized a loss of approximately \$2.4 million on the above sale of CBC as of September 30, 2017.

As a result of the sale of CBC, all prior periods presented in the Company's consolidated financial statements will account for CBC as a discontinued operation. This determination resulted in the reclassification of the assets and liabilities comprising the structured settlement business to assets related to discontinued operations in the consolidated balance sheets, and a corresponding adjustment to our consolidated statements of operations to reflect discontinued operations for all periods presented.

As of June 30, 2018, the components of the Company designated as discontinued operations had no assets or liabilities. As of September 30, 2017, the components of the Company designated as discontinued operations had assets and liabilities of \$92.2 million and \$81.8 million, respectively. For the three months ended June 30, 2018 and 2017, the components of the Company designated as discontinued operations reported a (loss) profit, net of income taxes of \$0.0 million and \$0.6 million, respectively. For the nine months ended June 30, 2018 and 2017, the components of the Company designated as discontinued operations reported a (loss) profit, net of income taxes of (\$0.1) million and (\$1.8) million, respectively.

The major components of assets and liabilities related to discontinued operations are summarized below:

	June 30, 2018	September 30, 2017
Cash and cash equivalents	\$ —	\$ 1,617,000 (1)
Restricted cash	—	499,000
Structured settlements	—	86,971,000
Furniture and equipment, net	—	34,000
Goodwill	—	—
Other assets	—	3,114,000
Total assets related to discontinued operations	<u>\$ —</u>	<u>\$ 92,235,000</u>
Other debt - CBC	—	78,935,000
Other liabilities	—	2,816,000
Total liabilities related to discontinued operations	<u>\$ —</u>	<u>\$ 81,751,000</u>

(1) Cash balance with one bank at September 30, 2017 that exceeded the balance insured by the FDIC by approximately \$0.5 million.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 7—Discontinued Operations *(continued)*

The following table presents the operating results, for the three and nine months ended June 30, 2018 and 2017, for the components of the Company designated as discontinued operations:

	Three months ended	
	June 30, 2018	June 30, 2017
Revenues:		
Unrealized gain on structured settlements	\$ —	\$ 7,531,000
Interest income on structured settlements	—	1,923,000
Loss on sale of structured settlements	—	(5,353,000)
Total revenues	—	4,101,000
Other income	—	14,000
	—	4,115,000
Expenses:		
General and administrative expenses	—	2,156,000
Interest expense	—	990,000
	—	3,146,000
Income from discontinued operations before income taxes	—	969,000
Income tax expense from discontinued operations	—	409,000
Income from discontinued operations, net of taxes	\$ —	\$ 560,000

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 7—Discontinued Operations (continued)

	Nine months ended	
	June 30, 2018	June 30, 2017
Revenues:		
Unrealized gain on structured settlements	\$ 244,000	\$ 4,511,000
Interest income on structured settlements	2,005,000	5,765,000
Loss on sale of structured settlements	—	(5,353,000)
Total revenues	2,249,000	4,923,000
Other income	11,000	44,000
	<u>2,260,000</u>	<u>4,967,000</u>
Expenses:		
General and administrative expenses	1,560,000	5,152,000
Interest expense	824,000	2,871,000
	<u>2,384,000</u>	<u>8,023,000</u>
Loss from discontinued operations before income taxes	(124,000)	(3,056,000)
Income tax benefit from discontinued operations	(44,000)	(1,300,000)
Loss from discontinued operations, net of taxes	<u>\$ (80,000)</u>	<u>\$ (1,756,000)</u>

Prior to its sale, CBC purchased periodic payments under structured settlements and annuity policies from individuals in exchange for a lump sum payment. The Company elected to carry the structured settlements at fair value. Unearned income on structured settlements is recognized as interest income using the effective interest method over the life of the related structured settlement. Changes in fair value are recorded in unrealized gain (loss) on structured settlements in the Company's statements of operations. Unrealized gains on structured settlements is comprised of both unrealized gains resulting from fair market valuation at the date of acquisition of the structured settlements and the subsequent fair value adjustments resulting from the change in the discount rate. Of the \$0.2 million of unrealized gains recognized in the nine months ended June 30, 2018, approximately \$0.2 million is due to day one gains on new structured settlements financed during the period. There were no other changes in assumptions during the period. Of the \$7.5 million and \$4.5 million of unrealized gains recognized in the three and nine months ended June 30, 2017, approximately \$1.6 million and \$5.9 million, respectively, was due to day one gains on new structured settlements financed during the period, offset by a decrease of (\$5.4) million and \$1.5 million, respectively, in realized (losses) gains recognized as realized loss on sale and interest income on structured settlements, \$0.5 million and \$0.1 million gain due to a change in the discount rate, and a reduction in fair value of \$3.0 million and \$0.0 million, respectively, during the period.

The Company elected the fair value treatment under ASC 825-10-50-28 through 50-32 to be transparent to the user regarding the underlying fair value of the structured settlement which collateralizes the debt of CBC. The Company believes any change in fair value is driven by market risk as opposed to credit risk associated with the underlying structured settlement annuity issuer.

The purchased personal injury structured settlements result in payments over time through an annuity policy. Most of the annuities acquired involve guaranteed payments with specific defined ending dates. CBC also purchases a small number of life contingent annuity payments with specific ending dates but the actual payments to be received could be less due to the mortality risk associated with the measuring life. CBC records a provision for loss each period. The life contingent annuities were not a material portion of assets at September 30, 2017.

CBC purchased structured settlement and annuity policies through privately negotiated direct consumer purchases and brokered transactions across the United States. CBC funded the purchases primarily from cash, its revolving line of credit, and its securitized debt, issued through its Blue Bell Receivables ("BBR") subsidiaries.

On April 7, 2017, CBC, through its subsidiary BBRVII, LLC, issued approximately \$18.3 million of fixed rate asset backed notes with a yield of 5.0% and a stated maturity date of January 15, 2069.

On April 28, 2017, CBC entered into an Assignment Agreement (the "Assignment Agreement") by and among CBC and an unrelated third party ("Assignee"). The Assignment Agreement provided for the sale of a portion of the Company's life contingent asset portfolio included in the Company's structured settlements to the Assignee for a purchase price of \$7.7 million. The Company realized a loss from the sale of \$5.4 million for the year ended September 30, 2017.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 7—Discontinued Operations (continued)

On April 28, 2017, CBC entered into the Tenth Amendment, extending the line of credit to June 30, 2017. Other terms and conditions of the Ninth Amendment, in effect as of March 31, 2017, remains unchanged.

Structured settlements consist of the following as of June 30, 2018 and September 30, 2017:

	<u>June 30, 2018</u>	<u>September 30, 2017</u>
Maturity (1) (2)	\$ —	\$ 139,107,000
Unearned income	—	(52,136,000)
Structured settlements, net	<u>\$ —</u>	<u>\$ 86,971,000</u>

- (1) The maturity value represents the aggregate unpaid principal balance at June 30, 2018 and September 30, 2017.
(2) There is approximately \$0.3 million of structured settlements that are past due, or in non-accrual status at September 30, 2017.

Encumbrances on structured settlements as of June 30, 2018 and September 30, 2017 are as follows:

	<u>Interest Rate</u>	<u>June 30, 2018</u>	<u>September 30, 2017</u>
Notes payable secured by settlement receivables with principal and interest outstanding payable until June 2025	8.75%	\$ —	\$ 1,607,000
Notes payable secured by settlement receivables with principal and interest outstanding payable until August 2026	7.25%	—	3,612,000
Notes payable secured by settlement receivables with principal and interest outstanding payable until April 2032	7.125%	—	3,891,000
Notes payable secured by settlement receivables with principal and interest outstanding payable until February 2037	5.39%	—	17,390,000
Notes payable secured by settlement receivables with principal and interest outstanding payable until March 2034	5.07%	—	13,389,000
Notes payable secured by settlement receivables with principal and interest outstanding payable until February 2043	4.85%	—	13,001,000
Notes payable secured by settlement receivables with principal and interest outstanding payable until January 2069	5.00%	—	17,456,000
\$25,000,000 revolving line of credit	4.25%	—	8,589,000
Encumbered structured settlements		—	78,935,000
Structured settlements not encumbered		—	8,036,000
Total structured settlements		<u>\$ —</u>	<u>\$ 86,971,000</u>

The Company assumed \$25.9 million of debt related to the CBC acquisition on December 31, 2013, including a \$12.5 million line of credit with an interest rate floor of 5.5%. Between March 27, 2014 and September 29, 2014, CBC entered into three amendments (Sixth Amendment through Eighth Amendment), resulting in the line of credit increasing to \$22.0 million and the interest rate floor reduced to 4.75%. On March 11, 2015, CBC entered into the Ninth Amendment. This amendment, effective March 1, 2015, extended the maturity date on its credit line from February 28, 2015 to March 1, 2017. Additionally, the credit line was increased from \$22.0 million to \$25.0 million and the interest rate floor was decreased from 4.75% to 4.1%. Other terms and conditions were materially unchanged. In March 2017, the credit line was extended to April 28, 2017. On April 28, 2017, CBC entered into the Tenth Amendment, extending the credit line maturity date to June 30, 2017. On July 27, 2017 CBC entered into the Eleventh Amendment, extending the credit line maturity date to June 30, 2019.

On November 26, 2014, CBC completed its fourth private placement, backed by structured settlement and fixed annuity payments. CBC issued, through its subsidiary, BBR IV, LLC, approximately \$21.8 million of fixed rate asset-backed notes with a yield of 5.4%. On September 25, 2015, CBC completed its fifth private placement, backed by structured settlements and fixed annuity payments. CBC issued, through its subsidiary, BBR V, LLC, approximately \$16.6 million of fixed rate asset-backed notes with a yield of 5.1%. On July 8, 2016, CBC issued, through its subsidiary, BBR VI, approximately \$14.8 million of fixed rate asset-backed notes with a yield of 4.85%. On April 7, 2017, CBC issued approximately \$18.3 million of fixed rate asset-backed notes with a yield of 5.0%.

As of September 30, 2017, the remaining debt amounted to \$78.9 million, which consisted of \$8.6 million drawdown from a line of credit from an institutional source and \$70.3 million notes issued by entities 100%-owned and consolidated by CBC. These entities are bankruptcy-remote entities created to issue notes secured by structured settlements. During December 2017, the other debt associated with CBC was sold along with CBC's other assets and liabilities.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 8 — Note Receivable

Pursuant to Purchase Agreement, dated as of December 13, 2017, between the Purchaser and CBC, CBC sold to the Purchaser all of the issued and outstanding equity capital of CBC for \$10.3 million. In conjunction with this sale the Company received \$4.5 million in cash, and a Promissory Note (the “Note”) for \$5.8 million from the Purchaser. The Note bears interest at 7% per annum, payable in quarterly installments of principle and interest through December 13, 2020, and is secured pursuant to a Service Agreement (the “Service Agreement”) with an affiliate of the Purchaser. Under the Service Agreement the Company has a first priority security interest and lien on all servicing fees received by the affiliate. As of June 30, 2018, the Purchaser is current on all its obligations under the Note, and the principle amount outstanding on this Note is \$4.8 million. See Note 7 - Discontinued Operations.

Note 9 — Other Liabilities

Other liabilities as of June 30, 2018 and September 30, 2017 are as follows:

	June 30, 2018	September 30, 2017
Accounts payable and accrued expenses	\$ 1,752,000	\$ 1,835,000
Lawsuit reserve (see Note 10 – Commitments and Contingencies – <i>Legal Matters</i>)	—	3,145,000
Total other liabilities	\$ 1,752,000	\$ 4,980,000

Note 10 — Commitments and Contingencies***Employment Agreement***

The employment contracts of the original two CBC principals expired at the end of December 2016. The Company did not renew those contracts. Ryan Silverman was appointed CEO/General Counsel, effective January 1, 2017. The Company is no longer contractually obligated on any CBC employment agreements, as they were sold with the entity.

Effective November 11, 2016, the Company entered into a five year employment agreement with Mr. Preece that could be terminated with or without “cause” (as defined in the Employment Agreement) and could resign with or without “good reason” (as defined in the Employment Agreement). If Mr. Preece was terminated without “cause” or resigned for “good reason” he would have received severance equal to two years of his base salary.

As of July 17, 2017, Mr. Preece was no longer employed as Chief Executive Officer of Simia. On an interim basis Gary Stern, Chairman, Chief Executive Officer and President of the Company, assumed the responsibilities of Simia’s Chief Executive Officer. No amounts were paid for any severance or bonus under his contract.

Leases

The Company leases its facilities in Englewood Cliffs, NJ, Houston, TX, and Louisville, KY. The Conshohocken, PA leased facility was transferred to the buyer of CBC in December 2017, and the Company was released of all future obligations under the lease.

Legal Matters

In June 2015, a putative class action complaint was filed against the Company, and one of its third-party law firm servicers, alleging violation of the federal Fair Debt Collection Practices Act and Racketeer Influenced and Corrupt Organizations Act (“RICO”) and state law arising from debt collection activities and default judgments obtained against certain debtors.

The Company filed a motion to strike the class action allegations and compel arbitration or, to the extent the court declines to order arbitration, to dismiss the RICO claims. On or about March 31, 2015, the court denied the Company’s motion. The Company filed an appeal with the United States Court of Appeals for the Second Circuit. A mediation session was held in July 2015, at which the Company agreed to settle the action on an individual basis for a payment of \$13,000 to each named plaintiff, for a total payment of \$39,000. Payment was made on or about July 24, 2015. The third-party law firm servicer has not yet settled and remains a defendant in the case.

The plaintiffs’ attorneys advised that they were contemplating the filing of another putative class action complaint against the Company alleging substantially the same claims as those that were asserted in this matter. In anticipation of such an eventuality, the Company agreed to non-binding mediation in order to reach a global settlement with other putative class members, which would avert the possibility of further individual or class actions with respect to the affected accounts. To date, the parties have attended two mediation sessions and are continuing to discuss a global settlement. In connection with such discussions, the parties agreed in principle to settle the action for a payment of \$3.9 million (which would be split equally between the Company and the law firm servicer). The Company and law firm servicer have also agreed to cease collection activity on the affected accounts. Accordingly, the Company set up a reserve for settlement costs of \$2.0

million during the three months ended March 31, 2017, which was included in general and administrative expenses in the Company's consolidated statement of operations.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 10—Commitments and Contingencies *(continued)*

The Company reassessed the situation at September 30, 2016 and deemed that an additional \$0.3 million was necessary to account for legal expenses, which was made during the three month period ended September 30, 2016. On January 23, 2018, the Company paid \$2.3 million as a global settlement in conjunction with the putative class action complaint filed against the Company, and one of its third-party law firm servicers. This payment represented the Company's portion of the total settlement of \$4.6 million, which was split with the third-party law firm.

The Company was a defendant in a lawsuit filed in Montana state court alleging fraud and abuse of process arising from the Company's business relationship with an entity that finances divorce litigation proceedings. On November 24, 2017, the Company paid \$0.8 million as a settlement in conjunction with the lawsuit filed against the Company in Montana state court alleging, fraud and abuse of process arising from the Company's business relationship with an entity that finances divorce proceedings.

The Company filed a lawsuit in Delaware state court against a third party servicer arising from the third party servicer's failure to pay the Company certain amounts that are due the Company under a servicing agreement. The third party servicer filed a counterclaim in the Delaware action alleging that the Company owes certain amounts to the third party servicer for court costs pursuant to an alleged arrangement between the companies. On or about July 12, 2018, the parties agreed to settle the action pursuant to a settlement agreement and release, which provides for, among other things, the payment by the third party servicer of \$4.4 million to the Company pursuant to an agreed upon schedule. See Note 19 - Subsequent Events.

In the ordinary course of our business, we are involved in numerous legal proceedings. We regularly initiate collection lawsuits, using our network of third party law firms, against consumers. Also, consumers occasionally initiate litigation against us, in which they allege that we have violated a federal or state law in the process of collecting their account. We do not believe that these ordinary course matters are material to our business and financial condition. As of the date of this Form 10-Q, we are not involved in any other material litigation in which we are a defendant.

Note 11—Income Taxes

At the end of each interim reporting period, the Company estimates its effective income tax rate expected to be applicable for the full year. The estimate is used in providing for income taxes on a year-to-date basis and may change in subsequent interim periods. The Company's effective tax rate from operations for both the three and nine months ended June 30, 2018 was 35.0%, compared to 12.2% and 0.4% for the three and nine months ended June 30, 2017, respectively. The effective rate for fiscal 2017 was comparable to the U.S. federal statutory rate of 35%. The effective rate for fiscal 2017 differed from the U.S. federal statutory rate of 35% primarily due to state income taxes and other permanent differences.

On December 22, 2017, the Tax Cuts and Jobs Act (the "Act") was signed into law. Among other provisions, the Act reduces the Federal statutory corporate income tax rate from 35% to 21%. Given the tax rate reduction, the Company remeasured its U.S. federal and state deferred tax assets and liabilities, which resulted in decreasing the Company's net deferred tax assets by approximately \$3.5 million. This adjustment is recorded as a one-time charge to income taxes for the three and nine months ended June 30, 2018.

The Company files income tax returns in the U.S federal jurisdiction, various state jurisdictions, and various foreign countries. The Company does not have any uncertain tax positions. The Company's federal returns for the years September 30, 2014 and 2015, are currently being audited by the Internal Revenue Service. The tax returns for the years ended September 30, 2016 and 2017 are subject to examination. The Company does not have any uncertain tax positions.

Note 12—Net Income (Loss) per Share

Basic per share data is calculated by dividing net income (loss) by the weighted average shares outstanding during the period. Diluted earnings per share is calculated similarly, except that it includes the dilutive effect of the assumed exercise of securities, including the effect of shares issuable under the Company's stock based compensation plans. With respect to the assumed proceeds from the exercise of dilutive options, the treasury stock method is calculated using the average market price for the period.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 12—Net Income (Loss) per Share *(continued)*

The following table presents the computation of basic and diluted per share data for the three months ended June 30, 2018 and 2017:

	Three Months Ended June 30, 2018	Three Months Ended June 30, 2017
Income from continuing operations	\$ 1,957,000	\$ 1,571,000
Income from discontinued operations	—	560,000
Net income	<u>\$ 1,957,000</u>	<u>\$ 2,131,000</u>
Basic earnings per common share from continuing operations	\$ 0.29	\$ 0.24
Basic earnings per common share from discontinued operations	—	0.08
Basic earnings per share	<u>\$ 0.29</u>	<u>\$ 0.32</u>
Diluted earnings per common share from continuing operations	\$ 0.29	\$ 0.23
Diluted earnings per common share from discontinued operations	—	0.08
Diluted earnings per share	<u>\$ 0.29</u>	<u>\$ 0.31</u>
Weighted average number of common shares outstanding:		
Basic	6,685,415	6,577,784
Dilutive effect of stock options	213	301,298
Diluted	<u>6,685,628</u>	<u>6,879,082</u>

The following table presents the computation of basic and diluted per share data for the nine months ended June 30, 2018 and 2017:

	Nine Months Ended June 30, 2018	Nine Months Ended June 30, 2017
Income (loss) from continuing operations	\$ 388,000	\$ (7,033,000)
Loss from discontinued operations	(80,000)	(1,756,000)
Net income (loss)	<u>\$ 308,000</u>	<u>\$ (8,789,000)</u>
Basic earnings (loss) per common share from continuing operations	\$ 0.06	\$ (0.75)
Basic loss per common share from discontinued operations	(0.01)	(0.19)
Basic earnings (loss) per share	<u>\$ 0.05</u>	<u>\$ (0.94)</u>
Diluted earnings (loss) per common share from continuing operations	\$ 0.06	\$ (0.75)
Diluted loss per common share from discontinued operations	(0.01)	(0.19)
Diluted earnings (loss) per share	<u>\$ 0.05</u>	<u>\$ (0.94)</u>
Weighted average number of common shares outstanding:		
Basic	6,654,911	9,389,864
Dilutive effect of stock options	2,929	—
Diluted	<u>6,657,840</u>	<u>9,389,864</u>

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 13 — Stock Option Plans***2012 Stock Option and Performance Award Plan***

On February 7, 2012, the Board adopted the Company's 2012 Stock Option and Performance Award Plan (the "2012 Plan"), which was approved by the stockholders of the Company on March 21, 2012. The 2012 Plan replaces the Equity Compensation Plan (as defined below).

The 2012 Plan provides the Company with flexibility with respect to equity awards by providing for grants of stock awards (i.e. restricted or unrestricted), stock purchase rights and stock appreciation rights, in addition to the granting of stock options.

The Company authorized 2,000,000 shares of Common Stock for issuance under the 2012 Plan. Under the 2012 Plan, the Company has granted options to purchase an aggregate of 540,800 shares, an award of 245,625 shares of restricted stock, and has cancelled 102,068 options, leaving 1,315,643 shares available as of June 30, 2018. As of June 30, 2018, approximately 60 of the Company's employees were able to participate in the 2012 Plan.

Equity Compensation Plan

On December 1, 2005, the Board adopted the Company's Equity Compensation Plan (the "Equity Compensation Plan"), which was approved by the stockholders of the Company on March 1, 2006. The Equity Compensation Plan was adopted to supplement the Company's 2002 Stock Option Plan (as defined below).

In addition to permitting the grant of stock options as are permitted under the 2002 Stock Option Plan, the Equity Compensation Plan allows the Company flexibility with respect to equity awards by also providing for grants of stock awards (i.e. restricted or unrestricted), stock purchase rights and stock appreciation rights.

The Company authorized 1,000,000 shares of Common Stock for issuance under the Equity Compensation Plan. As of March 21, 2012, no more awards could be issued under this plan.

2002 Stock Option Plan

On March 5, 2002, the Board adopted the Company's 2002 Stock Option Plan (the "2002 Plan"), which was approved by the stockholders of the Company on May 1, 2002. The 2002 Plan was adopted in order to attract and retain qualified directors, officers and employees of, and consultants to, the Company.

The 2002 Plan authorizes the granting of incentive stock options (as defined in Section 422 of the Internal Revenue Code of 1986, as amended (the "Code")) and non-qualified stock options to eligible employees of the Company, including officers and directors of the Company (whether or not employees) and consultants of the Company.

The Company authorized 1,000,000 shares of Common Stock authorized for issuance under the 2002 Plan. As of March 5, 2012, no more awards could be issued under this plan.

Stock Based Compensation

The Company accounts for stock-based employee compensation under ASC 718, Compensation — Stock Compensation ("ASC 718"). ASC 718 requires that compensation expense associated with stock options and other stock based awards be recognized in the statement of operations, rather than a disclosure in the notes to the Company's consolidated financial statements.

On June 8, 2017, the Compensation Committee granted 56,600 stock options to an officer and employees of the Company, with a grant date fair value of \$6.55, of which 10,000 options vested immediately, 10,000 options vest on January 1, 2018, 10,000 options vest on January 1, 2019 and the remaining 26,600 stock options vest in three equal annual installments and accounted for as one graded vesting award. The exercise price of these options was at the market price on that date. The weighted average assumptions used in the option pricing model were as follows:

Risk-free interest rate	1.86%
Expected term (years)	5.97
Expected volatility	26.27%
Forfeiture rate	3.49%
Dividend yield	0.00%

Summary of the Plans

Compensation expense for stock options and restricted stock is recognized over the vesting period. Compensation expense for restricted stock is based upon the market price of the shares underlying the awards on the grant date.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 13—Stock Option Plans (Continued)

The following table summarizes stock option transactions under the 2012 Plan, the 2002 Plan, and the Equity Compensation Plan (the “Plans”):

	Nine Months Ended June 30 ,			
	2018		2017	
	Number Of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Outstanding options at the beginning of period	880,567	\$ 8.05	949,667	\$ 8.47
Options granted	—	—	56,600	6.55
Options exercised	(61,600)	6.48	—	—
Options forfeited/cancelled	(22,400)	8.39	(53,800)	14.01
Outstanding options at the end of period	<u>796,567</u>	<u>\$ 8.16</u>	<u>952,467</u>	<u>\$ 8.05</u>
Exercisable options at the end of period	<u>778,394</u>	<u>\$ 8.16</u>	<u>867,195</u>	<u>\$ 8.13</u>

	Three Months Ended June 30 ,			
	2018		2017	
	Number Of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Outstanding options at the beginning of period	796,767	\$ 8.16	896,867	\$ 8.14
Options granted	—	—	56,600	6.55
Options exercised	—	—	—	—
Options forfeited/cancelled	(200)	7.93	(1,000)	7.93
Outstanding options at the end of period	<u>796,567</u>	<u>\$ 8.16</u>	<u>952,467</u>	<u>\$ 8.05</u>
Exercisable options at the end of period	<u>778,394</u>	<u>\$ 8.16</u>	<u>867,195</u>	<u>\$ 8.13</u>

The following table summarizes information about the Plans outstanding options as of June 30, 2018:

Range of Exercise Price	Options Outstanding			Options Exercisable	
	Number of Shares Outstanding	Weighted Remaining Contractual Life (in Years)	Weighted Average Exercise Price	Number of Shares Exercisable	Weighted Average Exercise Price
\$2.8751 – \$5.7500	1,200	0.8	\$ 2.95	1,200	\$ 2.95
\$5.7501 – \$8.6250	678,367	3.8	7.96	660,194	7.96
\$8.6251 – \$11.5000	117,000	4.6	9.39	117,000	9.39
	<u>796,567</u>	3.9	<u>\$ 8.16</u>	<u>778,394</u>	<u>\$ 8.16</u>

The Company recognized \$98,000 and \$9,000 of compensation expense related to the stock option grants during the nine and three month periods ended June 30, 2018, respectively. The Company recognized \$38,000 and \$30,000 of compensation expense related to the stock option grants during the nine and three month periods ended June 30, 2017, respectively. As of June 30, 2018, there was \$16,000 of unrecognized compensation cost related to stock option awards. The weighted average period over which such costs are expected to be recognized is 0.5 years.

The intrinsic value of the outstanding and exercisable options as of June 30, 2018 was \$540 and \$540, respectively. The weighted average remaining contractual life of exercisable options is 3.8 years. No options were exercised during the three months ended June 30, 2018. There were 61,600 options exercised during the nine months ended June 30, 2018 for \$399,000. The fair value of the stock options that vested during the nine and three month periods ended June 30, 2018 was approximately \$222,000 and \$0, respectively. The fair value of the stock options that vested during the nine and three month periods ended June 30, 2017 was approximately \$734,000 and \$81,000, respectively. There were no options granted during the nine and three month periods ended June 30, 2018.

The Company did not grant any restricted stock during the three and nine months ended June 30, 2018 and 2017, respectively. As of June 30, 2018, there was no unrecognized compensation cost related to restricted stock awards.

ASTA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Note 1 4 —Stockholders' Equity

Dividends are declared at the discretion of the Board and depend upon the Company's financial condition, operating results, capital requirements and other factors that the Board deems relevant. In addition, agreements with the Company's lenders may, from time to time, restrict the ability to pay dividends. As of June 30, 2018, there were no such restrictions.

On February 5, 2018, the Board of Directors of the Company declared a special cash dividend in the amount of \$5.30 per share with respect to its Common Stock, payable on February 28, 2018 to holders of record of the Company's Common Stock at the close of business on February 16, 2018, with an ex-dividend date of March 1, 2018. The aggregate payment to shareholders was approximately \$35 million.

Stockholder Rights Agreement

On May 5, 2017, the Board of the Company adopted a stockholder rights plan (the "Rights Agreement"), pursuant to which the Company declared a dividend of one right (a "Right") for each of the Company's issued and outstanding shares of common stock. The dividend was declared to the stockholders of record at the close of business on May 15, 2017. Each Right entitled the holder, subject to the terms of the Rights Agreement, to purchase from the Company one one-thousandth of a share of the Company's Series A Junior Participating Preferred Stock (the "Preferred Stock") at a price of \$28.60, subject to certain adjustments.

The Rights generally became exercisable on the earlier of (i) ten business days after any person or group obtains beneficial ownership of 10% or more of the Company's outstanding common stock (an "Acquiring Person"), or (ii) ten business days after commencement of a tender or exchange offer resulting in any person or group becoming an Acquiring Person.

The exercise price payable and the number of shares of Preferred Stock or other securities or property issuable, upon exercise of the Rights were subject to adjustment from time to time to prevent dilution. In the event that, after a person or a group has become an Acquiring Person, the Company is acquired in a merger or other business combination transaction (or 50% or more of the Company's assets or earning power are sold), proper provision would be made so that each holder of a Right will thereafter have had the right to receive, upon the exercise thereof at the then-current exercise price of the Right, that number of shares of common stock of the acquiring company having a market value at the time of that transaction equal to two times the exercise price. The Company had the right to redeem the Rights at any time before a person or group becomes an Acquiring Person at a price of \$0.01 per Right, subject to adjustment. At any time after any person or group became an Acquiring Person, the Company could generally exchange each Right in whole or in part at an exchange ratio of one shares of common stock per outstanding Right, subject to adjustment.

Unless terminated on an earlier date pursuant to the terms of the Rights Agreement, the Rights was set to expire on June 1, 2018, or such later date as may have been established by the Board as long as any such extension is approved by a vote of the stockholders of the Company by June 1, 2018. The Company concluded any value associated with the Right given to shareholders as a dividend was deemed de minimus.

The Rights and Rights Agreement expired on June 1, 2018.

Note 1 5 —Fair Value of Financial Instruments

The estimated fair value of the Company's financial instruments is summarized as follows:

	June 30, 2018		September 30, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Cash equivalents (Level 1)	\$ 4,485,000	\$ 4,485,000	\$ 68,000	\$ 68,000
Available-for-sale investments (Level 1)	8,576,000	8,576,000	5,511,000	5,511,000
Consumer receivables acquired for liquidation (Level 3)	4,620,000	33,940,000	6,841,000	32,603,000

The following assets have been reclassified to discontinued operations as of September 30, 2017:

	September 30, 2017	
	Carrying Amount	Fair Value
Financial assets		
Structured settlements (Level 3)	\$ 86,971,000	\$ 86,971,000

Disclosure of the estimated fair values of financial instruments often requires the use of estimates. The Company uses the following methods and assumptions to estimate the fair value of financial instruments:

Cash equivalents – The Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. The carrying amount of cash equivalents approximates fair value.

ASTA FUNDING, INC. AND SUBSIDIARIES
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Note 15—Fair Value of Financial Instruments *(continued)*

Available-for-sale investments — The available-for-sale securities consist of mutual funds that are valued based on quoted prices in active markets.

The Company's available-for-sale investments are classified as Level 1 financial instruments based on the classifications described above. The Company did not have any transfers into (out of) Level 1 investments during the nine months ended June 30, 2018. The Company had no Level 2 or Level 3 available-for-sale investments during the nine months ended June 30, 2018.

Consumer receivables acquired for liquidation – The Company computed the fair value of the consumer receivables acquired for liquidation using its proprietary forecasting model. The Company's forecasting model utilizes a discounted cash flow analysis. The Company's cash flows are an estimate of collections for consumer receivables based on variables fully described in Note 4 - Consumer Receivables Acquired for Liquidation. These cash flows are discounted to determine the fair value.

Structured settlements – The Company determined the fair value based on the discounted forecasted future collections of the structured settlements. Unrealized gains (losses) on structured settlements is comprised of both unrealized gains resulting from fair market valuation at the date of acquisition of the structured settlements and the subsequent fair value adjustments resulting from the change in the discount rate. The \$0.2 million of unrealized gains recognized for the nine months ended June 30, 2018, is due to day one gains on new structured settlements financed during the period.

A significant unobservable input used in the fair value measurement of structured settlements is the discount rate. Significant increases and decreases in the discount rate used to estimate the fair value of structured settlements could decrease or increase the fair value measurement of the structured settlements. The discount rate could be affected by factors which include, but are not limited to, creditworthiness of insurance companies, market conditions, specifically competitive factors, credit quality of receivables purchased, the diversity of the payers of the receivables purchased, the weighted average life of receivables, current benchmark rates (i.e. 10 year treasury or swap rate) and the historical portfolio performance of the originator and/or servicer.

The changes in financial instruments at fair value using significant unobservable inputs (Level 3) during the nine months ended June 30, 2018 were as follows:

	Carrying Amount
Balance at September 30, 2017	\$ 86,971,000
Structured settlements sold in conjunction with sale of CBC on December 13, 2017	(86,971,000)
Structured Settlements as of June 30, 2018	\$ —

Realized and unrealized gains and losses included in earnings in the accompanying consolidated statements of operations for the nine months ended June 30, 2018 are reported in the following revenue categories:

Total gains included in the nine months ended June 30, 2018	\$ 244,000
Change in unrealized gains (losses) relating to assets still held at June 30, 2018	\$ —

Note 16—Segment Reporting

The Company operates through strategic business units that are aggregated into three reportable segments: Consumer receivables, personal injury claims and Social Security benefits. The three reportable segments consist of the following:

- *Consumer receivables* - This segment is engaged in the business of purchasing, managing for its own account and servicing distressed consumer receivables, including judgment receivables, charged off receivables and semi-performing receivables. Judgment receivables are accounts where outside attorneys have secured judgments directly against the consumer. Primary charged-off receivables are accounts that have been written-off by the originators and may have been previously serviced by collection agencies. Semi-performing receivables are accounts where the debtor is currently making partial or irregular monthly payments, but the accounts may have been written-off by the originators. Distressed consumer receivables are the unpaid debts of individuals to banks, finance companies and other credit providers. A large portion of our distressed consumer receivables are MasterCard®, Visa® and other credit card accounts which were charged-off by the issuers or providers for non-payment. We acquire these and other consumer receivable portfolios at substantial discounts to their face values. The discounts are based on the characteristics (issuer, account size, debtor location and age of debt) of the underlying accounts of each portfolio. The business conducts its activities primarily under the name Palisades Collection, LLC.

ASTA FUNDING, INC. AND SUBSIDIARIES
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Note 16—Segment Reporting *(continued)*

- *Personal injury claims* – This segment is comprised of purchased interests in personal injury claims from claimants who were a party to personal injury litigation. The Company advances to each claimant funds on a non-recourse basis at an agreed upon interest rate, in anticipation of a future settlement. The interest in each claim purchased consists of the right to receive, from such claimant, part of the proceeds or recoveries which such claimant receives by reason of a settlement, judgment or award with respect to such claimant’s claim. Simia commenced funding personal injury settlement claims in January 2017 and ceased funding claims in June 2017, while Sylvave was acquired on January 12, 2018 and will not fund any new advances. The Company is continuing its personal injury claims business in a new entity Practical Funding, which was formed on March 16, 2018.
- *Social Security benefit advocacy* – GAR Disability and Five Star are advocacy groups representing individuals nationwide in their claims for social security disability and supplemental social security income benefits from the Social Security and Veterans Administration.

Certain non-allocated administrative costs, interest income, interest expense and various other non-operating income and expenses are reflected in Corporate. Corporate assets include cash and cash equivalents, restricted cash, available-for-sale securities, property and equipment, goodwill, deferred taxes and other assets.

The following table shows results by reporting segment for the three and nine month period ended June 30, 2018 and 2017.

(Dollars in millions)	Consumer Receivables	Social Security Benefit Advocacy	Personal Injury Claims (2)	Corporate (3)	Total
Three Months Ended June 30,					
2018:					
Revenues	\$ 4.5	\$ 1.1	\$ 1.6	\$ —	\$ 7.2
Other income	—	—	—	0.1	0.1
Segment profit (loss)	3.6	0.3	1.1	(2.0)	3.0
2017:					
Revenues	4.0	1.1	0.3	—	5.4
Other income	—	—	—	0.1	0.1
Segment profit (loss)	2.9	0.0	2.6	(3.7)	1.8
Nine Months Ended June 30,					
2018:					
Revenues	12.8	3.2	2.2	—	18.2
Other income	—	—	—	0.2	0.2
Segment profit (loss)	11.4	0.5	1.9	(7.8)	6.0
Segment Assets(1)	27.1	3.2	20.6	31.1	82.0
2017:					
Revenues	12.0	4.0	0.3	—	16.3
Other income	—	—	—	(0.2)	(0.2)
Segment profit (loss)	9.7	(1.4)	2.3	(17.7)	(7.1)
Segment Assets(1) (4)	19.6	3.3	52.9	136.9	212.7

The Company does not have any intersegment revenue transactions.

- (1) Includes other amounts in other line items on the consolidated balance sheet.
- (2) The Company recorded Pegasus as an equity investment in its consolidated financial statements through January 12, 2018. Commencing on January 13, 2018, Sylvave is consolidated in the Company’s financial statements. For segment reporting the Company has included its pro-rated share of the earnings and losses from its investment under the Personal Injury Claims segment.
- (3) Corporate is not part of the three reportable segments, as certain expenses and assets are not earmarked to any specific operating segment.
- (4) Included in Corporate are approximately \$93.7 million of assets related to discontinued operations as of June 30, 2017.

A STA FUNDING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Note 17 - Accumulated Other Comprehensive (Loss) Income

Accumulated other comprehensive (loss) income consists of:

	Nine Months Ended June 30, 2018			Year Ended September 30, 2017		
	Unrealized gain (loss) on marketable securities	Foreign currency translation, net	Total	Unrealized gain (loss) on marketable securities	Foreign currency translation, net	Total
Beginning Balance	\$ 7,000	\$ 11,000	\$ 18,000	\$ 624,000	\$ 179,000	\$ 803,000
Change in unrealized (losses) gains on foreign currency translation, net of tax benefit/(expense) of (\$13,000) and \$112,000 at March 31 2018, and September 30, 2017, respectively.	—	27,000	27,000	—	(168,000)	(168,000)
Change in unrealized (losses) gains on marketable securities, net of tax benefit/ (expense) of \$2,000 and \$8,000 at June 30, 2018, and September 30, 2017, respectively.	(2,000)	—	(2,000)	(10,000)	—	(10,000)
Amount reclassified from accumulated other comprehensive loss, net of tax benefit of \$0 and \$404,000 at June 30, 2018, and September 30, 2017, respectively.	—	—	—	(607,000)	—	(607,000)
Net current-period other comprehensive (loss) income	(2,000)	27,000	25,000	(617,000)	(168,000)	\$ (785,000)
Ending balance	<u>\$ 5,000</u>	<u>\$ 38,000</u>	<u>\$ 43,000</u>	<u>\$ 7,000</u>	<u>\$ 11,000</u>	<u>\$ 18,000</u>

	Nine Months Ended June 30 , 2017		
	Unrealized Gain (loss) on marketable securities	Foreign currency translation, net	Total
Beginning Balance	\$ 624,000	\$ 179,000	\$ 803,000
Change in unrealized (losses) gains on foreign currency translation, net of tax benefit/(expense) of (\$21,000) during the nine month period ended June 30, 2017.	—	32,000	32,000
Change in unrealized (losses) gains on marketable securities, net of tax benefit/ (expense) of \$404,000 during the nine month period ended June 30, 2017.	(607,000)	—	(607,000)
Amount reclassified from accumulated other comprehensive loss, net of tax benefit of \$11,000 during the nine month period ended June 30, 2017.	(17,000)	—	(17,000)
Net current-period other comprehensive (loss) income	(624,000)	32,000	(592,000)
Ending balance	<u>\$ —</u>	<u>\$ 211,000</u>	<u>\$ 211,000</u>

ASTA FUNDING, INC. AND SUBSIDIARIES
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Note 18 —Related Party Transactions

On September 17, 2015, the Company and Piccolo agreed to terms to a new two-year, \$80,000 contract, pursuant to which Piccolo will provide consulting services, as described above. The compensation is to be paid quarterly. During fiscal 2018, the Company did not pay Piccolo any amounts under this agreement. For the three and nine months ended June 30, 2017, the Company paid Piccolo \$20,000 and \$60,000, respectively, for such services. The consulting agreement with Piccolo terminated on September 30, 2017, and was not renewed.

In addition, A. L. Piccolo & Co., Inc. (“ALP”), which is also owned by Louis Piccolo, received a fee from Pegasus which was calculated based on amounts loaned to Pegasus by Fund Pegasus up to maximum of \$700,000. The fee is payable over nine years including interest at 4% per annum from Pegasus during the term of the Pegasus Operating Agreement that expired on December 28, 2016. Thereafter, it is payable by PLF and its affiliates. For the nine months ended June 30, 2018, Pegasus paid ALP \$33,000, which includes fees and interest paid during the period. As of June 30, 2018 and September 30, 2017, the Company owed Piccolo \$0 and \$66,000, respectively, which was recorded in other liabilities on the Company’s consolidated balance sheet at September 30, 2017.

In June 2015, CBC entered into an asset purchase agreement with Fortress Funding, LLC (“Fortress”) to acquire an interest in certain tangible and intangible assets of Fortress, which included customer lists, equipment and other intellectual property. In consideration for these assets CBC agreed to pay Fortress \$0.5 million, as well as up to an additional \$1.2 million based on conversion of customers from the acquired lists obtained in the transaction. Fortress is owned by Michelle Silverman, the wife of Ryan Silverman, who in connection with the agreement was offered employment as General Counsel of CBC.

For the three and nine months ended June 30, 2018, the Company did not make any payments to Fortress. For the three and nine months ended June 30, 2017, the Company paid Fortress \$49,000 and \$0.2 million, respectively. As of June 30, 2018 and September 30, 2017, the Company had no liability due to Fortress.

Note 19 —Subsequent Events

The Company filed a lawsuit in Delaware state court against a third party servicer arising from the third party servicer’s failure to pay the Company certain amounts that are due the Company under a servicing agreement. The third party servicer filed a counterclaim in the Delaware action alleging that the Company owes certain amounts to the third party servicer for court costs pursuant to an alleged arrangement between the companies. On or about July 12, 2018, the parties agreed to settle the action pursuant to a settlement agreement and release, which provides for, among other things, the payment by the third party servicer of \$4.4 million to the Company pursuant to an agreed upon schedule. See Note 10 - Commitments and Contingencies.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Caution Regarding Forward Looking Statements

This Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21 E of the Securities Exchange Act of 1934. All statements other than statements of historical facts included or incorporated by reference in this report, including without limitation, statements regarding our future financial position, business strategy, budgets, projected revenues, projected costs and plans and objective of management for future operations, are forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expects," "intends," "plans," "projects," "estimates," "anticipates," or "believes" or the negative thereof or any variation there on or similar terminology or expressions.

We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are not guarantees and are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Important factors which could materially affect our results and our future performance include, without limitation, the restatement of previously issued financial statements, the identified material weaknesses in our internal control over financial reporting and our ability to remediate those material weaknesses, our ability to purchase defaulted consumer receivables at appropriate prices, changes in government regulations that affect our ability to collect sufficient amounts on our defaulted consumer receivables, our ability to employ and retain qualified employees, changes in the credit or capital markets, changes in interest rates, deterioration in economic conditions, negative press regarding the debt collection industry which may have a negative impact on a debtor's willingness to pay the debt we acquire, and statements of assumption underlying any of the foregoing, as well as other factors set forth under "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2017.

All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the foregoing. Except as required by law, we assume no duty to update or revise any forward-looking statements.

Overview

Asta Funding, Inc., together with its wholly owned significant operating subsidiaries Palisades Collection, LLC, Palisades Acquisition XVI, LLC ("Palisades XVI"), Palisades Acquisition XIX, LLC ("Palisades XIX"), Palisades Acquisition XXIII, LLC ("Palisades XXIII"), VATIV Recovery Solutions LLC ("VATIV"), ASFI Pegasus Holdings, LLC ("APH"), Fund Pegasus, LLC ("Fund Pegasus"), GAR Disability Advocates, LLC ("GAR Disability Advocates"), Five Star Veterans Disability, LLC ("Five Star"), EMIRIC, LLC ("EMIRIC"), Simia Capital, LLC ("Simia"), Sylvave, LLC ("Sylvave"), formerly known as Pegasus Funding, LLC ("Pegasus"), Practical Funding LLC ("Practical Funding"), and other subsidiaries, which are not all wholly owned (the "Company," "we" or "us"), is engaged in several business segments in the financial services industry including funding of personal injury claims, through our wholly owned subsidiaries Sylvave, Simia and Practical Funding, social security and disability advocacy through our wholly owned subsidiaries GAR Disability Advocates and Five Star and the business of purchasing, managing for its own account and servicing distressed consumer receivables, including charged off receivables, and semi-performing receivables.

GAR Disability Advocates and Five Star are disability advocacy groups, which for a fee obtain and represent individuals in their claims for social security disability, supplemental security income benefits from the Social Security Administration and veterans benefits with the Veteran's Administration.

Sylvave provided funding for individuals in need of short term funds pending insurance settlements of their personal injury claims. The funds are recouped when the underlying insurance settlements are paid. The long periods of time taken by insurance companies to settle and pay such claims resulting from lengthy litigation and the court process is fueling the demand for such funding. For the period October 1, 2017 to January 12, 2018, Sylvave was treated as an equity method investment. Commencing on January 13, 2018, Sylvave was consolidated in the Company's financial statements.

In November 2016, the Company formed Simia, a 100% owned subsidiary. Simia commenced funding personal injury settlement claims in January 2017. Simia was formed in response to the Company's decision not to renew its joint venture with Pegasus Legal Funding, LLC ("PLF"). Sylvave and Simia will remain in operation to collect its current portfolio of advances, but will not fund any new advances. The Company will continue its personal injury claims business with Practical Funding, a wholly owned subsidiary of the Company, which was formed on March 16, 2018. Through June 30, 2018, Practical Funding has not made any advances on personal injury claims.

On December 13, 2017, we sold all of our issued and outstanding equity capital in CBC, our wholly owned subsidiary engaging in structured settlements. As a result of this sale, all prior periods presented in our consolidated financial statements will account for CBC as a discontinued operation. This determination resulted in the reclassification of the assets and liabilities comprising our structured settlement business to assets and liabilities related to discontinued operations in the consolidated balance sheets, and a corresponding adjustment to our consolidated statements of operations to reflect discontinued operations for all periods presented. See Note 7 - Discontinued Operations.

The Company operates principally in the United States in three reportable business segments: consumer receivables, personal injury claims and social security benefit advocacy. The Company previously operated a fourth segment when it engaged in the structured settlements business through CBC prior to its sale on December 13, 2017.

Financial Information About Operating Segments

The Company operates through strategic business units that are aggregated into three reportable segments consisting of the following:

- *Consumer receivables* – This segment is engaged in the business of purchasing, managing for its own account and servicing distressed consumer receivables, including charged off and semi-performing receivables, primarily in the international marketplace. The charged-off receivables are accounts that have been written-off by the originators and may have been previously serviced by collection agencies. Semi-performing receivables are accounts where the debtor is currently making partial or irregular monthly payments, but the accounts may have been written-off by the originators. Distressed consumer receivables are the unpaid debts of individuals to banks, finance companies and other credit providers. These receivables were acquired at substantial discounts to their face values. The discounts are based on the characteristics (issuer, account size, debtor location and age of debt) of the underlying accounts of each portfolio. Litigation related receivables are semi-performing investments whereby the Company is assigned the revenue stream from the proceeds received. The business conducts its activities primarily under the name Palisades Collection, LLC.
- *Personal injury claims* – This segment is comprised of purchased interests in personal injury claims from claimants who were a party to personal injury litigation. The Company advances to each claimant funds on a non-recourse basis at an agreed upon interest rate, in anticipation of a future settlement. The interest in each claim purchased consists of the right to receive, from such claimant, part of the proceeds or recoveries which such claimant receives by reason of a settlement, judgment or award with respect to such claimant's claim. Simia commenced funding personal injury settlement claims in January 2017 and ceased funding claims in June 2017, while Sylvave was acquired on January 12, 2018 and will not fund any new advances. The Company is continuing its personal injury claims business in a new entity, Practical Funding, which was formed on March 16, 2018.
- *Social Security benefit advocacy* – GAR Disability and Five Star are advocacy groups representing individuals nationwide in their claims for social security disability and supplemental social security income benefits from the Social Security and Veterans Administration.

The consumer receivables, personal injury claims and the social security benefit advocacy segments each accounted for 10% or more of consolidated net revenue for the three and nine months ended June 30, 2018 and 2017. Sylvave was accounted for under the equity method through January 12, 2018, and thereafter recorded on a consolidated basis within the personal injury claims segment, and as such is included in personal injury claims revenue below. The following table summarizes total revenues by percentage from the three lines of business for the three and nine months ended June 30, 2018 and 2017:

	Three Month Ended June 30,		Nine Month Ended June 30,	
	2018	2017	2018	2017
Finance income (consumer receivables)	62.2%	74.4%	70.3%	73.9%
Personal injury claims	21.4%	4.5%	11.9%	1.5%
Disability fee income	16.4%	21.1%	17.8%	24.6%
Total revenues	100.0%	100.0%	100.0%	100.0%

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Information about the results of each of the Company's reportable segments for the three and nine month periods ended June 30, 2018 and 2017, reconciled to the Company's consolidated results, are set forth below. Separate segment MD&A is not provided, as segment revenue corresponds to the revenue presented in the Company's consolidated statement of operations, and material expense items are not allocable to any specific segment.

(Dollars in millions)	Consumer Receivables	Social Security Benefit Advocacy	Personal Injury Claims (2)	Corporate (3)	Total
Three Months Ended June 30,					
2018:					
Revenues	\$ 4.5	\$ 1.1	\$ 1.6	\$ —	\$ 7.2
Other income	—	—	—	0.1	0.1
Segment profit (loss)	3.6	0.3	1.1	(2.0)	3.0
2017:					
Revenues	4.0	1.1	0.3	—	5.4
Other income	—	—	—	0.1	0.1
Segment profit (loss)	2.9	0.0	2.6	(3.7)	1.8
Nine Months Ended June 30,					
2018:					
Revenues	12.8	3.2	2.2	—	18.2
Other income	—	—	—	0.2	0.2
Segment profit (loss)	11.4	0.5	1.9	(7.8)	6.0
Segment Assets(1)	27.1	3.2	20.6	31.1	82.0
2017:					
Revenues	12.0	4.0	0.3	—	16.3
Other income	—	—	—	(0.2)	(0.2)
Segment profit (loss)	9.7	(1.4)	2.3	(17.7)	(7.1)
Segment Assets(1) (4)	19.6	3.3	52.9	136.9	212.7

The Company does not have any intersegment revenue transactions.

- (1) Includes other amounts in other line items on the consolidated balance sheet.
- (2) The Company recorded Pegasus as an equity investment in its consolidated financial statements through January 12, 2018. Commencing on January 13, 2018, Sylvave is consolidated in the Company's financial statements. For segment reporting the Company has included its pro-rated share of the earnings and losses from its investment under the Personal Injury Claims segment.
- (3) Corporate is not part of the three reportable segments, as certain expenses and assets are not earmarked to any specific operating segment.
- (4) Included in Corporate are approximately \$93.7 million of assets related to discontinued operations as of June 30, 2017.

Consumer Receivables

The consumer receivable portfolios generally consist of one or more of the following types of consumer receivables:

- *charged-off receivables* — accounts that have been written-off by the originators and may have been previously serviced by collection agencies; and
- *semi-performing receivables* — accounts where the debtor is making partial or irregular monthly payments, but the accounts may have been written-off by the originators.

We acquire these consumer receivable portfolios at a significant discount to the amount actually owed by the borrowers. We acquire these portfolios after a qualitative and quantitative analysis of the underlying receivables and calculate the purchase price so that our estimated cash flow offers us an adequate return on our investment after servicing expenses. After purchasing a portfolio, we actively monitor its performance and review and adjust our collection and servicing strategies accordingly.

We purchase receivables from credit grantors and others through privately negotiated direct sales, brokered transactions and auctions in which sellers of receivables seek bids from several pre-qualified debt purchasers. We pursue new acquisitions of consumer receivable portfolios on an ongoing basis through:

- our relationships with industry participants, financial institutions, collection agencies, investors and our financing sources;
- brokers who specialize in the sale of consumer receivable portfolios; and
- other sources.

Litigation Funding Business

In 2011, the Company purchased an 80% interest in Pegasus. PLF, an unrelated third party, held the other 20% interest. The Company accounted for this investment under the equity method of accounting from the date of acquisition through January 12, 2018. See Note 4 - Litigation funding. The Company was committed to loan up to \$22.4 million per year to Pegasus for a term of five years, all of which was secured by the assets of Pegasus. These loans provided financing for the personal injury litigation claims and operating expenses of Pegasus.

The Pegasus business model entails the outlay of non-recourse advances to a plaintiff with an agreed-upon fee structure to be repaid from the plaintiff's recovery. Typically, such advances to a plaintiff approximate 10-20% of the anticipated recovery. These funds are generally used by the plaintiff for a variety of urgent necessities, ranging from surgical procedures to everyday living expenses.

Pegasus's profits and losses were distributed at 80% to the Company and 20% to PLF. These distributions were made only after the repayment of Fund Pegasus' principal amount loaned, plus an amount equal to advances for overhead expenses.

On November 8, 2016, the Company entered into a binding Term Sheet (the "Term Sheet") with ASFI Pegasus Holdings, LLC, Fund Pegasus, LLC, Pegasus Funding, LLC, Pegasus Legal Funding, LLC, Max Alperovich and Alexander Khanas. The Company and PLF have decided not to renew the Pegasus joint venture that, by its terms, was scheduled to terminate on December 28, 2016. The Term Sheet amended certain provisions to Pegasus' Operating Agreement dated as of December 28, 2011 and governed the terms relating to the liquidation of the existing Pegasus portfolio.

Pursuant to the Term Sheet, the parties thereto have agreed that Pegasus would continue in existence in order to collect advances on its existing Portfolio. The Company would fund overhead expenses relating to the collection of its Portfolio based on a budget agreed upon by the Company and PLF. Any cash received by Pegasus would be distributed to its members in the order provided for in the Operating Agreement. The Company was to be repaid an amount equal to 20% of all principal collected on each investment paid back beginning October 1, 2016 and continuing through the collection of the Portfolio, which would be applied against the outstanding balance of overhead expenses previously advanced by the Company to Pegasus. After January 2, 2017, additional overhead expenses advanced would be paid back monthly as incurred by the Company prior to the calculation and distribution of any profits.

In connection with the Term Sheet, the parties thereto also entered into a customary mutual release and non-disparagement agreement as well as a release from the non-competition obligations under the operating agreement.

The Company filed for arbitration with the American Arbitration Association ("AAA") against Pegasus in April 2017 for breaches in the Operating Agreement and Term Sheet. On April 18, 2017, the Company was granted an Emergent Award restraining the cash in Pegasus, until a formal arbitration panel was confirmed and could review the case. Immediately prior to acquisition there was approximately \$38.3 million in cash that was restrained under the Emergent Award. See Note 4 - Litigation Funding.

On July 17, 2017, an arbitration panel was confirmed, and a hearing date was scheduled for August 25, 2017 on the Company's motion to have PLF removed from managing Pegasus and replacing them with Company designated representatives, and to permit disbursements to the Company in accordance with the Operating and Liquidation Agreements.

On January 12, 2018, the Company, ASFI and Fund Pegasus entered into a Settlement Agreement and Release (the "Settlement Agreement") by and among the Company, ASFI, Fund Pegasus, Pegasus, the Seller, Max Alperovich, Alexander Khanas, Larry Stoddard, III, Louis Piccolo and A.L. Piccolo & Co., Inc., a New York corporation. The Settlement Agreement released certain claims in exchange for, among other things, the parties' entry into the Purchase Agreement.

Additionally, on January 12, 2018, ASFI Pegasus Holdings, LLC ("ASFI"), a Delaware limited liability company and a subsidiary of Asta Funding, Inc. (the "Company" or "Asta"), a Delaware corporation, entered into a Membership Interest Purchase Agreement (the "Purchase Agreement") with Pegasus Legal Funding, LLC, a Delaware limited liability company (the "Seller"). Under the Purchase Agreement, ASFI bought the Seller's ownership interests of Pegasus Funding, LLC ("Pegasus"), which was 20% of the issued and outstanding limited liability company interests of Pegasus, for an aggregate purchase price of \$1.8 million. As a result of the execution of the Purchase Agreement, ASFI became the owner of 100% of the limited liability company interests of Pegasus. Upon the acquisition the Company recognized a loss of \$1.4 million, and acquired assets of approximately \$20.3 million and assumed liabilities of \$0.7 million.

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As of January 12, 2018, the Company owns 100% of Pegasus, changed its name to Sylvave and commencing in the quarter ending March 31, 2018, the financial activity of Sylvave will be consolidated into the financial statements of the Company. As of January 12, 2018, the Company is entitled to 100% of all distributions made from Pegasus.

On November 11, 2016, the Company formed Simia, a wholly owned subsidiary. Simia commenced operations in January 2017, and conducts its business solely in the United States. Simia obtains its business from external brokers and internal sales professionals soliciting individuals with personal injury claims. Business is also obtained from its website and through attorneys. The Company accounted for its investment in Sylvave under the equity method of accounting through January 12, 2018, for subsequent periods the Company will include the financial results of Sylvave in its consolidated statement of operations. The Company formed a new entity Practical Funding on March 16, 2018 to continue in the personal injury claims funding business. As of June 30, 2018, the Company's net investment in personal injury cases was approximately \$13.8 million. Through June 30, 2018, Practical Funding has not made any advances on personal injury claims.

On May 8, 2012, the Company announced the formation of EMIRIC, LLC, a wholly owned subsidiary of the Company. EMIRIC, LLC entered into a joint venture (the "Venture") with California-based Balance Point Divorce Funding, LLC ("BP Divorce Funding") to create the operating subsidiary BP Case Management, LLC ("BPCM"). BPCM is 60% owned by the Company and 40% owned by BP Divorce Funding. The Venture provides non-recourse funding to a spouse in a matrimonial action where the marital assets exceed \$2,000,000. Such funds can be used for legal fees, expert costs and necessary living expenses. The Venture receives an agreed percentage of the proceeds received by such spouse upon final resolution of the case. BP Divorce Funding's profits and losses will be distributed 60% to BPCM and 40% to BP Divorce Funding, after the return of the Company's investment on a case by case basis and after a 15% preferred return to the Company. BPCM's initial investment in the Venture consisted of up to \$15 million to fund divorce claims to be fulfilled in three tranches of \$5 million each. Each investment tranche is contingent upon a minimum 15% cash-on-cash return to us. At the Company's option, there could be an additional \$35 million investment in divorce claims in tranches of \$10 million, \$10 million, and \$15 million, also with a 15% preferred return and such investments may even exceed a total of \$50 million, at BPCM's sole option. Should the preferred return be less than 15% on any \$5 million tranche, the 60%/40% profit and loss split would be adjusted to reflect BPCM's priority to a 15% preferred return. As of June 30, 2018, BPCM had fully reserved against its invested amount of approximately \$2.5 million. There was no income recognized for the three and nine months ended June 30, 2018 and 2017.

In 2012, the Company provided a \$1.0 million revolving line of credit to partially fund BP Divorce Funding's operations with such loan bearing interest at the prevailing prime rate with an initial term of twenty four months. In September 2014, the agreement was revised to extend the term of the loan to August 2017, increase the credit line to \$1.5 million and include a personal guarantee of the principal of BP Divorce Funding. The revolving line of credit is collateralized by BP Divorce Funding's profits share in the venture and other assets. At December 31, 2016, the balance in the revolving line of credit was approximately \$1.5 million. Effective August 14, 2017, the Company extended its revolving line of credit with BP Divorce Funding until March 31, 2017, at substantially the same terms as the September 2014 amendment. On April 1, 2017, BP Divorce Funding defaulted on this agreement, and as such, the loan balance of approximately \$1.5 million was deemed uncollectible and was written off to general and administrative expenses on the consolidated statement of operations during the year ended September 30, 2017.

Disability Advocacy Business

GAR Disability Advocates and Five Star are disability advocacy groups, which for a fee obtain and represent individuals in their claims for social security disability, supplemental security income benefits from the Social Security Administration and veterans benefits with the Veteran's Administration.

Critical Accounting Policies

We may account for our investments in consumer receivable portfolios, using either:

- The interest method; or
- The cost recovery method.

Our extensive liquidating experience in certain asset classes such as distressed credit card receivables, consumer loan receivables and mixed consumer receivables has matured, we use the interest method when we believe we can reasonably estimate the timing of the cash flows. In those situations where we diversify our acquisitions into other asset classes in which we do not possess the same expertise or history, or we cannot reasonably estimate the timing of the cash flows, we utilize the cost recovery method of accounting for those portfolios of receivables.

The Company accounts for certain of its investments in finance receivables using the interest method under the guidance of FASB Accounting Standards Codification (“ASC”) Topic 310, Receivables — Loans and Debt Securities Acquired with Deteriorated Credit Quality, (“ASC 310”). Under the guidance of ASC 310, static pools of accounts are established. These pools are aggregated based on certain common risk criteria. Each static pool is recorded at cost and is accounted for as a single unit for the recognition of income, principal payments and loss provision. Due to the substantial reduction of portfolios reported under the interest method, and the inability to reasonably estimate cash collections required to account for those portfolios under the interest method, the Company concluded the cost recovery method is the appropriate accounting method under the circumstances.

Under the guidance of ASC 310, the Company must analyze a portfolio upon acquisition to ensure which method is appropriate, and once a static pool is established for a quarter, individual receivable accounts are not added to the pool (unless replaced by the seller) or removed from the pool (unless sold or returned to the seller).

The Company uses the cost recovery method when collections on a particular pool of accounts cannot be reasonably predicted. Under the cost recovery method, no income is recognized until the cost of the portfolio has been fully recovered. A pool can become fully amortized (zero carrying balance on the balance sheet) while still generating cash collections. In this case, all cash collections are recognized as revenue when received.

The Company accounts for its investments in personal injury claims at an agreed upon interest rate, in anticipation of a future settlement. The interest purchased by Pegasus in each claim will consist of the right to receive from such claimant part of the proceeds or recoveries which such claimant receives by reason of a settlement, judgment or award with respect to such claimant’s claim. Open case revenue is estimated, recognized and accrued at a rate based on the expected realization and underwriting guidelines and facts and circumstances for each individual case. These personal injury claims are non-recourse. When a case is closed and the cash is received for the advance provided to a claimant, revenue is recognized based upon the contractually agreed upon interest rate, and, if applicable, adjusted for any changes due to a settled amount and fees charged to the claimant.

Management assesses the quality of the personal injury claims portfolio through an analysis of the underlying personal injury fundings on a case by case basis. Cases are reviewed through periodic updates with attorneys handling the cases, as well as with third party research tools which monitor public filings, such as motions or judgments rendered on specific cases. The Company specifically reserves for those fundings where the underlying cases are identified as uncollectible, due to anticipated non-favorable verdicts and/or settlements at levels where recovery of the advance outstanding is unlikely. For cases that have not exhibited any specific negative collection indicators, the Company establishes reserves based on the historical collection rates of the Company’s fundings. Fee income on advances is reserved for on all cases where a specific reserve is established on the initially funded amount. In addition, management also monitors its historical collection rates on fee income and establishes reserves on fee income consistent with the historically experienced collection rates. Management regularly analyzes and updates the historical collection rates of its initially funded cases as well as its fee income.

Prior to its sale, CBC purchased periodic payments under structured settlements and annuity policies from individuals in exchange for a lump sum payment. The Company elected to carry structured settlements at fair value. Unearned income on structured settlements is recognized as interest income using the effective interest method over the life of the related settlement. Changes in fair value are recorded in unrealized gain (loss) in structured settlements in our statements of income.

The Company recognizes revenue for GAR Disability Advocates when cases close and fees are collected.

The Company accounts for its impairments in accordance with ASC 310, which provides guidance on how to account for differences between contractual and expected cash flows from an investor’s initial investment in loans or debt securities acquired in a transfer if those differences are attributable, at least in part, to credit quality. The recognition of income under ASC 310 is dependent on the Company having the ability to develop reasonable expectations of both the timing and amount of cash flows to be collected. In the event the Company cannot develop a reasonable expectation as to both the timing and amount of cash flows expected to be collected, ASC 310 permits the change to the cost recovery method. The Company will recognize income only after it has recovered its carrying value. If collection projections indicate the carrying value will not be recovered, an impairment is required. The impairment will be equal to the difference between the carrying value at the time of the forecast and the corresponding estimated remaining future collections. During the three and nine months ended June 30, 2018 the Company impaired one domestic portfolio which resulted in a charge to expense of \$100,000.

In the following discussions, most percentages and dollar amounts have been rounded to aid in the presentation. As a result, all figures are approximations.

Results of Operations

Nine Months Ended June 30, 2018 , Compared to the Nine Months Ended June 30 , 2017

Finance income . For the nine months ended June 30, 2018, finance income increased \$0.8 million or 6.7% to \$12.8 million from \$12.0 million for the nine months ended June 30, 2017. During the nine months ended June 30, 2018, the Company did not purchase any portfolios. During the first nine months of fiscal year 2017, the Company purchased \$35.0 million of face value portfolios at a cost of \$2.2 million. Net collections for the nine months ended June 30, 2018 decreased, \$3.5 million, or 19.1%, to \$14.8 million from \$18.3 million for the same prior year period. During the first nine months of fiscal year 2018, gross collections decreased 16.9% or \$5.5 million to \$27.1 million from \$32.6 million for the nine months ended June 30, 2017. Commissions and fees associated with gross collections from our third party collection agencies and attorneys decreased \$2.0 million, or 14.0%, to \$12.3 million for the current fiscal nine month period from \$14.3 million for the nine months ended June 30, 2017. Commissions and fees amounted to 45.0% of gross collections for the nine month period ended June 30, 2018, compared to 43.8% in the same period of the prior year, resulting from higher percentage of commissionable collections in the current year period.

Disability fee income. For the nine months ended June 30, 2018, disability fee income decreased \$0.8 million, or 20.0%, to \$3.2 million as compared to \$4.0 million for the nine months ended June 30, 2017, due to the decrease in the number of disability claimant cases closed with the Social Security Administration during the current period.

Earnings (loss) from equity method invest ment . Earnings from our historical equity method investment decreased \$2.0 million, or 71.4%, to earnings of \$0.8 million for the nine months ended June 30, 2018 from earnings of \$2.8 million for the nine months ended June 30, 2017, due to acquisition of the remaining 20% of the non controlling interest on January 12, 2018 and subsequent income being recorded as part of our personal injury claims income in the consolidated statement of operations.

Other income (loss) , net . The following table summarizes other income (loss) for the nine months ended June 30, 2018 and 2017:

	June 30,	
	2018	2017
Interest and dividend income	\$ 235,000	\$ 733,000
Realized loss	—	(833,000)
Other	(56,000)	(26,000)
	<u>\$ 179,000</u>	<u>\$ (126,000)</u>

During the nine months ended June 30, 2018, interest income was primarily earned on the Company's note receivable from its sale of CBC.

General and administrative expenses. For the nine months ended June 30, 2018, general and administrative expense decreased \$13.9 million, or 54.3%, to \$11.7 million from \$25.6 million for the nine months ended June 30, 2017, primarily due to a decrease in bad debt expense of \$4.7 million (mainly the prior year Topaz loss of \$3.4 million and BPCM loss of \$1.5 million), professional fees of \$3.9 million, (primarily related to the Mangrove matter), collection expenses \$0.8 million, payroll related expenses \$2.5 million, advertising \$0.6 million and other operational expenses \$1.4 million.

Interest expense . For the nine months ended June 30, 2018, interest expense decreased \$178,000 to \$19,000 as compared to \$197,000 for the nine months ended June 30, 2017. The decreased interest expense is a result of the Company's payoff of its line of credit in August of 2017.

Segment profit – Consumer Receivables . For the nine months ended June 30, 2018, segment profit increased \$1.7 million to \$11.4 million from \$9.7 million for the nine months ended June 30, 2017, primarily due the reduction in collection costs of \$0.9 million, and increase in revenues of \$0.8 million.

Segment profit – Personal Injury Claim s . For the nine months ended June 30, 2018, segment profit was \$1.9 million as compared to segment profit of \$2.3 million for the nine months ended June 30, 2017. The decrease is attributable to the Company's decrease in revenue in the current period, primarily related to the lack of new fundings in the current period.

Segment profit (loss) – Social Security Benefit Advocacy . For the nine months ended June 30, 2018, segment profit was \$0.5 million as compared to a \$1.4 million loss for the same period in the prior year. This reduced loss in the current period is primarily the result of decreased revenues of \$0.8 million offset by reduction in overhead expenses of \$2.7 million (payroll related of \$1.6 million, advertising of \$0.6 million, postage of \$0.3 million and other operational expenses of \$0.2 million).

Income tax (benefit) expense . For the nine months ended June 30, 2018, income tax expense for continuing and discontinued operations, consisting of federal and state income taxes, was \$5.6 million, as compared to an income tax benefit for continuing and discontinued operations, consisting of federal and state income taxes, was \$1.3 million for the nine months ended June 30, 2017, resulting from a decrease in the taxable loss in the current period.

Income from continuing operations . As a result of the above, the Company had a net income from continuing operations for the nine months ended June 30, 2018 of \$0.4 million compared to \$7.0 million net loss from continuing operations for the nine months ended June 30, 2017.

Loss from discontinued operations . As a result of the above, the Company had a net loss from discontinued operations for the nine months ended June 30, 2018 of \$0.1 million compared to \$1.8 million of net loss from discontinued operations for the nine months ended June 30, 2017.

Net income . As a result of the above, the Company had a net income for the nine months ended June 30, 2018 of \$0.3 million compared to \$8.8 million net loss for the nine months ended June 30, 2017.

Three Months Ended June 30, 2018, Compared to the Three Months Ended June 30, 2017

Finance income . For the three months ended June 30, 2018, finance income increased \$0.5 million or 12.5% to \$4.5 million from \$4.0 million for the three months ended June 30, 2017. During the three months ended June 30, 2018 and 2017, the Company did not purchase any portfolios. Net collections for the three months ended June 30, 2018, decreased \$1.0 million, or 16.4%, to \$5.1 million from \$6.1 million for the three months ended June 30, 2017. During the second quarter of fiscal year 2018, gross collections decreased 10.3%, or \$1.1 million, to \$9.6 million from \$10.7 million for the three months ended June 30, 2017. Commissions and fees associated with gross collections from third party collection agencies and attorneys decreased to \$0.2 million for the three months ended June 30, 2018 from \$4.6 million for the three months ended March 31, 2017 to \$4.4 million at June 30, 2018. Commissions and fees amounted to 46.1% of gross collections for the three months ended June 30, 2018, compared to 43.1% for the three months ended June 30, 2017, resulting from higher percentage of commissionable collections in the current period.

Disability fee income. For the three months ended June 30, 2018 and 2017, disability fee income was \$1.1 million.

Earnings (loss) from equity method investment . No earnings from our historical equity method investment were recorded during the three months ended June 30, 2018 due to the acquisition of the remaining 20% of the non-controlling interest on January 12, 2018 and subsequent income being recorded as part of our personal injury claims income in the consolidated statement of operations. For the three months ended June 30, 2017 the earnings from equity method investment was \$2.7 million.

Other income (loss), net . The following table summarizes other income (loss) for the three months ended June 30, 2018 and 2017:

	June 30,	
	2018	2017
Interest and dividend income	\$ 111,000	\$ 61,000
Realized loss	—	(18,000)
Other	(35,000)	47,000
	<u>\$ 76,000</u>	<u>\$ 90,000</u>

During the three months ended June 30, 2018, interest income was primarily earned on the Company's note receivable from its sale of CBC.

General and administrative expenses. For the three months ended June 30, 2018, general and administrative expense decreased \$1.9 million, or 31.1%, to \$4.2 million from \$6.1 million for the three months ended June 30, 2017, primarily attributable to reduction in bad debt expenses of \$0.5 million, professional fees of \$0.3 million, payroll \$0.6 million, collection expenses \$0.1 million and reduction in other overhead expenses \$0.4 million.

Interest expense . For the three months ended June 30, 2018, interest expense decreased \$147,000 to \$17,000 as compared to \$164,000 for the three months ended June 30, 2017. The decreased interest expense in the current period is the result of the Company's payoff of the advance on its line of credit in August, 2017.

Segment profit – Consumer Receivables . For the three months ended June 30, 2018, segment profit increased \$0.7 million to \$3.6 million as compared to \$2.9 million for the three months ended June 30, 2017, primarily due to the increased revenue \$0.4 million and reduction in collection expenses \$0.3 million.

Segment profit – Personal Injury Claims . For the three months ended June 30, 2018, segment profit was \$1.1 million as compared to segment profit of \$2.6 million for the three months ended June 30, 2017. The decrease is attributable to the Company's decrease in revenue in the current period, primarily related to the lack of new fundings in the current period.

Segment profit – Social Security Benefit Advocacy . For the three months ended June 30, 2018, segment profit was \$0.3 million as compared to break even for the same period in the prior year. This increase in income in the current fiscal year is primarily the result of increased revenues of \$0.1 million and a reduction in the overhead expenses.

Income tax expense . For the three months ended June 30, 2018, income tax expense for continuing operations, consisting of federal and state income taxes, was \$1.1 million, as compared to an income tax expense for continuing and discontinued operations, consisting of federal and state income taxes, was \$0.6 million for the three months ended June 30, 2017, resulting from an increase in the taxable income in the current period.

Income from continuing operations . As a result of the above, the Company had a net income from continuing operations for the three months ended June 30, 2018 of \$2.0 million compared to \$1.6 million net income from continuing operations for the three months ended June 30, 2017.

Income from discontinued operations . As a result of the above, the Company had no net income or loss from discontinued operations for the three months ended June 30, 2018 as compared to \$0.6 million of net income from discontinued operations for the three months ended June 30, 2017.

Net income . As a result of the above, the Company had a net income for the three months ended June 30, 2018 of \$2.0 million compared to \$2.1 million net income for the three months ended June 30, 2017.

Liquidity and Capital Resources

Our primary source of cash from operations is collections on the receivable portfolios we have acquired and the funds generated from the liquidation of our personal injury claim portfolios. Our primary uses of cash included the payment of a special dividend to stockholders, as well as costs involved in the collection of consumer receivables, and to support the day-to-day operations of the Company.

Receivables Financing Agreement (“RFA”)

In March 2007, Palisades XVI borrowed approximately \$227 million under the RFA, as amended in July 2007, December 2007, May 2008, February 2009, October 2010 and August 2013 from BMO, in order to finance the Portfolio Purchase which had a purchase price of \$300 million. The original term of the agreement was three years. This term was extended by each of the Second, Third, Fourth, and Fifth Amendments and the most recent agreement signed in August 2013, discussed below.

Financing Agreement. The Settlement Agreement and Omnibus Amendment (“Settlement Agreement”) was in effect on August 7, 2013, Palisades XVI, a 100% owned bankruptcy remote subsidiary, entered into a Settlement Agreement with BMO as an amendment to the RFA. In consideration for a \$15 million prepayment funded by the Company, BMO has agreed to significantly reduce minimum monthly collection requirements and the interest rate. If and when BMO were to receive the next \$15 million of collections from the Portfolio Purchase, (the “Remaining Amount”) less certain credits for payments made prior to the consummation of the Settlement Agreement, the Company would be entitled to recover from future net collections the \$15 million prepayment that it funded. Thereafter, BMO would have the right to receive 30% of future net collections. Upon repayment of the Remaining Amount to BMO, the Company would be released from the remaining contractual obligation of the RFA and the Settlement Agreement.

On June 3, 2014, Palisades XVI finished paying the Remaining Amount. The final principal payment of \$2.9 million included a voluntary prepayment of \$1.9 million provided from funds of the Company. Accordingly, Palisades XVI was entitled to receive \$16.9 million of future collections from the Portfolio Purchase before BMO is entitled to receive any payments with respect to its Income Interest. During the month of June 2016, the Company received the balance of the \$16.9 million, and, as of June 30, 2018, the Company recorded a liability to BMO of approximately \$0.2 million, which was subsequently remitted on July 10, 2018. The liability to BMO is recorded when actual collections are received.

Personal Injury Claims

On December 28, 2011, we formed a joint venture, Pegasus Funding, LLC (“Pegasus”), with Pegasus Legal Funding, LLC (“PLF”). Pegasus purchases interests in personal injury claims from claimants who are a party to personal injury litigation with the expectation of a settlement in the future. Pegasus advanced to each claimant funds on a non-recourse basis at an agreed upon interest rate in anticipation of a future settlement. The interest purchased by Pegasus in each claim will consist of the right to receive from such claimant part of the proceeds or recoveries which such claimant receives by reason of a settlement, judgment or award with respect to such claimant’s claim. The profits from the joint venture were distributed based on the ownership percentage of the parties — Asta Funding, Inc. 80% and PLF, 20%. The Company accounted for this investment under the equity method of accounting.

On November 8, 2016, the Company entered into a binding Term Sheet (the “Term Sheet”) with Pegasus and PLF. The Company and PLF have decided not to renew the Pegasus joint venture that by its terms was scheduled to terminate on December 28, 2016. The Term Sheet amended certain provisions to the Pegasus’ operating agreement dated as of December 28, 2011 (as amended, the “Operating Agreement”) and governed the terms relating to the collection of its existing Pegasus portfolio (the “Portfolio”).

Pursuant to the Term Sheet, the parties agreed that Pegasus would continue in existence to collect advances on its existing Portfolio. The Company would fund overhead expenses relating to the collection of the Portfolio based on a budget agreed upon by the Company and PLF. Any cash received by Pegasus will be distributed to its members in the order provided for in the Operating Agreement. The Company would be allocated an amount equal to 20% of all principal collected on each investment paid back beginning October 1, 2017 and continuing through the collection of the Portfolio, which will be applied against the outstanding balance of overhead expenses previously advanced by the Company to Pegasus. After January 2, 2017, additional overhead expenses advanced would be paid back monthly as incurred by the Company prior to the calculation and distribution of any profits.

In connection with the Term Sheet, the parties also entered into a customary mutual release and non-disparagement agreement as well as a release from the non-competition obligations under the Operating Agreement.

The Company filed for arbitration with the American Arbitration Association (“AAA”) against Pegasus in April 2017 for breaches in the Operating and Term Sheet. On April 18, 2017, the Company was granted an Emergent Award restraining the cash in Pegasus, until a formal arbitration panel was confirmed and could review the case. Immediately prior to acquisition there was approximately \$38.3 million in cash that was restrained under the Emergent Award.

On July 17, 2017, an arbitration panel was confirmed, and a hearing date was scheduled for August 25, 2017 on the Company’s motion to have PLF removed from managing Pegasus and replacing them with Company designated representatives, and to permit disbursements to the Company in accordance with the Operating and Liquidation Agreements.

On January 12, 2018, the Company, ASFI and Fund Pegasus entered into a Settlement Agreement and Release (the “Settlement Agreement”) by and among the Company, ASFI, Fund Pegasus, Pegasus, the Seller, Max Alperovich, Alexander Khanas, Larry Stoddard, III, Louis Piccolo and A.L. Piccolo & Co., Inc., a New York corporation. The Settlement Agreement released certain claims in exchange for, among other things, the parties’ entry into the Purchase Agreement.

Additionally, on January 12, 2018, ASFI Pegasus Holdings, LLC (“ASFI”), a Delaware limited liability company and a subsidiary of Asta Funding, Inc. (the “Company” or “Asta”), a Delaware corporation, entered into a Membership Interest Purchase Agreement (the “Purchase Agreement”) with Pegasus Legal Funding, LLC, a Delaware limited liability company (the “Seller”). Under the Purchase Agreement, ASFI bought the Seller’s ownership interests of Pegasus, which was 20% of the issued and outstanding limited liability company interests of Pegasus, for an aggregate purchase price of \$1.8 million. After the additional purchase of the minority member’s 20% share, the Company became the 100% owner of Pegasus. Immediately upon acquisition, the Company changed the name of the entity to Sylvave. The Company acquired \$20.3 million in assets and assumed \$0.7 million in liabilities. The Company recognized a loss on acquisition of \$1.4 million, which is recorded in the Company’s consolidated financial statements.

Divorce Funding

On May 8, 2012, the Company formed EMIRIC, LLC, a wholly owned subsidiary of the Company. EMIRIC, LLC entered into a joint venture with California-based Balance Point Divorce Funding, LLC (“BP Divorce Funding”) to create the operating subsidiary BP Case Management, LLC (“BPCM”). BPCM is 60% owned by the Company and 40% owned by BP Divorce Funding. BPCM provides non-recourse funding to a spouse in a matrimonial action. The Company provided a \$1.0 million revolving line of credit to partially fund BPCM’s operations, with such loan bearing interest at the prevailing prime rate, with an initial term of twenty-four months. In September 2014, the agreement was revised to extend the term of the loan to August 2017, increase the credit line to \$1.5 million and include a personal guarantee of the principal of BP Divorce Funding. Effective August 14, 2017, the Company extended its revolving line of credit with BP Divorce Funding until March 31, 2017, at substantially the same terms as the September 2014 amendment. On April 1, 2017, BP Divorce Funding defaulted on this agreement, and as such, the loan balance of approximately \$1.5 million was deemed uncollectible and was written off to general and administrative expenses on the consolidated statement of operations during the year ended September 30, 2017.

As of June 30, 2018, BPCM had fully reserved against its invested amount of approximately \$2.5 million.

Discontinued Operations – Structured Settlements

On December 13, 2017, the Company entered into a Securities Purchase Agreement (the “Purchase Agreement”) with CBC Holdings LLC, a Delaware limited liability company (the “Buyer”). Under the Purchase Agreement, the Company sold all of the issued and outstanding equity capital of CBC, its wholly owned subsidiary engaging in structured settlements, for an aggregate purchase price of approximately \$10.5 million. Of the aggregate purchase price, approximately \$4.5 million was paid in cash, and \$5.8 million was paid under a promissory note at an annual interest rate of 7% to be paid quarterly to the Company and secured by a first priority security interest in and lien on such Buyer’s affiliates’ rights to certain servicing fees. The remaining amount of the aggregate purchase price was paid as reimbursement of certain invoices of CBC. The Company recognized a loss of approximately \$2.4 million on the above sale of CBC for the year ended September 30, 2017.

Cash Flow

At June 30, 2018, our cash increased \$12.7 million to \$30.3 million from \$17.6 million at September 30, 2017.

Net cash provided by operating activities was \$3.3 million during the nine month period ended June 30, 2018, as compared to \$9.8 million used in operating activities for the nine month period ended June 30, 2017. Net cash provided by investing activities was \$43.3 million during the nine month period ended June 30, 2018, as compared to \$54.3 million provided by investing activities during the nine month period ended June 30, 2017. The change in cash provided by investing activities is primarily due to the proceeds from sale of available for sale securities, partially offset by purchases of available for sale securities in the prior year period of \$49.2 million, compared to the change in equity method investment, partially offset by the acquisition of the personal injury claims portfolio, and purchase of available for sale securities in the current period of \$37.9 million. Cash used in financing activities during the three month period ended June 30, 2018, was \$33.6 million as compared to \$35.6 million used in financing activities in the same 2017 period. The current year use of cash is the result of the special dividend paid to stockholders of \$35.4 million.

Our cash requirements have been and will continue to be significant and include external financing to operate various lines of business. Significant requirements include investment in personal injury claims, costs involved in the collections of consumer receivables, and investment in consumer receivable portfolios. Acquisitions recently have been financed through cash flows from operating activities. We believe we may secure credit facilities with financial institutions as we look to grow the Company, support current operations, and execute on our short and long term business initiatives. In the short term, we expect our cash balances will be sufficient to invest in personal injury claims, purchase portfolios and finance the disability advocacy business.

We believe our available cash resources and expected cash flows from operations will be sufficient to fund operations for the next twelve months. We do not expect to incur any material capital expenditures during the next twelve months.

We are cognizant of the current market fundamentals in the debt purchase and company acquisition markets which, because of significant supply and tight capital availability, could result in increased buying opportunities. The outcome of any future transaction(s) is subject to market conditions. In addition, due to these opportunities, we continue to seek opportunities with banking organizations and others on a possible financing loan facility.

Off Balance Sheet Arrangements

The Company did not have any off balance sheet arrangements.

Additional Supplementary Information:

We do not anticipate collecting the majority of the purchased principal amounts of our various portfolios. Accordingly, the difference between the carrying value of the portfolios and the gross receivables is not indicative of future revenues from these accounts acquired for liquidation. Since we purchased these accounts at significant discounts, we anticipate collecting only a portion of the face amounts.

For additional information regarding our methods of accounting for our investment in finance receivables, the qualitative and quantitative factors we use to determine estimated cash flows, and our performance expectations of our portfolios, see “ **Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies** ” above.

Recent Accounting Pronouncements

In May 2014, the FASB issued an update to ASC 606, “Revenue from Contracts with Customers,” that will supersede virtually all existing revenue guidance. Under this update, an entity is required to recognize revenue upon transfer of promised goods or services to customers, in an amount that reflects the entitled consideration received in exchange for those goods or services. The guidance also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the customer contracts. This update is effective for annual reporting periods beginning after December 15, 2017 including interim periods within that reporting period. Early application is permitted for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period.

The Company has completed its initial assessment of the new standard, including a detailed review of the Company’s revenue streams to identify potential differences in accounting as a result of the new standard, and selected the modified retrospective method. Based on the Company’s initial assessment, we do not believe that the adoption of the standard and related amendments will have a significant impact on our revenue recognition patterns, assuming that our revenue streams will be similar to those currently in place and are in effect at the time of our adoption. Through the date of adoption, we will continue to evaluate the impacts of the standard to ensure that our preliminary conclusions continue to remain accurate. Additionally, we will continue our assessment of the impact of the standard on our financial statement disclosures which are expected to be more extensive based on the requirements of the new standard.

In January 2016, the FASB issued Update No. 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities. The main objective in developing this update is enhancing the reporting model for financial instruments to provide users of financial statements with more decision-useful information. The amendments in this update address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The effective date for this update is for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Upon adoption of this ASU, the Company’s investments will no longer be classified as available for sale, and any changes in fair value will be reflected in the Company’s consolidated statement of operations.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) which requires lessees to recognize right-of-use assets and lease liabilities on the balance sheet for all leases with terms longer than 12 months. For a lease with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize a right-of-use asset and lease liability. Additionally, when measuring assets and liabilities arising from a lease, optional payments should be included only if the lessee is reasonably certain to exercise an option to extend the lease, exercise a purchase option or not exercise an option to terminate the lease. In January 2018, the FASB issued ASU 2018-01, Leases (Topic 842): Land Easement Practical Expedient for Transition to Topic 842. ASU 2018-01 was issued to address concerns about the cost and complexity of complying with the transition provisions of ASU 2018-01. The standard becomes effective in for fiscal years beginning after December 15, 2019 and interim periods within those years and early adoption is permitted. The Company is in the process of reviewing its existing leases, including service contracts for embedded leases to evaluate the impact of this standard on its consolidated financial statements and the impact on regulatory capital.

In March 2016, the FASB issued ASU No. 2016-07, Simplifying the Transition to the Equity Method of Accounting , which eliminates the requirement to apply the equity method of accounting retrospectively when a reporting entity obtains significant influence over a previously held investment. The amendments in ASU 2016-07 are effective for public companies for fiscal years beginning after December 15, 2016 including interim periods therein. Early adoption is permitted. The new standard should be applied prospectively for investments that qualify for the equity method of accounting after the effective date. The adoption of this standard did not have a material impact on the Company’s consolidated financial statements.

In March 2016, the FASB issued Update No. 2016-09, Improvements to Employee Share Based Payment Accounting, to simplify and improve areas of generally accepted accounting principles for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to users of financial statements. The effective date for this update is for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The adoption of this update did not have a material impact on the Company's consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The ASU requires an organization to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Additionally, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. For the Company, this update will be effective for interim periods and annual periods beginning after December 15, 2019. Upon adoption, the Company expects that it will accelerate the recording of its credit losses in its financial statements.

In August 2016 the FASB issued ASU 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments." This ASU will make eight targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. The new standard is effective for fiscal years beginning after December 15, 2017. Early adoption is permitted. The new standard will require adoption on a retrospective basis unless it is impracticable to apply, in which case the Company would be required to apply the amendments prospectively as of the earliest date practicable. The Company is in the process of evaluating the provisions of the ASU, but does not expect it to have a material effect on the Company's consolidated statements of cash flows.

In January 2017, the FASB issued ASU No. 2017-01, Financial Instruments - Overall (Subtopic 825-10) Recognition and Measurement of Financial Assets and Financial Liabilities. The main objective in developing this update is enhancing the reporting model for financial instruments to provide users of financial statements with more decision-useful information. The amendments in this update address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The effective date for this update is for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. The adoption of this update will not have a material impact on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04 Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. The objective of this update is to simplify the subsequent measurement of goodwill, by eliminating step 2 from the goodwill impairment test. The amendments in this update are effective for annual periods beginning after December 15, 2019, and interim periods within those fiscal years. The Company does not believe this update will have a material impact on its consolidated financial statements.

In March 2017, the FASB issued ASU No. 2017-09, Compensation - Stock Compensation (Topic 718) Improvements to Employee Share Based Payment Accounting, to simplify and improve areas of generally accepted accounting principles for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to users of financial statements. The effective date for this update is for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. The adoption of this update will not have a material impact on the Company's consolidated financial statements.

In February 2018, the FASB issued ASU 2018-02, Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income, which allows a reclassification from accumulated other comprehensive income (loss) to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act enacted on December 22, 2017, and requires certain disclosures about stranded tax effects. ASU 2018-02 will be effective for the Company's fiscal year beginning October 1, 2019, with early adoption permitted, and should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Act is recognized. The adoption of this ASU is not expected to have a material impact on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU No. 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement. This ASU modifies the disclosure requirements on fair value measurements. The ASU removes the requirement to disclose: the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy; the policy for timing of transfers between levels; and the valuation processes for Level 3 fair value measurements. The ASU requires disclosure of changes in unrealized gains and losses for the period included in other comprehensive income (loss) for recurring Level 3 fair value measurements held at the end of the reporting period and the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The Company is currently evaluating the impact this guidance will have on its consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to various types of market risk in the normal course of business, including the impact of interest rate changes and foreign exchange rates and changes in corporate tax rates. We do not currently invest in derivative financial or commodity instruments.

Item 4. Controls and Procedures

a. Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Under the supervision and with the participation of our management, including its principal executive officer and principal financial officer, we conducted an assessment of the effectiveness of its internal control over financial reporting. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO 2013”) in Internal Control — Integrated Framework, issued in 2013. Based on management’s assessment, and based on the criteria in COSO 2013, we concluded that our disclosure controls and procedures were not effective on June 30, 2018 due to the material weaknesses described below:

1. The Company did not maintain effective internal controls over financial reporting disclosures specifically associated with concentrations, foreign transactions, significant entities and related party transactions. The material weaknesses related to financial reporting disclosures associated with significant and related party transactions at the subsidiary level, were first reported by the Company in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, which was filed with the SEC on August 9, 2017, and was also identified as a material weakness in connection with the preparation of this Report.

Planned Remedial Actions:

- The Company has retained and intends to continue to retain the services of outside consultants, with relevant accounting experience, skills and knowledge, working under the supervision and direction of the Company’s management, to supplement the Company’s existing accounting personnel.
- The Company plans to develop policies, procedures, and controls for the specific areas identified in this material weakness. The Company will also hire additional accounting and finance personnel with significant accounting and SEC reporting experience to join its finance team to ensure consistent application of these accounting principles and adherence to the Company’s newly adopted policies, procedures, and controls. The Company plans to review the current financial controls to assess if additional management review controls are necessary and work with all finance personnel to establish the appropriate documentation criteria for the existing controls including evidence of review, timeliness and variance thresholds.
- The Company plans to have the Disclosure Committee, which now meets on a quarterly basis, meet more frequently throughout the year to assure that our SEC filings and other public disclosures are complete, accurate, and otherwise comply with applicable accounting principles and regulations. The Company’s Disclosure Committee reports to our Chief Executive Officer with oversight provided by our Audit Committee, and includes individuals knowledgeable about, among other things, SEC rules and regulations, financial reporting, and internal control matters. The Company will also document a formal disclosure policy and procedures to govern the work of the Disclosure Committee.
- Since the original determination regarding the material weakness associated with significant and related party transactions at the subsidiary level, the Company has installed contract management software to manage all of its contracts and associated obligations under those contracts. Management from each department has been trained on the software, and all contracts require approvals of designated managers and the accounting department prior to execution. All contracts are reviewed by accounting personnel with requisite experience in identifying complex accounting transactional and disclosure issues,

2. The Company did not maintain effective internal controls over regulatory compliance; specifically the Company did not have a formalized Foreign Corrupt Practices Act Policy.

Planned Remedial Actions:

- The Company will formalize its Foreign Corrupt Practices Act Policy, and will ensure all employees are trained on, and adhere to the policy.

3. The Company lacks a formal policy to assess the adequacy of the design and operating effectiveness of controls related to certain of the Company’s subsidiaries, third party service providers and third party advocates.

Planned Remedial Actions:

- The Company will increase the frequency of onsite inspections of third party servicers and advocates throughout the year, utilizing existing accounting/finance personnel familiar with the specific accounting processes involved at each location. The Company will provide training to accounting personnel at subsidiary locations, and will develop detailed checklist and processes that can be used, and reviewed by management during period ends. Additionally, management will routinely visit subsidiary locations to ensure that the processes and guidelines developed are being strictly adhered to.

4. The Company did not maintain effective internal controls over accounting for complex transactions specifically associated with equity method investments.

Planned Remedial Actions:

- The Company plans to develop policies, procedures, and controls to ensure the proper accounting for complex technical issues are identified, researched and brought to management’s attention. The Company will also ensure that the appropriate personnel are appropriately trained on new and existing accounting pronouncements, Company policies, procedures, and controls.

5. The Company did not maintain effective internal controls over accounting for foreign transactions specifically associated with accounting for transaction and translation adjustments, unallocated payments and cutoff.

Planned Remedial Actions:

- The Company plans to develop and implement improved policies, procedures, processes and controls, as well as, conduct trainings to ensure the proper accounting for foreign currency matters in accordance with ASC 830, *Foreign Currency Matters*
- The Company plans to utilize an accounting system to ensure that all transactions are systematically re-measured and translated at the applicable foreign currency exchange rate and the associated gain or loss is appropriately recognized in Accumulated Other Comprehensive Income ("AOCI") or earnings.
- The Company plans to appropriately reconcile the AOCI account, in a timely manner.

b. Changes in Internal Controls over Financial Reporting.

As a result of the control deficiencies identified above, and upon the conclusion of an evaluation of our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the Company's disclosure controls and procedures, we restated our consolidated financial statements for quarter ended December 31, 2017. There were no changes to our internal control over financial reporting during the third quarter of fiscal year 2018 that have materially affected, or are reasonably likely to effect, our internal control over financial reporting. In response to the material weaknesses described above, management has implemented changes and plans to implement additional changes to our internal control over financial reporting as described in the "Planned Remedial Actions" sections following each material weakness above. These subsequent remediation efforts related to the material weaknesses described above represent changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act).

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

In the ordinary course of our business, we are involved in numerous legal proceedings. We regularly initiate collection lawsuits, using third party law firms, against consumers. Also, consumers occasionally initiate litigation against us, in which they allege that we have violated a federal or state law in the process of collecting on their account. We do not believe that these ordinary course matters are material to our business and financial condition. As of the date of this report, we were not involved in any material litigation in which we were a defendant.

Originators, debt purchasers and third-party collection agencies and attorneys in the consumer credit industry are frequently subject to putative class action lawsuits and other litigation. Claims include failure to comply with applicable laws and regulations and improper or deceptive origination and servicing practices. Being a defendant in such class action lawsuits or other litigation could materially adversely affect our results of operations and financial condition.

Legal proceedings are subject to substantial uncertainties concerning the outcome of material factual and legal issues relating to the litigation. Accordingly, we cannot currently predict the manner and timing of the resolution of some of these matters and may be unable to estimate a range of possible losses or any minimum loss from such matters.

Item 1A. Risk factors

For a discussion of our potential risks and uncertainties, see the information previously disclosed in Part I, Item 1A. "Risk Factors" in our Annual Report on Form 10-K, for the year ended September 30, 2017 filed with the SEC on October 12, 2018. There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3. Default Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

None

Item 6. Exhibits

(a) Exhibits.

- 2.1# [Membership Interest Purchase Agreement, dated December 31, 2013, by and among CBC Settlement Funding, LLC, CBC Management Services Group, LLC, Asta Funding, Inc. and the other parties thereto \(incorporated by reference to Exhibit 10.1 to Asta Funding, Inc.'s Current Report on Form 8-K filed January 7, 2014\).](#)
- 2.2 [Term Sheet, dated November 8, 2016, by and among Asta Funding, Inc., ASFI Pegasus Holdings, LLC, Fund Pegasus, LLC, Pegasus Funding, LLC, Pegasus Legal Funding, LLC, Max Alperovich and Alexander Khanas \(incorporated by reference to Exhibit 10.1 to Asta Funding, Inc.'s Current Report on Form 8-K filed November 15, 2016\).](#)
- 2.3# [Securities Purchase Agreement, dated December 13, 2017, by and between Asta Funding, Inc., and CBC Holdings LLC \(incorporated by reference to Exhibit 10.1 to Asta Funding, Inc.'s Current Report on Form 8-K filed December 19, 2017\).](#)
- 2.4# [Membership Interest Purchase Agreement, dated January 12, 2018, by and between ASFI Pegasus Holdings, LLC and Pegasus Legal Funding, LLC \(incorporated by reference to Exhibit 10.1 to Asta Funding, Inc.'s Current Report on Form 8-K filed January 18, 2018\).](#)
- 3.1 [Certificate of Incorporation of Asta Funding, Inc. \(incorporated by reference to Exhibit 3.1 to Asta Funding, Inc.'s Quarterly Report on Form 10-Q filed August 9, 2016\).](#)
- 3.2 [Certificate of Amendment to Certificate of Incorporation of Asta Funding, Inc. \(incorporated by reference to Exhibit 3.1\(a\) to Asta Funding, Inc.'s Quarterly Report on Form 10-QSB filed May 15, 2002\).](#)
- 3.3 [Amended and Restated By-laws of Asta Funding, Inc. \(incorporated by reference to Exhibit 3.3 to Asta Funding, Inc.'s Quarterly Report on Form 10-Q filed August 9, 2016\).](#)
- 3.4 [Amendment to Amended and Restated By-laws of Asta Funding, Inc. \(incorporated by reference to Exhibit 3.1 to Asta Funding, Inc.'s Current Report on Form 8-K filed on January 9, 2017\).](#)
- 4.1 [Certificate of Designation of Series A Junior Participating Preferred Stock of Asta Funding, Inc. \(incorporated by reference to Exhibit 3.2 to Asta Funding, Inc.'s Current Report on Form 8-K filed May 5, 2017\).](#)
- 4.2 [Rights Agreement, dated May 5, 2017, by and between Asta Funding, Inc. and American Stock Transfer & Trust Co., LLC \(incorporated by reference to Exhibit 4.1 to Asta Funding, Inc.'s Current Report on Form 8-K filed May 5, 2017\).](#)
- 31.1* [Certification of Gary Stern, Chief Executive Officer, pursuant to Rule 13a-14\(a\)/15d-14\(a\), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2* [Certification of Bruce R. Foster, Chief Financial Officer, pursuant to Rule 13a-14\(a\)/15d-14\(a\), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32.1** [Certification of Gary Stern, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 32.2** [Certification of Bruce R. Foster, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

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101.INS XBRL Instance.

101.SCH XBRL Taxonomy Extension Schema.

101.CAL XBRL Taxonomy Extension Calculation.

101.DEF XBRL Taxonomy Extension Definition.

101.LAB XBRL Taxonomy Extension Labels.

101.PRE XBRL Taxonomy Extension Presentation.

* Filed herewith.

** This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act

Indicates schedules or exhibits have been omitted pursuant to Item 6.01(b)(2) of Regulation S-K. Asta Funding, Inc. agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ASTA FUNDING, INC.
(Registrant)

Date: November 15, 2018

By: /s/ Gary Stern
Gary Stern, President, Chief Executive Officer
(Principal Executive Officer)

Date: November 15, 2018

By: /s/ Bruce R. Foster
Bruce R. Foster, Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
2.1#	Membership Interest Purchase Agreement, dated December 31, 2013, by and among CBC Settlement Funding, LLC, CBC Management Services Group, LLC, Asta Funding, Inc. and the other parties thereto (incorporated by reference to Exhibit 10.1 to Asta Funding, Inc.'s Current Report on Form 8-K filed January 7, 2014).
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4.2	Rights Agreement, dated May 5, 2017, by and between Asta Funding, Inc. and American Stock Transfer & Trust Co., LLC (incorporated by reference to Exhibit 4.1 to Asta Funding, Inc.'s Current Report on Form 8-K filed May 5, 2017).
31.1*	Certification of Gary Stern, Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Bruce R. Foster, Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Gary Stern, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Bruce R. Foster, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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101.INS XBRL Instance.

101.SCH XBRL Taxonomy Extension Schema.

101.CAL XBRL Taxonomy Extension Calculation.

101.DEF XBRL Taxonomy Extension Definition.

101.LAB XBRL Taxonomy Extension Labels.

101.PRE XBRL Taxonomy Extension Presentation.

* Filed herewith.

** This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act

Indicates schedules or exhibits have been omitted pursuant to Item 6.01(b)(2) of Regulation S-K. Asta Funding, Inc. agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Gary Stern, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Asta Funding, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 15, 2018

/s/ Gary Stern

Gary Stern

Chairman, President and Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Bruce R. Foster, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Asta Funding, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 15, 2018

/s/ Bruce R. Foster

Bruce R. Foster

Chief Financial Officer and Chief Accounting Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Asta Funding, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2018, filed with the Securities and Exchange Commission (the "Report"), I, Gary Stern, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

Dated: November 15, 2018

/s/ Gary Stern

Gary Stern
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Asta Funding, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2018, filed with the Securities and Exchange Commission (the "Report"), I, Bruce R. Foster, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

Dated: November 15, 2018

/s/ Bruce R. Foster

Bruce R. Foster

Chief Financial Officer and Chief Accounting Officer