
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2017

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 001-37605

LM FUNDING AMERICA, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-3844457
(I.R.S. employer
identification no.)

**302 Knights Run Avenue
Suite 1000
Tampa, FL**
(Address of principal executive offices)

33602
(Zip code)

Registrant's telephone number, including area code: 813-222-8996

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

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

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

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

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 Exchange Act). Yes No

The registrant had 3.3 million shares of Common Stock, par value \$0.001 per share, outstanding as of November 14, 2017.

LM FUNDING AMERICA, INC.

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Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

LM FUNDING AMERICA, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

	<u>September 30, 2017</u>	<u>December 31, 2016</u>
	<u>(Unaudited)</u>	
ASSETS		
Cash	\$ 602,579	\$ 2,268,180
Finance receivables:		
Original product	883,022	1,035,832
Special product - New Neighbor Guaranty program, net of allowance for credit losses of \$51,230 and \$125,000, respectively	333,785	491,597
Deferred tax asset	-	3,509,401
Due from related party (Note 2)	1,661,266	1,661,360
Other Assets (Note 3)	653,299	1,048,403
Total assets	<u>\$ 4,133,951</u>	<u>\$ 10,014,773</u>
LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY		
Notes payable (Note 4)		
Principal amount	\$ 4,782,719	\$ 5,260,274
Less unamortized debt issuance costs	(25,474)	(99,396)
Long-term debt less unamortized debt issuance costs	4,757,245	5,160,878
Other liabilities and obligations	1,086,730	684,437
Total liabilities	<u>5,843,975</u>	<u>5,845,315</u>
Stockholders' (deficit) equity:		
Common stock, par value \$.001; 10,000,000 shares authorized; 3,300,000 shares issued and outstanding	3,300	3,300
Additional paid-in capital	6,578,506	6,556,704
Accumulated deficit	(8,291,830)	(2,390,546)
Total stockholders' (deficit) equity	<u>(1,710,024)</u>	<u>4,169,458</u>
Total liabilities and stockholders' (deficit) equity	<u>\$ 4,133,951</u>	<u>\$ 10,014,773</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

LM FUNDING AMERICA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Revenues:				
Interest on delinquent association fees	\$ 593,613	\$ 709,090	\$ 1,888,205	\$ 3,010,428
Administrative and late fees	64,959	91,833	218,883	330,030
Recoveries in excess of cost - special product	134,787	806	219,160	115,967
Underwriting and other revenues	87,286	97,824	221,065	332,549
Rental revenue	161,726	107,369	496,614	229,910
Total revenues	<u>1,042,371</u>	<u>1,006,922</u>	<u>3,043,927</u>	<u>4,018,884</u>
Operating Expenses:				
Staff costs and payroll	470,056	996,515	1,479,232	2,649,688
Professional fees	533,591	462,804	1,639,278	1,585,046
Settlement costs with associations	101,175	231,062	257,256	603,396
Other operating expenses	384,579	619,926	1,257,867	1,613,642
Total operating expenses	<u>1,489,401</u>	<u>2,310,307</u>	<u>4,633,633</u>	<u>6,451,772</u>
Operating loss	(447,030)	(1,303,385)	(1,589,706)	(2,432,888)
Interest expense	122,406	143,859	375,042	463,634
Loss on litigation	-	-	505,000	-
Loss before income taxes	(569,436)	(1,447,244)	(2,469,748)	(2,896,522)
Income tax expense (benefit)	4,134,436	(533,064)	3,431,536	(1,050,491)
Net loss	<u>\$ (4,703,872)</u>	<u>\$ (914,180)</u>	<u>\$ (5,901,284)</u>	<u>\$ (1,846,031)</u>
Loss per share:				
Basic	\$ (1.43)	\$ (0.28)	\$ (1.79)	\$ (0.56)
Diluted	(1.43)	(0.28)	(1.79)	(0.56)
Weighted average number of common shares outstanding:				
Basic	3,300,000	3,300,000	3,300,000	3,300,000
Diluted	3,300,000	3,300,000	3,300,000	3,300,000

The accompanying notes are an integral part of these condensed consolidated financial statements.

LM FUNDING AMERICA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
CASH FLOWS FROM OPERATING ACTIVITIES	\$ (1,718,235)	\$ (2,650,498)
CASH FLOWS FROM INVESTING ACTIVITIES	627,151	130,468
CASH FLOWS FROM FINANCING ACTIVITIES	(574,517)	(2,835,027)
NET DECREASE IN CASH	(1,665,601)	(5,355,057)
CASH - BEGINNING OF PERIOD	2,268,180	8,997,798
CASH - END OF PERIOD	<u>\$ 602,579</u>	<u>\$ 3,642,741</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

LM FUNDING AMERICA, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

LM Funding America, Inc. (“LMFA” or the “Company”) was formed as a Delaware corporation on April 20, 2015. LMFA was formed for the purpose of completing a public offering and related transactions in order to carry on the business of LM Funding, LLC and its subsidiaries (the “Predecessor”). LMFA is the sole member of LM Funding, LLC and operates and controls all of its businesses and affairs.

LM Funding, LLC, a Florida limited liability company organized in January 2008 under the terms of an Operating Agreement dated effective January 8, 2008 as amended, had two members: BRR Holding, LLC and CGR 63, LLC. The members contributed their equity interest to LMFA prior to the closing of its initial public offering.

The Company is a specialty finance company that provides funding principally to community associations that are almost exclusively located in Florida. The business of the Company is conducted pursuant to relevant state statutes (the “Statutes”), principally Florida Statute 718.116. The Statutes provide each community association lien rights to secure payment from unit owners (property owners) for assessments, interest, administrative late fees, reasonable attorneys’ fees, and collection costs. In addition, the lien rights granted under the Statutes are given a higher priority (a “Super Lien”) than all other lien holders except property tax liens. The Company provides funding to associations for their delinquent assessments from property owners in exchange for an assignment of the association’s right to collect proceeds pursuant to the Statutes. The Company derives its revenues from the proceeds of association collections.

The Statutes specify that the rate of interest an association (or its assignor) may charge on delinquent assessments is equal to the rate set forth in the association’s declaration or bylaws. In Florida, if a rate is not specified, the statutory rate is equal to 18% but may not exceed the maximum rate allowed by law. Similarly the Statutes in Florida also stipulate that administrative late fees cannot be charged on delinquent assessments unless so provided by the association’s declaration or bylaws and may not exceed the greater of \$25 or 5% of each delinquent assessment.

The Statutes limit the liability of a first mortgage holder for unpaid assessments and related charges and fees (as set forth above) in the event of title transfer by foreclosure or acceptance of deed in lieu of foreclosure. This liability is limited to the lesser of twelve months of regular periodic assessments or one percent of the original mortgage debt on the unit (the “Super Lien Amount”).

Principles of Consolidation

The condensed consolidated financial statements include the accounts of LMFA and its wholly-owned subsidiaries: LM Funding, LLC; LMF October 2010 Fund, LLC; REO Management Holdings, LLC; LM Funding of Colorado, LLC; LM Funding of Washington, LLC; LM Funding of Illinois, LLC; LMF SPE #2, LLC; and LM Funding Florida, LLC. All significant intercompany balances have been eliminated in consolidation.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). Certain information and note disclosures normally included in the annual consolidated financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading. The interim condensed consolidated financial statements as of September 30, 2017 and for the three and nine months ended September 30, 2017 and September 30, 2016, respectively, are unaudited. In the opinion of management, the interim condensed consolidated financial statements include all adjustments, consisting only of normal recurring adjustments, necessary to provide a fair statement of the results for the interim periods. The accompanying condensed consolidated balance sheet as of December 31, 2016, is derived from the audited consolidated financial statements presented in the Company’s Annual Report on Form 10-K for fiscal the year ended December 31, 2016.

Use of Estimates

The preparation of consolidated financial statements in conformity with 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include the evaluation of any probable losses on amounts funded under the Company's New Neighbor Guaranty program as disclosed below, the evaluation of probable losses on balances due from a related party, the realization of deferred tax assets, the evaluation of contingent losses related to litigation, and fair value estimates of real estate assets owned.

Revenue Recognition

Accounting Standards Codification ("ASC") 605-10-25-1 of the Financial Accounting Standards Board ("FASB") states revenues are realized or realizable when related assets received or held are readily convertible into known amounts of cash. In those cases where there is no reasonable basis for estimating the "known amount" of cash to be collected, the cash basis or cost recovery method of recognizing revenues may be used. The Company provides funding to community associations by purchasing their rights under delinquent accounts from unpaid assessments due from property owners (the "accounts"). Collections on the accounts may vary greatly in both the timing and amount ultimately recovered compared with the total revenues earned on the accounts because of a variety of economic and social factors affecting the real estate environment in general. The Company has determined that the known amount of cash to be realized or realizable on its revenue generating activities cannot be reasonably estimated and as such, classifies its finance receivables as nonaccrual and recognizes revenues in the accompanying statements of income on the cash basis or cost recovery method in accordance with ASC 310-10, *Receivables*. The Company applies the cash basis method to its original product and the cost recovery method to its special product as follows:

Finance Receivables—Original Product: Under the Company's original product, delinquent assessments are funded only up to the Super Lien Amount as discussed above. Recoverability of funded amounts is generally assured because of the protection of the Super Lien Amount. As such, payments by unit owners on the Company's original product are recorded to income when received in accordance with the provisions of Florida Statute 718.116(3) and the provisions of the purchase agreements entered into between the Company and community associations. Those provisions require that all payments be applied in the following order: first to interest, then to late fees, then to costs of collection, then to legal fees expended by the Company and then to assessments owed. In accordance with the cash basis method of recognizing revenue and the provisions of the statute, the Company records revenues for interest and late fees when cash is received. In the event the Company determines the ultimate collectability of amounts funded under its original product are in doubt, payments are applied to first reduce the funded or principal amount.

Finance Receivables—Special Product (New Neighbor Guaranty program): During 2012, the Company began offering associations an alternative product under the *New Neighbor Guaranty* program where the Company will fund amounts in excess of the Super Lien Amount. Under this special product, the Company purchases substantially all of the delinquent assessments owed to the association, in addition to all accrued interest and late fees, in exchange for payment by the Company of (i) a negotiated amount or (ii) on a going forward basis, all monthly assessments due for a period up to 48 months. Under these arrangements, the Company considers the collection of amounts funded is not assured and under the cost recovery method, cash collected is applied to first reduce the carrying value of the funded or principal amount with any remaining proceeds applied next to interest, late fees, legal fees, collection costs and any amounts due to the community association. Any excess proceeds still remaining are recognized as revenues. If the future proceeds collected are lower than the Company's funded or principal amount, then a loss is recognized.

Cash

The Company maintains cash balances at several financial institutions that are insured under the Federal Deposit Insurance Corporation's ("FDIC") Transition Account Guarantee Program. Balances with the financial institutions may exceed federally insured limits.

Finance Receivables

Finance receivables are recorded at the amount funded or cost (by unit). The Company evaluates its finance receivables at each period end for losses that are considered probable and can be reasonably estimated in accordance with ASC 450-20. As discussed above, recoverability of funded amounts under the Company's original product is generally assured because of the protection of the Super Lien Amount. As such, the Company did not have any allowance for credit losses related to its original product at September 30, 2017 and December 31, 2016.

Under the *New Neighbor Guaranty* program (special product), the Company funds amounts in excess of the Super Lien Amount. When evaluating the carrying value of its finance receivables, the Company looks at the likelihood of future cash flows based on historical payoffs, the fair value of the underlying real estate, the general condition of the community association in which the unit exists, and the general economic real estate environment in the local area. During 2015 the Company purchased credit insurance covering all funded amounts in excess of a deductible amount (equal to six months of delinquent assessments). This insurance product was not renewed and only claims filed related to foreclosures occurring on or before January 28, 2016 will be covered under this policy. Recoveries under this credit insurance program for the nine months ended September 30, 2016 were \$59,000. There were no recoveries for the three months ended September 30, 2016. In addition, there were no recoveries for the three and nine months ended September 30, 2017, and no significant remaining recoveries expected in the future. The Company estimated an allowance for credit losses of \$51,230 and \$125,000, respectively, as of September 30, 2017 and December 31, 2016 under ASC 450-20 related to its New Neighbor Guaranty program.

The Company will charge any receivable against the allowance for credit losses when management believes the uncollectibility of the receivable is confirmed. The Company considers writing off a receivable when (i) a first mortgage holder who names the association in a foreclosure suit takes title and satisfies an estoppel letter for amounts owed which are less than amounts the Company funded to the association; (ii) a tax deed is issued with insufficient excess proceeds to pay amounts the Company funded to the association; or (iii) an association settles an account for less than amounts the Company funded to the association. Upon the occurrence of any of these events, the Company evaluates the potential recovery via a deficiency judgment against the prior owner and the ability to collect upon the deficiency judgment within the statute of limitations period or whether the deficiency judgment can be sold. If the Company determines that collection through a deficiency judgment or sale of a deficiency judgment is not feasible, the Company writes off the unrecoverable receivable amount. During the three and nine months ended September 30, 2017, write offs charged against the allowance for credit losses were \$30,438 and \$73,770, respectively. There were no write offs charged against the allowance for credit losses for the three and nine months ended September 30, 2016. Any losses greater than the recorded allowance will be recognized as expenses. Under the Company's revenue recognition policies, all finance receivables (original product and special product) are classified as nonaccrual.

Real Estate Assets Owned

In the event collection of a delinquent assessment results in a unit being sold in a foreclosure auction, the Company has the right to bid (on behalf of the community association) for the delinquent unit as attorney in fact, applying any amounts owed for the delinquent assessment to the foreclosure price as well as any additional funds that the Company, in its sole discretion, decides to pay. If a delinquent unit becomes owned by the community association by acquiring title through an association lien foreclosure auction, by accepting a deed-in-lieu of foreclosure, or by any other way, the Company in its sole discretion may direct the community association to quitclaim title of the unit to the Company.

Properties quitclaimed to the Company are in most cases acquired subject to a first mortgage or other liens, and are recognized in the accompanying consolidated balance sheets solely at costs incurred by the Company in excess of original funding. At times, the Company will acquire properties through foreclosure actions free and clear of any mortgages or liens. In these cases, the Company records the estimated fair value of the properties in accordance with ASC 820-10, *Fair Value Measurements*. Any real estate held for sale is adjusted to fair value less the cost to dispose in the event the carrying value of a unit or property exceeds its estimated net realizable value.

The Company capitalizes costs incurred to acquire real estate owned properties and any costs incurred to get the units in a condition to be rented. These costs include, but are not limited to, renovation/rehabilitation costs, legal costs, and delinquent taxes. These costs are depreciated over the estimated minimum time period the Company expects to maintain possession of the units. Costs incurred for unencumbered units are depreciated over 20 years and costs for units subject to a first mortgage are depreciated over 3 years. As of September 30, 2017, capitalized real estate costs, net of accumulated depreciation, were approximately \$281,000. During the three and nine months ended September 30, 2017 depreciation expense was \$8,000 and \$34,000, respectively. During the three and nine months ended September 30, 2016, depreciation expense was \$10,000 and \$23,000, respectively.

If the Company elects to take a quitclaim title to a unit or property held for sale, the Company is responsible to pay all future assessments on a current basis, until a change of ownership occurs. The community association must allow the Company to lease or sell the unit to satisfy obligations for delinquent assessments of the original debt. All proceeds collected from any sale of the unit shall be first applied to all amounts due the Company plus any additional funds paid by the Company to purchase the unit, if applicable. Rental revenues and sales proceeds related to real estate assets held for sale are recognized when earned and realizable. Expenditures for current assessments owed to associations, repairs and maintenance, utilities, etc. are expensed when incurred.

If the community association elects (prior to the Company obtaining title through its own election) to maintain ownership and not quitclaim title to the Company, the community association must pay the Company all interest, late fees, collection costs, and legal fees expended, plus the original funding on the unit, which have accrued according to the purchase agreement entered into by the community association and the Company. In this event, the unit will be reassigned to the community association.

Fixed Assets

The Company capitalizes all acquisitions of fixed assets in excess of \$500. Fixed assets are stated at cost. Depreciation is provided on the straight-line method over the estimated useful lives of the assets. Fixed assets are comprised of furniture, computers and office equipment with an assigned useful life of 3 to 5 years. Fixed assets also include capitalized software costs. Capitalized software costs include costs to develop software to be used solely to meet the Company's internal needs, employee salaries and benefits, and fees paid to outside consultants during the application development stage, and such costs are amortized over their estimated useful life of 5 years. As of September 30, 2017 and December 31, 2016, capitalized software costs, net of accumulated amortization, was \$51,025 and \$68,470, respectively. Amortization expense for capitalized software costs for the three and nine months ended September 30, 2017 were \$5,814 and \$17,444, respectively. During the three and nine months ended September 30, 2016, amortization expense was \$5,814 and \$17,444, respectively.

Debt Issue Costs

The Company capitalizes all debt issue costs and amortizes them on a method that approximates the effective interest method over the remaining term of the note payable. Unamortized debt issue costs of \$25,474 at September 30, 2017 and \$99,396 at December 31, 2016 are presented in the accompanying condensed consolidated balance sheets as a direct deduction from the carrying amount of that debt liability in accordance with ASU 2015-03 (see below). The Company adopted this new standard in the first quarter of fiscal year 2016. The adoption of this standard did not have a material impact on the Company's consolidated financial position and had no impact on its consolidated income or cash flows. In addition, the amortization of debt issuance costs is to be reported as interest expense under ASU 2015-03 (ASC 835-30-45-3). During the three and nine months ended September 30, 2017, the amortization of debt issuance costs was \$24,641 and \$73,922, respectively. Amortization of debt issuance costs was \$24,641 and \$73,922, respectively, for the three and nine months ended September 30, 2016.

Settlement Costs with Associations

Community associations working with the Company will at times incur costs in connection with litigation initiated by the Company against property owners and/or mortgage holders. These costs include settlement agreements whereby the community association agrees to pay some monetary compensation to the opposing party or judgments against the community associations for fees of opposing legal counsel or other damages awarded by the courts. The Company indemnifies the community association for these costs pursuant to the provisions of the agreement between the Company and the community association. Costs incurred by the Company for these indemnification obligations for the three and nine months ended September 30, 2017 were approximately \$101,000 and \$257,000, respectively. For the three and nine months ended September 30, 2016 settlement costs incurred by the Company were \$231,000 and \$603,000, respectively. The Company does not limit its indemnification based on amounts ultimately collected from property owners.

Income Taxes

Income taxes are provided for the tax effects of transactions reported in the consolidated financial statements and consist of taxes currently due plus deferred taxes resulting primarily from the tax effects of temporary differences between financial and income tax reporting. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Under ASC 740-10-30-5, *Income Taxes*, deferred tax assets should be reduced by a valuation allowance if, based on the weight of available evidence, it is more-likely-than-not (i.e., a likelihood of more than 50%) that some portion or all of the deferred tax assets will not be realized. The Company considers all positive and negative evidence available in determining the potential realization of deferred tax assets including, primarily, the recent history of taxable earnings or losses. Based on operating losses reported by the

Company during 2017 and 2016, the Company concluded there was not sufficient positive evidence to overcome this recent operating history. As a result, the Company believes that a valuation allowance is necessary based on the more-likely-than-not threshold noted above. The Company recorded a valuation allowance of approximately of \$4,300,000 during the quarter ended September 30, 2017 equal to its net deferred tax asset at that date.

Prior to the initial public offering in October 2015, the taxable earnings of the Predecessor were included in the tax returns of its members (separate limited liability companies) and taxed depending on personal tax situations. In connection with the initial public offering, the members contributed ownership interests to the Company (a newly formed C-corporation) and all earnings subsequent to that date (October 23, 2015) are subject to Company-level taxes and reflected in the Company's condensed consolidated financial statements.

Loss Per Share

Basic loss per share is calculated as net loss to common stockholders divided by the weighted average number of common shares outstanding during the period. Diluted loss per share for the period equals basic loss per share as the effect of any stock-based compensation awards or stock warrants would be anti-dilutive.

Stock-Based Compensation

The Company records all equity-based incentive grants to employees and non-employee members of the Company's Board of Directors in operating expenses in the Company's Condensed Consolidated Statement of Operations based on their fair values determined on the date of grant. Stock-based compensation expense, reduced for estimated forfeitures, is recognized on a straight-line basis over the requisite service period of the award, which is generally the vesting term of the outstanding equity awards.

Contingencies

The Company accrues for contingent obligations, including estimated legal costs, when the obligation is probable and the amount is reasonably estimable. As facts concerning contingencies become known, the Company reassesses its position and makes appropriate adjustments to the consolidated financial statements. Estimates that are particularly sensitive to future changes include those related to tax, legal, and other regulatory matters. Solaris at Brickell Bay Condominium Association, Inc. v. LM Funding, LLC, Case No: 2014-20043-C, was brought before the Circuit Court of the Eleventh Judicial Circuit, Miami-Dade Civil Division on July 31, 2014. On August 4, 2017, an order by the court was entered on Plaintiff's Motion for Preliminary Approval of Class Action Settlement Agreement. The motion of the Plaintiff, Solaris at Brickell Bay Condominium Association, Inc., individually and on behalf of the certified plaintiff class ("Plaintiffs"), for approval of the Class Action Settlement Agreement with Defendant LM Funding, LLC was granted. LMF, despite its belief that it is not liable for the claims asserted and has good defenses thereto, has nevertheless agreed to enter into this Agreement in order to: (1) avoid any further expense, inconvenience, and distraction of burdensome and protracted litigation and its consequential negative financial effects to LMF's operations; (2) obtain the releases, orders, and final judgment contemplated by this Agreement; and (3) put to rest and terminate with finality all claims that have been or could have been asserted against LMF by the Class arising from the facts alleged in the Lawsuit and allow LMF to continue its operational model helping associations. In the Court of the Eleventh Judicial Circuit in and for Miami-Dade County, pursuant to the agreement subsequently reached between counsel, all required actions and deadlines set forth in the Parties' Class Action Settlement Agreement, approved of by the Court in its Order Granting Preliminary Approval of same, dated August 3, 2017, are currently stayed and again extended for thirty (30) more days, effective October 18, 2017. On October 5, a continuation of the abatement was granted for sixty (60) days from the date of the order in the District Court of Appeal of Florida Third District. The Company has accrued the costs of \$505,000 as part of the class action settlement agreement. The settlement amount is contingent upon the Company obtaining financing within the allotted timeframe of the settlement agreement.

Risks and Uncertainties

Funding amounts are secured by a priority lien position provided under Florida law (see discussion above regarding Florida Statute 718.116). However, in the event the first mortgage holder takes title to the property, the amount payable by the mortgagee to satisfy the priority lien is capped under this same statute and would generally only be sufficient to reimburse the Company for funding amounts noted above for delinquent assessments. Amounts paid by the mortgagee would not generally reimburse the Company for interest, administrative late fees, and collection costs. Even though the Company does not recognize these charges as revenues until collected, its business model and long-term viability is dependent on its ability to collect these charges.

In the event a delinquent unit owner files for bankruptcy protection, the Company may at its option be reimbursed by the association for the amounts funded (i.e., purchase price) and all collection rights are re-assigned to the association.

Non-cash Operating and Investing Activities

During the three and nine months ended September 30, 2016, the Company acquired unencumbered title to certain properties as a result of foreclosure proceedings. Properties were recorded at fair value less cost to dispose of approximately \$135,000, for the nine months ended September 30, 2016. There were no unencumbered properties acquired during the three months ended September 30, 2016. The fair value of these properties was first applied to recover the Company's initial investment with any remaining proceeds applied to interest, late fees, and other amounts owed by the property owner. There were no unencumbered properties acquired and recorded at fair value during the three and nine months ended September 30, 2017.

New Accounting Pronouncements

Revenue Recognition - On May 28, 2014, the FASB issued ASU 2014-09—*Revenue from Contracts with Customers (Topic 606)*, which provided new accounting guidance regarding revenue recognition, and is effective for annual periods beginning after December 15, 2017. The Company has not yet evaluated the impact of this new guidance on its condensed consolidated financial statements.

Debt Issue Costs - In April 2015, the FASB issued ASU 2015-03, *Interest – Imputation of interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs* (“ASU 2015-03”). The amended guidance requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs is not affected by the amendments in this ASU. The amendments in this ASU are effective for financial statements issued for fiscal years beginning after December 15, 2015. Debt issue costs deducted from the carrying amount of the related debt liability in the accompanying consolidated condensed balance sheets were \$25,474 and \$99,396, respectively, as of September 30, 2017, and December 31, 2016.

Leases – In February 2016, the FASB issued ASU 2016-02, *Leases*, which requires the recognition of assets and liabilities arising from lease transactions on the balance sheet and the disclosure of additional information about leasing arrangements. Under the new guidance, for all leases, interest expense and amortization of the right to use assets will be recorded for leases determined to be financing leases and straight-line lease expense will be recorded for leases determined to be operating leases. Lessees will initially recognize assets for the right to use the leased assets and liabilities for the obligations created by those leases. The new accounting standard must be adopted using a modified retrospective approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The accounting standard is effective for the Company beginning January 1, 2019, with early adoption permitted. The Company is currently in the process of assessing what impact this new standard may have on its condensed consolidated financial statements.

Credit Losses – In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses* which establishes a new approach for credit impairment based on an expected loss model rather than an incurred loss model. The standard requires the consideration of all available relevant information when estimating expected credit losses, including past events, current conditions and forecasts and their implications for expected credit losses. The guidance is effective January 1, 2020 with a one-year early adoption permitted. The Company is evaluating the impact of the new guidance.

Subsequent Events

The Company has evaluated subsequent events through the date which the condensed consolidated financial statements were issued. Refer to Note 6. Subsequent Events, for further discussion.

2. DUE FROM RELATED PARTY

A substantial portion of the legal services for the Company associated with the collection of delinquent assessments from property owners are performed by a law firm, Business Law Group (“BLG”), which was owned solely by Bruce M. Rodgers, the Chief Executive Officer of LMFA, until and through the date of the initial public offering. Following the offering, Mr. Rodgers transferred his interest in BLG to other attorneys at the firm through a redemption of his interest in the firm, and BLG is now under control of those lawyers. BLG has historically performed collection work primarily on a deferred billing basis wherein the law firm receives payment for services rendered upon collection from the property owners or at amounts ultimately subject to negotiations with the Company.

Amounts collected from property owners and paid to BLG for the three and nine months ended September 30, 2017 were approximately \$291,000 and \$841,000, respectively. Amounts collected from property owners and paid to BLG for the three and nine months ended September 30, 2016 were approximately \$281,000 and \$946,000, respectively. BLG also recognizes revenue through

its general counsel activities it performs for various associations. For the three and nine months ended September 30, 2017, BLG recognized revenue of approximately \$6,000 and \$34,000, respectively, related to general counsel work. For the three and nine months ended September 30, 2016, BLG recognized revenue of approximately \$2,000 and 20,000, respectively, related to general counsel work. As of September 30, 2017 and December 31, 2016, receivables from property owners for charges ultimately payable to BLG approximate \$3,920,000 and \$4,385,000, respectively.

Under the related party agreement with BLG in effect during 2017 as well as the previous related party agreement, the Company pays all costs (lien filing fees, process and serve costs) incurred in connection with the collection of amounts due from property owners. Any recovery of these collection costs are accounted for as a reduction in expense incurred. The Company incurred expenses related to these types of costs of approximately \$128,000 and \$394,000, respectively, during the three and nine months ended September 30, 2017. The Company incurred expenses of \$188,000 and \$381,000, respectively, for the three and nine months ended September 30, 2016, related to collection costs. Recoveries during three and nine months ended September 30, 2017 related to those costs were approximately \$91,000 and \$258,000, respectively. The Company recognized collection costs recoveries of \$80,000 and \$265,000, respectively for the three and nine months ended September 30, 2016. Following the change in ownership of BLG discussed above, the Company began paying BLG a monthly fee of \$7,000 per month plus a minimum fee of \$700 per unit in those payoff events where the collection amount was limited to the Super Lien Amount. Effective January 1, 2017, the Company entered into a new services agreement with BLG which partially alters the traditional deferred billing arrangement noted above. Under the new agreement, the Company pays BLG a fixed monthly fee of \$82,000 per month for services rendered. The Company continues to pay BLG a minimum per unit fee of \$700 in any case where there is a collection event and BLG receives no payment from the property owner. This provision has been expanded to also include any unit where the Company has taken title to the unit or where the association has terminated its contract with either BLG or the Company. Legal fees charged to the Company by BLG in excess of amounts collected from property owners for the three and nine months ended September 30, 2017 were approximately \$266,000 and \$787,000, respectively. For the three and nine months ended September 30, 2016, the Company incurred legal fees charged by BLG in the amount of \$31,000 and \$107,000, respectively.

The Company also shares office space and related common expenses with BLG. All shared expenses, including rent, are charged to the legal firm based on an estimate of actual usage. Any expenses of BLG paid by the Company that have not been reimbursed or settled against other amounts are reflected as due from related parties in the accompanying consolidated balance sheet. Amounts receivable from BLG as of September 30, 2017 and December 31, 2016 were approximately \$1,661,000 and \$1,661,000, respectively.

During 2016, the Company experienced a decline in collection events that affected revenues both to the Company and BLG. The significant balance in the receivable noted above reflects the decision by the Company to advance funds to BLG based on the amount of their unpaid legal fees due from property owners. The Company expects repayment of the receivable amount as collection events return to historical levels.

3. OTHER ASSETS

The following table summarizes the Company's other assets.

	September 30, 2017	December 31, 2016
Real estate assets owned	\$ 281,200	\$ 734,727
Fixed assets, net	83,849	109,938
Prepaid expenses and other assets	288,250	203,738
	<u>\$ 653,299</u>	<u>\$ 1,048,403</u>

4. LONG-TERM DEBT AND OTHER FINANCING ARRANGEMENTS

	September 30, 2017	December 31, 2016
Financing agreement with Premium Assignment Corporation. Down payment of \$19,000 was required upfront and equal installment payments of approximately \$7,806 to be made over a 10 month period. Annualized interest is 5.09%.	\$ 62,445	\$ -
Promissory note issued to a financial institution, bearing interest at 8%, interest payable monthly, and principal payments due quarterly. Secured by all of the Company's rights, title, interest, claims, and demands associated with certain condominium units held in LMF SPE #2, LLC and all cash held in LMF SPE #2, LLC. Accrued interest is due monthly beginning January 29, 2015. Under the amended debt agreement, principal payments recommence in July, 2017. Principal payments have not been paid as management is in the process of obtaining new financing as well as in discussions with the lender regarding alternative payment schedules. Note matures on April 30, 2018 and can be prepaid at any time without penalty. Principal balances for this promissory note were \$4,540,274 and \$4,540,274, respectively, as of September 30, 2017 and December 31, 2016. Unamortized debt issuance costs were \$24,224 and \$96,896, respectively, as of September 30, 2017 and December 31, 2016.	4,516,050	4,443,378
Promissory note issued to a financial institution, bearing interest at 6% plus one month Libor, principal payments of \$60,000 per month plus interest due through maturity on February 1, 2018. This loan is collateralized by all of the accounts receivable, contract rights, and lien rights arising from or relating to collection of Association payments made by the Company relating to certain accounts as well as all deposit accounts and cash of LMF October 2010 Fund, LLC. LM Funding, LLC and its members guaranteed this loan. Principal balances for this promissory note were \$180,000 and \$720,000, respectively, as of September 30, 2017 and December 31, 2016. Unamortized debt issuance costs were \$1,250 and \$2,500, respectively, as of September 30, 2017 and December 31, 2016.	178,750	717,500
	<u>\$ 4,757,245</u>	<u>\$ 5,160,878</u>

Minimum required principal payments on the Company's debt as of September 30, 2017 are as follows:

Years Ending December 31,	
2017	\$ 1,105,947
2018	3,676,772
	<u>4,782,719</u>
Unamortized debt issue costs	(25,474)
	<u>\$ 4,757,245</u>

Under the amended debt agreement with Heartland Bank, principal payments recommenced in July 2017. See Note 5 below and Note 6. Subsequent events for further discussion.

5. MANAGEMENT'S PLANS

On August 27, 2014, the FASB issued ASU 2014-05, *Disclosure of Uncertainties about an Entity's ability to Continue as a Going Concern*, which requires management to assess a Company's ability to continue as a going concern within one year from financial statement issuance and to provide related footnote disclosures in certain circumstances.

The Company has debt obligations arising within one year that if not refinanced will raise substantial doubt about the Company's ability to continue as a going concern as defined by ASU 2014-05. Management has performed its assessment as required by ASU 2014-05 and has concluded that it is probable that its plans as discussed below will mitigate the conditions that raise substantial doubt.

The Company did not pay its quarterly principal payments to its senior lender due on or around July 1, 2017 and October 1, 2017 and is presently in discussion regarding alternative payment schedules. Presently the senior lender has to date not demanded payment or issued the Company any kind of letter regarding default. The Company has a history of refinancing debt and management is confident that it will be able to successfully refinance the current debt obligations and/or obtain new financing to pay off the existing debt obligations. Management is confident that it will be able to obtain new financing mainly due to the value of its collateral base, real estate owned properties that are unencumbered by a first mortgage, as well as the unsecured claims still owed to LMF and its clients. See Note. 6 Subsequent Events for further discussion regarding obtaining new financing. If management is not able to finalize a financing agreement, this will increase the likelihood of the Company's inability to continue as a going concern. If the financing agreement is not completed in a timely manner, management has alternative plans in place that would assist with mitigating the risk of its inability to continue as a going concern. The Company has sufficient liquidity resources available for operations while management obtains a new financing agreement. Although the Company experienced significant operating losses in 2016 and through September 30, 2017, management believes that there have been positive financial trends in 2017. Management has realized significant expense reductions starting in September 2016 particularly within staff costs and payroll, as well as settlement costs with associations. Management also expects a significant reduction in legal expenses going forward as there has been a significant decrease in the number of outstanding claims against the Company compared to prior years. Management intends to undertake additional expense reduction measures until financing is finalized in order to preserve liquidity. In addition, Management has also implemented new sales programs that are resulting in increases in unit acquisitions. For the nine months ended September 30, 2017 and September 30, 2016 new unit acquisitions were 312 and 298, respectively. The Company has also acquired a large real estate base which management has elected to sell a portion of units to increase our liquidity. For the three months ended September 30, 2017, the Company sold six real estate properties for a net amount of approximately \$369,000 which assisted with providing additional liquidity for operations. In October 2017, the Company sold one real estate property for a net of approximately \$29,000. The Company currently owns six properties with an approximate value of \$296,000 that it can sell as necessary. We expect to generate additional liquidity through the monetization of additional real estate as deemed necessary and with additional debt financing actions. We expect these actions will be executed in alignment with the anticipated timing of our liquidity needs. We also continue to explore ways to unlock value across a range of assets, including exploring ways to maximize the value of our unsecured claims.

We believe that the actions discussed above mitigate the substantial doubt raised by our recent operating losses and refinancing needs and satisfy our estimated liquidity needs 12 months from the issuance of the financial statements. However, we cannot predict, with certainty, the outcome of our actions to generate liquidity, including the availability of additional debt financing, or whether such actions would generate the expected liquidity as currently planned. The inability to obtain financing would raise substantial doubt about the Company's ability to continue as a going concern. Additionally, a failure to generate additional liquidity could negatively impact our ability to acquire units.

6. SUBSEQUENT EVENTS

Management is in negotiations with several entities to provide financing to assist with the Company's liquidity needs and debt obligations. Management expects to have a new financing agreement in place by the end of the year. The Company expects its current liquidity resources available for operations to be sufficient while management completes a new financing agreement.

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

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts included in this Quarterly Report on Form 10-Q, including, without limitation, statements regarding our future financial position, business strategy, budgets, projected revenues, projected costs, and plans and objectives 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," "believes," or the negative thereof or any variation thereon 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, our ability to purchase defaulted consumer receivables at appropriate prices, changes in governmental 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, and negative press regarding the debt collection industry which may have a negative impact on a debtor's willingness to pay the debt we acquire, 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 December 31, 2016 and Item 1A of this Quarterly Report on Form 10-Q.

Except as required by law, we assume no duty to update or revise any forward-looking statements.

Overview

We are a specialty finance company that provides funding to nonprofit community associations primarily located in the state of Florida and, to a lesser extent, nonprofit community associations in the states of Washington, Colorado, and Illinois. We offer incorporated nonprofit community associations, which we refer to as "Associations," a variety of financial products customized to each Association's financial needs. Our original product offering consists of providing funding to Associations by purchasing their rights under delinquent accounts that are selected by the Associations arising from unpaid Association assessments. We provide funding against such delinquent accounts, which we refer to as "Accounts," in exchange for a portion of the proceeds collected by the Associations from the account debtors on the Accounts. More recently, we have started to engage in the business of purchasing Accounts on varying terms tailored to suit each Association's financial needs, including under our New Neighbor Guaranty program. We believe that revenues from the New Neighbor Guaranty program, as well as other similar products we may develop in the future, will comprise an increasingly larger piece of our business during future quarters. We intend to leverage these products to expand our business activities and grow both in and outside of the states in which we currently operate.

Because of our role as a trusted advisor to our Association clients, we are exploring a potential product line which resembles a more traditional consulting model for Associations desirous of this relationship. Areas of our consultancy may include purchase money mortgage qualification consulting, accounts receivable management, reserve study recommendations, and property tax assessed value analysis. In the event we move forward with this new product line, we will seek to provide services and advice inside of our core competency of community association finance in an effort to drive demand for our financial products.

In our original product offering, we typically purchase an Association's right to receive a portion of the proceeds collected from delinquent unit owners. Once under contract, we engage law firms, typically on behalf of our Association clients pursuant to a power of attorney, to perform collection work on delinquent unit accounts. Our law firms typically handle collection matters on a deferred billing basis whereby payment is received upon collection from the delinquent unit account debtors or at a predetermined contractual rate if amounts collected from delinquent unit account debtors are less than legal fees and costs incurred. We typically fund an amount less than or equal to the statutory "Super Lien Amount" an Association would recover at some point in the future based on the Association's statutory lien priority. Upon collection of an Account, the law firm retained for the collection matter distributes proceeds pursuant to the terms of the agreement by and between the Association and us. Not all agreements are the same, but our typical payoff distribution will result in us first recovering amounts advanced to the Association, interest, late fees, and costs advanced, with legal fees kept by the retained law firm, and assessment amounts remitted to the Association client. In connection with our business, we have developed proprietary software for servicing Accounts, which we believe enables law firms to service Accounts efficiently and profitably.

Under the New Neighbor Guaranty program, an Association will generally assign substantially all of its outstanding receivables and accruals on its delinquent units to us in exchange for payment by us of an amount less than or equal to the monthly assessment payment for each assigned delinquent unit account. This simultaneously eliminates a substantial portion of the Association's balance sheet bad debts and assists the Association in meeting its budget by both guaranteeing periodic revenues and relieving the Association of its legal fee and cost burdens typically incurred to collect bad debts.

In our initial underwriting of an Association and its individual Accounts, we review the property values of the underlying units, the governing documents of the Association, the total number of delinquent receivables held by the Association, the legal proceedings instituted, and many other factors. While we are relatively certain of the actions necessary to produce a revenue event, we cannot predict when an individual delinquent unit account will have a revenue event or payoff.

Corporate History and Reorganization

The Company was originally organized in January 2008 as a Florida limited liability company under the name LM Funding, LLC. Historically, all of our business was conducted through LM Funding, LLC and its subsidiaries (the "Predecessor"). Immediately prior to our initial public offering in October 2015, the members of the LM Funding, LLC contributed all of their membership interests to LM Funding America, Inc., a Delaware corporation incorporated on April 20, 2015 ("LMFA"), in exchange for an aggregate of 2,100,000 shares of the common stock of LMFA (the "Corporate Reorganization"). Immediately after such contribution and exchange, the former members of LM Funding, LLC became the holders of 100% of the issued and outstanding common stock of LMFA, thereby making the LM Funding, LLC a wholly-owned subsidiary of LMFA. As used in this discussion and analysis, unless the context requires otherwise, references to "LMF," "LM Funding," "we," "us," "our," "the Company," "our company," and similar references refer to (i) following the date of the Corporate Reorganization, LM Funding America, Inc., a Delaware corporation, and its consolidated subsidiaries, and (ii) prior to the date of the Corporate Reorganization, LM Funding, LLC, a Florida limited liability company, and its consolidated subsidiaries.

Results of Operations

The Nine Months Ended September 30, 2017 compared with the Nine Months Ended September 30, 2016

Revenues

During the nine months ended September 30, 2017, total revenues decreased by \$0.98 million, or 24.4%, to \$3.04 million from \$4.02 million in the nine months ended September 30, 2016. There was a decrease in payoffs of approximately 27.3% as the Company recorded approximately 579 payoff occurrences for the nine months ended September 30, 2017 compared with 796 payoff occurrences for the nine months ended September 30, 2016. "Payoffs" consist of recovery of the entire legally collectible portion, or a settlement thereof, of our principal investment, accrued interest, and late fees owed to us from the proceeds of the Accounts collected by the Associations in accordance with our contracts with Associations. We believe the decrease in payoff occurrences is attributed to a change in the overall real estate markets where the Company operates. We believe the year over year decrease in the number of foreclosures in the Florida market has affected the number of payoff occurrences we experienced in 2016 and has continued into 2017. The decrease in revenue is also attributed to a decrease in revenue per unit. The average revenue per unit per the Statement of Operations, excluding rental revenue decreased to \$4,400 for the nine months ended September 30, 2017 compared with \$4,800 for the nine months ended September 30, 2016.

We saw an increase in rental revenue in the nine months ended September 30, 2017 of \$0.27 million to \$0.50 million from \$0.23 million for the nine months ended September 30, 2016. This was due to a continued emphasis to increase our rental base.

Operating Expenses

During the nine months ended September 30, 2017, operating expenses decreased \$1.82 million, or 28.2%, to \$4.63 million from \$6.45 million for the nine months ended September 30, 2016. The decrease in operating expenses can be attributed to various factors, including the Company's cost savings initiative, which was implemented beginning on October 1, 2016. There were significant savings within payroll, professional fees and settlements with associations. The Company also experienced a decrease in legal fees related to ongoing litigation cases listed within Item 1. Legal Proceedings of Part II of this report. Legal fees, excluding fees from the BLG service agreement, for the nine months ended September 30, 2017 were approximately \$383,000 compared with approximately \$741,000 for the nine months ended September 30, 2016. 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 debtors. In addition, debtors occasionally initiate litigation against us. The settlement costs of these lawsuits decreased by approximately \$346,000 to approximately \$257,000 compared with approximately \$603,000 for the nine months ended September 30, 2016.

These savings were partially offset with the new service agreement with BLG which resulted in an additional expense of approximately \$680,000. See Note 3. Due From Related Party for further discussion regarding the service agreements with BLG.

Interest Expense

During the nine months ended September 30, 2017, interest expense decreased \$0.08 million, or 17.4%, to \$0.38 million from \$0.46 million for the nine months ended September 30, 2016. The overall decrease in interest expense is due to the balances of the debt decreasing as a result of the principal payments being made throughout the year. This trend should continue as we continue to repay the principal balances of the Company loans. In addition, the amortization of debt issuance costs is to be reported as interest expense under ASU 2015-03 (ASC 835-30-45-3), which is included in the interest expense amount listed above. During the nine months ended September 30, 2017 and 2016, the amortization of debt issuance costs was \$73,922 and \$73,922, respectively.

Net Loss

During the nine months ended September 30, 2017, net loss increased \$4.05 million to (\$5.90 million) from (\$1.85 million) for the nine months ended September 30, 2016. The cost savings listed above were offset by a one-time contingent loss expense recorded in the second quarter of 2017 and the deferred tax asset valuation allowance recorded in the third quarter of 2017. The Company expects the cost savings initiative described above to positively impact results for future periods.

Liquidity and Capital Resources

General

As of September 30, 2017, we had cash and cash equivalents of \$0.6 million compared with \$2.3 million at December 31, 2016 and \$3.6 million at September 30, 2016. This decrease was primarily driven by operating losses recorded in 2016 through the first three quarters of 2017. Cash from operations and financing activities decreased by \$1.72 million and \$0.57 million, respectively, for the nine months ended September 30, 2017. Cash from investing activities increased by \$0.63 million for the nine months ended September 30, 2017.

Cash from Operations

Net cash used in operations was (\$1.72) million during the nine months ended September 30, 2017 compared with (\$2.65) million during the nine months ended September 30, 2016. This was primarily driven by a net loss (before income taxes) of approximately \$2.44 million for the nine months ended September 30, 2017 compared with a net loss of \$2.90 million during the nine months ended September 30, 2016.

Cash from Investing Activities

For the nine months ended September 30, 2017 our finance receivables fell by \$0.31 million. This was due to the Company collecting more Accounts than were invested in for the period. Our primary business relies on our ability to invest in Accounts, and during the nine months ended September 30, 2017, the number of active Accounts has decreased compared with the nine months ended September 30, 2016. This balance has been in consistent decline since 2012. This balance is very susceptible to housing market fluctuations, but as we believe our current market penetration is less than 1% in Florida, we believe there is still a large, untapped market for our product offerings to grow in Florida and elsewhere. Regarding our original product, for the nine months ended September 30, 2017, we acquired 264 Accounts (52 HOA Accounts and 212 COA Accounts) for approximately \$196,000 compared with 246 Accounts (146 HOA Accounts and 104 COA Accounts) for approximately \$109,000 for the nine months ended September 30, 2016. Generally, HOA Accounts under the original product do not have any associated initial cash outlays as we choose to limit our funding amounts for those units. Regarding our *New Neighbor Guaranty* product, for the nine months ended September 30, 2017, we made a total investment of \$155,000 compared with a total investment of \$376,000 in the nine months ended September 30, 2016.

Cash from Financing Activities

At September 30, 2017, the principal indebtedness of the Company was \$4.8 million compared with \$5.8 million at September 30, 2016. On March 31, 2017, LM Funding executed an amendment, effective as of March 15, 2017, to its note payable with Heartland Bank, see Note 4. Long-Term Debt and Other Financing Arrangements. This amendment deferred all principal payments from January 1, 2017 through July 1, 2017. During this period, the note was paid on an interest only basis. In July 2017, scheduled principal payments recommenced but were not paid by the Company pending the anticipated refinancing discussed at Note 6. This amendment extended the term of the loan to April 30, 2018 with a principal payment due on that date of \$3,173,172.

Debt of the Company consisted of the following at September 30, 2017 and September 30, 2016:

	<u>September 30, 2017</u>	<u>September 30, 2016</u>
Financing agreement with Premium Assignment Corporation. Down payment of \$19,000 was required upfront and equal installment payments of approximately \$7,806 to be made over a 10 month period. Annualized interest is 5.09%.	\$ 62,445	\$ -
Promissory note issued to a financial institution, bearing interest at 8%, interest payable monthly, and principal payments due quarterly. Secured by all of the Company's rights, title, interest, claims, and demands associated with certain condominium units held in LMF SPE #2, LLC and all cash held in LMF SPE #2, LLC. Accrued interest is due monthly beginning January 29, 2015. Under the amended debt agreement, principal payments recommence in July, 2017. Principal payments have not been paid as management is in the process of obtaining new financing as well as in discussions with the lender regarding alternative payment schedules. Note matures on April 30, 2018 and can be prepaid at any time without penalty. Principal balances for this promissory note were \$4,540,274 and \$4,978,280, respectively, as of September 30, 2017 and 2016. Unamortized debt issuance costs were \$24,224 and \$121,120, respectively, as of September 30, 2017 and 2016.	4,516,050	4,857,160
Promissory note issued to a financial institution, bearing interest at 6% plus one month Libor, principal payments of \$60,000 per month plus interest due through maturity on February 1, 2018. This loan is collateralized by all of the accounts receivable, contract rights, and lien rights arising from or relating to collection of Association payments made by the Company relating to certain accounts as well as all deposit accounts and cash of LMF October 2010 Fund, LLC. LM Funding, LLC and its members guaranteed this loan. Principal balances for this promissory note were \$180,000 and \$900,000, respectively, as of September 30, 2017 and 2016. Unamortized debt issuance costs were \$1,250 and \$2,917 respectively, as of September 30, 2017 and 2016.	178,750	897,083
	<u>\$ 4,757,245</u>	<u>\$ 5,754,243</u>

As of September 30, 2017, minimum required principal payments on notes payable are \$1,105,947 in 2017, and \$3,676,772 in 2018. Under the amended debt agreement with Heartland Bank, principal payments recommenced in July 2017. These debt obligations, if not refinanced, will raise substantial doubt about the Company's ability to continue as a going concern. See Note 5. Management's Plans and Note 6. Subsequent events for further discussion.

In addition, the Company's related party balance has remained relatively flat at \$1.66 million as of September 30, 2017 compared with \$1.66 million as of December 31, 2016. The Company expects this balance to decrease in the future in direct correlation with our expectation for payouts to increase. The revision of the BLG service agreement will also assist with the repayment of this related party balance. See Note 2. Due From Related Party Related Party Transactions for further discussion on the Company's related party receivable balance and new BLG service agreement.

Results of Operations

The Three Months Ended September 30, 2017 compared with the Three Months Ended September 30, 2016

Revenues

During the three months ended September 30, 2017, total revenues increased by \$0.03 million, or 3.0%, to \$1.04 million from \$1.01 million in the three months ended September 30, 2016. Payoffs were relatively flat as there was a decrease of approximately 1.4% as the Company recorded approximately 214 payoff occurrences for the three months ended September 30, 2017 compared with 217 payoff occurrences for the three months ended September 30, 2016. "Payoffs" consist of recovery of the entire legally collectible portion, or a settlement thereof, of our principal investment, accrued interest, and late fees owed to us from the proceeds of the Accounts collected by the Associations in accordance with our contracts with Associations. We believe the consistency in payoff occurrences is attributed to a stabilization in the overall real estate markets where the Company operates. We believe the year-over-year decrease in the number of foreclosures in the Florida market has affected the number of payoff occurrences we experienced in 2016 and has continued into 2017. The evenness in revenue is also attributed to a symmetry in revenue per unit. The average revenue

per unit per the Statement of Operations, excluding rental revenue was relatively consistent at \$4,100 for the three months ended September 30, 2017 compared with \$4,100 for the three months ended September 30, 2016.

We saw an increase in rental revenue in the three months ended September 30, 2017 of \$0.05 million to \$0.16 million from \$0.11 million for the three months ended September 30, 2016. This was due to a continued emphasis to increase our rental base.

Operating Expenses

During the three months ended September 30, 2017, operating expenses decreased \$0.82 million, or 35.5%, to \$1.49 million from \$2.31 million for the three months ended September 30, 2016. The decrease in operating expenses can be attributed to various factors, including the Company's cost savings initiative, which was implemented beginning on October 1, 2016. There were significant savings within payroll, professional fees and settlements with associations. The Company also experienced a decrease in legal fees related to ongoing litigation cases listed within Item 1. Legal Proceedings of Part II of this report. For the three months ended September 30, 2017, legal fees excluding fees from the BLG service agreement were approximately \$88,000 compared with approximately \$234,000 for the three months ended September 30, 2016. 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 debtors. In addition, debtors occasionally initiate litigation against us. The settlement costs of these lawsuits decreased by approximately \$130,000 to approximately \$101,000 compared with approximately \$231,000 for the three months ended September 30, 2016.

These savings were partially offset with the new service agreement with Business Law Group (BLG) which resulted in an additional expense of approximately \$235,000. See Note 3. Due From Related Party for further discussion regarding the service agreements with BLG.

Interest Expense

During the three months ended September 30, 2017, interest expense decreased \$0.02 million, or 14.3%, to \$0.12 million from \$0.14 million for the three months ended September 30, 2016. The overall decrease in interest expense is due to the balances of the debt decreasing due to the principal payments being made throughout the year. This trend should continue as we continue to repay the principal balances of the Company loans. In addition, the amortization of debt issuance costs is to be reported as interest expense under ASU 2015-03 (ASC 835-30-45-3), which is included in the interest expense amount listed above. During the three months ended September 30, 2017 and 2016, the amortization of debt issuance costs was \$24,641 and \$24,640, respectively.

Net Loss

During the three months ended September 30, 2017, net loss increased \$3.78 million to (\$4.70 million) from (\$0.92 million) for the three months ended September 30, 2016. The cost savings listed above were partially offset by a one-time contingent loss expense recorded in the second quarter of 2017 and the deferred tax asset valuation allowance recorded in the third quarter of 2017. The Company expects the cost savings initiative described above to positively impact results for future periods.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are not required to make disclosures under this item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules, regulations, and related forms, and that such information is accumulated and communicated to our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

Other than the lawsuits described below, we are not currently a party to material litigation proceedings. However, we frequently become party to litigation in the ordinary course of business, including either the prosecution or defense of claims arising from contracts by and between us and client Associations. Regardless of the outcome, litigation can have an adverse impact on us because of prosecution, defense, and settlement costs, diversion of management resources and other factors.

Solaris at Brickell Bay Condominium Association, Inc. v. LM Funding, LLC, Case No: 2014-20043-C, was brought before the Circuit Court of the Eleventh Judicial Circuit, Miami-Dade Civil Division on July 31, 2014. On August 4, 2017, an order by the court was entered on Plaintiff's Motion for Preliminary Approval of Class Action Settlement Agreement. The motion of the Plaintiff, Solaris at Brickell Bay Condominium Association, Inc., individually and on behalf of the certified plaintiff class ("Plaintiffs"), for approval of the Class Action Settlement Agreement with Defendant LM Funding, LLC was granted. LMF, despite its belief that it is not liable for the claims asserted and has good defenses thereto, has nevertheless agreed to enter into this Agreement in order to: (1) avoid any further expense, inconvenience, and distraction of burdensome and protracted litigation and its consequential negative financial effects to LMF's operations; (2) obtain the releases, orders, and final judgment contemplated by this Agreement; and (3) put to rest and terminate with finality all claims that have been or could have been asserted against LMF by the Class arising from the facts alleged in the Lawsuit and allow LMF to continue its operational model helping associations. In the Court of the Eleventh Judicial Circuit in and for Miami-Dade County, pursuant to the agreement subsequently reached between counsel, all required actions and deadlines set forth in the Parties' Class Action Settlement Agreement, approved of by the Court in its Order Granting Preliminary Approval of same, dated August 3, 2017, are currently stayed and again extended for thirty (30) more days, effective October 18, 2017. On October 5, a continuation of the abatement was granted for sixty (60) days from the date of the order in the District Court of Appeal of Florida Third District.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in the section entitled "Risk Factors" in our Annual Report Form 10-K for the fiscal year ended December 31, 2016.

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

(a) Sales of Unregistered Securities.

None.

(b) Use of Proceeds.

On October 23, 2015, we closed the initial public offering of our units, each consisting of one share of common stock and one warrant to purchase one share of common stock. We issued and sold the minimum of 1,200,000 units at a public offering price of \$10.00 per unit.

The offer and sale of up to 2,000,000 units in the offering was registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-1 (File No. 333-205232), which was declared effective by the SEC on October 21, 2015. Following the sale of the shares in connection with the closing of our initial public offering, the offering was terminated. International Assets Advisory, LLC acted as the lead placement agent in the offering.

We received aggregate gross proceeds from the offering of \$12 million, or aggregate net proceeds of \$9.6 million after deducting placement agent fees of \$0.9 million and related offering costs of \$1.5 million. No payments for such expenses were made directly or indirectly to (i) any of our officers or directors or their associates, (ii) any persons owning 10% or more of any class of our equity securities, or (iii) any of our affiliates.

As of September 30, 2017, we have used \$9.0 million of the net proceeds, to repurchase a non-controlling interest (\$0.25 million), repay a debt (\$3.11 million), make interest payments (\$0.89 million), fund our original product (\$0.34 million), fund our New Neighbor Guaranty program (\$0.71 million) and make real estate owned investments (\$0.57 million). The remainder of the funds have been invested in accordance with our investment policy as well as used in normal operations of the Company.

(c) Repurchase of Securities.

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None

Item 6. Exhibits

The following documents are filed as a part of this report or are incorporated herein by reference.

EXHIBIT NUMBER	DESCRIPTION
31.1	<u>Rule 13a – 14(a) Certification of the Principal Executive Officer</u>
31.2	<u>Rule 13a – 14(a) Certification of the Principal Financial Officer</u>
32.1	<u>Written Statement of the Principal Executive Officer and Principal Financial Officer, Pursuant to 18 U.S.C. § 1350</u>
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	XBRL Taxonomy Extension Definition Linkbase.
101.LAB	XBRL Taxonomy Extension Label Linkbase.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

#Indicates a management contract or compensatory arrangement.

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:

LM FUNDING AMERICA, INC.

Date: November 14, 2017

By: /s/ Bruce M. Rodgers
Bruce M. Rodgers
Chief Executive Officer and Chairman of the
Board
(Principal Executive Officer)

Date: November 14, 2017

By: /s/ Gregory Gist
Gregory Gist
Vice President, Chief Accounting Officer
(Principal Accounting Officer)

**Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Bruce Rodgers, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LM Funding America, 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 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 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.

November 14, 2017

/s/ Bruce Rodgers

Bruce Rodgers
CEO and Chief Executive Officer
(Principal Executive Officer)

A signed original of this document has been provided to LM Funding America, Inc. and will be retained by LM Funding America, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Greg Gist, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LM Funding America 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 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 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.

November 14, 2017

/s/ Greg Gist

Greg Gist

Vice President, Chief Accounting Officer

A signed original of this document has been provided to LM Funding America, Inc. and will be retained by LM Funding America, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Written Statement of the Chief Executive Officer

Pursuant to 18 U.S.C. Section 1350

Solely for the purposes of complying with 18 U.S.C. ss.1350, I, the undersigned Chief Executive Officer of LM Funding America, Inc. (the "Company"), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2017 as filed with the Securities and Exchange Commission on November 14, 2017 (the "Report"), fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Bruce Rodgers

Bruce Rodgers

CEO and Chief Executive Officer

(Principal Executive Officer)

November 14, 2017

A signed original of this document has been provided to LM Funding America, Inc. and will be retained by LM Funding America, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Written Statement of the Chief Financial Officer

Pursuant to 18 U.S.C. Section 1350

Solely for the purposes of complying with 18 U.S.C. ss.1350, I, the undersigned Chief Executive Officer of LM Funding America, Inc. (the "Company"), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2017 as filed with the Securities and Exchange Commission on November 14, 2017 (the "Report"), fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Greg Gist

Greg Gist

Vice President, Chief Accounting Officer

November 14, 2017

A signed original of this document has been provided to LM Funding America, Inc. and will be retained by LM Funding America, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.