ASTA FUNDING INC
Form 10-Q/A
September 18, 2018

Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q/A

Amendment # 2

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

For the quarterly period ended December 31, 2016

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)**	**22-3388607** **(IRS Employer Identification No.)**
210 Sylvan Ave., Englewood Cliffs, New Jersey **(Address of principal executive offices)**	**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 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, a smaller reporting company, or 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.

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	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 Act). Yes No

As of September 14, 2018, the registrant had 6,685,415 common shares outstanding.

Table of Contents

EXPLANATORY NOTE

As previously disclosed in the Current Report on Form 8-K filed by Asta Funding, Inc. (“Asta” or the “Company”) with the Securities and Exchange Commission (the “SEC”) on January 18, 2018, the Board of Directors (the “Board”) of the Company, upon the recommendation of the Audit Committee of the Board (the “Audit Committee”), determined that the Company’s previously issued financial statements for each of the years ended September 30, 2016, 2015 and 2014, and the interim periods contained therein, as well as the Company’s unaudited consolidated financial statements for the quarters ended December 31, 2016, March 31, 2017 and June 30, 2017, could no longer be relied upon.

On September 17, 2018, the Company filed an Annual Report on Form 10-K/A (the “Form 10-K/A”) to amend and restate the Company’s previously issued financial statements for each of the years ended September 30, 2016, 2015 and 2014, as well as the interim periods contained therein. The Company is filing this Amendment No. 2 on Form 10-Q/A (this “Amendment”) to amend and restate the Company’s previously issued financial statements contained in its Quarterly Report on Form 10-Q for the quarter ended December 31, 2016 (the “Non-Reliance Period”), which was originally filed with the SEC on February 9, 2017 (the “Original Form 10-Q”), and restated on May 26, 2017 (the “Restated Form 10-Q/A”). The Company expects to file, at a later time, amendments to its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017 and June 30, 2017.

Prior period amounts have already been restated in the Company's Form 10-K/A and, accordingly have not been restated in this Amendment.

Restatement Background

On January 11, 2018, after discussions with the Audit Committee, management re-evaluated the Company's historical conclusion to consolidate Pegasus Funding, LLC (“Pegasus”). Management has determined that the Company lacked the requisite control to consolidate Pegasus in its historical periods in accordance with Accounting Standards Codification (“ASC”) 810 “*Consolidation*.” Management also determined that the Company's previous treatment for certain foreign currency matters under ASC 830 “*Foreign Currency Matters*” was not appropriate. As such, the Company has subsequently revised its investment in Pegasus to the equity method, including the underlying reserve methodology; and has adjusted its financial statements to reflect the proper accounting for certain foreign currency transactions. Additionally, the Company corrected the financial statements for additional known errors consisting of (i) the adjustment of various accruals, (ii) the fair value of structured settlements, (iii) accounting for unallocated payments, and (iv) the tax effects of the adjustments mentioned above.

The following errors were identified as part of the restatement. See Note 1 – Restatement of Financial Statements in the Company’s notes to consolidated financial statements for further details.

1. In connection with the Company determining it lacked the requisite control to consolidate Pegasus during the Non-Reliance Period, the Company has now accounted for its investment in Pegasus under the equity method in accordance with accounting principles generally accepted in the United States (“US GAAP”).

2. The Company determined that it had not previously accounted for certain foreign currency gains/losses on intercompany balances and transactions in accordance with US GAAP. The Company improperly accounted for the foreign currency effect of certain transactions as if they were long-term investments by including the foreign currency effect in accumulated other comprehensive income instead of properly recording the effect as operating expenses as required under ASC 830.

3. Prior to the sale of its structured settlement business, the Company purchased periodic payments under structured settlements and annuity policies from individuals in exchange for a lump sum payment. The Company did not reflect the quarterly increase in certain underlying benchmark interest rates used in determining fair value of the Company's structured settlements. The Company has elected to carry the structured settlements at fair value in accordance with the guidance of FASB ASC, Recognition and Measurement of Financial Assets and Financial Liabilities (ASC 822-10-50-28 through 50-22).

4. The Company determined that it had not accounted for certain unallocated payments reported on its consolidated balance sheet properly.

5. The Company discovered that it did not properly record an amortizable asset and related liability in conjunction with an asset purchase agreement entered into in June 2015 with a related party.

6. The Company identified other transactions that had not been properly accounted for in the correct period and/or for improper amounts and/or improper accounts.

7. The Company identified the personal injury claims asset balance of Pegasus was determined to be understated.

8. Some of the corrections noted above impacted earnings (loss) before taxes which, in turn, required a calculation of the tax impact.

Table of Contents

Internal Control and Disclosure Controls Considerations

In connection with this restatement, our Chief Executive Officer and Chief Financial Officer determined that there were deficiencies in the Company's internal control over financial reporting that constituted material weaknesses at December 31, 2016. Accordingly, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective at December 31, 2016, as discussed in Item 4 of this Amendment.

Items Amended in This Amendment

For the convenience of the reader, this Amendment sets forth the Original Form 10-Q in its entirety, as amended and restated by the Restated Form 10-Q/A, and as further modified and adjusted to reflect the restatement described above. In addition to such changes, this Amendment also includes: (i) revisions in presentation for the discontinued operations of the Company's structured settlement business, which was sold on December 13, 2017; and (ii) updates to the Company's subsequent events disclosure included in Note 20 to the Consolidated Financial Statements (collectively, with (i) above, the "Subsequent Events").

In accordance with applicable SEC rules, this Amendment also includes new certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, as amended, from our Chief Executive Officer and Chief Financial Officer, dated as of the filing date of this Amendment. Aside from the foregoing items, this Amendment has not modified the Original Form 10-Q, as amended by the Restated Form 10-Q/A, other than to correct immaterial items and certain errors in the exhibit index, and the disclosures contained in this Amendment have not been updated to reflect events occurring subsequent to the date of the Original Form 10-Q, February 9, 2017, except as noted above with respect to the Subsequent Events.

Accordingly, this Amendment amends and restates the following items of the Original Form 10-Q, as amended and restated by the Restated Form 10-Q/A:

Part I – Item 1. Financial Information.
Part I – Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.
Part I – Item 3. Quantitative and Qualitative Disclosures About Market Risk.
Part I – Item 4. Controls and Procedures.
Part II – Item 1A. Risk Factors.
Part II – Item 6. Exhibits.

3

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

INDEX TO FORM 10-Q/A

4

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (restated)

ASTA FUNDING, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

(rounded to the nearest thousands, except share data)

	December 31, 2016 (Unaudited) (Restated)	September 30, 2016
ASSETS		
Cash and cash equivalents	$3,696,000	$6,282,000
Restricted cash	8,165,000	10,000,000
Available for sale investments (at fair value)	55,045,000	56,763,000
Consumer receivables acquired for liquidation (at net realizable value)	13,462,000	13,427,000
Other investments, net	3,354,000	3,590,000
Due from third party collection agencies and attorneys	1,004,000	1,050,000
Prepaid and income taxes receivable	4,896,000	714,000
Furniture and equipment, net	176,000	196,000
Equity method investment	49,141,000	48,582,000
Deferred income taxes	15,327,000	14,903,000
Goodwill	1,410,000	1,410,000
Other assets	6,281,000	6,585,000
Assets related to discontinued operations	94,526,000	91,506,000
Total assets	$256,483,000	$255,008,000
LIABILITIES		
Other liabilities	$4,731,000	$3,987,000
Liabilities related to discontinued operations	74,169,000	69,238,000
Total liabilities	78,900,000	73,225,000
Commitments and contingencies		
STOCKHOLDERS’ EQUITY		
Preferred stock, $.01 par value; authorized 5,000,000 shares; issued and outstanding — none	—	—

Common stock, $.01 par value, authorized 30,000,000 shares; issued 13,336,508 at December 31, 2016 and September 30, 2016; and outstanding 11,876,224 at December 31, 2016 and September 30, 2016	*133,000*	*133,000*
Additional paid-in capital	*67,028,000*	*67,034,000*
Retained earnings	*123,792,000*	*126,738,000*
Accumulated other comprehensive (loss) income	*(445,000*)	*803,000*
Treasury stock (at cost) 1,460,284 shares at December 31, 2016 and September 30, 2016	*(12,925,000*)	*(12,925,000*)
Total stockholders' equity	*177,583,000*	*181,783,000*
Total liabilities and stockholders' equity	$*256,483,000*	$*255,008,000*

See accompanying notes to consolidated financial statements

5

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

Consolidated Statements of Operations

(Unaudited)

(rounded to the nearest thousands, except share data)

	Three Months Ended December 31, 2016 (Restated)	Three Months Ended December 31, 2015
Revenues:		
Finance income, net	$*4,095,000*	$*5,106,000*
Disability fee income	*1,354,000*	*659,000*
Total revenues	*5,449,000*	*5,765,000*
Other income — includes ($45,000) and ($31,000) during the three month periods ended December 31, 2016 and 2015, respectively, of accumulated other comprehensive income reclassification for unrealized net (losses) / gains on available for sale securities	*451,000*	*392,000*
	5,900,000	*6,157,000*
Expenses:		
General and administrative	*7,295,000*	*5,729,000*
Earnings from equity method investment	*(404,000*)	*(1,494,000*)
	6,891,000	*4,235,000*
(Loss) income from continuing operations before income tax	*(991,000*)	*1,922,000*
Income tax expense — includes tax benefit of $18,000 and $11,000 during the three month periods ended December 31, 2016 and 2015, respectively, of accumulated other comprehensive income reclassifications for unrealized net (losses) / gains on available for sale securities	*697,000*	*631,000*
Net (loss) income from continuing operations	*(1,688,000*)	*1,291,000*
Net (loss) income from discontinued operations, net of income tax	*(1,258,000*)	*272,000*
Net (loss) income	$*(2,946,000*)	$*1,563,000*
Net (loss) income per basic shares:		

Continuing operations	$(0.14)	$0.11
Discontinued operations	(0.11)	0.02
	(0.25)	0.13
Net (loss) income per diluted shares:		
Continuing operations	(0.14)	0.11
Discontinued operations	(0.11)	0.02
	$(0.25)	$0.13
Weighted average number of common shares outstanding:		
Basic	11,876,224	12,155,421
Diluted	11,876,224	12,431,886

See accompanying notes to consolidated financial statements

6

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income (Loss)

December 31, 2016 and 2015

(Unaudited)

(rounded to the nearest thousands)

	Three Months Ended December 31, 2016 (Restated)	**Three Months Ended December 31, 2015**
Comprehensive (loss) income is as follows:		
Net (loss) income	$*(2,946,000)*	$*1,563,000*
Net unrealized securities (loss) gain, net of tax benefit/ (expense) of $826,000 and ($190,000) during the three month periods ended December 31, 2016 and 2015, respectively.	*(1,239,000)*	*330,000*
Reclassification adjustments for securities sold, net of tax benefit of $18,000 and $11,000 during the three month periods ended December 31, 2016 and 2015, respectively.	*(27,000)*	*(20,000)*
Foreign currency translation, net of tax benefit (expense) of ($12,000) and ($9,000) during the three month periods ended December 31, 2016 and 2015, respectively.	*18,000*	*14,000*
Other comprehensive (loss) income	*(1,248,000)*	*324,000*
Total comprehensive (loss) income	$*(4,194,000)*	$*1,887,000*

See accompanying notes to consolidated financial statements

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

Consolidated Statements of Stockholders' Equity

(Unaudited)

(rounded to the nearest thousands, except share data)

Three months ended December 31, 2016 (restated):

	Common Stock		Additional		Accumulated Other		Non-	Total
	Issued Shares	Amount	Paid-in Capital	Retained Earnings	Comprehensive Income (Loss)	Treasury Stock	Controlling Interests	Stockholders' Equity
Balance, September 30, 2016, as previously reported	*13,336,508*	$*133,000*	$*67,034,000*	$*126,738,000*	$*803,000*	$*(12,925,000)*	$—	$*181,783,000*
Stock based compensation expense	—	—	*(6,000)*	—	—	—	—	*(6,000)*
Net loss	—	—	—	*(2,946,000)*	—	—	—	*(2,946,000)*
Amount reclassified from other comprehensive loss	—	—	—	—	*(27,000)*	—	—	*(27,000)*
Unrealized (loss) on marketable securities, net	—	—	—	—	*(1,239,000)*	—	—	*(1,239,000)*
Foreign currency translation, net	—	—	—	—	*18,000*	—	—	*18,000*
Balance, December 31, 2016, restated	*13,336,508*	$*133,000*	$*67,028,000*	$*123,792,000*	$*(445,000)*	$*(12,925,000)*	$—	$*177,583,000*

Three months ended December 31, 2015:

	Common Stock		Additional		Accumulated Other		Non-	Total
	Issued Shares	Amount	Paid-in Capital	Retained Earnings	Comprehensive Income (Loss)	Treasury Stock	Controlling Interests	Stockholders' Equity
Balance, September 30, 2015	*13,061,673*	$*131,000*	$*65,049,000*	$*119,165,000*	$*20,000*	$*(1,751,000)*	$*793,000*	$*183,407,000*
Stock based compensation expense	—	—	*278,000*	—	—	—	—	*278,000*
Restricted stock	*5,000*	—	—	—	—	—	—	—
Net income	—	—	—	*1,563,000*	—	—	—	*1,563,000*
Amount reclassified from other comprehensive loss	—	—	—	—	*(20,000)*	—	—	*(20,000)*
Unrealized gain on marketable securities, net	—	—	—	—	*330,000*	—	—	*330,000*
Purchase of treasury stock	—	—	—	—	—	*(7,180,000)*	—	*(7,180,000)*
Foreign currency translation, net	—	—	—	—	*14,000*	—	—	*14,000*
Purchase of subsidiary shares from non-controlling interest	—	—	*(903,000)*	—	—	—	*(793,000)*	*(1,696,000)*
Issuance of restricted stock to purchase subsidiary shares from non-controlling interest	*123,304*	*1,000*	*999,000*	—	—	—	—	*1,000,000*
Balance, December 31, 2015	*13,189,977*	$*132,000*	$*65,423,000*	$*120,728,000*	$*344,000*	$*(8,931,000)*	$—	$*177,696,000*

See accompanying notes to consolidated financial statements

8

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

(Unaudited)

(rounded to the nearest thousands)

	Three Months Ended December 31, 2016 (Restated)	December 31, 2015
Cash flows from operating activities:		
Net (loss) income from continuing operations	$(1,688,000)	$1,291,000
Net (loss) income from discontinued operations	(1,258,000)	272,000
Net (loss) income	$(2,946,000)	$1,563,000
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation and amortization	26,000	90,000
Deferred income taxes	420,000	95,000
Stock based compensation	(6,000)	278,000
Loss on sale of available-for-sale securities	45,000	31,000
Unrealized gain on other investments	(18,000)	(62,000)
Unrealized foreign exchange loss on other investments	254,000	118,000
Earnings from equity method investment	(404,000)	(1,494,000)
Changes in:		
Prepaid and income taxes receivable	(4,182,000)	819,000
Due from third party collection agencies and attorneys	40,000	352,000
Other assets	307,000	(2,360,000)
Other liabilities	761,000	(493,000)
Net cash provided by (used in) operating activities of discontinued operations	369,000	(479,000)
Net cash used in operating activities	(5,334,000)	(1,542,000)
Cash flows from investing activities:		
Purchase of consumer receivables acquired for liquidation	(2,213,000)	(6,051,000)
Principal collected on receivables acquired for liquidation	2,129,000	2,299,000
Purchase of available-for-sale securities	(7,568,000)	(7,136,000)
Proceeds from sale of available-for-sale securities	7,132,000	12,303,000
Purchase of non-controlling interest	—	(800,000)
(Increase) decrease in equity method investment	(155,000)	5,827,000
Capital expenditures	(6,000)	—
Net cash used in investing activities of discontinued operations	(2,632,000)	(2,544,000)
Net cash (used in) provided by investing activities	(3,313,000)	3,898,000

Cash flows from financing activities:		
Purchase of treasury stock	—	(7,180,000)
Net cash provided by financing activities of discontinued operations	4,131,000	4,306,000
Net cash provided by (used in) financing activities	4,131,000	(2,874,000)
Foreign currency effect on cash	52,000	—
Net decrease in cash, cash equivalents and restricted cash including cash, cash equivalents classified within assets related to discontinued operations	(4,464,000)	(518,000)
Less: net increase (decrease) in cash, cash equivalents and restricted cash classified within assets related to discontinued operations	43,000	(312,000)
Net decrease in cash, cash equivalents and restricted cash	(4,421,000)	(830,000)
Cash, cash equivalents and restricted cash at beginning of period	16,282,000	19,947,000
Cash, cash equivalents and restricted cash at end of period	$11,861,000	$19,117,000
Supplemental disclosure of cash flow information:		
Continuing operations:		
Cash paid for: Income taxes	$6,200,000	—
Discontinued operations:		
Cash paid for: Interest	$914,000	763,000
Supplemental disclosure of non-cash flow investing activities:		
Discontinued operations:		
Issuance of restricted stock to purchase subsidiary shares from non-controlling interest	$—	$1,000,000

See accompanying notes to consolidated financial statements

9

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *1*— Restatement of Financial Statements

The following tables summarize the effects of the restatements on the specific items presented in the Company's consolidated financial statements previously included in the Restated Form *10*-Q/A:

	Consolidated Balance Sheet December 31, 2016					
	As Reported	**De-Consolidation of Pegasus (1)**		**Adjustments**		**Restated**
ASSETS						
Cash and cash equivalents	$*4,770,000*	$ *(1,065,000*	)	$*(9,000*	)(2)(6)	$*3,696,000*
Restricted cash	*8,165,000*	—		—		*8,165,000*
Available for sale investments (at fair value)	*55,045,000*	—		—		*55,045,000*
Consumer receivables acquired for liquidation (at net realizable value)	*13,243,000*	—		*219,000*	(2)	*13,462,000*
Investment in personal injury claims, net	*47,875,000*	*(47,875,000*	)	—		—
Other investments, net	*3,354,000*	—		—		*3,354,000*
Due from third party collection agencies and attorneys	*1,035,000*	—		*(31,000*	)(2)	*1,004,000*
Prepaid and income taxes receivable	*5,267,000*	—		*(371,000*	)(8)	*4,896,000*
Furniture and equipment, net	*176,000*	—		—		*176,000*
Equity method investment	—	*48,720,000*		*421,000*	(7)	*49,141,000*
Deferred income taxes	*16,585,000*	—		*(1,258,000*	)(2)(8)	*15,327,000*
Goodwill	*1,410,000*	—		—		*1,410,000*
Other assets	*6,203,000*	*(109,000*	)	*187,000*	(2)	*6,281,000*
Assets related to discontinued operations	*94,335,000*	—		*191,000*	(5)(6)	*94,526,000*
Total assets	$*257,463,000*	$ *(329,000*	)	$*(651,000*	)	$*256,483,000*
LIABILITIES						
Other liabilities	*5,666,000*	*(1,133,000*	)	*198,000*	(2)	*4,731,000*

Liabilities related to discontinued operations	*73,516,000*	—	*653,000*	(5)	*74,169,000*
Total liabilities	*79,182,000*	*(1,133,000)*	*851,000*		*78,900,000*
Commitments and contingencies					
STOCKHOLDERS' EQUITY					
Preferred stock	—	—	—		—
Common stock	*133,000*	—	—		*133,000*
Additional paid-in capital	*67,020,000*	—	*8,000*	(6)	*67,028,000*
Retained earnings	*126,406,000*	—	*(2,614,000)*	(2)(3) (4)(5) (6)(7)(8)	*123,792,000*
Accumulated other comprehensive loss	*(1,549,000)*	—	*1,104,000*	(2)	*(445,000)*
Treasury stock (at cost)	*(12,925,000)*	—	—		*(12,925,000)*
Non-controlling interest	*(804,000)*	*804,000*	—		—
Total stockholders' equity	*178,281,000*	*804,000*	*(1,502,000)*		*177,583,000*
Total liabilities and stockholders' equity	$ *257,463,000*	$ *(329,000)*	$ *(651,000)*		$ *256,483,000*

10

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *1*— Restatement of Financial Statements *(continued)*

Consolidated Statement of Operations

For the Three Months Ended *December 31, 2016*

	As Reported	De-Consolidation of Pegasus (1)	Adjustments		Restated
Revenues:					
Finance income, net	$*4,001,000*	$ —	$*94,000*	(2)	$*4,095,000*
Personal injury claims income	*2,302,000*	*(2,302,000)*	—		
Disability fee income	*1,354,000*	—	—		*1,354,000*
Total revenues	*7,657,000*	*(2,302,000)*	*94,000*		*5,449,000*
Other income	*544,000*	—	*(93,000)*	(2)	*451,000*
	8,201,000	*(2,302,000)*	*1,000*		*5,900,000*
General and administrative	*9,556,000*	*(2,195,000)*	*(66,000)*	(2)(6)	*7,295,000*
Interest	*2,000*	*(2,000)*	—		—
Earnings from equity method investment	—	*(84,000)*	*(320,000)*	(7)	*(404,000)*
	9,558,000	*(2,281,000)*	*(386,000)*		*6,891,000*
(Loss) from continuing operations before income tax	*(1,357,000)*	*(21,000)*	*387,000*		*(991,000)*
Income tax (benefit)/expense	*(555,000)*	—	*1,252,000*	(8)	*697,000*
Net (loss) income from continuing operations	*(802,000)*	*(21,000)*	*(865,000)*		*(1,688,000)*
Net loss from discontinued operations, net of income tax	*(834,000)*	—	*(424,000)*	(3)(5)(8)	*(1,258,000)*

Less: net income attributable to non-controlling interests	*21,000*	*(21,000)*		
Net loss attributable to Asta Funding, Inc.	$*(1,657,000)*	$ —	$*(1,289,000)*	$*(2,946,000)*
Basic and diluted loss per share:				
Continuing operations	$*(0.07)*			$*(0.14)*
Discontinued operations	*(0.07)*			*(0.11)*
	$*(0.14)*			$*(0.25)*

11

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *1*— Restatement of Financial Statements *(continued)*

	Consolidated Statement of Comprehensive Loss For the Three Months Ended December 31, 2016				
	As Reported	**De-Consolidation of Pegasus**	**Adjustments (1)**		**Restated**
Comprehensive income (loss) is as follows:					
Net loss	$*(1,657,000)*	$—	$*(1,289,000)*		$*(2,946,000)*
Net unrealized securities (loss) gain, net of tax	*(1,239,000)*	—	—		*(1,239,000)*
Reclassification adjustments for securities sold, net of tax	*(27,000)*	—	—		*(27,000)*
Foreign currency translation, net of tax	*(369,000)*	—	*387,000*	(2)(6)	*18,000*
Other comprehensive loss	*(1,635,000)*	—	*387,000*		*(1,248,000)*
Total comprehensive loss	$*(3,292,000)*	$—	$*(902,000)*		$*(4,194,000)*

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *1*— Restatement of Financial Statements *(continued)*

Consolidated Statement of Cash Flows

For the Three Months Ended December 31, 2016

	As Reported	Adjustments	Restated
Cash flows from operating activities:			
Net loss from continuing operations	$ *(823,000*)	$ *(865,000*)	$ *(1,688,000*)
Net loss from discontinued operations	*(834,000*)	*(424,000*)	*(1,258,000*)
	(1,657,000)	*(1,289,000*)	*(2,946,000*)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	*105,000*	*(79,000*)	*26,000*

Deferred income taxes	*(211,000)*	*631,000*	(2)(8)	*420,000*
Stock based compensation	*(6,000)*	—		*(6,000)*
Loss on sale of available-for-sale securities	*45,000*	—		*45,000*
Unrealized gain on other investments	*(18,000)*	—		*(18,000)*
Unrealized foreign exchange loss on other investments	*254,000*	—		*254,000*
Earnings from equity method investment		*(404,000)*	(7)	*(404,000)*
Changes in:				
Prepaid and income taxes receivable	*(4,387,000)*	*205,000*	(8)	*(4,182,000)*
Due from third party collection agencies and attorneys	*(30,000)*	*70,000*	(2)	*40,000*
Other assets	*498,000*	*(191,000)*	(2)	*307,000*
Income tax payable	*(252,000)*	*252,000*	(8)	—
Other liabilities	*373,000*	*388,000*	(2)	*761,000*

Non-controlling interest	*21,000*	*(21,000*	)(1)	—
Net cash used in operating activities of discontinued operations	*(391,000*)	*760,000*	(3)(5)	*369,000*
Net cash used in operating activities	*(5,656,000*)	*322,000*		*(5,334,000*)
Cash flows from investing activities:				
Purchase of consumer receivables acquired for liquidation	*(2,213,000*)	—		*(2,213,000*)
Principal collected on receivables acquired for liquidation	*2,641,000*	*(512,000*	)(2)(4)(5)(6)	*2,129,000*
Purchase of available-for-sale securities	*(7,568,000*)	—		*(7,568,000*)
Proceeds from sales of available-for-sale securities	*7,132,000*	—		*7,132,000*
Investments in personal injury claims	*(5,178,000*)	*5,178,000*	(1)	—

— advances					
Investments in personal injury claims — receipts	*5,592,000*	*(5,592,000*	)(1)	—	
Increase in equity method investment		*(155,000*	)(1)	*(155,000*	)
Capital expenditures	*(6,000*)	—		*(6,000*	)
Cash flows from investing activities related to discontinued operations	*(2,632,000*)	—		*(2,632,000*	)
Net cash used in investing activities	*(2,232,000*)	*(1,081,000*	)	*(3,313,000*	)
Cash flows from financing activities:					
Distributions to non-controlling interest	*(180,000*)	*180,000*	(1)	—	
Cash flows from financing activities related to discontinued operations	*4,131,000*	—		*4,131,000*	
Net cash used in	*3,951,000*	*180,000*		*4,131,000*	

financing activities				
Foreign currency effect on cash	—	*52,000*	(2)	*52,000*
Net decrease in cash, cash equivalents and restricted cash including cash, cash equivalents classified within assets related to discontinued operations	(3,937,000)	(527,000)		(4,464,000)
Less: net increase in cash, cash equivalents and restricted cash classified within assets related to discontinued operations	43,000	—		43,000
Net decrease in cash, cash equivalents	*(3,894,000*)	*(527,000*)	(1)(2)(3)(4)(5)(6)(7)(8)	*(4,421,000*)

and restricted cash			
Cash, cash equivalents and restricted cash at beginning of period	*16,829,000*	*(547,000*)	*16,282,000*
Cash, cash equivalents and restricted cash at end of period	$*12,935,000*	$*(1,074,000*)	$*11,861,000*

13

Table of Contents

43,000

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *1*— Restatement of Financial Statements *(continued)*

As previously disclosed in the Current Report on Form *8*-K filed by Asta Funding, Inc. ("Asta" or the "Company") with the Securities and Exchange Commission (the "SEC") on *January 18, 2018,* the Board of Directors (the "Board") of the Company, upon the recommendation of the Audit Committee of the Board (the "Audit Committee"), determined that the Company's previously issued financial statements for each of the years ended *September 30, 2016, 2015* and *2014,* and the interim periods contained therein, as well as the Company's unaudited consolidated financial statements for the quarters ended *December 31, 2016, March 31, 2017* and *June 30, 2017,* could *no* longer be relied upon.

On *September 17, 2018,* the Company filed an Annual Report on Form *10*-K/A (the "Form 10-K/A") to amend and restate the Company's previously issued financial statements for each of the years ended *September 30, 2016, 2015* and *2014,* as well as the interim periods contained therein. The Company is filing this Amendment *No. 2* on Form *10*-Q/A (this "Amendment") to amend and restate the Company's previously issued financial statements contained in its Quarterly Report on Form *10*-Q for the quarter ended *December 31, 2016 (*the "Non-Reliance Period"), which was originally filed with the SEC on *February 9, 2017 (*the "Original Form *10*-Q"), and restated on *May 26, 2017 (*the "Restated Form *10*-Q/A"). The Company expects to file, at a later time, amendments to its Quarterly Reports on Form *10*-Q for the quarters ended *March 31, 2017* and *June 30, 2017.*

Prior period amounts have already been restated in the Company's Form 10-K/A, and, accordingly have not been restated in this Amendment.

This Amendment

On *January 11, 2018,* after discussions with the Audit Committee, management re-evaluated the Company's historical conclusion to consolidate Pegasus Funding, LLC ("Pegasus"). Management has determined that the Company lacked the requisite control to consolidate Pegasus in its historical periods in accordance with Accounting Standards Codification ("ASC") *810* "*Consolidation*." Management also determined that the Company's previous treatment for certain foreign currency matters under ASC *830* "*Foreign Currency Matters*" was *not* appropriate. As such, the Company has subsequently revised its investment in Pegasus to the equity method, including the underlying reserve methodology; and has adjusted its financial statements to reflect the proper accounting for certain foreign currency transactions. Additionally, the Company corrected the financial statements for additional known errors consisting of (i) the adjustment of various accruals, (ii) the fair value of structured settlements, (iii) accounting for unallocated payments, and (iv) the tax effects of the adjustments mentioned above.

The "As Reported" amounts in the tables above represent the amounts reported in the Restated Form *10*-Q/A, adjusted in its presentation for the discontinued operations of the Company's wholly-owned subsidiary CBC Settlement Funding, LLC ("CBC"), which was sold on *December 13, 2017 (*see Note *8* – Discontinued Operations and Note *20* – Subsequent events).

The following errors were identified as part of the restatement:

1. In connection with the Company determining it lacked the requisite control to consolidate Pegasus during the Non-Reliance Period, the Company has now accounted for its investment in Pegasus under the equity method in accordance with US GAAP. On the Company's *December 31, 2016* consolidated balance sheet, this resulted in (i) a decrease in cash of *$1,065,000;* (ii) a decrease in the investment in personal injury claims of *$47,875,000;* (iii) a decrease in other assets of *$109,000;* (iv) a decrease in other liabilities of *$1,133,000;* and, (v) a decrease in non-controlling interest of *$804,000,* offset by a corresponding increase in the equity method investment of *$48,720,000.* On the Company's consolidated statement of operations, this resulted in (i) a reduction in total revenues of *$2,302,000;* (ii) a reduction in expenses of *$2,197,000;* (iii) a decrease in the income attributable to the non-controlling interest of *$21,000;* and (iv) a decrease in earnings from equity method investment of *$84,000* for the *three* months ended *December 31, 2016.* This change to the equity method of accounting had *no* effect on net (loss) income attributable to Asta Funding, Inc. during the Non-Reliance Period.

2. The Company determined that it had *not* previously accounted for certain foreign currency gains/losses on intercompany balances and transactions in accordance with US GAAP. The Company improperly accounted for the foreign currency effect of certain transactions as if they were long-term investments by including the foreign currency effect in accumulated other comprehensive income instead of properly recording the effect as operating expenses as required under ASC *830.* The correction to properly apply US GAAP to these foreign currency matters resulted in increased revenue of *$94,000,* a decrease in other income of *$93,000,* and a increase in general and administrative expenses of *$204,000* for the *three* months ended *December 31, 2016.*

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *1*— Restatement of Financial Statements *(continued)*

The correction of foreign currency transaction on the consolidated balance sheet are as follows:

Increase (decrease) in:	***Impact from September 30, 2016 10K/A filing***	***Current period impact***	***Cumulative net impact***
Cash and cash equivalents	$*3,000*	$*(10,000*)	$*(7,000*)
Consumer receivables acquired for liquidation	*(245,000*)	*464,000*	*219,000*
Due from third party collection agencies and attorneys	*45,000*	*(76,000*)	*(31,000*)
Deferred income taxes	*(722,000*)	*(199,000*)	*(921,000*)
Other assets	*(33,000*)	*220,000*	*187,000*
Other liabilities	*(18,000*)	*216,000*	*198,000*
Accumulated other comprehensive loss	*718,000*	*386,000*	*1,104,000*
Retained earnings	*(1,653,000*)	*(203,000*)	*(1,856,000*)

3. Prior to the sale of its structured settlement business, the Company purchased periodic payments under structured settlements and annuity policies from individuals in exchange for a lump sum payment. The Company has elected to carry the structured settlements at fair value in accordance with the guidance of FASB ASC, Recognition and Measurement of Financial Assets and Financial Liabilities (ASC *822-10-50-28* through *50-22*).

As previously disclosed in the Restated Form *10*-Q/A, the Company did *not* reflect the quarterly increase in certain underlying benchmark interest rates used in determining fair value of the Company's structured settlements for the quarter ended *December 31, 2016* which resulted in a decrease in the fair value of the Company's structured settlements of approximately *$2.6* million (reflected in assets related to discontinued operations in this restated consolidated balance sheet) with an associated increase in prepaid income taxes and deferred tax assets of approximately *$1.0* million (reflected in the loss from discontinued operations in this consolidated statement of operations).

In connection with the Company's filing of its Form *10*-K/A, the Company adjusted the fair value of its structured settlements to reflect the appropriate benchmark interest rates at *September 30, 2016,* which resulted in an decrease in net loss attributable to discontinued operations and an increase in assets related to discontinued operations of *$727,000.* As this increase in fair value was originally recorded during the *three* month period ended *December 31, 2016,* this Amendment includes an increase in both the retained earnings and the net loss attributable to discontinued operations of *$727,000.*

4. The Company determined that it had *not* accounted for certain unallocated payments reported on its consolidated balance sheet properly during the Non-Reliance Period. The correction of this error resulted in a decrease to consumer receivables acquired for liquidation of *$648,000* and retained earnings of *$648,000* as of *September 30, 2016* and is therefore included in the net adjustment to retained earnings as of *December 31, 2016.*

5. The Company discovered that it did *not* properly record an amortizable asset and related liability in conjunction with an asset purchase agreement entered into in *June 2015* with a related party. The correction of this error resulted in a decrease in income from discontinued operations of *$60,000* for the *three* months ended *December 31, 2016.*

The correction of these errors on the consolidated balance sheet are as follows:

Increase (decrease) in:	***Impact from September 30, 2016 10K/A filing***	***Current period impact***	***Cumulative net impact***
Assets related to discontinued operations	$ *307,000*	$ *(161,000)*	$ *146,000*
Liabilities related to discontinued operations	*756,000*	*(103,000)*	*653,000*
Retained earnings	*(442,000*)	*(60,000*)	*(502,000*)

15

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *1*— Restatement of Financial Statements *(continued)*

6. The Company identified other transactions that had *not* been properly accounted for in the correct period and/or for improper amounts and/or improper accounts. The adjustments of these errors were immaterial on an individual basis. The correction of these errors resulted in decreased general and administrative expense of *$270,000* for the *three* months ended *December 31, 2016.*

The correction of these errors on the consolidated balance sheet are as follows:

Increase (decrease) in:	*Impact from September 30, 2016 10K/A filing*	*Current period impact*	*Cumulative net impact*
Cash and cash equivalents	$ -	$ *(2,000*)	$ *(2,000*)
Other liabilities	269,000	(269,000)	-
Retained earnings	*(137,000*)	*270,000*	*133,000*
Assets related to discontinued operations	*45,000*	-	*45,000*
Additional paid in capital	*8,000*	-	*8,000*

7. The Company identified the personal injury claims asset balance of Pegasus was determined to be understated at *December 31, 2016* by *$400,000.* The correction of these error resulted in an increase in equity method investment of *$320,000,* representing the Company's *80%* financial interest, as of *December 31, 2016.* As a result of the correction of this error, earnings from the equity investment in Pegasus and income from continuing operations increased *$320,000* for the *three* months ended *December 31, 2016.* Additionally the equity method investment was increased *$101,000* to reflect the impact of related accruals in the Form *10-K/A.*

8. Some of the corrections noted above impacted earnings (loss) before taxes which, in turn, required a calculation of the tax impact. The net impact to the Company's consolidated balance sheet was a (i) decrease to prepaid and income taxes receivable of *$371,000;* and (ii) decrease to deferred tax assets of *$337,000.* On the Company's consolidated statement of operations, there was (i) a net increase to income tax expense of *$1,252,000;* and (ii) an increase to income tax benefit from discontinued operations of *$363,000* for the *three* months ended *December 31, 2016.*

All of the following notes to consolidated financial statements have been revised to reflect the effects of the above mentioned restatements.

Note *2*—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 XIX"), VATIV Recovery Solutions LLC ("VATIV"), EMIRIC, LLC ("EMIRIC"), ASFI Pegasus Holdings, LLC ("APH"), Fund Pegasus, LLC ("Fund Pegasus"), GAR Disability Advocates, LLC ("GAR Disability Advocates"), Five Star Veterans Disability, LLC ("Five Star"), Simia Capital, LLC ("Simia") 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 *80%* owned, *50%* controlled equity investment in Pegasus Funding, LLC ("Pegasus") and our wholly owned subsidiary Simia, 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.

Consumer receivables

The Company started out in the consumer receivable business in *1994.* 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 and our equity method investment in Pegasus conduct their business solely in the United States. These companies obtain their business from external brokers and internal sales professionals soliciting individuals with personal injury claims. Business is also obtained from the their websites and through attorneys.

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *2—Business* and Basis of Presentation *(continued)*

Business *(continued)*

Social security benefit advocacy

GAR Disability Advocates provides its disability advocacy services throughout the United States. It relies upon search engine optimization ("SEO") to bring awareness to its intended market.

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.

On *December 13, 2017,* the Company sold all of the issued and outstanding equity capital of CBC, its wholly owned subsidiary engaging in structured settlements. As a result of this sale 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 assets and liabilities comprising the structured settlements 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.

Basis of Presentation

The consolidated balance sheet as of *December 31, 2016,* the consolidated statements of operations for the *three* month periods ended *December 31, 2016* and *2015,* the consolidated statements of comprehensive (loss) income for the *three* month periods ended *December 31, 2016* and *2015,* the consolidated statements of stockholders' equity as of and for the *three* months ended *December 31, 2016* and *2015,* and the consolidated statements of cash flows for the *three* month periods ended *December 31, 2016* and *2015,* are unaudited. The *September 30, 2016* financial information included in this Amendment was derived from our audited financial statements included in our Annual Report on Form *10*-K/A for the fiscal year ended *September 30, 2016.* In the opinion of management, all adjustments necessary to present fairly our financial position at *December 31, 2016,* the results of operations for the *three* month periods ended *December 31, 2016* and *2015* and cash flows for the *three* month periods ended *December 31, 2016* and *2015* have been made. The results of operations for the *three* month periods ended *December 31, 2016* and *2015* are *not* necessarily indicative of the operating results for any other interim period or the full fiscal year. The consolidated financial statements are prepared in accordance with US GAAP and industry practices.

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/A for the fiscal year ended *September 30, 2016* filed with the SEC.

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.

Principles of Consolidation

The consolidated financial statements include the accounts of Asta Funding, Inc. and its wholly owned and majority owned subsidiaries. All significant 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 *five* banks at *December 31, 2016* that exceeded the balance insured by the FDIC by approximately *$1.4* million. Additionally, *three* foreign banks with an aggregate balance of *$0.5* million are *not* FDIC insured. There is an *$8.2* million and *$10* million aggregate balance in a domestic bank as of *December 31, 2016* and *September 30, 2016,* respectively, that is also *not* FDIC insured and has been reclassified to restricted cash in the balance sheets since these assets serve as collateral for the line of credit (see Note *7* – Non Recourse Debt). The Company does *not* believe it is exposed to any significant credit risk due to concentration of cash.

17

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *2—Business* and Basis of Presentation *(continued)*

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 is the Company's *50%* controlled equity investment with Pegasus Legal Funding (“PLF”). Under the operating agreement, the Company and PLF, each maintain *50%* voting rights of the entity, and the Company is *80%* owned by Asta. Based on these shared voting rights with PLF, the Company lacks requisite control of Pegasus, and therefore accounts for its investment in Pegasus under the equity method of accounting.

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 *$0.2* million and *$0* in performance fees for the *three* months ended *December 31, 2016* and *2015,* respectively.

The carrying value of the investment in Serlefin Peru was *$0.2* million as of *December 31, 2016* and *September 30, 2016.* 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 *December 31, 2016* 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 our equity method investments for the *three* months ended *December 31, 2016* and *2015.*

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.

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *2—Business* and Basis of Presentation *(continued)*

Goodwill

Goodwill represents the excess of the purchase price over the fair value of the net assets acquired in a business combination, and is accounted for under ASC *350.* Goodwill has an indefinite useful life and is evaluated for impairment at the reporting-unit level on an annual basis during the *fourth* quarter or more frequently if events or changes in circumstances indicate potential impairment between annual measurement dates. The Company has the option of performing a qualitative assessment of impairment to determine whether any further quantitative testing for impairment is necessary. The initial qualitative approach assesses whether the existence of events or circumstances lead to a determination that it is more likely than *not* that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events and circumstances, the Company determines it is more likely than *not* that the fair value is less than carrying value, a *two* step quantitative impairment test is performed. A step *1* analysis involves calculating the fair value of the associated reporting unit and comparing it to the reporting unit's carrying value. If the fair value of the reporting unit exceeds the carrying value of the reporting unit including goodwill and the carrying value of the reporting unit is positive, goodwill is considered *not* to be impaired and *no* further analysis is required. If the fair value of the reporting unit is less than its carrying value, step *2* of the impairment test must be performed. Step *2* involves calculating and comparing the implied fair value of the reporting unit's goodwill with its carrying value. Impairment is recognized if the estimated fair value of the reporting unit is less than its net book value. Such loss is calculated as the difference between the estimated impaired fair value of goodwill and its carrying amount. The goodwill of the Company consists of *$1.4* million from the purchase of VATIV. Additionally, the Company has goodwill of *$1.4* million from the purchase of CBC, which is included under assets related to discontinued operations on the consolidated balance sheet.

Reclassifications

Certain prior period amounts in the accompanying consolidated financial statements have been reclassified to conform to the current year presentation. These reclassifications had *no* effect on previously reported net loss or shareholders' equity.

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. Given the changes in the Company's business management is continuing to assess this new standard and the impact it will have on accounting for its revenues.

In *January 2016,* the FASB issued ASU *No. 2016-01,* 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 Company is currently evaluating the impact this update will have on its consolidated financial statements.

In *February 2016,* the FASB issued ASU *No. 2016-02* Leases (Topic *842*) to amend lease accounting requirements and requires entities to generally recognize on the balance sheet operating and financing lease liabilities and corresponding right-of-use assets. The new standard will require significant additional disclosures about the amount, timing and uncertainty of cash flows from leases. The standard update is effective for fiscal years beginning after *December 15, 2018* and interim periods within those years and early adoption is permitted. The standard is to be applied using a modified retrospective approach and includes a number of optional practical expedients that entities *may* elect to apply. The Company is currently evaluating the impact of adopting this update on its consolidated financial statements and expects that most of its operating leases will be subject to the accounting standard update and will recognize as operating lease liabilities and right-of-use assets upon adoption.

In *March 2016,* the FASB issued ASU *No. 2016-09,* 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, 2016,* including interim periods within that reporting period. The Company is currently evaluating the impact this update will have on its 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 will accelerate the recording of its credit losses in its financial statements.

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

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 *November 2016,* the FASB issued ASU *No. 2016-18,* Restricted Cash ("ASU *2016-18"*), to require that restricted cash and restricted cash equivalents be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total cash amounts shown on the statement of cash flows. Consequently, transfers between cash and restricted cash will *not* be presented as a separate line item in the operating, investing or financing sections of the cash flow statement. ASU *2016-18* does *not* provide a definition of restricted cash or restricted cash equivalents. The new guidance will only be applicable to amounts described by the Company as restricted cash. We adopted ASU *2016-18* on *October 1, 2016,* the effect of which was a change in presentation on our consolidated statement of cash flows, but *not* on our consolidated financial results.

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.

Note *3—Available*-for-Sale Investments

Investments classified as available-for-sale at *December 31, 2016* and *September 30, 2016,* consist of the following:

Fair Value

	Amortized Cost	Unrealized Gains	Unrealized Losses	
December 31, 2016	$*56,115,000*	$*29,000*	$*(1,099,000*)	$*55,045,000*
September 30, 2016	$*55,723,000*	$*1,089,000*	$*(49,000*)	$*56,763,000*

The available-for-sale investments do *not* have any contractual maturities. The Company sold *two* investments during the *three* months ended *December 31, 2016,* with a realized loss of *$45,000.* The Company received *$177,000* in capital gains distributions during the *three* months ended *December 31, 2016.* For the *three* months ended *December 31, 2015,* the Company sold *two* investments with a realized loss of *$31,000* and also received *$47,000* in capital gains distributions during that period. The Company recorded an aggregate realized gain of *$132,000* and *$16,000* related to its available-for-sale securities for the *three* months ended *December 31, 2016* and *2015,* respectively.

At *December 31, 2016,* there were *seven* investments, *five* of which were in unrealized loss positions that had existed for *12* months or more. All of these securities are considered to be acceptable credit risks. Based on the evaluation of the available evidence, including recent changes in market rates and credit rating information, management believes the aggregate decline in fair value for these instruments is temporary. In addition, management has the ability to hold these investment securities for a period of time sufficient to allow for an anticipated recovery or maturity. Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period in which the other-than-temporary impairment is identified.

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

Note *4—Consumer* Receivables Acquired for Liquidation

Accounts acquired for liquidation are stated at their net estimated realizable value and consist primarily of defaulted consumer loans of 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.

20

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *4—Consumer* Receivables Acquired for Liquidation (continued)

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.

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 has extensive liquidating experience in the field of distressed credit card receivables, telecommunication receivables, consumer loan receivables, retail installment contracts, consumer receivables, and auto deficiency receivables.

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.

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

	For the Three Months Ended	
	December 31, 2016 (restated)	**2015**
Balance, beginning of period	$ *13,427,000*	$ *15,056,000*
Acquisitions of receivable portfolios	*2,213,000*	*6,051,000*
Net cash collections from collection of consumer receivables acquired for liquidation	*(6,015,000*)	*(7,377,000*)
Net cash collections represented by account sales of consumer receivables acquired for liquidation	*(190,000*)	—
Effect of foreign currency translation	*(68,000*)	*(27,000*)
Finance income recognized	*4,095,000*	*5,106,000*
Balance, end of period	$ *13,462,000*	$ *18,809,000*
Finance income as a percentage of collections	*66.00* %	*69.22* %

During the *three* month periods ended *December 31, 2016,* the Company purchased *$35.0* million of face value portfolios at a cost of *$2.2* million. During the *three* months ended *December 31, 2015,* the Company purchased *$97.7* million of face value portfolios, at a cost of *$6.1* million.

As of *December 31, 2016,* the Company held consumer receivables acquired for liquidation from Peru and Colombia of *$5.0* million and *$4.6* million, respectively. The total amount of foreign consumer receivables acquired for liquidation was *$9.6* million, or *71.1%* of the total consumer receivables held of *$13.5* million at *December 31, 2016.*

As of *December 31, 2015,* the Company held consumer receivables acquired for liquidation from Peru and Colombia of *$4.7* million and *$4.0* million, respectively. The total amount of foreign consumer receivables acquired for liquidation was *$8.7* million, or *46.3%* of the total consumer receivables held of *$18.8* million at *December 31, 2015.*

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *4—Consumer* Receivables Acquired for Liquidation *(continued)*

The following table summarizes collections received by the Company's *third* party collection agencies and attorneys, less commissions and direct costs, for the *three* month periods ended *December 31, 2016* and *2015,* respectively.

	For the Three Months Ended December 31 , 2016 (restated)	2015
Gross collections (1)	$*11,400,000*	$*12,245,000*
Commissions and fees (2)	*5,195,000*	*4,868,000*
Net collections	$*6,205,000*	$*7,377,000*

(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 receives 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 *5*—Litigation Funding

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 has an *80%* non-controlling interest in the joint venture. 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 earned *$2.3* million and *$3.1* million in interest and fees during the *first* quarter of fiscal years *2017* and *2016,* respectively. The Company had a net invested balance in personal injury claims of *$49.1* million and *$48.6* million on *December 31, 2016* and *September 30, 2016,* respectively.

Equity method investments as of *December 31, 2016* and *September 30, 2016* are as follows:

	December 31, 2016		**September 30, 2016**	
	Carrying Value	Ownership Percentage	Carrying Value	Ownership Percentage
Pegasus Funding, LLC	$*49,141,000*	*80* %	$*48,582,000*	*80* %

The carrying value of the Company's equity investment at *December 31, 2016* was *$49,141,000,* an increase of *$559,000* over the prior year's carrying value of *$48,582,000.* The increase in carrying value was attributed to the Company's equity earnings of *$404,000* for the *three* months ended *December 31, 2016,* plus loan advances made to Pegasus classified on its balance sheet as due to Asta of *$155,000* for the *three* months ended *December 31, 2016.*

The carrying value of the Company's equity investment at *September 30, 2016* was *$48,582,000,* an increase of *$7,831,000* over the prior year's carrying value of *$40,751,000.* The increase in carrying value was attributed to the Company's current year equity earnings of *$10,551,000,* less loan repayments made to Asta which are classified on its balance sheet as due to Asta of *$2,720,000* during fiscal *2016.*

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. Pegasus is currently the Company's personal injury claims funding business and is a joint venture that is *80%* owned by the Company and *20%* owned by PLF. The Company and PLF have decided *not* to renew the Pegasus joint venture that, by its terms, terminated on *December 28, 2016.* The Term Sheet amends certain provisions to Pegasus' operating agreement dated as of *December 28, 2011 (*as amended, the "Operating Agreement") and governs the terms relating to the collection of its existing Pegasus portfolio (the "Portfolio").

Pursuant to the Term Sheet, the parties thereto have agreed that Pegasus will continue in existence in order to collect advances on its existing Portfolio. The Company will 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 will be distributed to its members in the order provided for in the Operating Agreement. The Company will 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 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 will be paid back monthly as incurred by the Company prior to the calculation and distribution of any profits.

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *5—Litigation* Funding (continued)

Equity Method Investment *(continued)*

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. See Note *20* - Subsequent Events.

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

	Condensed Statement of Operations Information Three months ended	
	December 31, 2016	**December 31, 2015**
Personal injury claims income	$*2,302,000*	$*3,085,000*
Operating expenses	*1,797,000*	*1,218,000*
Income from operations	$*505,000*	$*1,867,000*
Earnings from equity method investment	$*404,000*	$*1,494,000*

Condensed Balance Sheet Information	
December 31, 2016	**September 30, 2016**

Cash	$*1,065,000*	$*539,000*
Investment in personal injury claims	*48,275,000*	*48,289,000*
Other assets	*109,000*	*188,000*
Total Assets	$*49,449,000*	$*49,016,000*
Due to Asta	$*34,560,000*	$*34,404,000*
Other liabilities	*1,006,000*	*1,053,000*
Equity	*13,883,000*	*13,559,000*
Total Liabilities and Equity	$*49,449,000*	$*49,016,000*

Matrimonial Claims (included in Other Assets)

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 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. The loan balance at *December 31, 2016* was approximately *$1.5* million. The revolving line of credit is collateralized by BP Divorce Funding's profits share in BPCM and other assets. As of *December 31, 2016,* the Company's investment in cases through BPCM was approximately *$2.5* million. There was *no* income recognized in the *three* month periods ended *December 31, 2016* and *2015.*

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *6*—Furniture & Equipment

Furniture and equipment consist of the following as of the dates indicated:

	December 31, 2016	**September 30, 2016**
Furniture	$*273,000*	$*273,000*
Equipment	*235,000*	*235,000*
Software	*1,356,000*	*1,350,000*
	1,864,000	*1,858,000*
Less accumulated depreciation and amortization	*1,688,000*	*1,662,000*
Balance, end of period	$*176,000*	$*196,000*

Note *7*—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 Great Seneca Portfolio Purchase (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 Palisade 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 *December 31, 2016,* the Company recorded a liability to BMO of approximately *$179,000,* which has been recorded in other liabilities in the Company's consolidated balance sheet. The funds were subsequently remitted to BMO on *January 10, 2017.* 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 provides 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 is 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 includes covenants that require the Company to maintain a minimum net worth of *$150* million and pay an unused line fee. The facility is 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 *No* Net Loss requirement from a quarterly to an annual basis. All other terms of the original agreement remain in effect. There is an *$8.2* million and *$10* million aggregate balance as of *December 31, 2016* and *September 30, 2016,* respectively, in Bank Hapoalim which has been reclassified as restricted cash in the consolidated balance sheets since these assets serve as collateral for the line of credit (see Note *2* – Business and Basis of Presentation). The Company has *not* borrowed against the facility and *no* amounts were outstanding as of *December 31, 2016.*

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *8*—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. These shares are subject to a *one* year lock-up period in which the holders cannot sell the shares. In addition, the shares are subject to certain sales restrictions following the initial lock-up period, which expired on *December 31, 2016 (*see Note *13* – Stock Based Compensation).

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 has been appointed CEO/General Counsel effective *January 1, 2017.*

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 *$10.5* million. Of the aggregate purchase price, approximately *$4.49* million was paid in cash, and *$5.75* 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 subsequently recognized a loss of approximately *$1.9* million on the above sale of CBC as of *September 30, 2017.*

As a result of this sale 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 *December 31, 2016,* the components of the Company designated as discontinued operations had assets and liabilities of *$94.5* million and *$74.2* million, respectively. As of *September 30, 2016,* the components of the Company designated as discontinued operations had assets and liabilities of *$91.5* million and *$69.2* million, respectively. For the *three* months ended *December 31, 2016* and *2015,* the Company designated as discontinued operations reported a (loss) income, net of income taxes of (*$1.3*) million and *$0.3* million, respectively.

25

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *8—Discontinued* Operations (continued)

The following table presents the operating results, for the *three* months ended *December 31, 2016* and *2015,* for the components of the Company designated as discontinued operations:

	Three months ended	
	December 31, 2016	December 31, 2015
Revenues:		
Unrealized (loss) gain on structured settlements	$*(1,682,000)*	$*1,527,000*
Interest income on structured settlements	*1,901,000*	*1,227,000*
Total revenues	*219,000*	*2,754,000*
Other income	*15,000*	—
	234,000	*2,754,000*
Expenses:		
General and administrative expenses	*1,488,000*	*1,379,000*
Interest expense	*932,000*	*726,000*
	2,420,000	*2,105,000*
(Loss) income from discontinued operations before income tax	*(2,186,000)*	*649,000*
Income tax (benefit) expense from discontinued operations	*(928,000)*	*273,000*
(Loss) income from discontinued operations before non-controlling interest	*(1,258,000)*	*376,000*
Non-controlling interest	—	*104,000*
(Loss) income from discontinued operations, net of income tax	$*(1,258,000)*	$*272,000*

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

	December 31, 2016		**September 30, 2016**
Cash and cash equivalents	$*1,241,000*	*(1)*	$*1,198,000*
Restricted cash	*499,000*		*499,000*
Structured settlements	*88,277,000*		*86,091,000*
Furniture and equipment, net	*43,000*		*47,000*
Goodwill	*1,405,000*		*1,405,000*
Other assets	*3,061,000*		*2,266,000*
Total assets related to discontinued operations	$*94,526,000*		$*91,506,000*
Other debt - CBC	*71,566,000*		*67,435,000*
Other liabilities	*2,603,000*		*1,803,000*
Total liabilities related to discontinued operations	$*74,169,000*		$*69,238,000*

(*1*) Cash balance with *one* bank at *December 31, 2016* that exceeded the balance insured by the FDIC by approximately *$0.7* million.

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *8—Discontinued* Operations (continued)

Structured Settlements

Prior to our sale of CBC, 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 *$1.7* million of unrealized losses recognized in the *three* month period ended *December 31, 2016,* approximately *$2.1* million is due to day *one* gains on new structured settlements financed during the period, offset by a decrease of *$0.5* million in realized gains recognized as realized interest income on structured settlements, and a reduction in fair value of *$3.3* million 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 purchased 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 are *not* a material portion of assets at *December 31, 2016* and revenue for the *three* month period ended *December 31, 2016.*

Structured settlements consist of the following as of *December 31, 2016* and *September 30, 2016:*

	December 31, 2016	September 30, 2016
Maturity (1) (2)	$ *143,544,000*	$ *133,059,000*
Unearned income	*(55,267,000*)	*(46,968,000*)
Structured settlements, net	$ *88,277,000*	$ *86,091,000*

(*1*) The maturity value represents the aggregate unpaid principal balance at *December 31, 2016* and *September 30, 2016.*

(2) There are *no* amounts of structured settlements that are past due, or in nonaccrual status at *December 31, 2016* and *September 30, 2016.*

Encumbrances on structured settlements as of *December 31, 2016* and *September 30, 2016* are as follows:

	Interest Rate	December 31, 2016	September 30, 2016
Notes payable secured by settlement receivables with principal and interest outstanding payable until June 2025	*8.75* %	$ *1,817,000*	$ *1,862,000*
Notes payable secured by settlement receivables with principal and interest outstanding payable until August 2026	*7.25* %	*4,138,000*	*4,242,000*
Notes payable secured by settlement receivables with principal and interest outstanding payable until April 2032	*7.125* %	*3,948,000*	*3,987,000*
Notes payable secured by settlement receivables with principal and interest outstanding payable until February 2037	*5.39* %	*18,601,000*	*18,978,000*
Notes payable secured by settlement receivables with principal and interest outstanding payable until March 2034	*5.07* %	*14,193,000*	*14,507,000*
Notes payable secured by settlement receivables with principal and interest outstanding payable until February 2043	*4.85* %	*13,605,000*	*13,705,000*
$25,000,000 revolving line of credit	*4.1* %	*15,264,000*	*10,154,000*
Encumbered structured settlements		*71,566,000*	*67,435,000*
Structured settlements not encumbered		*16,711,000*	*18,656,000*
Total structured settlements		$ *88,277,000*	$ *86,091,000*

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *8—Discontinued* Operations (continued)

At *December 31, 2016,* the expected cash flows of structured settlements based on maturity value are as follows:

September 30, 2017 (9 months)	$*7,635,000*
September 30, 2018	*8,556,000*
September 30, 2019	*8,914,000*
September 30, 2020	*8,371,000*
September 30, 2021	*9,105,000*
Thereafter	*100,963,000*
Total	$*143,544,000*

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. 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 settlement 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%.*

As of *December 31, 2016,* the remaining debt amounted to *$71.6* million, which consisted of *$15.3* million drawdown from a line of credit from an institutional source and *$56.3* 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. The fair value of this debt approximates its carrying value.

Note *9*—Commitments and Contingencies

Employment Agreements

On *November 11, 2016,* the Company announced that it would continue its personal injury claims funding business through the formation of a wholly owned subsidiary Simia. In connection with its formation, Simia entered into an employment agreement (the "Employment Agreement") with Patrick F. Preece to serve as its Chief Executive Officer. Under the Employment Agreement, Mr. Preece receives an annual base salary of *$250,000,* subject to annual increases at the discretion of the compensation committee (the "Compensation Committee") of the Board of Directors of the Company (the "Board"). Mr. Preece is eligible to receive an annual cash or non-cash bonus in the sole and exclusive discretion of the Compensation Committee. Mr. Preece is also eligible to receive a cash or non-cash profit bonus of an aggregate amount up to *15%* of the profit of the business of Simia (the "Business") for each fiscal year in which the Business achieves an internal rate of return of at least *18%.* In the event that the Business is sold to a *third* party solely for cash consideration during Mr. Preece's employment period, he will be eligible to receive a cash or non-cash sale profit bonus of up to *15%* of the closing consideration received by the Company. He is also entitled to participate in any other benefit plans established by the Company for management employees. The Employment Agreement has a *five* year term. Under the Employment Agreement, Mr. Preece *may* be terminated with or without "cause" (as defined in the Employment Agreement) and *may* resign with or without "good reason" (as defined in the Employment Agreement). If Mr. Preece is terminated without "cause" or resigns for "good reason" he will receive severance equal to *two* years of his base salary. He is also entitled to a pro-rata share of the profit bonus and his deferred compensation will vest immediately. Mr. Preece is also subject to a non-compete and non-solicitation provision during the term of his employment and, unless his employment is terminated without "cause" or he resigns for "good reason," for *two* years thereafter. See Note *20* - Subsequent Events.

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 has been appointed CEO/General Counsel effective *January 1, 2017.*

Leases

The Company leases its facilities in Englewood Cliffs, NJ, Houston, TX, New York, NY, and Conshohocken, PA.

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *9—Commitments* and Contingencies (continued)

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. Through *March 31, 2016,* the parties had attended *two* mediation sessions and were 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 had 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, 2016,* which was included in general and administrative expenses in the Company's consolidated statement of operations.

The Company reassessed the situation as of *September 30, 2016* and deemed that an additional *$0.3* million was necessary to account for legal expenses, which were made during the *three* month period ended *September 30,* *2016.* The Company reviewed this case as of *December 31, 2016* and deemed that the *$2.3* million reserve remains valid. See Note *20* - Subsequent Events.

In the ordinary course of the Company's business, it is involved in numerous legal proceedings. The Company regularly initiates collection lawsuits, using its network of *third* party law firms, against consumers. Also, consumers occasionally initiate litigation against the Company, in which they allege that the Company has violated a federal or state law in the process of collecting their account. The Company does *not* believe that these ordinary course matters are material to its business and financial condition. The Company is *not* involved in any other material litigation in which it is a defendant.

Note *10*—Income Recognition, Impairments, and Commissions and Fees

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.

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *10—Income* Recognition, Impairments, and Commissions and Fees *(continued)*

Income Recognition

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 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. 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.

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 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.

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 *2016,* the Company recorded an impairment loss on this investment of *$1.0* million, which was included in general and administrative expenses in the consolidated statements of operations. The carrying value of this investment amounted to *$3.4* million at *December 31, 2016.*

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.

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 the *three* months ended *December 31, 2016* was *70.3%,* compared to *32.8%* in the same period of the prior year. The effective rate for fiscal *2017* differed from the U.S. federal statutory rate of *34%* due to state income taxes, and other permanent differences. The effective rate for fiscal *2016* differed from the U.S. federal statutory rate of *35%* primarily due to state income taxes and other permanent differences.

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 amended tax returns for the years ended *September 30, 2014* and *2015* are currently being audited by the Internal Revenue Service.

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *12—Net* (loss) Income per Share

Basic per share data is calculated by dividing net (loss) income 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.

The following table presents the computation of basic and diluted per share data for the *three* months ended *December 31, 2016* and *2015:*

	Three Months Ended December 31, 2016			**Three Months Ended December 31, 2015**		
	Net Loss	**Weighted Average Shares**	**Per Share Amount**	**Net Income**	**Weighted Average Shares**	**Per Share Amount**
Net (loss) income from continuing operations	$*(1,688,000)*	*11,876,224*	$ *(0.14*)	$*1,291,000*	*12,155,421*	$ *0.11*
Net (loss) income from discontinued operations	*(1,258,000)*	*11,876,224*	*(0.11*)	*272,000*	*12,155,421*	*0.02*
	$*(2,946,000)*		$ *(0.25*)	$*1,563,000*		$ *0.13*
Effect of Dilutive Stock		—	—		*276,465*	—
Diluted	$*(2,946,000)*	*11,876,224*	$ *(0.25*)	$*1,563,000*	*12,431,886*	$ *0.13*

For the *three* months ended *December 31, 2015, 454,205* options at a weighted average exercise price of *$9.47* were *not* included in the diluted earnings per share calculation as they were anti-dilutive.

Note *13*—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 consolidated statement of operations, rather than a disclosure in the notes to the Company’s consolidated financial statements.

On *December 16, 2015,* the Compensation Committee granted *67,100* stock options to non-officer employees of the Company, of which *9,100* options vested immediately and the remaining *58,000* 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	*0.24%*
Expected term (years)	*6.25*
Expected volatility	*23.4%*
Dividend yield	*0.00%*

On *December 16, 2015,* the Compensation Committee granted *5,000* restricted shares to a non-officer employee of the Company. These shares vested fully. On *December 31, 2015,* the Company issued an aggregate of *123,304* shares to the *two* former CBC principals (see Note *5* – Acquisition of CBC). These shares are subject to a *one* year lock up period in which the holders cannot sell the shares. In addition, the shares are subject to certain sales restrictions following the initial lock-up period which expired on *December 31, 2016 (*see Note *5* – Acquisition of CBC).

Note *14*—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 replaced 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 *484,200* shares, an award of *245,625* shares of restricted stock, and has cancelled *66,568* options, leaving *1,336,743* shares available as of *December 31, 2016.* At *December 31, 2016, 129* of the Company's employees were able to participate in the *2012* Plan.

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *14—Stock* Option Plans (Continued)

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 allowed 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 authorized 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.

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.

The following table summarizes stock option transactions under the *2012* Plan, the *2002* Plan, and the Equity Compensation Plan:

	Three Months Ended December 31,			
	2016		**2015**	
	Number Of Shares	**Weighted Average Exercise Price**	**Number of Shares**	**Weighted Average Exercise Price**
Outstanding options at the beginning of period	*949,667*	$ *8.47*	*1,043,566*	$ *8.47*
Options granted	—	—	*67,100*	*7.93*
Options exercised	—	—	—	—
Options forfeited/cancelled	*(52,500)*	*14.16*	—	—
Outstanding options at the end of period	*897,167*	$ *8.14*	*1,110,666*	$ *8.43*
Exercisable options at the end of period	*844,829*	$ *8.15*	*965,325*	$ *8.46*

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *14—Stock* Option Plans (Continued)

The following table summarizes information about the *2012* Plan, *2002* Plan, and the Equity Compensation Plan outstanding options as of *December 31, 2016:*

	Options Outstanding			**Options Exercisable**	
Range of Exercise Price	**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*	*3,800*	*2.3*	$ *2.95*	*3,800*	$ *2.95*
$5.7501 - *$8.6250*	*768,867*	*5.2*	*7.96*	*716,529*	*7.96*
$8.6251 - *$11.5000*	*124,500*	*6.1*	*9.40*	*124,500*	*9.40*
	897,167	*5.3*	$ *8.14*	*844,829*	$ *8.15*

The Company recognized (*$6,000*) and *$196,000* of compensation (benefit) expense related to the stock option grants during the *three* month periods ended *December 31, 2016* and *2015,* respectively. As of *December 31, 2016,* there was *$76,000* of unrecognized compensation cost related to stock option awards. The weighted average period over which such costs are expected to be recognized is *1.8* years. The intrinsic value of the outstanding and exercisable options as of *December 31, 2016* was approximately *$1,490,000* and *$1,398,000,* respectively. The weighted average remaining contractual life of exercisable options is *5.1* years. There were *no* options exercised during the *three* month periods ended *December 31, 2016* and *2015.* The fair value of the stock options that vested during the *three* month periods ended *December 31, 2016* and *2015* was approximately *$657,000* and *$830,000,* respectively. There were *no* options granted during the *three* month period ended *December 31, 2016.* The fair value of the options granted during the *three* month period ended *December 31, 2015* was approximately *$532,000.*

The following table summarizes information about restricted stock transactions:

	Three Months Ended December 31,			
	2016		2015	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
Unvested at the beginning of period	—	$ —	*44,107*	$ *9.28*
Awards granted	—	—	*5,000*	*7.89*
Vested	—	—	*(34,107*)	*9.57*
Forfeited	—	—	—	—
Unvested at the end of period	—	$ —	*15,000*	$ *7.92*

The Company recognized *$0* and *$87,000* of compensation expense related to the restricted stock awards during the *three* month periods ended *December 31, 2016* and *2015,* respectively. As of *December 31, 2016,* there was *no* unrecognized compensation cost related to restricted stock awards. *No* restricted stock was granted during the *three* month period ended *December 31, 2016.* An aggregate of *5,000* shares of restricted stock was granted during the *three* month period ended *December 31, 2015.* The fair value of the awards vested during the *three* month periods ended *December 31, 2016* and *2015* was *$0* and *$40,000,* respectively.

The Company recognized an aggregate total of (*$6,000*) and *$283,000* in compensation (benefit) expense for the *three* month periods ended *December 31, 2016* and *2015,* respectively, for the stock options and restricted stock grants. As of *December 31, 2016,* there was a total of *$76,000* of unrecognized compensation cost related to unvested stock options and restricted stock grants. The method used to calculate stock based compensation is the straight line pro-rated method.

Note *15*—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 *December 31, 2016,* there were *no* such restrictions. *No* dividends were declared during the *three* month periods ended *December 31, 2016* and *2015.*

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *15—Stockholders'* Equity (Continued)

On *August 11, 2015,* the Board approved the repurchase of up to *$15,000,000* of the Company's common stock and authorized management of the Company to enter into the Shares Repurchase Plan under Sections *10b-18* and *10b5-1* of the Securities Exchange Act (the "Shares Repurchase Plan"). The Shares Repurchase Plan was to have been effective to *December 31, 2015.* On *December 17, 2015* the Board approved the extension of the Plan to *March 31, 2016* and reset the maximum to an additional *$15* million in repurchases. On *March 17, 2016,* having repurchased approximately *$9.9* million of the Company's common stock, the Board approved further extension of the Plan to *December 31, 2016* and reset the maximum to *$15* million in repurchases. On *March 22, 2016,* a Company shareholder commenced a tender offer on the Company's common stock. Per the provisions of the Shares Repurchase Plan, it terminated immediately, and *no* further purchases were permitted under the Shares Repurchase Plan. Through *September 30, 2016,* the Company purchased approximately *1,186,000* shares at an aggregate cost of approximately *$10.1* million under the Shares Repurchase Plan.

On *May 25, 2016,* the Company entered into a Mutual Confidentiality Agreement (the "Agreement") with MPF InvestCo *4,* LLC, a wholly owned subsidiary of The Mangrove Partners Master Fund, Ltd. ("Mangrove"), pursuant to which Mangrove and the Company agreed to (*1*) provide certain Confidential Information (as defined below) to the other party to the Agreement and the other party's representatives, (*2*) the confidentiality of the Confidential Information, and (*3*) certain restrictions on the activities of the parties to the Agreement.

As of *December 31, 2016,* and for the *three* month periods ended *December 31, 2015* and *2016,* Mangrove due to their ownership in the Company's common stock, which was acquired in a series of OTC transactions, was deemed to be a related party.

Pursuant to the Agreement, the Company made available to Mangrove and its representatives certain confidential information relating to the Company or its subsidiaries, and Mangrove agreed to make available to the Company and its representatives certain confidential information relating to Mangrove and its affiliates (collectively, the "Confidential Information"). The Company and Mangrove agreed *not* to disclose the Confidential Information, and to cause each of their representatives, respectively, *not* to disclose the Confidential Information, except as required by law. Pursuant to the Agreement, the Company provided information requested by Mangrove to *one* or more of Mangrove's representatives and such representatives prepared summaries of such information (the "Summaries"). The

Company approved the Summaries, and the approved Summaries were provided to Mangrove. The Company agreed to release the approved Summaries publicly on or prior to the end of the Extended Period (as defined in the Agreement), to the extent that the information contained in the Summaries has *not* already been disclosed.

Further, under the terms of the Agreement, Mangrove and the Company agreed to certain restrictions during the Discussion Period, which began on *May 25, 2016* and the Extended Period, including that, unless consented to by the other party to the Agreement or required by applicable law, neither party will, and shall cause its affiliates and representatives *not* to, (i) commence any litigation against the other party, (ii) make any filing with the Securities and Exchange Commission of proxy solicitation materials, preliminary proxy statement, definitive proxy statement or otherwise or call any annual or special meeting of stockholders of the Company, (iii) publicly refer to: (a) the Confidential Information or Discussion Information (as defined in the Agreement), (b) any annual or special meetings of stockholders of the Company or (c) any prior discussions between the parties, including in any filing with the Securities and Exchange Commission (including any proxy solicitation materials, preliminary proxy statement, definitive proxy statement or otherwise), in any press release or in any other written or oral disclosure to a *third* party, (iv) make any purchases of the Company's securities, including, but *not* limited to, pursuant to any stock buyback plans, tender offers, open-market purchases, privately negotiated transactions or otherwise, (v) make any demand under Section *220* of the Delaware General Corporation Law, (vi) make or propose to make any amendments to the Company's Certificate of Incorporation, as amended, or By-laws, as amended, (vii) adopt, renew, propose or otherwise enter into a Shareholder Rights Plan with respect to the Company's securities, (viii) adopt or propose any changes to the Company's capital structure or (ix) negotiate, discuss, enter into, propose or otherwise transact in any extraordinary transactions with respect to the Company, outside the ordinary course of business, including, but *not* limited to, any mergers, asset sales or asset purchases.

On *November 21, 2016,* Mangrove notified the Company that Mangrove was terminating the Agreement with the Company. Under the Agreement, the Company and Mangrove agreed to (*1*) provide certain Confidential Information (as defined below) to the other party to the Agreement and the other party's representatives, (*2*) maintain the confidentiality of the Confidential Information, and (*3*) certain restrictions on the activities of the parties to the Agreement. Upon termination of the Discussion Period, the agreement provides for a period of *30* days thereafter (the "Extended Period"). Throughout the Extended Period of the Agreement, the parties are subject to the standstill provisions of the Agreement. Following the Discussion Period and the Extended Period, nothing in the Agreement shall prohibit any party from taking any of the activities referred to as the Restricted Activities, and specifically nothing shall restrict Mangrove or its representatives from calling a special meeting, nominating *one* or more candidates to serve as directors of the Company or commencing, or announcing its intention to commence, a "solicitation" of "proxies" (as such terms are used in Regulation *14A* of the Securities Exchange Act of *1934,* as amended) to vote with respect to any meeting of stockholders of the Company. The effective termination date of this Agreement was *January 6, 2017 (*see Note *20* – Subsequent Events).

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *16*—Fair Value of Financial Measurements and Disclosures

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 *December 31, 2016,* 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.

Disclosures about Fair Value of Financial Instruments

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.

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

	December 31, 2016		**September 30, 2016**	
	Carrying Amount	**Fair Value**	**Carrying Amount**	**Fair Value**
Financial assets				
Cash equivalents (Level 1)	$*936,000*	$*936,000*	$*923,000*	$*923,000*
Other investment, net (Level 1)	*3,354,000*	*3,354,000*	*3,590,000*	*3,590,000*
Available-for-sale investments (Level 1)	*55,045,000*	*55,045,000*	*56,763,000*	*56,763,000*
Consumer receivables acquired for liquidation (Level 3)	*13,462,000*	*45,061,000*	*13,427,000*	*47,233,000*

The following assets have been reclassified to discontinued operations as of *December 31, 2016* and *September 30, 2016:*

	December 31, 2016		**September 30, 2016**	
	Carrying Amount	**Fair Value**	**Carrying Amount**	**Fair Value**
Financial asset				
Structured settlements (Level 3)	*88,277,000*	*88,277,000*	*86,091,000*	*86,091,000*

35

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *16—Fair* Value of Financial Measurements and Disclosures (continued)

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.

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

Other investments – The Company estimated the fair value using the net asset value per share of the investment. There are *no* unfunded commitments and the investment cannot be redeemed for *5* years from the date of the initial investment (*October 2014).*

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 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 *$1.7* million of unrealized losses recognized in the *three* month period ended *December 31, 2016,* approximately *$2.1* million is due to day *one* gains on new structured settlements financed during the period, offset by a decrease of *$0.5* million in realized gains recognized as realized interest income on structured settlements and a reduction in fair value of *$3.3* million 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 Company's available-for-sale investments are classified as Level *1* financial instruments based on the classifications described above. The Company did *not* have transfers into or (out of) Level *1* investments during the *three* month period ended *December 31, 2016.* The Company had *no* Level *2* or Level *3* available-for-sale investments during the *first three* months of fiscal year *2017.*

The following table sets forth the Company's quantitative information about its Level *3* fair value measurements as of *December 31, 2016, (*which are classified in the consolidated financial statements as assets related to discontinued operations):

	Fair Value	Valuation Technique	Significant Unobservable Input	Weighted Average Rate
Structured settlements at fair value	$ *88,277,000*	Discounted cash flow	Discount rate	*4.83% - 5.36%*

A significant unobservable input used in the fair value measurement of the Company's structured settlements measured at fair value using unobservable inputs (Level *3*) is the discount rate. The inputs comprising the discount rate include A-rated U.S. Financial yield curve, plus illiquidity spread, and cash flows of the portfolio are adjusted to take into consideration survival probabilities, if applicable.

The changes in financial instruments at fair value using significant unobservable inputs (Level *3*) during the *three* months ended *December 31, 2016* were as follows:

	Structured Settlement
Balance at September 30, 2016	$*86,091,000*
Fair value adjustment	*(3,611,000*)

Total gains included in earnings	*1,598,000*
Purchases	*4,595,000*
Interest accreted	*1,567,000*
Payments received	*(1,963,000*)
Total	$*88,277,000*
The amount of total losses for the three month period included in earnings attributable to the change in unrealized losses relating to assets held at December 31, 2016	$*(1,682,000*)

36

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *16—Fair* Value of Financial Measurements and Disclosures (continued)

Realized and unrealized losses included in earnings in the accompanying consolidated statements of operations for the *three* months ended *December 31, 2016* are reported in the following revenue categories:

Total losses included in the three months ended December 31, 2016	$*(1,682,000*)
Change in unrealized losses relating to assets still held at December 31, 2016	$*(1,682,000*)

Note *17*—Segment Reporting

The Company operates through strategic business units that are aggregated into *three* reportable segments: consumer receivables, personal injury claims, and GAR. 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.

- *Personal injury claims (Equity Method of Accounting)* – Pegasus Funding, LLC, purchases interests in personal injury 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 claim. Effective *January 2017,* Simia commenced funding personal injury settlement claims while Pegasus will *not* fund any new advances, and will remain in operation to liquidate its current portfolio of advances.

- *Social Security benefit advocacy* – GAR Disability Advocates is an advocacy group which represents individuals nationwide in their claims for social security disability and supplemental security income benefits from the Social Security 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, available-for-sale securities, property and equipment, goodwill, deferred taxes and other assets.

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *17—Segment* Reporting *(continued)*

The following table shows results by reporting segment for the *three* month periods ended *December 31, 2016* and *2015.*

The Company eliminates any revenue between the segments.

(Dollars in millions)	**Consumer Receivables**	**GAR Disability Advocates**	**(Equity Investment) Personal Injury Claims**(2)	**Corporate**(3)		**Total**
Three Months Ended December 31, 2016:						
Revenues	$ *4.1*	$ *1.4*	$ *—*	$ *—*		$*5.5*
Other income	*—*	*—*	*—*	*0.4*		*0.4*
Segment profit (loss)	*3.2*	*(0.9*)	*0.4*	*(3.7* *)*		*(1.0*)
Segment Assets(1)	*17.6*	*1.4*	*49.2*	*188.3*	***(4)***	*256.5*
2015:						
Revenues	*5.1*	*0.7*	*—*	*—*		*5.8*
Other income	*—*	*—*	*—*	*0.4*		*0.4*
Segment profit (loss)	*4.7*	*(1.8*)	*1.5*	*(2.5* *)*		*1.9*
Segment Assets(1)	*24.8*	*2.4*	*36.42*	*174.2*	***(4)***	*237.8*

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 records Pegasus as an equity investment in its consolidated 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 *$94.5* million and *$74.6* million of assets related to discontinued operations as of *December 31, 2016* and *2015,* respectively.

38

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *18* - Accumulated Other Comprehensive (Loss) Income

Accumulated other comprehensive (loss) income consists of:

	Three Months ended December 31, 2016			**Year Ended September 30, 2016**		
	Unrealized gain (loss) on marketable securities	Foreign currency translation, net	Total	Unrealized gain (loss) on marketable securities	Foreign currency translation, net	Total
Beginning Balance	$*624,000*	$ *179,000*	$*803,000*	$*(205,000*)	$ *225,000*	$*20,000*
Change in unrealized (losses) gains on foreign currency translation, net of tax benefit/(expense) of ($12,000) and $25,000 at December 31 2016, and September 30, 2016, respectively.	-	*18,000*	*18,000*	-	*(46,000*)	*(46,000*)
Change in unrealized (losses) gains on marketable securities, net of tax benefit/ (expense) of $826,000 and ($529,000) at December 31 2016, and September 30, 2016, respectively.	*(1,239,000*)	-	*(1,239,000*)	*867,000*	-	*867,000*
Amount reclassified from accumulated other comprehensive loss, net of tax benefit of $18,000 and $24,000 at December 31 2016, and September 30, 2016, respectively.	*(27,000*)	-	*(27,000*)	*(38,000*)	-	*(38,000*)

Net current-period other comprehensive (loss) income	*(1,266,000)*	*18,000*	*(1,248,000)*	*829,000*	*(46,000*)	$*783,000*
Ending balance	$*(642,000*)	$*197,000*	$*(445,000*)	$*624,000*	$*179,000*	$*803,000*

Note *19*—Related Party Transactions

On *September 17, 2015,* the Company and Piccolo Business Advisory ("Piccolo"), which is owned by Louis Piccolo, a director of the Company, entered into a Consulting Agreement, pursuant to which Piccolo provides consulting services which included, but is *not* limited to, analysis of proposed debt and equity transactions, due diligence and financial analysis and management consulting services ("services"). The Consulting Agreement is for a period of *two* years, which ends on *September 17, 2017.* For the *three* months ended *December 31, 2016,* the Company booked a liability of *$20,000* to Piccolo for such services which was paid on *January 6, 2017.*

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 *six* 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. Pegasus paid ALP *$33,000* for the *three* months ended *December 31, 2016.*

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* months ended *December 31, 2016* and *2015,* the Company paid Fortress *$100,000* and *$42,000,* respectively. As of *December 31, 2016* and *September 30, 2016,* the Company had a liability due to Fortress of *$0.7* million and *$0.8* million, respectively.

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *20—Subsequent* Events

Mangrove Matter

On *March 22, 2016,* Mangrove a Company shareholder commenced a tender offer on the Company's common stock. See Note *15* - Stockholders' Equity.

On *January 6, 2017,* the Company entered into a settlement agreement (the “Settlement Agreement”) with Mangrove and, for limited purposes stated therein, Gary Stern, Ricky Stern, Emily Stern, Arthur Stern, Asta Group, Incorporated and GMS Family Investors LLC (collectively, the “ Stern Family ”).

The Settlement Agreement provided that, within *ten* business days following the date of the Settlement Agreement, the Company will commence a self-tender offer (“ Tender Offer ”) to repurchase for cash *5,314,009* shares of its common stock at a purchase price of *$10.35* per share. The Tender Offer will expire *no* later than *February 28, 2017.* Pursuant to the Settlement Agreement, Mangrove will tender its *4,005,701* shares for purchase by the Company. The Stern Family has agreed *not* to tender any of their shares in the Tender Offer. In addition, pursuant to a securities purchase agreement dated *January 6, 2017* between Mangrove and Gary Stern (the “Purchase Agreement”), Gary Stern will purchase any remaining shares owned by Mangrove *eleven* business days following the closing of the Tender Offer for *$10.35* per share.

The Settlement Agreement includes customary standstill and related provisions. Mangrove and the Company also agreed on a mutual release of claims. Additionally, the Company indemnified Mangrove from and against any excise tax imposed as a result of this Settlement Agreement.

The Settlement Agreement was terminable by either the Company or Mangrove by written notice at any time after the close of business on the *second* anniversary of the Settlement Agreement. The Settlement Agreement will also terminate if the Tender Offer does *not* close on or before *February 28, 2017* or the Company amends the terms of the Tender Offer in a manner adverse to Mangrove.

In connection with the Settlement Agreement, the Company also entered into a Voting Agreement dated *January 6, 2017 (*the " Voting Agreement ") with Gary Stern, Ricky Stern, Emily Stern, Asta Group, Incorporated and GMS Family Investors LLC (collectively, the " Stern Stockholders "). The Voting Agreement provides that the Stern Stockholders will *not* have the right to vote more than *49%* of the Company's total outstanding shares, and any additional shares held by the Stern Stockholders will be voted in a manner proportionate to the votes of the outstanding shares *not* held by the Stern Stockholders.

On *January 19, 2017,* the Company commenced a self-tender offer to purchase for cash up to *5,314,009* shares of its common stock at a purchase price of *$10.35* per share, less applicable withholding taxes and without interest. The Company made the tender offer pursuant to the Settlement Agreement dated as of *January 6, 2017,* by and among the Company, Mangrove and certain of their respective affiliates, pursuant to which Mangrove and its affiliates would tender their *4,005,701* shares. The tender offer would reduce the number of shares in the public market.

If more than *5,314,009* shares had been tendered, the Company would have purchased all tendered shares on a pro rata basis, subject to the conditional tender provisions described in the Offer to Purchase. Pursuant to the Settlement Agreement, Gary Stern (or his permitted assignees) had unconditionally agreed to purchase from Mangrove and its affiliates any shares owned by Mangrove and its affiliates that the Company did *not* purchase in the tender offer.

The tender offer expired on *February 15, 2017,* at *11:59* p.m., New York City time. Based on the final count by American Stock Transfer & Trust Company, LLC ("AMSTOCK"), the depositary for the tender offer, a total of approximately *6,022,253* shares of the Company's common stock were validly tendered and *not* validly withdrawn. Because the tender offer was oversubscribed by *708,244* shares, the Company purchased only a prorated portion of the shares properly tendered by each tendering stockholder. The depositary had informed the Company that the final proration factor for the tender offer was approximately *88.24%* of the shares validly tendered and *not* validly withdrawn. AMSTOCK promptly issued payment for the *5,314,009* shares accepted pursuant to the tender offer and returned all other shares tendered and *not* purchased. The shares acquired represented approximately *44.7%* of the total number of shares of the Company's common stock issued and outstanding as of *February 6, 2017.* As a result of this tender offer, the Company recorded during the *second* quarter of fiscal year *2017* an additional *$54.2* million in treasury stock, and *$797,000* was charged to general and administrative expenses in the consolidated statements of operations which represent the excess of the current market price of the Company's common stock on *January 18, 2017* of *$10.20* per share. Additionally, the Ricky Stern Family *2012* Trust (as Gary Stern's permitted assignee), acquired *471,086* Shares under the Purchase Agreement on *March 10, 2017* for *$4.9* million.

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *20—Subsequent* Events (Continued)

Simia

Effective *November 11, 2016,* the Company entered into a *five* year employment agreement with Mr. Preece that *may* be terminated with or without “cause” (as defined in the Employment Agreement) and *may* resign with or without “good reason” (as defined in the Employment Agreement). If Mr. Preece is terminated without “cause” or resigns for “good reason” he will receive severance equal to *two* years of his base salary. See Note *5* - Litigation Funding.

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, will undertake the responsibilities of Simia’s Chief Executive Officer. *No* amounts were paid to Mr. Preece under the severance or bonus provisions of his contract.

Pegasus

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 is confirmed and can review the case. As of *June 30, 2017* there was approximately *$24.7* million in cash that was restrained under the Emergent Award, and is classified as restricted on the Company's consolidated balance sheet. The Company has as equity method investment in Pegasus. See Note *5* - Litigation Funding.

On *July 17, 2017,* an arbitration panel was confirmed, and a hearing date has been 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 *$1,800,000.* As a result of the execution of the Purchase Agreement, ASFI became the owner of *100%* of the limited liability company interests of Pegasus.

As a result of the purchase of the Seller's *20%* interest in Pegasus on *January 12, 2018* under the Purchase Agreement, beginning with the quarter ended *March 31, 2018,* the Company will consolidate the financial statements of Pegasus. The Company currently accounts for its investment in Pegasus under the equity method of accounting. See Note *5* - Litigation Funding.

Legal Matters

A competitor of the Company's former subsidiary CBC Settlement Funding, LLC ("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 by the Company of $500,000 on or about November 22, 2017, in exchange for a complete release.

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.

On *January 23, 2018,* the Company paid *$2.3* million as a global settlement in conjunction with the punitive 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. See Note *9* - Commitments and Contingencies.

Special Dividend

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.

IRS Examination

The Company's amended federal tax return for the year ended *September 30, 2014* and *2015* is currently being audited by the Internal Revenue Service.

Table of Contents

ASTA FUNDING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) (Restated)

Note *20—Subsequent* Events (Continued)

US Tax Reform

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%.* This rate reduction is expected to have a significant impact on our provisions for income taxes for periods beginning after *September 30, 2017,* including a *one*-time impact resulting from the revaluation of our deferred tax assets and liabilities to reflect the new lower rate. While we have *not* yet determined the net amount of the revaluation, we expect that it will be a significant component of our income tax provision for the *first* quarter of fiscal *2018.*

Table of Contents

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

Caution Regarding Forward Looking Statements

This Amendment 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 Amendment, 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 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/A for the fiscal year ended September 30, 2016.

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

All management's discussion and analysis has been revised to reflect the restatements discussed in Note 1 – Restatement of Financial Statements in the Company's notes to consolidated financial statements.

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 XIX"), VATIV Recovery Solutions LLC ("VATIV"), ASFI Pegasus Holdings, LLC ("APH"), EMIRIC, LLC ("EMIRIC"), Fund Pegasus, LLC ("Fund Pegasus"), GAR Disability Advocates, LLC ("GAR Disability Advocates"), Five Star Veterans Disability, LLC ("Five Star"), Simia Capital, LLC ("Simia") and other subsidiaries, 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 50% controlled, 80% owned, equity investment in Pegasus Funding, LLC ("Pegasus") and our wholly owned subsidiary Simia, social security and disability advocates 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. The Company started out in the consumer receivable business in 1995 as a subprime auto lender. The 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. Our efforts in this area have been in the international arena as we have discontinued our active purchasing of consumer receivables in the United States since 2010. 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.

GAR Disability Advocates is a social security disability advocacy firm. GAR Disability Advocates assists claimants in obtaining long term disability and supplemental security benefits from the Social Security Administration.

Pegasus provides 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.

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"), which expired at the end of December 2016. Pegasus continues to remain in operation to collect its current portfolio of advances, but will not fund any new advances after December 28, 2016. Simia is operated by a new management team, with significant experience in the personal injury funding business.

Table of Contents

On December 13, 2017, the Company sold all of the issued and outstanding equity capital of CBC Settlement Funding, LLC ("CBC") its wholly owned subsidiary engaging in structured settlements. As a result of this sale 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 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 8 - Discontinued Operations in the Company's notes to the consolidated financial statements.

The Company operates principally in the United States in three reportable business segments: consumer receivables (domestic and foreign), 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 (Equity Method of Accounting) – Pegasus Funding, LLC, purchases interests in personal injury 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 claim. Effective January 2017, Simia commenced funding personal injury settlement claims while Pegasus will not fund any new advances, and will remain in operation to liquidate its current portfolio of advances.

- *Social Security benefit advocacy* – GAR Disability Advocates is a social security disability advocacy group, which obtains and represents individuals in their claims for social security disability and supplemental security income benefits from the Social Security Administration. The Company generates revenue from fees charged to claimants for securing such benefits.

The consumer receivables segment and the social security benefit advocacy segment each accounted for 10% or more of consolidated net revenue for the three month periods ended December 31, 2016 and December 31, 2015. The personal injury claims segment is accounted for under the equity method. The following table summarizes total revenues by percentage from the two lines of business for the three month periods ended December 31, 2016 and 2015:

	Three Month Periods Ended December 31,	
	2016	**2015**
Finance income (consumer receivables)	75.2 %	88.6 %
Social Security benefit advocacy	24.8 %	11.4 %
Total revenues	100.0%	100.0%

Table of Contents

Information about the results of each of the Company's reportable segments for the three month periods ended December 31, 2016 and 2015, reconciled to the 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**	**GAR Disability Advocates**	**(Equity Investment) Personal Injury Claims (2)**	**Corporate(3)**		**Total**
Three Months Ended December 31, 2016:						
Revenues	$ 4.1	$ 1.4	$ —	$ —		$5.5
Other income	—	—	—	0.4		0.4
Segment profit (loss)	3.2	(0.9)	0.4	(3.7)		(1.0)
Segment Assets(1)	17.6	1.4	49.2	188.3	(4)	256.5
2015:						
Revenues	5.1	0.7	—	—		5.8
Other income	—	—	—	0.4		0.4
Segment profit (loss)	4.7	(1.8)	1.5	(2.5)		1.9
Segment Assets(1)	24.8	2.4	36.4	174.2	(4)	237.8

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 records Pegasus as an equity investment in its consolidated 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 $94.5 million and $74.6 million of assets related to discontinued operations as of December 31, 2016 and 2015, respectively.

Consumer Receivables

The consumer receivable portfolios generally consist of one or more of the following types of consumer receivables (domestic and foreign):

- *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.

Currently, we have been purchasing receivables in the international market 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, 50% controlled in Pegasus. “PLF”, an unrelated third party, holds the other 20% interest. The Company accounts for this investment under the equity method of accounting. See Note 5 - Equity Method Investment. The Company is committed to loan up to $22.4 million per year to Pegasus for a term of five years, all of which is secured by the assets of Pegasus. These loans will provide 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 are distributed at 80% to the Company and 20% to PLF. These distributions are 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, terminates on December 28, 2016. The Term Sheet amends certain provisions to Pegasus’ Operating Agreement dated as of December 28, 2011 and governs the terms relating to the liquidation of the existing Pegasus portfolio.

Pursuant to the Term Sheet, the parties agreed that Pegasus will continue in existence to collect advances on its Portfolio. The Company will fund overhead expenses relating to its 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 will be allocated 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 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 will 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.

On November 11, 2016, the Company formed Simia, a wholly 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 PLF. As of December 31, 2016, the carrying value of its equity investment in Pegasus was approximately $49.1 million.

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 December 31, 2016, BPCM has invested $2.5 million, net of reserve charges, in cases managed by this Venture.

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 2016, 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, 2016, BPCM extended its revolving line of credit with BP Divorce Funding until March 31, 2017, at substantially the same terms as the September 2014 amendment.

Table of Contents

Social Security Benefit Advocacy Business

GAR Disability Advocates is a social security disability advocacy group, which represents individuals in their claims for social security disability and supplemental security income benefits from the Social Security 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 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. 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 our sale of CBC, 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.

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

Table of Contents

Results of Operations

Three Months Ended December 31, 2016, Compared to the Three-Months Ended December 31, 2015

Finance income. For the three months ended December 31, 2016, finance income decreased $1.0 million, or 19.6%, to $4.1 million from $5.1 million for the three months ended December 31, 2015. The decrease in finance income is due to decreasing collections on older zero basis portfolios and the new foreign portfolios purchased in Peru and Colombia that are substantially in the cost recovery stage. During the three months ended December 31, 2016 and 2015, the Company purchased $35.0 million and $97.7 million of face value portfolios at a cost of $2.2 million and $4.4 million, respectively. Net collections for the three months ended December 31, 2016 decreased 15.9% to $6.2 million from $7.4 million for the three months ended December 31, 2015. For the three months ended December 31, 2016, gross collections decreased 6.9% or $0.8 million to $11.4 million from $12.2 million for the three months ended December 31, 2015. For the three months ended December 31, 2016 commissions and fees associated with gross collections from our third party collection agencies and attorneys increased 6.7% or $0.3 million to $5.2 million from $4.9 million for the three months ended December 31, 2015. Commissions and fees amounted to 45.6% of gross collections for the three months ended December 31, 2016, compared to 39.8% for the three months ended December 31, 2015 resulting from higher percentage of commissionable collections in the current year.

Social security benefit advocacy fee income. Disability fee income increased $0.7 million, or 105.5%, to $1.4 million for the three months ended December 31, 2016 from $0.7 million for the three months ended December 31, 2015, due to an increase in disability claimants cases closed with the Social Security Administration during the current year period.

Earnings (loss) from equity method investee. Earnings from equity method investment decreased $1.1 million, or 73.3%, to earnings of $0.4 million for the three months ended December 31, 2016 from earnings of $1.5 million for the three months ended December 31, 2015, due to reduced interest income and bad debt write downs on personal injury claimant advances.

Other income. The following table summarizes other income for the three months ended December 31, 2016 and 2015:

	December 31,	
	2016	**2015**

Interest and dividend income	$296,000	$310,000
Realized gain	133,000	16,000
Other	22,000	66,000
	$451,000	$392,000

General and administrative expenses. For the three months ended December 31, 2016, general and administrative expense increased $1.6 million, or 27.3%, to $7.3 million from $5.7 million for the three months ended December 31, 2015, primarily due to an increase in professional fees of $1.3 million and outside services of $0.3 million, primarily related to the Mangrove matter.

Segment profit – Consumer Receivables. Segment profit decreased $1.5 million to $3.2 million for the three months ended December 31, 2016 from $4.7 million for the three months ended December 31, 2015, as a result of decreased revenue, $1.0 million, and higher collection expense in the current year period.

Segment loss – GAR Disability Advocates. The Segment loss was $0.9 million for the three months ended December 31, 2016 as compared to a $1.8 million segment loss for the three months ended December 31, 2015. This reduced loss of $0.9 million in the current fiscal year is primarily the result of higher revenues and a reduction in overhead expenses.

Discontinued Operations. Structured settlement income of $0.2 million includes $1.7 million of unrealized losses and $1.9 million of interest income for the three months ended December 31, 2016. Structured settlement income of $2.8 million included $1.5 million of unrealized gains and $1.3 million of interest income for the three months ended December 31, 2015. This decrease in income is the result of a reduction in fair value of $3.3 million during the current year. Unrealized losses on structured settlements is comprised of both unrealized losses 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 $1.7 million of unrealized losses recognized for the three months ended December 31, 2016, approximately $2.1 million is due to day one gains on new structured settlements financed during the period, offset by a decrease of $0.5 million in realized gains recognized as interest income on structured settlements and a reduction in fair value of $3.3 million during the period. There were no other changes in assumptions during the period. All of the revenue associated with CBC is recorded in income (loss) from discontinued operations in the Company's consolidated statements of operations.

Loss from discontinued operations was $1.3 million for the three months ended December 31, 2016 compared to income from discontinued operations of $0.3 million for the three months ended December 31, 2015. The $1.6 million decrease is a result of higher revenues derived from the increased investment in structured settlements, offset by higher interest costs, reduction in the fair value of structured settlements of $3.3 million and benefit of income taxes of $1.2 million during the current year.

Table of Contents

Income tax (benefit) expense. Income tax expense, consisting of federal, state and foreign components, for three months ended December 31, 2016, was $0.7 million as compared to $0.6 million tax expense for the three months ended December 31, 2015.

Net (loss) income. As a result of the above, the Company had a net loss for the three months ended December 31, 2016 of $2.9 million compared to $1.6 million in net income for the three months ended December 31, 2015.

The Company had a net loss from continuing operations for the three months ended December 31, 2016 of $1.7 million compared to $1.3 million in net income from continuing operations for the three months ended December 31, 2015.

The Company had a net loss from discontinued operations for the three months ended December 31, 2016 of $1.3 million compared to $0.3 million in net income from discontinued operations for the three months ended December 31, 2015.

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 personal injury claims and structured settlement business segments. Our primary uses of cash include repayments of debt and associated interest payments, purchase of structured settlement and advances of personal injury claims, costs involved in the collection of consumer receivables, taxes and to support day-to-day operations of the Company.

Receivables Financing Agreement

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 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, 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 Receivables Financing Agreement. 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 Receivables Financing Agreement (“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 December 31, 2016, the Company recorded a liability to BMO of approximately $0.2 million. The funds were subsequently remitted to BMO on January 10, 2017. 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, and Bank Hapoalim, as agent and lender. The Loan Agreement provides for a $20 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 is 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 includes covenants that require the Company to maintain a minimum net worth of $150 million and pay an unused line fee. The facility is secured pursuant to a Security Agreement among the parties to the Loan Agreement. 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 No Net Loss requirement from a quarterly to an annual basis. All other terms of the original agreement remain in effect. There is a $8.2 million aggregate balance on deposit at Bank Hapoalim which has been reclassified as restricted cash in the consolidated balance sheet since these assets serve as collateral for the line of credit. As of December 31, 2016, the Company had not used this facility.

Tender Offer of Company Common Shares

On March 22, 2016, MPF InvestCo 4, LLC, a wholly owned subsidiary of The Mangrove Partners Master Fund, Ltd. (“Mangrove”), filed a Tender Offer Statement with the SEC, announcing the commencement of an unsolicited tender offer to acquire up to 3,000,000 shares of Asta common stock at price of $9.00 per share (“the Mangrove Offer”). The Mangrove Offer was sent to the holders of common stock of the Issuer. If the Offer were subscribed, the Mangrove Offer would represent approximately 25.0% of the issued and outstanding shares and would result in Mangrove owning an aggregate of approximately 5,102,427 shares, which would have represented approximately 42.5% of issued and outstanding shares, based on the 12,011,476 shares, issued and outstanding as of March 31, 2016.

On March 31, 2016, the Company announced that its Board, after careful consideration and in consultation with a special committee of the Board and its financial and legal advisors, unanimously determined to recommend that shareholders reject the Mangrove Offer. Furthermore, the Company announced its intention to commence an issuer tender offer for 3,000,000 shares of Asta common stock pursuant to a "Dutch Auction" format at a price range of $9.50 to $10.25 per share.

On April 11, 2016, the Company commenced a Tender Offer to purchase of up to 3,000,000 shares of its common stock, par value $0.01 per share, pursuant to auction tenders at prices specified by the tendering shareholders of not greater than $10.25 per share nor less than $9.50 per share. The expiration date for the Company's Tender Offer was May 12, 2016. On that date, the Company repurchased 274,284 shares at a price of $10.25 per share, for an aggregate cost of $2,811,411.

On April 15, 2016, MPF InvestCo 4, LLC and Mangrove amended its previously announced unsolicited tender offer to acquire up to 3,000,000 shares of Asta's common stock, increasing the price per share from $9.00 to $9.50, and extending the expiration date to May 9, 2016. In addition, the amendment added certain additional conditions to Mangrove's obligation to consummate its offer. On April 21, 2016, the Company's Board unanimously reaffirmed its recommendation to shareholders that they reject the unsolicited offer, citing the fact that the increased offer was still at the bottom of the range in the Company's self-tender, as described above. On April 26, 2016, Mangrove announced the termination of its Tender Offer, which had been due to expire on May 9, 2016. Mangrove stated that it had terminated its offer because it determined that a condition of the offer would not be satisfied. None of the shares of the Company's common stock were purchased under the Mangrove offer.

On May 25, 2016, the Company entered into a Mutual Confidentiality Agreement (the "Agreement") with Mangrove Partners ("Mangrove"), pursuant to which Mangrove and the Company agreed to (1) provide certain Confidential Information (as defined below) to the other party to the Agreement and the other party's representatives, (2) the confidentiality of the Confidential Information, and (3) certain restrictions on the activities of the parties to the Agreement.

Pursuant to the Agreement, the Company agreed to make available to Mangrove and its representatives certain confidential information relating to the Company or its subsidiaries, and Mangrove has agreed to make available to the Company and its representatives certain confidential information relating to Mangrove and its affiliates (collectively, the "Confidential Information"). The Company and Mangrove agreed not to disclose the Confidential Information, and to cause each of their representatives, respectively, not to disclose the Confidential Information, except as required by law. Pursuant to the Agreement, the Company provided information requested by Mangrove to one or more of Mangrove's representatives and such representatives prepared summaries of such information (the "Summaries"). Following the Company's approval of the Summaries, the approved Summaries were provided to Mangrove. The Company has agreed to release the approved Summaries publicly on or prior to the end of the Extended Period (as defined in the Agreement), to the extent that the information contained in the Summaries has not already been disclosed.

Further, under the terms of the Agreement, Mangrove and the Company have agreed to certain restrictions during the Discussion Period, which began on May 25, 2016 and the Extended Period (each as defined in the Agreement), including that, unless consented to by the other party to the Agreement or required by applicable law, neither party will, and shall cause its affiliates and representatives not to, (i) commence any litigation against the other party, (ii) make any filing with the Securities and Exchange Commission of proxy solicitation materials, preliminary proxy statement, definitive proxy statement or otherwise or call any annual or special meeting of stockholders of the Company, (iii) publicly refer to: (a) the Confidential Information or Discussion Information (as defined in the Agreement), (b) any annual or special meetings of stockholders of the Company or (c) any prior discussions between the parties, including in any filing with the Securities and Exchange Commission (including any proxy solicitation materials, preliminary proxy statement, definitive proxy statement or otherwise), in any press release or in any other written or oral disclosure to a third party, (iv) make any purchases of the Company’s securities, including, but not limited to, pursuant to any stock buyback plans, tender offers, open-market purchases, privately negotiated transactions or otherwise, (v) make any demand under Section 220 of the Delaware General Corporation Law, (vi) make or propose to make any amendments to the Company’s Certificate of Incorporation, as amended, or By-laws, as amended, (vii) adopt, renew, propose or otherwise enter into a Shareholder Rights Plan with respect to the Company’s securities, (viii) adopt or propose any changes to the Company’s capital structure or (ix) negotiate, discuss, enter into, propose or otherwise transact in any extraordinary transactions with respect to the Company, outside the ordinary course of business, including, but not limited to, any mergers, asset sales or asset purchases.

On November 21, 2016, Mangrove notified the Company that they were terminating the Agreement with the Company. Upon termination of the Discussion Period, the Agreement provides for a period of thirty (30) days thereafter, the Extended Period. Throughout the Extended Period of the Agreement, the parties are subject to the standstill provisions of the Agreement. Following the Discussion Period and the Extended Period, nothing in the Agreement shall prohibit any party from taking any of the activities referred to as the Restricted Activities, and specifically nothing shall restrict Mangrove or its representatives from calling a special meeting, nominating one or more candidates to serve as directors of the Company or commencing, or announcing its intention to commence, a “solicitation” of “proxies” (as such terms are used in Regulation 14A of the Securities Exchange Act of 1934, as amended) to vote with respect to any meeting of stockholders of the Company. The effective termination date of this Agreement was January 6, 2017.

On January 19, 2017 the Company commenced a self-tender offer to purchase for cash up to 5,314,009 shares of its common stock at a purchase price of $10.35 per share, less applicable withholding taxes and without interest. The NASDAQ closing price of the Company's common stock on January 18, 2017, was $10.20 per share.

If more than 5,314,009 shares had been tendered, the Company would have purchased all tendered shares on a pro rata basis, subject to the conditional tender provisions described in the Offer to Purchase. Pursuant to the Settlement Agreement, Gary Stern (or his permitted assignees) had unconditionally agreed to purchase from Mangrove and its affiliates any shares owned by Mangrove and its affiliates that the Company did not purchase in the tender offer.

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 advances 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 are distributed based on the ownership percentage of the parties — Asta Funding, Inc. 80% and PLF, 20%. The Company accounts 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 terminates on December 28, 2016. The Term Sheet amends certain provisions to Pegasus' operating agreement dated as of December 28, 2011 (as amended, the "Operating Agreement") and governs the terms relating to the collection of its existing Pegasus portfolio (the "Portfolio").

Pursuant to the Term Sheet, the parties agreed that Pegasus will continue in existence in order to collect advances on its existing Portfolio. The Company will 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 will be allocated 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 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 will 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. Additionally, on January 12, 2018, ASFI , a subsidiary of the Company, entered into a Membership Interest Purchase Agreement with PLF. 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 $1,800,000. As a result of the execution of the Purchase Agreement, ASFI became the owner of 100% of the limited liability company interests of Pegasus.

On November 11, 2016, the Company announced that it will continue its personal injury claims funding business through the formation of a wholly owned subsidiary, Simia. In connection with its formation, Simia entered into an employment agreement with Patrick F. Preece to serve as its Chief Executive Officer.

Divorce Funding

On May 8, 2012, the Company formed EMIRIC, a wholly owned subsidiary of the Company. EMIRIC entered into a joint venture with California-based Balance Point Divorce Funding, LLC (“BP Divorce Funding”) to create 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 provides a $1.5 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. The term of the loan was to end in May 2014, but had been extended to August 2016. Effective August 14, 2016, the Company extended its revolving line of credit with Balance Point until March 31, 2017, at substantially the same terms as the September 14, 2014 amendment. The revolving line of credit is collateralized by BP Divorce Funding’s profit share in BPCM and other assets.

Table of Contents

Discontinued Operations – CBC Acquisition

On December 31, 2013, the Company acquired 80% ownership of CBC and its affiliate, CBC Management Services, LLC for approximately $5.9 million. At the closing, the operating principals of CBC, namely William J. Skyrm, Esq. and James Goodman, were each issued a 10% interest in CBC. In addition, the Company agreed to provide financing to CBC of up to $5 million, amended to $7.5 million in March 2015. Through the transaction we acquired structured settlements valued at $30.4 million and debt that totaled $23.4 million, consisting of $9.6 million of a revolving line of credit with a financial institution and $13.8 million of non-recourse notes issued by CBC's subsidiaries. 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 fair market value of $7.95 per share and $400,000 in cash. An aggregate of 123,304 shares of restricted stock was issued. As of December 31, 2016, CBC had structured settlements valued at $88.3 million and debt of $71.6 million, consisting of a $15.3 million line of credit and an aggregate of 56.3 million of non-recourse notes.

Cash Flow

At December 31, 2016, our cash, including restricted cash decreased $4.4 million to $11.9 million from $16.3 million at September 30, 2016 .

Net cash used in operating activities was $5.3 million during the three month period ended December 31, 2016, as compared to $1.5 million used in operating activities for the three month period ended December 31, 2015, primarily resulting from a $5.0 million change in income taxes receivable. Net cash used in investing activities was $3.3 million during the three month period ended December 31, 2016, as compared to $3.9 million provided by investing activities during the three month period ended December 31, 2015. The change in cash in investing activities is primarily due to higher proceeds from sale of available for sale Securities in the prior year period. Net cash provided by financing activities was $4.1 million during the three month period ended December 31, 2016, as compared to $2.9 million used in financing activities in the same 2015 period. The change is primarily related to the purchase of $7.2 million in treasury stock during 2015.

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, 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. The Company will use a portion of its cash and cash equivalents on hand to fund the purchase of shares in the tender offer.

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

As of December 31, 2016, we did not have any relationships with unconsolidated entities or financial partners, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

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. Given the changes in the Company's business management is continuing to assess this new standard and the impact it will have on accounting for its revenues.

In January 2016, the FASB issued ASU No. 2016-01, 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 Company is currently evaluating the impact this update will have on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) to amend lease accounting requirements and requires entities to generally recognize on the balance sheet operating and financing lease liabilities and corresponding right-of-use assets. The new standard will require significant additional disclosures about the amount, timing and uncertainty of cash flows from leases. The standard update is effective for fiscal years beginning after December 15, 2018 and interim periods within those years and early adoption is permitted. The standard is to be applied using a modified retrospective approach and includes a number of optional practical expedients that entities may elect to apply. The Company is currently evaluating the impact of adopting this update on its consolidated financial statements and expects that most of its operating leases will be recognized as operating lease liabilities and right-of-use assets upon adoption.

In March 2016, the FASB issued ASU No. 2016-09, 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, 2016, including interim periods within that reporting period. The Company is currently evaluating the impact this update will have on its 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 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.

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. At December 31, 2016, the debt associated with our acquisition of CBC, had a balance of approximately $71.6 million, consisting of $15.3 million through a line of credit, at a rate of LIBOR plus 3%, with a floor of 4.1%, from a financial institution, and $56.3 million of notes at varying rates, from 4.85% to 8.75%, issued by CBC’s subsidiaries. At December 31, 2016, the LIBOR rate was 0.77167%. Thus, a 25 basis point change in the LIBOR rate would have had an immaterial impact on the CBC line of credit interest expense, while above the floor rate (4.02167%) would have an effect less than a month. The Company sold CBC on December 13, 2017, and presents the entity as a discontinued operation in its consolidated financial statements.. We do not currently invest in derivative financial or commodity instruments.

The Company sold CBC on December 13, 2017, and presents the entity as a discontinued operation in its consolidated financial statements.

Item 4. Controls and Procedures (restated)

a. Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

In connection with the preparation of this Amendment, our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, re-evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2016. Based on that re-evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of December 31, 2016 due to the existence of the material weaknesses in internal control over financial reporting described below (which we view as an integral part of our disclosure controls and procedures).

1. The Company lacked a process to review key inputs into the period end valuation using underlying benchmark interest rates in determining fair value of the Company's structured settlements. The material weakness was first reported by the Company in its Quarterly Report on Form 10-Q/A (Amendment No. 1) for the quarter ended December 31, 2016, which was filed with the SEC on May 26, 2017, and was also identified as a material weakness in connection with the preparation of this Amendment.

Planned Remedial Actions:

Since the original determination regarding this material weakness, the Company retained and intends to continue to retain third-party specialists to perform independent valuations of its assets and liabilities, when warranted, particularly with respect to, those assets and liabilities which involve specific complex or intricate valuation techniques, and/or are outside the Company's traditional business model.

The Company plans on hiring additional personnel with financial reporting experience to supplement its existing accounting/finance department. Additionally, management will develop and train accounting/finance personnel in the use of formalized checklists, to identify key inputs associated with period end valuations.

2. 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 Amendment.

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,

Table of Contents

3. The Company did not maintain effective internal controls over regulatory compliance; specifically the Company did not have an effective whistleblower hotline or a formalized Foreign Corrupt Practices Act Policy.

Planned Remedial Actions:

While the Company has implemented a whistleblower hotline it believes will be effective, management will develop a formalized plan to test the independent system on a regular basis to ensure regulatory compliance.

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

4. 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.

5. 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.

6. 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 earnings.

The Company plans to appropriately reconcile the AOCI account in a timely manner to ensure that the proper amounts for foreign currency transactions are being recorded in the Company's financial statements.

b. Changes in Internal Controls over Financial Reporting.

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, re-evaluated our internal control over financial reporting to determine whether any changes occurring during the first quarter of fiscal year 2017 that have materially affected, or are reasonably likely to affect, our internal control over financial reporting, and have concluded that there have been no changes that occurred during such quarter 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

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. Currently, the Company has set up a reserve for settlement costs of $2.3 million to cover a class action lawsuit.

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 (restated)

For a discussion of our potential risks and uncertainties, see the information previously disclosed in Part I, Item 1A. “Risk Factors” in our Form 10-K/A. There have been no material changes to the risk factors disclosed in our Form 10-K/A.

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

None

Item 3. Default Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6. Exhibits (restated)

(a) Exhibits.

2.1	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).
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	Certificate of Designation of Series A Junior Preferred Stock of Asta Funding, Inc. (incorporated by reference to Exhibit 3.1 to Asta Funding, Inc.'s Current Report on Form 8-K filed August 24, 2012).
3.4	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).
3.5	Amendment to Amended and Restated Bylaws of Asta Funding, Inc. (incorporated by reference to Exhibit 3.1 to Asta Funding, Inc.'s Current Report on Form 8-K filed January 9, 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. 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.

Table of Contents

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: September 17, 2018	By: /s/ Gary Stern Gary Stern, President, Chief Executive Officer (Principal Executive Officer)
Date: September 17, 2018	By: /s/ Bruce R. Foster Bruce R. Foster, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

Table of Contents

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