

Edgar Filing: ANTHRACITE CAPITAL INC - Form 10-Q

ANTHRACITE CAPITAL INC  
Form 10-Q  
May 10, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q

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

For the quarterly period ended March 31, 2005

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 001-13937

ANTHRACITE CAPITAL, INC.  
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(Exact name of registrant as specified in its charter)

Maryland  
-----

(State or other jurisdiction of  
incorporation or organization)

13-3978906  
-----

(I.R.S. Employer  
Identification No.)

40 East 52nd Street, New York, New York  
-----

(Address of principal executive offices)

10022  
-----

(Zip Code)

(Registrant's telephone number including area code): (212) 810-3333

NOT APPLICABLE  
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(Former name, former address, and for new fiscal year; if changed since last  
report)

Indicate by check mark whether the registrant (1) has filed all  
reports required to be filed by Section 13 or 15(d) of the Securities Exchange  
Act of 1934 during the preceding 12 months (or for such shorter period that  
the registrant was required to file such reports), and (2) has been subject to  
such filing requirements for the past 90 days.

(1) Yes X No \_\_\_

(2) Yes X No \_\_\_

Indicate by check mark whether the registrant is an accelerated filer  
(as defined in Rule 12b-2 of the Exchange Act).

(1) Yes X No \_\_\_

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As of May 7, 2005, 53,305,202 shares of common stock (\$.001 par value per share) were outstanding.

ANTHRACITE CAPITAL, INC.  
FORM 10-Q  
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### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained herein constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to future financial or business performance, strategies or expectations. Forward-looking statements are typically identified by words or phrases such as "trend," "opportunity," "pipeline," "believe," "comfortable," "expect," "anticipate," "current," "intention," "estimate," "position," "assume," "potential," "outlook," "continue," "remain," "maintain," "sustain," "seek," "achieve" and similar expressions, or future or conditional verbs such as "will," "would," "should," "could," "may" or similar expressions. Anthracite Capital, Inc. (the "Company") cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made, and the Company assumes no duty to and does not undertake to update forward-looking statements. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

In addition to factors previously disclosed in the Company's Securities and Exchange Commission (the "SEC") reports and those identified elsewhere in this report, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance:

- (1) the introduction, withdrawal, success and timing of business initiatives and strategies;
- (2) changes in political, economic or industry conditions, the interest rate environment or financial and capital markets, which could result in changes in the value of the Company's assets;
- (3) the relative and absolute investment performance and operations of the Company's manager, BlackRock Financial Management, Inc. (the "Manager");
- (4) the impact of increased competition;
- (5) the impact of capital improvement projects;
- (6) the impact of future acquisitions and divestitures;
- (7) the unfavorable resolution of legal proceedings;
- (8) the extent and timing of any share repurchases;
- (9) the impact, extent and timing of technological changes and the adequacy of intellectual property protection;
- (10) the impact of legislative and regulatory actions and reforms and regulatory, supervisory or enforcement actions of government agencies relating to the Company, the Manager or The PNC Financial Services Group, Inc. ("PNC Bank");
- (11) terrorist activities, which may adversely affect the general economy, real estate, financial and capital markets, specific industries, and the Company and the Manager;
- (12) the ability of the Manager to attract and retain highly talented professionals.
- (13) fluctuations in foreign currency exchange rates; and

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- (14) the impact of changes to tax legislation and, generally, the tax position of the Company.

Forward-looking statements speak only as of the date they are made. The Company does not undertake, and specifically disclaims any obligation, to publicly release the result of any revisions which may be made to any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

### Part I - FINANCIAL INFORMATION

#### Item 1. Interim Financial Statements

Anthracite Capital, Inc. and Subsidiaries  
Consolidated Statements of Financial Condition  
(in thousands, except per share data)

	March 31, 2005 (Unaudited)
<hr style="border-top: 1px dashed black;"/>	
ASSETS	
Cash and cash equivalents	\$22,305
Restricted cash equivalents	17,100
Securities available-for-sale, at estimated fair value:	
Subordinated commercial mortgage-backed securities ("CMBS")	\$771,485
Residential mortgage-backed securities ("RMBS")	129,938
Investment grade securities	852,522
	<hr style="border-top: 1px dashed black;"/>
Total securities available-for-sale	1,753,945
Commercial mortgage loan pools, at amortized cost	1,307,035
Securities held-for-trading, at estimated fair value	216,292
Commercial mortgage loans, net	237,030
Equity investment in the Carbon Capital Funds	59,121
Investments in real estate joint venture	-
Other assets	60,499
	<hr style="border-top: 1px dashed black;"/>
Total Assets	\$3,673,327
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LIABILITIES AND STOCKHOLDERS' EQUITY	
Liabilities:	
Borrowings:	
Collateralized debt obligations ("CDOs")	\$1,067,764
Secured by pledge of subordinated CMBS	21,050
Secured by pledge of other securities available-for-sale and restricted cash equivalents	401,718
Secured by pledge of commercial mortgage loan pools	1,289,463
Secured by pledge of securities held-for-trading	207,861
Secured by pledge of commercial mortgage loans	121,549
	<hr style="border-top: 1px dashed black;"/>
Total borrowings	\$3,109,405
Payable for investments purchased	9,072
Distributions payable	15,821
Other liabilities	21,065
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Total Liabilities	\$3,155,363
<hr/>	
Commitments and Contingencies	
Stockholders' Equity:	
Common Stock, par value \$0.001 per share; 400,000 shares authorized;	
53,297 shares issued and outstanding in 2005;	
53,289 shares issued and outstanding in 2004	53
9.375% Series C Preferred Stock, liquidation preference \$57,500 in 2005 and 2004	55,435
Additional paid-in capital	579,010
Distributions in excess of earnings	(134,631)
Accumulated other comprehensive income	18,097
	<hr/>
Total Stockholders' Equity	517,964
	<hr/>
Total Liabilities and Stockholders' Equity	\$3,673,327
	<hr/> <hr/>

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

Anthracite Capital, Inc.  
Consolidated Statements of Operations (Unaudited)  
(in thousands, except per share data)

	For the Three Months Ended March 31, 2005	For the Three Months Ended March 31, 2004
	<hr/>	
Income:		
Interest from securities available-for-sale	\$33,341	
Interest from commercial mortgage loans	5,344	
Interest from commercial mortgage loan pools	13,552	
Interest from securities held-for-trading	2,170	
Earnings from real estate joint ventures	59	
Earnings from equity investments	2,605	
Interest from cash and cash equivalents	237	
	<hr/>	
Total income	57,308	
	<hr/>	
Expenses:		
Interest	35,143	
Interest - securities held-for-trading	1,361	
Management fee	2,579	
General and administrative expense	820	
	<hr/>	
Total expenses	39,903	
	<hr/>	
Other gain (losses):		

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Gain on sale of securities available-for-sale	10
Loss on securities held-for-trading	(1,372)
Foreign currency loss	(168)
Loss on impairment of asset	(159)
	-----
Total other loss	(1,689)
	-----
Net income	15,716
	-----
Dividends on preferred stock	1,348
	-----
Net income available to common stockholders	\$14,368
	=====
Net income per common share, basic:	\$0.27
	=====
Net income per common share, diluted:	\$0.27
	=====
Weighted average number of shares outstanding:	
Basic	53,294
Diluted	53,303

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

Anthracite Capital, Inc. and Subsidiaries  
Consolidated Statement of Changes in Stockholders' Equity (Unaudited)  
For the Three Months Ended March 31, 2005  
(in thousands)

	Common Stock, Par Value	Series C Preferred Stock	Additional Paid-In Capital	Distributions In Excess Of Earnings	Accumulated Other Comprehensive Income (Loss)
Balance at January 1, 2005	\$53	\$55,435	\$578,919	\$(134,075)	\$13,406
Net income				15,716	
Unrealized gain on cash flow hedges					25,004
Reclassification adjustments from cash flow hedges included in net income					1,716
Change in net unrealized gain (loss) on securities available-for-sale, net of reclassification adjustment					(22,029)

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Other Comprehensive income

Comprehensive Income

Dividends declared-common stock (14,924)

Dividends on preferred stock (1,348)

Issuance of common stock - 91

Balance at March 31, 2005 \$53 \$55,435 \$579,010 \$(134,631) \$18,097

Disclosure of reclassification adjustment:

Unrealized holding loss

Reclassification for realized gains previously recorded as unrealized

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

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

For the Three  
Months Ended  
March 31, 20

Cash flows from operating activities:

Net income \$15,71

Adjustments to reconcile net income to net cash provided by (used in) operating activities:

Net (purchase) sale of trading securities 15,25

Net loss on securities 1,36

Earnings from real estate joint ventures and equity investments (2,66

Loss on impairment of assets 15

Amortization of collateralized debt obligation issuance costs 52

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Premium amortization (discount accretion)	88
Unrealized net foreign currency gain	(78)
Decrease in other assets	14,23
(Decrease) increase in other liabilities	(12,13)
Net cash provided by (used in) operating activities	32,54
Cash flows from investing activities:	
Purchase of securities available-for-sale	(6,07)
Principal payments received on securities available-for-sale	11,03
Proceeds from sales of securities available-for-sale	
Funding of commercial mortgage loans	
Repayments received from commercial mortgage loans	25,36
Repayments received from commercial mortgage loan pools	2,20
Decrease (increase) in restricted cash equivalents	2,58
Distributions from joint ventures and equity investments	5,38
Investment in Carbon Capital Funds	
Net payments under hedging securities	(1,34)
Net cash provided by (used in) investing activities	39,15
Cash flows from financing activities:	
Net decrease in borrowings under reverse repurchase agreements and credit facilities	(51,40)
Repayments of borrowings secured by commercial mortgage loan pools	(5,36)
Issuance of collateralized debt obligations	
Repayments of collateralized debt obligations	(20)
CDO issuance costs	
Proceeds from issuance of common stock, net of offering costs	9
Dividends paid on common stock	(14,92)
Dividends paid on preferred stock	(1,34)
Net cash (used in) provided by financing activities	(73,15)
Net decrease in cash and cash equivalents	(1,45)
Cash and cash equivalents, beginning of period	23,75



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Cash and cash equivalents, end of period

-----  
\$22,30  
=====

Supplemental disclosure of cash flow information:

Interest paid

-----  
\$23,56  
=====

Investments purchased not settled

-----  
\$9,07  
=====

Investments sold not settled

-----  
\$  
=====

Supplemental schedule of non-cash investing and financing activities:  
Consolidation of the Controlling Class CMBS during the three months ended  
March 31, 2004:

Carrying value of assets acquired  
Liabilities assumed

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

Anthracite Capital, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (Unaudited)  
(In thousands, except per shares and share data)  
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Note 1 ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Anthracite Capital, Inc. (the "Company"), a Maryland corporation, is a real estate finance company that generates income based on the spread between the interest income on its commercial real estate securities and commercial real estate loans and the interest expense from borrowings used to finance its investments. The Company seeks to earn high returns on a risk-adjusted basis to support a consistent quarterly dividend. The Company has elected to be taxed as a Real Estate Investment Trust ("REIT") under the Internal Revenue Code of 1986 and, therefore, its income is largely exempt from corporate taxation. The Company commenced operations on March 24, 1998.

The Company's ongoing investment activities encompass two core investment activities:

- 1) Commercial Real Estate Securities
- 2) Commercial Real Estate Loans

The accompanying March 31, 2005 unaudited consolidated financial statements have been prepared in conformity with the instructions to Form 10-Q and

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Article 10, Rule 10-01 of Regulation S-X for interim financial statements. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America ("GAAP") for complete financial statements. These consolidated financial statements should be read in conjunction with the annual audited financial statements and notes thereto included in the Company's annual report on Form 10-K for 2004 filed with the Securities and Exchange Commission.

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the statements of financial condition and revenues and expenses for the periods covered. Actual results could differ from those estimates and assumptions. Significant estimates in the financial statements include the valuation of certain of the Company's mortgage-backed securities and certain other investments.

### Recent Accounting Developments

In December 2004, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 123R, "Share-Based Payment." This statement is a revision to SFAS No. 123, "Accounting for Stock-Based Compensation" and supercedes Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees." This statement establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services, primarily focusing on the accounting for transactions in which an entity obtains employee services in share-based payment transactions. Entities will be required to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service, the requisite service period (usually the vesting period), in exchange for the award. The grant-date fair value of employee share options and similar instruments will be estimated using option-pricing models. If an equity award is modified after the grant date, incremental compensation cost will be recognized in an amount equal to the excess of the fair value of the modified award over the fair value of the original award immediately before the modification. As amended by SEC Interpretive Release 33-8568, "Amendment to Rule 4-01(a) of Regulation S-X Regarding the Compliance Date for Statement of Financial Accounting Standards No. 123 (Revised 2004), Share Based Payment," this statement is effective as of the beginning of the first interim or annual reporting period of the Company's first fiscal year beginning after June 15, 2005. In accordance with the SFAS No. 123R, as amended, the Company will adopt SFAS No. 123R effective January 1, 2006. The Company has determined that this statement will not impact the Company's consolidated financial statements, as there are no unvested options as of December 31, 2004 and the Company already applies the fair value method to all newly-issued options.

In March 2005, the FASB issued FASB Staff Position ("FSP") FIN 46(R)-5, "Implicit Variable Interests Under FIN 46." FSP FIN 46(R)-5 states that a reporting entity should consider whether it holds an implicit variable interest in a variable interest entity (VIE) or in a potential VIE. If the aggregate of the explicit and implicit variable interests held by the reporting entity and its related parties would, if held by a single party, identify that party as the primary beneficiary, the party within the group most closely associated with the VIE should be deemed the primary beneficiary. The effective date of FSP FIN 46(R)-5 is the first reporting period beginning after March 31, 2005, with early application permitted for periods for which financial statements have not been issued. The adoption of FASB FIN 46(R)-5 is not expected to have a significant impact on the Company's financial statements.

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Reclassifications

Certain items previously reported have been reclassified to conform to the current presentation.

Note 2 NET INCOME PER SHARE

Net income per share is computed in accordance with SFAS No. 128, "Earnings Per Share." Basic income per share is calculated by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted income per share is calculated using the weighted average number of common shares outstanding during the period plus the additional dilutive effect, if any, of common stock equivalents. The dilutive effect of outstanding stock options is calculated using the treasury stock method, and the dilutive effect of preferred stock is calculated using the "if converted" method.

For the  
Months E  
March 31,  
-----

Numerator:

Net income available to common stockholders

Numerator for basic earnings per share

Numerator for diluted earnings per share

-----  
-----  
=====

Denominator:

Denominator for basic earnings per share--weighted average common shares outstanding

Dilutive effect of stock options

53,  
-----

Denominator for diluted earnings per share--weighted average common shares outstanding and common share equivalents outstanding

53  
=====

Basic net income per weighted average common share:

Diluted net income per weighted average common share and common share equivalents:

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Total anti-dilutive stock options excluded from the calculation of net income per share were 1,385,151 and 1,385,651 for the three months ended March 31, 2005 and 2004, respectively.

Note 3 SECURITIES AVAILABLE-FOR-SALE

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The Company's securities available-for-sale are carried at estimated fair value. The amortized cost and estimated fair value of securities available-for-sale as of March 31, 2005 are summarized as follows:

Security Description	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss
<b>CMBS:</b>			
CMBS interest only securities ("IOs")	\$119,254	\$2,567	\$
Investment grade CMBS	403,262	11,178	
Non-investment grade rated subordinated securities	709,267	48,411	
Non-rated subordinated securities	4,734	1,253	
Credit tenant leases	25,387	236	
Investment grade REIT debt	271,213	10,695	
Project loans	23,483	-	
CDO investments	20,293	365	
Total CMBS	1,576,893	74,705	
<b>Single-family RMBS:</b>			
Agency adjustable rate securities	105,780	40	
Residential CMOs	1,243	64	
Hybrid adjustable rate mortgages ("ARMs")	24,279	-	
Total RMBS	131,302	104	
Total securities available-for-sale	\$1,708,195	\$74,809	\$

As of March 31, 2005, an aggregate of \$1,657,548 in estimated fair value of the Company's securities available-for-sale was pledged to secure its collateralized borrowings.

As of March 31, 2005, the anticipated weighted average yield to maturity based upon the amortized cost of the subordinated CMBS ("reported yield") was 10.7% per annum. The anticipated reported yield of the Company's investment grade securities available-for-sale was 5.8%. The Company's reported yields on its subordinated CMBS and investment grade securities available-for-sale are based upon a number of assumptions that are subject to certain business and economic uncertainties and contingencies. Examples of these include, among other things, the rate and timing of principal payments (including prepayments, repurchases, defaults, and liquidations), the pass-through or coupon rate, and interest rate fluctuations. Additional factors that may affect the Company's anticipated yields to maturity on its subordinated CMBS include interest payment shortfalls due to delinquencies on the underlying mortgage loans, and the timing and magnitude of credit losses on the mortgage loans underlying the subordinated CMBS that are a result of the general condition of the real estate market (including competition for tenants and their related credit quality) and changes in market rental rates. As these uncertainties and contingencies are difficult to predict and are subject to future events which may alter these assumptions, no assurance can be given that the anticipated yields to maturity, discussed above and elsewhere, will be achieved.

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During the three months ended March 31, 2005, the Company realized a gain of \$10 on securities available-for-sale. During the three months ended March 31, 2004, the Company sold securities available-for-sale for total proceeds of \$111,790 resulting in a realized gain of \$2,813.

The following table shows the Company's estimated fair value and gross unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at March 31, 2005.

	Less than 12 Months		12 Months or More	
	Estimated Fair Value	Gross Unrealized (Losses)	Estimated Fair Value	Gross Unrealized Losses
CMBS IOs	\$60,004	\$ (2,031)	\$1,915	\$ (86)
Investment grade CMBS	112,046	(1,963)	94,768	(6,402)
Non-investment grade rated subordinated securities	57,788	(1,428)	68,565	(9,264)
Credit tenant leases	16,108	(707)	-	-
Investment grade REIT debt	89,351	(2,846)	5,103	(265)
Project loans	22,130	(341)	900	(112)
CDO investments	14,528	(2,146)	-	-
Agency adjustable rate securities	101,782	(891)	-	-
ARMS	19,902	(401)	3,800	(176)
<b>Total temporarily impaired securities</b>	<b>\$493,639</b>	<b>\$ (12,754)</b>	<b>\$175,051</b>	<b>\$ (16,305)</b>

The temporary impairment of the available-for-sale securities results from the estimated fair value of the securities falling below the amortized cost basis. Management possesses both the intent and the ability to hold the securities until maturity, allowing for the anticipated recovery in estimated fair value of the securities held. As such, management does not believe any of the securities held are other-than-temporarily impaired at March 31, 2005.

As of March 31, 2005, the Company owns 16 different trusts where, through its investment in the lowest or non-rated subordinated CMBS of such trusts, the Company is in the first loss position. The Company considers the CMBS securities where it maintains the right to control the foreclosure/workout process on the underlying loans its controlling class CMBS ("Controlling Class"). The following table sets forth certain information relating to the aggregate principal balance and payment status of delinquent mortgage loans underlying the Controlling Class CMBS held by the Company as of March 31, 2005. The underlying collateral related to the Company's investment in commercial mortgage loan pools is also included in the table. See Note 4 of the consolidated financial statements, Commercial Mortgage Loan Pools, for a further description of the Company's investment in commercial mortgage loan pools.

	Principal	Number of Loans
Past due 30 days to 60 days	\$55,132	14
Past due 60 days to 90 days	40,207	8
Past due 90 days or more	124,967	20
Real estate owned ("REO")	9,445	3
Foreclosure	3,641	1
Total delinquent	\$233,392	46
Total principal balance	\$18,252,096	

To the extent that the Company's expectation of realized losses on individual loans supporting the CMBS, if any, or such resolutions differ significantly from the Company's original loss estimates, it may be necessary to reduce the projected reported yield on the applicable CMBS investment to better reflect such investment's expected earnings net of expected losses, and write the investment down to its estimated fair value. While realized losses on individual loans may be higher or lower than original estimates, the Company currently believes its aggregate loss estimates and reported yields are appropriate on all investments.

Note 4 COMMERCIAL MORTGAGE LOAN POOLS

During the second quarter of 2004, the Company acquired subordinated CMBS in a trust establishing a Controlling Class interest. As the Controlling Class holder, the Company has the ability to control dispositions or workouts of any defaulted loans in this trust. The Company negotiated for and obtained a greater degree of discretion over the disposition of the commercial mortgage loans than is typically granted to the special servicer. As a result of this expanded discretion, FASB Interpretation No. 46, "Consolidation of Variable Interest Entities" (revised December 2003) ("FIN 46R") required the Company to consolidate the net assets and results of operations of the trust.

The CMBS securities acquired by the Company have a par value of \$41,495 with \$13,890 not rated and the balance rated BBB- to B-. During the third quarter of 2004 the Company sold the BBB- rated security, which had the impact of increasing the borrowings for the commercial loan pool by \$5,848. As of March 31, 2005, the CMBS securities owned by the Company have a par value of \$35,495.

The debt associated with the REMIC trust is non-recourse to the Company, and is secured only by the commercial mortgage loan pools. The consolidation of the REMIC trust results in an increase in the Company's total debt to capital ratio from 3.5:1 to 6.0:1, but has no effect on the Company's recourse debt to capital ratio. The Company received authorization from its lenders to permit debt to capital ratios in excess of existing covenants. For income recognition purposes, the Company considers the unrated commercial mortgage loans in the pool as a single asset reflecting the credit assumptions made in establishing loss adjusted yields for Controlling Class securities.

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Approximately 45% of the par amount of the commercial mortgage loan pool is comprised of loans that are shadow rated A2 or better by Moody's Investors Service Inc. and AA by Standard & Poor's Ratings Services, a division of the McGraw-Hill Companies. The Company has taken into account the credit quality of the underlying loans in formulating its loss assumptions. Credit losses assumed on the entire pool are 1.40% of the principal balance, or 2.53% of the unrated principal balance. The Company accounts for the unrated commercial mortgage loans in the pool as a single asset based on this common credit risk characteristic.

Over the life of the commercial mortgage loan pools, the Company reviews and updates its loss assumptions to determine the impact on expected cash flows to be collected. A decrease in estimated cash flows will reduce the amount of interest income recognized in future periods and may result in a loan loss reserve depending upon the severity of the cash flow reductions. An increase in estimated cash flows will first reduce the loan loss reserve and any additional cash will increase the amount of interest income recorded in future periods.

### Note 5 SECURITIES HELD-FOR-TRADING

Securities classified as held-for-trading include investments that the Company intends to hold for a short period of time, usually less than one year. This classification generally includes highly liquid securities that the Company acquires to earn net interest income until the Company redeploys that capital into credit sensitive commercial real estate opportunities.

The Company's securities held-for-trading are carried at estimated fair value. At March 31, 2005, the Company's securities held-for-trading consisted of FNMA Mortgage Pools with an estimated fair value of \$216,292. At March 31, 2005, the Company also had foreign currency forward commitments with an estimated fair value of \$(25,801). The FNMA Mortgage Pools, and the underlying mortgages, bear interest at fixed rates for specified periods, generally three to seven years, after which the rates are periodically reset to market.

### Note 6 COMMON STOCK

On March 10, 2005, the Company declared dividends to its common stockholders of \$0.28 per share, payable on May 2, 2005 to stockholders of record on March 31, 2005. For U.S. federal income tax purposes, the dividends are expected to be ordinary income to the Company's stockholders.

For the three months ended March 31, 2004, the Company issued 1,077,102 shares of Common Stock under its Dividend Reinvestment and Stock Purchase Plan (the "Dividend Reinvestment Plan"). Net proceeds to the Company were approximately \$12,606. During the second quarter of 2004, the dividend reinvestment portion of the Dividend Reinvestment Plan was reinstated for all dividend payments made after August 2, 2004, and for all future dividend payment dates with a discount of 2%. The optional cash purchase portion of the Dividend Reinvestment Plan remains suspended; however, it may be resumed at any time.

### Note 7 TRANSACTIONS WITH AFFILIATES

The Company has a Management Agreement with the Manager, a majority owned indirect subsidiary of The PNC Financial Services Group, Inc. and the employer of certain directors and officers of the Company, under which the Manager manages the Company's day-to-day operations, subject to the direction and oversight of the Company's Board of Directors. On March 25, 2002, the Management Agreement was extended for one year through March 27, 2003, with

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the approval of the unaffiliated directors, on terms similar to the prior agreement with the following changes: (i) the incentive fee calculation would be based on GAAP earnings instead of funds from operations, (ii) the removal of the four-year period to value the Management Agreement in the event of termination and (iii) subsequent renewal periods of the Management Agreement would be for one year instead of two years. Houlihan Lokey Howard & Zukin Financial Advisors, Inc., a national investment banking and financial advisory firm, advised the Board in the 2002 renewal process.

On March 6, 2003, the unaffiliated directors approved an extension of the Management Agreement from its expiration of March 27, 2003 for one year through March 31, 2004. The terms of the renewed agreement were similar to the prior agreement except for the incentive fee calculation that would provide for a rolling four-quarter high watermark rather than a quarterly calculation. In determining the rolling four-quarter high watermark, the Company would calculate the incentive fee based upon the current and prior three quarters' net income. The Manager would be paid an incentive fee in the current quarter if the Yearly Incentive Fee, as defined, were greater than what was paid to the Manager in the prior three quarters cumulatively. The Company phased in the rolling four-quarter high watermark commencing with the second quarter of 2003. Calculation of the incentive fee was based on GAAP earnings and adjusted to exclude special one-time events pursuant to changes in GAAP accounting pronouncements after discussion between the Manager and the unaffiliated directors. The incentive fee threshold did not change. The high watermark provided for the Manager to be paid 25% of the amount of earnings (calculated in accordance with GAAP) per share that exceeds the product of the adjusted issue price of the Company's Common Stock per share and the greater of 9.5% or 350 basis points over the ten-year Treasury note.

The Management Agreement was further extended for one year from March 31, 2004 through March 31, 2005. The base management fee was revised to equal 2% of the quarterly average total stockholders' equity for the applicable quarter. The incentive fee was revised to be 25% of the amount of earnings (calculated in accordance with GAAP) per share that exceeds the product of the adjusted issue price of the Company's Common Stock per share (\$11.37 as of December 31, 2004) and the greater of 8.5% or 400 basis points over the ten-year Treasury note. On March 31, 2005, the Management Agreement was extended for one additional year through March 31, 2006. The terms of the extended agreement did not change.

During the year ended December 31, 2003 and for the three months ended March 31, 2004, the Company paid the Manager an annual base management fee equal to a percentage of the average invested assets of the Company as defined in the Management Agreement. The base management fee was equal to 1% per annum of the average invested assets rated less than BB- or not rated, 0.75% of average invested assets rated BB- to BB+, and 0.20% of average invested assets rated above BB+. During the third quarter of 2003, the Manager agreed to reduce the management fees by 20% from its calculated amount for the third and fourth quarters of 2003 and the first quarter of 2004. This revision resulted in \$1,046 in savings to the Company during 2003 and \$532 for the three months ended March 31, 2004, respectively.

The Company incurred \$2,579 and \$2,130 in base management fees in accordance with the terms of the Management Agreement for the three months ended March 31, 2005 and 2004, respectively. The Company did not incur incentive fees for the three months ended March 31, 2005 and 2004. In accordance with the provisions of the Management Agreement, the Company recorded reimbursements to the Manager of \$0 and \$34 for certain expenses incurred on behalf of the Company for the three months ended March 31, 2005 and 2004, respectively, which are included in general and administrative expense on the accompanying consolidated statements of operations.



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The Company has an administration agreement with the Manager. Under the terms of the administration agreement, the Manager provides financial reporting, audit coordination and accounting oversight services to the Company. The agreement can be cancelled upon 60-day written notice by either party. The Company pays the Manager a monthly administrative fee at an annual rate of 0.06% of the first \$125 million of average net assets, 0.04% of the next \$125 million of average net assets and 0.03% of average net assets in excess of \$250 million subject to a minimum annual fee of \$120. For the three months ended March 31, 2005 and 2004, the Company paid administration fees of \$51 and \$44, respectively, which are included in general and administrative expense on the accompanying consolidated statements of operations.

During 2001, the Company entered into a \$50,000 commitment to acquire shares in Carbon Capital, Inc. ("Carbon I"), a private commercial real estate income opportunity fund managed by the Manager. The Carbon I investment period ended on July 12, 2004 and the Company's investment in Carbon I as of March 31, 2005 was \$41,255. The Company does not incur any additional management or incentive fees to the Manager as a result of its investment in Carbon I. On March 31, 2005, the Company owned approximately 20% of the outstanding shares in Carbon I.

On October 13, 2004, the Company entered into a commitment of up to \$30,000 to acquire shares in Carbon Capital II, Inc. ("Carbon II"), a private commercial real estate income opportunity fund managed by the Manager. On November 19, 2004, the Company entered into an additional \$32,067 commitment to acquire shares in Carbon II. During 2004, the Company received capital call notices from Carbon II of \$16,953. As of March 31, 2005, the Company's investment in Carbon II was \$17,866 and the Company's remaining commitment to Carbon II is \$45,114. The Company may commit up to the lower of 20% of the total of Carbon II's capital commitments or \$100,000. The Company does not incur any additional management or incentive fees to the Manager as a result of its investment in Carbon II. The Company's unaffiliated directors approved this transaction in September 2004.

During 2000, the Company completed the acquisition of CORE Cap, Inc. At the time of the CORE Cap, Inc. acquisition, the Manager agreed to pay GMAC (CORE Cap, Inc.'s external advisor) \$12,500 over a ten-year period ("Installment Payment") to purchase the right to manage the CORE Cap, Inc. assets under the existing management contract ("GMAC Contract"). The GMAC Contract had to be terminated in order to allow the Company to complete the merger, as the Company's management agreement with the Manager did not provide for multiple managers. As a result the Manager offered to buy-out the GMAC Contract as the Manager estimated it would receive incremental fees above and beyond the Installment Payment, and thus was willing to pay for, and separately negotiate, the termination of the GMAC Contract. Accordingly, the value of the Installment Payment was not considered in the Company's allocation of its purchase price to the net assets acquired in the acquisition of CORE Cap, Inc. The Company agreed that should the Management Agreement with its Manager be terminated, not renewed or not extended for any reason other than for cause, the Company would pay to the Manager an amount equal to the Installment Payment less the sum of all payments made by the Manager to GMAC. As of March 31, 2005, the Installment Payment would be \$6,500 payable over six years. The Company does not accrue for this contingent liability.

### Note 8           BORROWINGS

Certain information with respect to the Company's collateralized borrowings at March 31, 2005 is summarized as follows:

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	Lines of Credit and Term Loans	Reverse Repurchase Agreements	Commercial Mortgage Loan Pools	Collateralized Debt Obligations
Outstanding borrowings	\$146,516	\$606,435	\$1,288,690	\$
Weighted average borrowing rate	3.95%	2.90%	3.77%	
Weighted average remaining maturity	513 days	24 days	2,747 days	2
Estimated fair value of assets pledged	\$222,122	\$701,913	\$1,307,035	\$

As of March 31, 2005, the Company's collateralized borrowings had the following remaining maturities:

	Lines of Credit	Reverse Repurchase Agreements	Commercial Mortgage Loan Pools	Collateralized Debt Obligations*
Within 30 days	\$-	\$569,739	\$-	\$-
31 to 59 days	-	36,696	-	-
60 days to less than 1 year	64,527	-	-	-
1 year to 3 years	81,989	-	-	-
3 years to 5 years	-	-	-	-
Over 5 years	-	-	1,288,690	1,067,764
	\$146,516	\$606,435	\$1,288,690	\$1,067,764

\* Comprised of \$405,573 of CDO debt with a weighted average remaining maturity of 7.04 years as of March 31, 2005, \$293,075 of CDO debt with a weighted average remaining maturity of 7.46 years as of March 31, 2005, and \$369,116 of CDO debt with a weighted average remaining maturity of 8.14 years as of March 31, 2005.

Under the lines of credit and the reverse repurchase agreements, the respective lender retains the right to mark the underlying collateral to estimated fair value. A reduction in the estimated fair value of its pledged assets will require the Company to provide additional collateral or fund margin calls. From time to time, the Company expects that it will be required to provide such additional collateral or fund margin calls.

Note 9 DERIVATIVE INSTRUMENTS

The Company accounts for its derivative investments under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended, which establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities. All derivatives, whether designated in hedging relationships or not, are required to be recorded on the balance sheet

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at estimated fair value. If the derivative is designated as a fair value hedge, the changes in the estimated fair value of the derivative and of the hedged item attributable to the hedged risk are recognized in earnings. If the derivative is designated as a cash flow hedge, the effective portions of change in the estimated fair value of the derivative are recorded in other comprehensive income ("OCI") and are recognized in the income statement when the hedged item affects earnings. Ineffective portions of changes in the estimated fair value of cash flow hedges are recognized in earnings.

The Company uses interest rate swaps to manage exposure to variable cash flows on portions of its borrowings under reverse repurchase agreements and CDOs and as trading derivatives intended to offset changes in estimated fair value related to securities held as trading assets. On the date in which the derivative contract is entered, the Company designates the derivative as either a cash flow hedge or a trading derivative.

As of March 31, 2005, the Company had interest rate swaps with notional amounts aggregating \$1,173,959 that were designated as cash flow hedges of borrowings under reverse repurchase agreements and CDOs. Cash flow hedges with an estimated fair value of \$25,220 are included in other assets on the consolidated statement of financial condition and cash flow hedges with an estimated fair value of \$(10,965) are included in other liabilities on the consolidated statement of financial condition. For the three months ended March 31, 2005, the net change in the estimated fair value of the interest rate swaps was a decrease of \$25,265, of which \$261 was deemed ineffective and is included as a decrease of interest expense and \$25,004 was recorded as an addition to OCI. As of March 31, 2005, the \$1,173,959 notional of swaps that were designated as cash flow hedges had a weighted average remaining term of 7.1 years.

As of March 31, 2005, the Company had interest rate swaps with notional amounts aggregating \$267,445 designated as trading derivatives. Trading derivatives with an estimated fair value of \$922 are included in other assets on the consolidated statement of financial condition and trading derivatives with an estimated fair value of \$(58) are included in other liabilities on the consolidated statement of financial condition. For the three months ended March 31, 2005, the change in estimated fair value for these trading derivatives was an increase of \$723 and is included as a reduction of loss on securities held-for-trading in the consolidated statements of operations. As of March 31, 2005, the \$267,445 notional of swaps that were designated as trading derivatives had a weighted average remaining term of 7.7 years.

Occasionally, counterparties will require the Company or the Company will require counterparties to provide collateral for the interest rate swap agreements in the form of margin deposits. Net deposits are recorded as a component of either other assets or other liabilities. Should the counterparty fail to return deposits paid, the Company would be at risk for the estimated fair value of that asset. At March 31, 2005 and December 31, 2004, the balance of such net margin deposits owed to counterparties as collateral under these agreements totaled \$1,300 and \$(4,680), respectively.

Additionally, the Company had a forward London Interbank Offered Rate ("LIBOR") cap with a notional amount of \$85,000 and an estimated fair value at March 31, 2005, of \$558 which is included in other assets, and the change in estimated fair value related to this derivative is included as a component of loss on securities held-for-trading in the consolidated statements of operations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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All dollar figures expressed herein are expressed in thousands, except share or per share amounts or as otherwise noted.

### I. General

Anthracite Capital, Inc. (the "Company"), a Maryland corporation, is a real estate finance company that generates income based on the spread between the interest income on its commercial real estate securities and commercial real estate loans and the interest expense from borrowings to finance its investments. The Company's primary activity is investing in high yielding commercial real estate debt. The Company combines traditional real estate underwriting and capital markets expertise to exploit the opportunities arising from the continuing integration of these two disciplines. The Company focuses on acquiring pools of performing loans in the form of commercial mortgage-backed securities ("CMBS"), issuing secured debt backed by CMBS and providing strategic capital for the commercial real estate industry in the form of mezzanine loan financing. The Company commenced operations on March 24, 1998.

The Company's common stock is traded on the New York Stock Exchange under the symbol "AHR". The Company's primary long-term objective is to distribute consistent dividends supported by earnings. The Company establishes its dividend by analyzing the long-term sustainability of earnings given existing market conditions and the current composition of its portfolio. This includes an analysis of the Company's credit loss assumptions, general level of interest rates and projected hedging costs.

The Company is managed by BlackRock Financial Management, Inc. (the "Manager"), a subsidiary of BlackRock, Inc., a publicly traded (NYSE: BLK) asset management company with approximately \$391,300,000 of assets under management as of March 31, 2005. The Manager provides an operating platform that incorporates significant asset origination, risk management, and operational capabilities.

The Company's ongoing investment activities encompass two core investment activities:

- 1) Commercial Real Estate Securities
- 2) Commercial Real Estate Loans

The Company continues to maintain a positive, though controlled, exposure to both long- and short-term interest rates through its active hedging strategies. See "Item 3 - Quantitative and Qualitative Disclosures about Market Risk" for a discussion of interest rates and their effect on earnings and book value.

The commercial real estate securities portfolio provides diversification and high yields that are adjusted for anticipated losses over a period of time (typically, a ten-year weighted average life) and can be financed through the issuance of secured debt that matches the life of the investment. Commercial real estate loans provide attractive risk adjusted returns over shorter periods of time through strategic investments in specific property types or regions. The Company believes these portfolios can serve to provide stable earnings over time.

The following table illustrates the mix of the Company's asset types as of March 31, 2005 and December 31, 2004:

	Carrying Value as of	
	March 31, 2005	December 31, 2004

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	Amount	%	Amount	%
Commercial real estate securities	\$1,624,007	45.4%	\$1,628,519	44.4%
Commercial mortgage loan pools	1,307,035	36.6	1,312,045	36.6
Commercial real estate loans(1)	296,151	8.3	325,350	8.9
Residential mortgage-backed securities	346,230	9.7	372,071	10.1
<b>Total</b>	<b>\$3,573,423</b>	<b>100.0%</b>	<b>\$3,637,985</b>	<b>100.0%</b>

(1) Includes the Company's investments the Carbon Capital Funds and a real estate joint venture.

Commercial Real Estate Securities Portfolio Activity

Commercial real estate securities include CMBS, investment grade real estate investment trusts ("REIT") debt and collateralized debt obligation ("CDO") investments. During the three months ended March 31, 2005, the Company's commercial real estate securities portfolio remained substantially the same with an estimated fair value of \$1,628,519 at December 31, 2004 compared with \$1,624,007 at March 31, 2005.

The Company's CDO offerings allow the Company to match fund its commercial real estate portfolio by issuing long-term debt to finance long-term assets. The CDO debt is non-recourse to the Company; therefore, the Company's losses are limited to its equity investment in the CDO. The CDO debt is hedged to protect the Company from an increase in short-term interest rates. As of March 31, 2005, over 86% of the estimated fair value of the Company's subordinated CMBS assets are match funded in the Company's CDOs.

The Company retained 100% of the equity of CDOs I, II and III and recorded the transactions on its consolidated financial statements as secured financing.

	Collateral as of March 31, 2005		Debt as of March 31, 2005		
	Adjusted Purchase Price	Loss Adjusted Yield	Adjusted Issue Price	Weighted Average Cost of Funds *	Net Spread
CDO I	\$435,996	9.16%	\$405,573	6.81%	2.35
CDO II	324,865	7.94%	293,075**	5.74%	2.20
CDO III	377,341	7.18%	369,116**	5.02%	2.13
<b>Total **</b>	<b>\$1,138,202</b>	<b>8.15%</b>	<b>\$1,067,764</b>	<b>5.90%</b>	<b>2.25</b>

\* Weighted Average Cost of Funds is the current cost of funds plus hedging expenses.

\*\* The Company chose not to sell \$10,000 of par of CDO II debt rated BB and

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\$13,069 of par of CDO III debt rated BB.

The following table details the par, estimated fair value, adjusted purchase price, and loss adjusted yield of the Company's commercial real estate securities outside of the CDOs as of March 31, 2005:

	Par	Estimated Fair Value	Dollar Price	Adjusted Purchase Price	Dolla Pric
Investment grade CMBS	\$157,169	\$156,192	99.38	\$163,280	103
Investment grade REIT debt	43,885	42,696	97.29	44,264	100
CMBS rated BB+ to B	99,125	79,089	79.79	77,891	78
CMBS rated B- or lower	74,565	13,912	18.66	15,903	21
CDO investments	201,125	18,512	9.20	20,293	10
CMBS Interest Only securities ("IOs")	3,667,317	119,704	3.26	118,325	3
Project loans	22,582	23,030	101.98	23,483	103
<b>Total</b>	<b>\$4,265,768</b>	<b>\$453,135</b>	<b>10.62</b>	<b>\$463,439</b>	<b>10</b>

The following table details the par, estimated fair value, adjusted purchase price and loss adjusted yield of the Company's commercial real estate securities outside of the CDOs as of December 31, 2004:

	Par	Estimated Fair Value	Dollar Price	Adjusted Purchase Price	Doll Pri
Investment grade CMBS	\$145,420	\$146,467	100.72	\$150,612	103
Investment grade REIT debt	43,885	43,291	98.65	44,274	100
CMBS rated BB+ to B	96,825	77,738	80.29	75,465	77
CMBS rated B- or lower	74,740	14,833	19.85	16,120	21
CDO investments	203,182	19,837	9.76	19,450	9
CMBS IOs	3,712,604	125,246	3.37	122,379	3
Project loans	23,082	23,649	102.46	24,092	104
<b>Total</b>	<b>\$4,299,738</b>	<b>\$451,061</b>	<b>10.49</b>	<b>\$452,392</b>	<b>10</b>

### Below Investment Grade CMBS and Underlying Loan Performance

The Company divides its below investment grade CMBS investment activity into two portfolios; Controlling Class CMBS and other below investment grade CMBS. The distinction between the two is in the rights the Company obtains with its investment in Controlling Class CMBS. Controlling Class rights allow the Company to control the workout and/or disposition of defaults that occur in the underlying loans. These securities absorb the first losses realized in the underlying loan pools. The Company's other below investment grade CMBS have no rights associated with its ownership to control the workout and/or disposition

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of underlying loan defaults; however, these investments are not the first to absorb losses in the underlying pools. The coupon payment on the non-rated security can also be reduced for special servicer fees charged to the trust. The next highest rated security in the structure will then generally be downgraded to non-rated and become the first to absorb losses and expenses from that point on.

During the first quarter of 2005, the Company acquired \$2,300 of par of other below investment grade CMBS. The total par of the Company's other below investment grade CMBS at March 31, 2005 was \$325,556; the average credit protection, or subordination level, of this portfolio is 5.29%. The total par of the Company's subordinated Controlling Class CMBS securities at March 31, 2005 was \$633,744 and the total par of the loans underlying these securities was \$18,252,096.

The Company's investment in its subordinated Controlling Class CMBS by credit rating category at March 31, 2005 is as follows:

	Par	Estimated Fair Value	Dollar Price	Adjusted Purchase Price	Dollar Price	Subordination Level
BB+	\$129,494	\$124,553	96.18	\$113,111	87.35	6.61%
BB	78,875	67,919	86.11	64,093	81.26	4.75%
BB-	118,144	96,345	81.55	90,823	76.87	4.30%
B+	61,604	40,295	65.41	41,186	66.86	2.87%
B	171,093	105,913	61.90	103,051	60.23	2.70%
B-	7,809	4,430	56.73	4,589	58.76	1.41%
CCC	19,326	3,495	18.08	6,580	34.05	1.47%
NR	47,430	5,977	12.60	4,734	9.98	n/a
<b>Total</b>	<b>\$633,744</b>	<b>\$448,927</b>	<b>70.83</b>	<b>\$428,166</b>	<b>67.56</b>	

The Company's investment in its subordinated Controlling Class CMBS by credit rating category at December 31, 2004 is as follows:

	Par	Estimated Fair Value	Dollar Price	Adjusted Purchase Price	Dollar Price	Subordination Level
BB+	\$129,493	\$122,294	94.44	\$112,754	87.07	6.50%
BB	76,575	65,610	85.68	61,602	80.45	4.73%
BB-	118,144	91,919	77.80	90,307	76.44	4.16%
B+	61,604	40,409	65.59	40,951	66.48	2.88%
B	171,093	106,455	62.22	102,893	60.14	2.64%
B-	7,809	4,478	57.35	4,552	58.29	1.41%
CCC	19,326	4,360	22.56	6,573	34.01	1.38%
NR	47,605	5,984	12.57	4,996	10.49	n/a
<b>Total</b>	<b>\$631,649</b>	<b>\$441,509</b>	<b>69.90</b>	<b>\$424,628</b>	<b>67.23</b>	

During the three months ended March 31, 2005, servicers reduced the par amount of the Company's Controlling Class CMBS in the amount of \$175. Further

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delinquencies and losses may cause the par reductions to continue and cause the Company to conclude that a change in loss adjusted yield is required along with a write down of the adjusted purchase price through the income statement according to Emerging Issue Task Force ("EITF") 99-20. Also during the three months ended March 31, 2005, the loan pools were paid down by \$289,459. Pay down proceeds are distributed to the highest rated CMBS class first and reduce the percent of total underlying collateral represented by each rating category.

For all of the Company's Controlling Class securities, the Company assumes that a total of 1.88% of the original loan balance will not be recoverable. This estimate was developed based on an analysis of individual loan characteristics and prevailing market conditions at the time of origination. This loss estimate equates to cumulative expected defaults of approximately 5% over the life of the portfolio and an average assumed loss severity of 35% of the defaulted loan balance. All estimated workout expenses including special servicer fees are included in these assumptions. Actual results could differ materially from these estimated results. See Item 3 - "Quantitative and Qualitative Disclosures About Market Risk" for a discussion of how differences between estimated and actual losses could affect Company earnings.

The Company monitors credit performance on a monthly basis and debt service coverage ratios on a quarterly basis. Using these and other statistics, the Company maintains watch lists for loans that are delinquent thirty days or more and for loans that are not delinquent but have issues that the Company's management believes require close monitoring.

During the first quarter of 2005, changes in prepayment assumptions caused the expected yield on one investment grade CMBS to decline by 1 basis point. As a result, the Company recorded a loss on impairment of the asset of \$159. Based on current economic conditions, the Company believes the \$159 will be repaid in full and the impairment charge will be reflected in income over the remaining life of the bond.

During 2004, the Company completed a detailed re-underwriting of its 1998 vintage Controlling Class CMBS. Upon completion, the Company determined that the Company's portfolio contained six 1998 vintage CMBS in four separate CMBS transactions that required impairment charges at December 31, 2004 following the application of EITF 99-20. As a result, the Company recorded a loss on impairment of assets of \$26,018 in the fourth quarter of 2004. A variety of factors influence updated yields for these securities, including magnitude of credit loss, timing of credit loss, prepayments and servicer advances. The magnitude of credit losses did not significantly change as a result of this process, as total loss expectations on the underlying loans moved from 2.06% to 2.04%. Changes in the timing of credit losses and prepayments caused updated yields on these securities to decline by a weighted average of 66 basis points (0.66%). Market dislocations in 1998 caused disproportionate unrealized losses in estimated fair value on these securities based on price quotes received from third parties. The Company had recorded these unrealized losses as other comprehensive loss on its consolidated statement of financial condition since that time.

Based on current economic conditions and updated credit assumptions, the Company believes these 1998 vintage CMBS will be repaid in full and that the impairment charge of \$25,355 with respect to five of the six securities will be reflected in income over the remaining life of the bonds.

The Company considers delinquency information from the Lehman Brothers Conduit Guide to be the most relevant benchmark to measure credit performance and



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market conditions applicable to its Controlling Class CMBS holdings. The year of issuance, or vintage year, is important, as older loan pools will tend to have more delinquencies than newly underwritten loans. The Company owns Controlling Class CMBS issued in 1998, 1999, 2001, 2002, 2003, and 2004. Comparable delinquency statistics referenced by vintage year as a percentage of par outstanding as of March 31, 2005 are shown in the table below:

Vintage Year	Underlying Collateral	Delinquencies Outstanding	Lehman Brothers Conduit Guide
1998	\$6,582,145	3.24%	1.61%
1999	686,550	1.44%	2.51%
2001	895,794	0.16%	1.71%
2002	1,172,921	0.31%	0.66%
2003	2,146,791	0.24%	0.26%
2004	6,767,895	-	0.02%
Total	\$18,252,096	1.28%*	0.84%*

\* Weighted average based on current principal balance.

Morgan Stanley also tracks CMBS loan delinquencies for the specific CMBS transactions with more than \$200,000 of collateral and that have been seasoned for at least one year. This seasoning criteria will generally adjust for the lower delinquencies that occur in newly originated collateral. As of March 31, 2005, the Morgan Stanley index indicated that delinquencies on 297 securitizations were 1.59%, and as of December 31, 2004, this same index indicated that delinquencies on 286 securitizations were 1.74%. See Item 3 - "Quantitative and Qualitative Disclosures About Market Risks" for a detailed discussion of how delinquencies and loan losses affect the Company.

Delinquencies on the Company's CMBS collateral as a percent of principal increased in line with expectations. The Company's aggregate delinquency experience is consistent with comparable data provided in the Lehman Brothers Conduit Guide.

Of the 46 delinquent loans shown on the chart in Note 3 of the consolidated financial statements, 3 loans were real estate owned and being marketed for sale, 1 loan was in foreclosure, and the remaining 42 loans were in some form of workout negotiations. Aggregate realized losses of \$244 were realized during the three months ended March 31, 2005. This brings cumulative realized losses to \$75,220, which is 19.3% of total estimated losses. These losses include special servicer and other workout expenses. This experience to date is in line with the Company's loss expectations. Realized losses and special servicer expenses are expected to increase on the underlying loans as the portfolio matures. Special servicer expenses are also expected to increase as the portfolio matures.

The Company manages its credit risk through disciplined underwriting, diversification, active monitoring of loan performance and exercise of its right to control the workout process for delinquent loans as early as possible. The Company maintains diversification of credit exposures through its underwriting process and can shift its focus in future investments by adjusting the mix of loans in subsequent acquisitions. The comparative profiles of the loans underlying the Company's CMBS by property type as of March 31, 2005 and December 31, 2004 are as follows:

Property Type	3/31/05 Exposure		12/31/04 Exposure	
	Loan Balance	% of Total	Loan Balance	% of Total
Retail	\$5,989,387	32.8%	\$6,026,472	32.4%

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Multifamily	5,211,102	28.6	5,305,129	28.6
Office	4,596,786	25.2	4,617,616	24.9
Industrial	1,264,592	6.9	1,272,583	6.8
Lodging	750,379	4.1	915,369	4.9
Healthcare	324,698	1.8	327,832	1.8
Other	115,152	0.6	115,728	0.6
-----				
Total	\$18,252,096	100%	\$18,580,729	100%
=====				

As of March 31, 2005, the estimated fair value of the Company's holdings of Controlling Class CMBS is \$20,761 higher than the adjusted cost for these securities which consists of a gross unrealized gain of \$31,258 and a gross unrealized loss of \$10,497. The adjusted purchase price of the Company's Controlling Class CMBS portfolio as of March 31, 2005 represents approximately 67.6% of its par amount. The estimated fair value of the Company's Controlling Class CMBS portfolio as of March 31, 2005 represents approximately 70.8% of its par amount. As the portfolio matures, the Company expects to recoup the \$10,497 of unrealized loss, provided that the credit losses experienced are not greater than the credit losses assumed in the projected cash flow analysis. As of March 31, 2005, the Company believes there has been no material deterioration in the credit quality of its portfolio below current expectations.

As the portfolio matures and expected losses occur, subordination levels of the lower rated classes of a CMBS investment will be reduced. This may cause the lower rated classes to be downgraded, which would negatively affect their estimated fair value and therefore the Company's net asset value. Reduced estimated fair value will negatively affect the Company's ability to finance any such securities that are not financed through a CDO or similar matched funding vehicle. In some cases, securities held by the Company may be upgraded to reflect seasoning of the underlying collateral and thus would increase the estimated fair value of the securities. During the three months ended March 31, 2005, the Company did not experience any rating changes on its Controlling Class CMBS.

The Company's income calculated in accordance with generally accepted accounting principles in the United States of America ("GAAP") for its CMBS securities is computed based upon a yield, which assumes credit losses will occur. The yield to compute the Company's taxable income does not assume there would be credit losses, as a loss can only be deducted for tax purposes when it has occurred. As a result, for the years 1998 through March 31, 2005, the Company's GAAP income accrued on its CMBS assets was approximately \$38,156 lower than the taxable income accrued on the CMBS assets.

Commercial Real Estate Loan Activity

The Company's commercial real estate loan portfolio generally emphasizes larger transactions located in metropolitan markets, as compared to the typical loan in the CMBS portfolio.

The following table summarizes the Company's commercial real estate loan portfolio by property type as of March 31, 2005 and December 31, 2004:

Book Value	Weighted Average
-----	

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Property Type	March 31, 2005		December 31, 2004		Yield	
	Amount	%	Amount	Amount	2005	2004
Office	\$87,394	36.9%	\$88,311	33.5%	9.7%	9.2%
Residential	13,530	5.7	13,480	5.1	12.2	12.2
Retail	59,284	25.0	59,070	22.4	7.3	6.6
Hotel	76,822	32.4	102,645	39.0	5.7	7.8
<b>Total</b>	<b>\$237,030</b>	<b>100.0%</b>	<b>\$263,506</b>	<b>100.0%</b>	<b>7.7%</b>	<b>8.3%</b>

In June 2003, the borrower submitted payment in an attempt to fully repay the loan on a Los Angeles office building in connection with the borrower's sale of the property. Upon the sale of the property securing this loan, and pursuant to the loan documents, the Company was entitled to a supplemental exit fee that was to be paid upon repayment of the loan. The borrower has refused to pay the supplemental exit fee. The Company filed suit on July 15, 2003 against the co-borrowers, MP-555 West Fifth Mezzanine, LLC and MP-808 South Olive Mezzanine, LLC, which are both affiliates of Maguire Properties, Inc. (NYSE: MPG). The suit also names the Guarantor, Robert F. Maguire, III.

### Critical Accounting Estimates

Management's discussion and analysis of financial condition and results of operations are based on the amounts reported in the Company's consolidated financial statements. These financial statements are prepared in accordance with GAAP. In preparing the financial statements, management is required to make various judgments, estimates and assumptions that affect the reported amounts. Changes in these estimates and assumptions could have a material effect on the Company's consolidated financial statements. The following is a summary of the Company's accounting policies that are the most affected by management judgments, estimates and assumptions:

### Securities Available-for-sale

The Company has designated certain investments in mortgage-backed securities, mortgage-related securities and certain other securities as available-for-sale. Securities available-for-sale are carried at estimated fair value with the net unrealized gains or losses reported as a component of accumulated other comprehensive income (loss) in stockholders' equity. Many of these investments are relatively illiquid, and management must estimate their values. In making these estimates, management generally utilizes market prices provided by dealers who make markets in these securities, but may, under certain circumstances, adjust these valuations based on management's judgment. Changes in the valuations do not affect the Company's reported net income or cash flows, but impact stockholders' equity and, accordingly, book value per share.

Management must also assess whether unrealized losses on securities reflect a decline in value that is other than temporary, and, accordingly, write the impaired security down to its fair value, through earnings. Significant judgment by management is required in this analysis, which includes, but is not limited to, making assumptions regarding the collectability of the principal and interest, net of related expenses, on the underlying loans.

Income on these securities is recognized based upon a number of assumptions that are subject to uncertainties and contingencies. Examples of these

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assumptions include, among other things, the rate and timing of principal payments (including prepayments, repurchases, defaults and liquidations), the pass-through or coupon rate and interest rate fluctuations. Additional factors that may affect the Company's reported interest income on its mortgage securities include interest payment shortfalls due to delinquencies on the underlying mortgage loans, the timing and magnitude of credit losses on the mortgage loans underlying the securities that are a result of the general condition of the real estate market (including competition for tenants and their related credit quality) and changes in market rental rates. These uncertainties and contingencies are difficult to predict and are subject to future events that may alter the assumptions.

The Company recognizes interest income from its purchased beneficial interests in securitized financial interests ("beneficial interests") (other than beneficial interests of high credit quality, sufficiently collateralized to ensure that the possibility of credit loss is remote, or that cannot contractually be prepaid or otherwise settled in such a way that the Company would not recover substantially all of its recorded investment) in accordance with EITF 99-20. Accordingly, on a quarterly basis, when changes in estimated cash flows from the cash flows previously estimated occur due to actual prepayment and credit loss experience, the Company calculates a revised yield based on the current amortized cost of the investment (including any other-than-temporary impairments recognized to date) and the revised cash flows. The revised yield is then applied prospectively to recognize interest income.

For other mortgage-backed and related mortgage securities, the Company accounts for interest income under SFAS No. 91, "Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases" ("SFAS No. 91") using the effective yield method which includes the amortization of discount or premium arising at the time of purchase and the stated or coupon interest payments.

### Impairment - Securities

In accordance with SFAS No. 115, when the estimated fair value of the security classified as available-for-sale has been below amortized cost for a significant period of time and the Company concludes that it no longer has the ability or intent to hold the security for the period of time over which the Company expects the values to recover to amortized cost, the investment is written down to its fair value. The resulting charge is included in income, and a new cost basis is established. Additionally, under EITF 99-20, when changes in estimated cash flows from the cash flows previously estimated occur due to actual prepayment and credit loss experience, and the present value of the revised cash flows using the current expected yield is less than the present value of the previously estimated remaining cash flows (adjusted for cash receipts during the intervening period), an other-than-temporary impairment is deemed to have occurred. Accordingly, the security is written down to fair value with the resulting change being included in income, and a new cost basis established. In both instances, the original discount or premium is written off when the new cost basis is established.

After taking into account the effect of an impairment charge, income is recognized under EITF 99-20 or SFAS No. 91, as applicable, using the market yield for the security used in establishing the write-down.

### Mortgage Loans

The Company purchases and originates commercial mortgage loans to be held as long-term investments. The Company also has investments in private opportunity funds that invest in commercial mortgage loans and are managed by the Manager. Management must periodically evaluate each loan for possible impairment.

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Impairment is indicated when it is deemed probable that the Company will not be able to collect all amounts due according to the contractual terms of the loan. If a loan were determined to be impaired, the Company would establish a reserve for probable losses and a corresponding charge to earnings. Given the nature of the Company's loan portfolio and the underlying commercial real estate collateral, significant judgment of management is required in determining impairment and the resulting loan loss allowance, which includes but is not limited to making assumptions regarding the value of the real estate that secures the mortgage loan. To date, the Company has determined that no loan loss allowances have been necessary on the loans in its portfolio or held by the opportunity funds.

### Derivative Instruments

The Company utilizes various hedging instruments (derivatives) to hedge interest rate and foreign currency exposures or to modify the interest rate or foreign currency characteristics of related Company investments. All derivatives are carried at fair value, generally estimated by management based on valuations provided by the counterparty to the derivative contract. For accounting purposes, the Company's management must decide whether to designate these derivatives as either a hedge of an asset or liability, securities available-for-sale, securities held-for-trading, or foreign currency exposure. This designation decision affects the manner in which the changes in the fair value of the derivatives are reported.

## II. Results of Operations

Net income for the three months ended March 31, 2005 was \$14,368 or \$0.27 per share (basic and diluted). Net income for the three months ended March 31, 2004 was \$9,843 or \$0.20 per share (basic and diluted). Net income increased to \$0.27 per share for the three months ended March 31, 2005 as compared to \$0.20 per share for the three months ended March 31, 2004.

Interest Income: The following tables set forth information regarding the total amount of income from certain of the Company's interest-earning assets.

	For the Three Months Ended March 31, 2005	2004
	Interest Income	Interest Income
Commercial real estate securities	\$32,631	\$29,185
Commercial mortgage loan pools	13,552	-
Commercial real estate loans	5,344	1,479
RMBS	2,880	6,717
Cash and cash equivalents	237	88
<b>Total</b>	<b>\$54,644</b>	<b>\$37,469</b>

The following chart reconciles interest income and total income for the three months ended March 31, 2005 and 2004.

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	For the Three Months Ended March 31,	
	2005	2004
Interest Income	\$54,644	\$37,469
Earnings from real estate joint ventures	59	223
Earnings from the Carbon Capital Funds	2,605	1,372
Total Income	\$57,308	\$39,064

For the three months ended March 31, 2005, interest income from commercial real estate securities increased by \$929 due to yield adjustments on the Company's CMBS IO portfolio computed in accordance with SFAS No. 91.

Interest Expense: The following table sets forth information regarding the total amount of interest expense from certain of the Company's collateralized borrowings. Information is based on daily average balances during the period.

	For the Three Months Ended March	
	2005	2004
	Interest Expense	Interest Expense
Reverse repurchase agreements	\$4,088	\$3,088
Commercial mortgage loan pools	12,777	12,777
Lines of credit and term loan	1,852	1,852
CDO liabilities	15,748	11,748
Total	\$34,465	\$19,465

The foregoing interest expense amounts for the three months ended March 31, 2005 do not include a \$261 reduction of interest expense related to hedge ineffectiveness, as well as a \$2,300 addition to interest expense related to swaps. The foregoing interest expense amounts for the three months ended March 31, 2004 do not include a \$973 addition to interest expense related to hedge ineffectiveness, as well as a \$4,631 addition to interest expense related to swaps. See Note 9 of the consolidated financial statements, Derivative Instruments, for a further description of the Company's hedge ineffectiveness.

Net Interest Margin and Net Interest Spread from the Portfolio: The Company considers its portfolio to consist of its securities available-for-sale, securities held-for-trading, commercial mortgage loans, and cash and cash equivalents because these assets relate to its core strategy of acquiring and originating high yield loans and securities backed by commercial real estate, while at the same time maintaining a portfolio of investment grade securities to enhance the Company's liquidity.

Net interest margin from the portfolio is annualized net interest income divided by the average estimated fair value of interest-earning assets. Net interest income is total interest income less interest expense relating to collateralized borrowings. Net interest spread equals the yield on average assets for the period less the average cost of funds for the period. The yield on average assets is interest income divided by average amortized cost of

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interest earning assets. The average cost of funds is interest expense from the portfolio divided by average outstanding collateralized borrowings.

The following chart describes the interest income, interest expense, net interest margin and net interest spread for the Company's portfolio. The following interest income and interest expense amounts exclude income and expense related to real estate joint ventures, equity investments, hedge ineffectiveness, and the effect of the consolidation of the commercial mortgage loan pools.

	For the Three Months Ended March 31, 2005	2004
Interest income	\$42,096	\$37,508
Interest expense	\$24,101	\$19,917
Net interest margin	3.21%	3.18%
Net interest spread	2.28%	2.48%

**Other Expenses:** Expenses other than interest expense consist primarily of management fees and general and administrative expenses. Management fees paid to the Manager of \$2,579 and \$2,130 for the three months ended March 31, 2005 and 2004, respectively, were solely base management fees and were lower for the quarter ended March 31, 2004 as the Manager agreed to reduce the management fees by 20%. General and administrative expense of \$820 and \$602 for the three months ended March 31, 2005, and 2004, respectively, were comprised of accounting agent fees, custodial agent fees, directors' fees, fees for professional services, and insurance premiums. General and administrative fees for the quarter ended March 31, 2005 rose primarily due to an increase in professional fees related to ongoing Sarbanes-Oxley Act compliance.

**Other Gains (Losses):** During the three months ended March 31, 2005, the Company realized a gain of \$10 on securities available-for-sale. During the three months ended March 31, 2004, the Company sold a portion of its securities available-for-sale for total proceeds of \$111,790, resulting in a realized gain of \$2,813. The losses on securities held-for-trading were \$1,372 and \$5,983 for the three months ended March 31, 2005 and 2004, respectively. The loss on impairment of asset of \$159 for the three months ended March 31, 2005 was related to the Company's write down of a CMBS.

**Dividends Declared:** On March 10, 2005, the Company declared distributions to its stockholders of \$0.28 per share, which was paid on May 2, 2005 to stockholders of record on March 31, 2005.

### Changes in Financial Condition

**Securities Available-for-sale:** The Company's securities available-for-sale, which are carried at estimated fair value, included the following at March 31, 2005 and December 31, 2004:

	March 31, 2005 Estimated Fair Value	Percentage	
Security Description			Dece 2 Es

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Commercial mortgage-backed securities:			
CMBS IOs	\$119,704	6.8%	\$12
Investment grade CMBS	406,075	23.2	38
Non-investment grade rated subordinated securities	746,986	42.6	75
Non-rated subordinated securities	5,987	0.3	
Credit tenant leases	24,916	1.4	2
Investment grade REIT debt	278,797	15.9	28
Project loans	23,030	1.3	2
CDO investments	18,512	1.1	1
<b>Total CMBS</b>	<b>1,624,007</b>	<b>92.6</b>	<b>1,62</b>
Single-family residential mortgage-backed securities:			
Agency adjustable rate securities	104,929	6.0	11
Residential CMOs	1,307	0.1	
Hybrid arms	23,702	1.3	2
<b>Total RMBS</b>	<b>129,938</b>	<b>7.4</b>	<b>13</b>
<b>Total securities available-for-sale</b>	<b>\$1,753,945</b>	<b>100.0%</b>	<b>\$1,76</b>

Borrowings: As of March 31, 2005 and December 31, 2004, the Company's debt consisted of line-of-credit borrowings, CDO debt, term loans and reverse repurchase agreements, collateralized by a pledge of most of the Company's securities available-for-sale, securities held-for-trading, and its commercial mortgage loans. The Company's financial flexibility is affected by its ability to renew or replace on a continuous basis its maturing short-term borrowings. As of March 31, 2005 and December 31, 2004, the Company has obtained financing in amounts and at interest rates consistent with the Company's short-term financing objectives.

Under the lines of credit, and the reverse repurchase agreements, the lender retains the right to mark the underlying collateral to estimated fair value. A reduction in the estimated fair value of its pledged assets would require the Company to provide additional collateral or fund margin calls. From time to time, the Company expects that it will be required to provide such additional collateral or fund margin calls.

The following table sets forth information regarding the Company's collateralized borrowings:

	For the Three Months Ended March 31, 2005	
	March 31, 2005 Balance	Maximum Balance
CDO debt*	\$1,067,764	\$1,067,967
Commercial mortgage loan pools	1,288,690	\$1,294,058



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Reverse repurchase agreements	606,435	646,335
Line of credit and term loan borrowings	146,516	166,555

\* Disclosed as adjusted issue price. Total par of the Company's CDO debt as of March 31, 2005 was \$1,080,996.

Hedging Instruments: From time to time, the Company may reduce its exposure to market interest rates by entering into various financial instruments that adjust portfolio duration. These financial instruments are intended to mitigate the effect of changes in interest rates on the estimated fair value of the Company's assets and the cost of borrowing.

Interest rate swap agreements as of March 31, 2005 and December 31, 2004 consisted of the following:

As of March 31, 2005			
	Notional Value	Estimated Fair Value	Unamortized Cost
Cash flow hedges	\$461,800	\$6,301	-
Trading swaps	44,000	808	-
CDO cash flow hedges	712,159	7,954	-
CDO timing swaps	223,445	55	-

As of December 31, 2004			
	Notional Value	Estimated Fair Value	Unamortized Cost
Cash flow hedges	\$452,600	\$253	-
Trading swaps	16,000	(5)	-
CDO cash flow hedges	718,120	(11,262)	-
CDO timing swaps	223,445	145	-

### Capital Resources and Liquidity

Liquidity is a measurement of the Company's ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund investments, loan acquisition and lending activities and for other general business purposes. The primary sources of funds for liquidity consist of collateralized borrowings, principal and interest payments on and maturities of securities available-for-sale, securities held-for-trading and commercial mortgage loans, and proceeds from the maturity or sales thereof.

To the extent that the Company may become unable to maintain its borrowings at their current level due to changes in the financing markets for the Company's assets, the Company may be required to sell assets in order to achieve lower borrowing levels. In this event, the Company's level of net income would decline. The Company's principal strategies for mitigating this risk are to maintain portfolio leverage at levels it believes are sustainable and to diversify the sources and types of available borrowing and capital. The Company has utilized committed bank facilities and preferred stock offerings, and will consider resecuritization or other achievable term funding of

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existing assets.

For the three months ended March 31, 2004, the Company issued 1,077,102 shares of Common Stock under its Dividend Reinvestment and Stock Purchase Plan (the "Dividend Reinvestment Plan"). Net proceeds to the Company were approximately \$12,606. During the first quarter of 2004, the Company suspended its Dividend Reinvestment Plan for all investments after March 26, 2004, and for all future investment dates. During the second quarter of 2004, the dividend reinvestment portion of the Dividend Reinvestment Plan was reinstated for all dividend payments made after August 2, 2004, and for all future dividend payment dates with a discount of 2%. The optional cash purchase portion of the Dividend Reinvestment Plan remains suspended; however, it may be resumed at any time.

As of March 31, 2005, \$90,811 of the Company's \$200,000 committed credit facility with Deutsche Bank, AG was available for future borrowings and \$50,473 of the Company's \$75,000 committed credit facility with Greenwich Capital, Inc. was available. The Company had outstanding borrowings of \$12,800 under a \$13,000 committed credit facility with Morgan Stanley Mortgage Capital, Inc. The Morgan Stanley Mortgage Capital, Inc. facility matures May 11, 2006.

At March 31, 2005, the Company's collateralized borrowings had the following remaining maturities:

	Lines of Credit	Reverse Repurchase Agreements	Collateralized Debt Obligations	Commerci Mortgag Loan Poo
Within 30 days	\$ -	\$569,739	\$ -	\$ -
31 to 59 days	-	36,696	-	-
60 days to less than 1 year	64,527	-	-	-
1 year to 3 years	81,989	-	-	-
3 year to 5 years	-	-	-	-
Over 5 years	-	-	1,067,764	1,288,6
	\$146,516	\$606,435	\$1,067,764	\$1,288,6

\* Comprised of \$405,573 of CDO debt with a weighted average remaining maturity of 7.04 years as of March 31, 2005, \$293,075 of CDO debt with a weighted average remaining maturity of 7.46 years as of March 31, 2005 and \$369,116 of CDO debt with a weighted average remaining maturity of 8.14 years as of March 31, 2005.

The Company has no off-balance sheet financing arrangements.

The Company's operating activities provided (used) cash flows of \$32,549 and \$(7,578) during the three months ended March 31, 2005 and 2004, respectively, primarily through net income and sale of trading securities in 2004 and through net income offset by the purchases of trading securities in 2003.

The Company's investing activities provided (used) cash flows of \$39,153 and \$(11,457) during the three months ended March 31, 2005 and 2004, respectively, primarily from repayments received on securities and commercial mortgage loans, offset by purchase securities available-for-sale and commercial

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mortgage loan purchases.

The Company's financing activities (used) provided cash flows \$(73,152) and \$15,494 during the three months ended March 31, 2005 and 2004, respectively, primarily from decrease in borrowings and dividends paid, offset by issuance of collateralized debt obligations in 2003.

The Company is subject to various covenants in its lines of credit, including maintaining a minimum net worth measured on GAAP of \$305,000, a recourse debt-to-equity of 3.0 to 1, a minimum cash requirement based upon certain debt-to-equity ratios, a minimum recourse debt service coverage ratio of 1.75 and a minimum liquidity reserve of \$10,000. As of March 31, 2005, the Company was in compliance with all covenants.

The Company's ability to execute its business strategy depends to a significant degree on its ability to obtain additional capital. Factors which could affect the Company's access to the capital markets, or the costs of such capital, include changes in interest rates, general economic conditions and perception in the capital markets of the Company's business, covenants under the Company's current and future credit facilities, results of operations, leverage, financial conditions and business prospects. Consequently, there can be no assurance that the Company will be able to effectively fund future growth. Except as discussed herein, management is not aware of any other trends, events, commitments or uncertainties that may have a significant effect on liquidity.

### Contingent Liability

During 2000, the Company completed the acquisition of CORE Cap, Inc. At the time of the CORE Cap, Inc. acquisition, the Manager agreed to pay GMAC (CORE Cap, Inc.'s external advisor) \$12,500 over a ten-year period ("Installment Payment") to purchase the right to manage the Core Cap, Inc. assets under the existing management contract ("GMAC Contract"). The GMAC Contract had to be terminated in order to allow the Company to complete the merger, as the Company's management agreement with the Manager did not provide for multiple managers. As a result the Manager offered to buy-out the GMAC Contract as the Manager estimated it would receive incremental fees above and beyond the Installment Payment, and thus was willing to pay for, and separately negotiate, the termination of the GMAC Contract. Accordingly, the value of the Installment Payment was not considered in the Company's allocation of its purchase price to the net assets acquired in the acquisition of CORE Cap, Inc. The Company agreed that should the Management Agreement with its Manager be terminated, not renewed or not extended for any reason other than for cause, the Company would pay to the Manager an amount equal to the Installment Payment less the sum of all payments made by the Manager to GMAC. As of March 31, 2005, the Installment Payment would be \$6,500 payable over six years. The Company does not accrue for this contingent liability.

### Transactions with Affiliates

The Company has a Management Agreement with the Manager, a majority owned indirect subsidiary of The PNC Financial Services Group, Inc. and the employer of certain directors and officers of the Company, under which the Manager manages the Company's day-to-day operations, subject to the direction and oversight of the Company's Board of Directors. On March 25, 2002, the Management Agreement was extended for one year through March 27, 2003, with the approval of the unaffiliated directors, on terms similar to the prior agreement with the following changes: (i) the incentive fee calculation would be based on GAAP earnings instead of funds from operations, (ii) the removal of the four-year period to value the Management Agreement in the event of termination and (iii) subsequent renewal periods of the Management Agreement would be for one year instead of two years. Houlihan Lokey Howard & Zukin

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Financial Advisors, Inc., a national investment banking and financial advisory firm, advised the Board in the 2002 renewal process.

On March 6, 2003, the unaffiliated directors approved an extension of the Management Agreement from its expiration of March 27, 2003 for one year through March 31, 2004. The terms of the renewed agreement were similar to the prior agreement except for the incentive fee calculation that would provide for a rolling four-quarter high watermark rather than a quarterly calculation. In determining the rolling four-quarter high watermark, the Company would calculate the incentive fee based upon the current and prior three quarters' net income. The Manager would be paid an incentive fee in the current quarter if the Yearly Incentive Fee, as defined, were greater than what was paid to the Manager in the prior three quarters cumulatively. The Company phased in the rolling four-quarter high watermark commencing with the second quarter of 2003. Calculation of the incentive fee was based on GAAP earnings and adjusted to exclude special one-time events pursuant to changes in GAAP accounting pronouncements after discussion between the Manager and the unaffiliated directors. The incentive fee threshold did not change. The high watermark provided for the Manager to be paid 25% of the amount of earnings (calculated in accordance with GAAP) per share that exceeds the product of the adjusted issue price of the Company's Common Stock per share and the greater of 9.5% or 350 basis points over the ten-year Treasury note.

The Management Agreement was further extended for one year from March 31, 2004 through March 31, 2005. The base management fee was revised to equal 2% of the quarterly average total stockholders' equity for the applicable quarter. The incentive fee was revised to be 25% of the amount of earnings (calculated in accordance with GAAP) per share that exceeds the product of the adjusted issue price of the Company's Common Stock per share (\$11.37 as of December 31, 2004) and the greater of 8.5% or 400 basis points over the ten-year Treasury note. On March 31, 2005, the Management Agreement was extended for one additional year through March 31, 2006. The terms of the extended agreement did not change.

During the year ended December 31, 2003 and for the three months ended March 31, 2004, the Company paid the Manager an annual base management fee equal to a percentage of the average invested assets of the Company as defined in the Management Agreement. The base management fee was equal to 1% per annum of the average invested assets rated less than BB- or not rated, 0.75% of average invested assets rated BB- to BB+, and 0.20% of average invested assets rated above BB+. During the third quarter of 2003, the Manager agreed to reduce the management fees by 20% from its calculated amount for the third and fourth quarter of 2003 and the first quarter of 2004. This revision resulted in \$1,046 in savings to the Company during 2003 and \$532 for the three months ended March 31, 2004, respectively.

The Company incurred \$2,579 and \$2,130 in base management fees in accordance with the terms of the Management Agreement for the three months ended March 31, 2005 and 2004, respectively. The Company did not incur incentive fees for the three months ended March 31, 2005 and 2004. In accordance with the provisions of the Management Agreement, the Company recorded reimbursements to the Manager of \$0 and \$34 for certain expenses incurred on behalf of the Company for the three months ended March 31, 2005 and 2004, respectively, which are included in general and administrative expense on the accompanying consolidated statements of operations.

The Company has an administration agreement with the Manager. Under the terms of the administration agreement, the Manager provides financial reporting, audit coordination and accounting oversight services to the Company. The agreement can be cancelled upon 60-day written notice by either party. The Company pays the Manager a monthly administrative fee at an annual rate of 0.06% of the first \$125 million of average net assets, 0.04% of the next \$125

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million of average net assets and 0.03% of average net assets in excess of \$250 million subject to a minimum annual fee of \$120. For the three months ended March 31, 2005 and 2004, the Company paid administration fees of \$51 and \$44, respectively, which are included in general and administrative expense on the accompanying consolidated statements of operations.

During 2001, the Company entered into a \$50,000 commitment to acquire shares in Carbon Capital, Inc ("Carbon I"), a private commercial real estate income opportunity fund managed by the Manager. The Carbon I investment period ended on July 12, 2004 and the Company's investment in Carbon I as of March 31, 2005 was \$41,255. The Company does not incur any additional management or incentive fees to the Manager as a result of its investment in Carbon I. On March 31, 2005, the Company owned approximately 20% of the outstanding shares in Carbon I.

On October 13, 2004, the Company entered into a commitment of up to \$30,000 to acquire shares in Carbon Capital II, Inc. ("Carbon II"), a private commercial real estate income opportunity fund managed by the Manager. On November 19, 2004, the Company entered into an additional \$32,067 commitment to acquire shares in Carbon II. During 2004, the Company received capital call notices from Carbon II of \$16,953. As of March 31, 2005, the Company's investment in Carbon II was \$17,866 and the Company's remaining commitment to Carbon II is \$45,114. The Company may commit up to the lower of 20% of the total of Carbon II's capital commitments or \$100,000. The Company does not incur any additional management or incentive fees to the Manager as a result of its investment in Carbon II. The Company's unaffiliated directors approved this transaction in September 2004.

REIT Status: The Company has elected to be taxed as a REIT and therefore must comply with the provisions of the Internal Revenue Code with respect thereto. Accordingly, the Company generally will not be subject to U.S. federal income tax to the extent of its distributions to stockholders and as long as certain asset, income and stock ownership tests are met. The Company may, however, be subject to tax at corporate rates or at excise tax rates on net income or capital gains not distributed.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk: Market risk includes the exposure to loss resulting from changes in interest rates, credit curve spreads, foreign currency exchange rates, commodity prices and equity prices. The primary market risks to which the Company is exposed are interest rate risk and credit curve risk. Interest rate risk is highly sensitive to many factors, including governmental, monetary and tax policies, domestic and international economic and political considerations and other factors beyond the control of the Company. Credit curve risk is highly sensitive to the dynamics of the markets for commercial mortgage securities and other loans and securities held by the Company. Excessive supply of these assets combined with reduced demand will cause the market to require a higher yield. This demand for higher yield will cause the market to use a higher spread over the U.S. Treasury securities yield curve, or other benchmark interest rates, to value these assets. Changes in the general level of the U.S. Treasury yield curve can have significant effects on the estimated fair value of the Company's portfolio.

The majority of the Company's assets are fixed rate securities valued based on a market credit spread to U.S. Treasuries. As U.S. Treasury securities are priced to a higher yield and/or the spread to U.S. Treasuries used to price the Company's assets is increased, the estimated fair value of the Company's

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portfolio may decline. Conversely, as U.S. Treasury securities are priced to a lower yield and/or the spread to U.S. Treasuries used to price the Company's assets is decreased, the estimated fair value of the Company's portfolio may increase. Changes in the estimated fair value of the Company's portfolio may affect the Company's net income or cash flow directly through their impact on unrealized gains or losses on securities held-for-trading or indirectly through their impact on the Company's ability to borrow. Changes in the level of the U.S. Treasury yield curve can also affect, among other things, the prepayment assumptions used to value certain of the Company's securities and the Company's ability to realize gains from the sale of such assets. In addition, changes in the general level of the LIBOR money market rates can affect the Company's net interest income. As of March 31, 2005, all of the Company's liabilities outside of the CDOs are floating rate based on a market spread to LIBOR. As the level of LIBOR increases or decreases, the Company's interest expense will move in the same direction.

The Company may utilize a variety of financial instruments, including interest rate swaps, caps, floors and other interest rate exchange contracts, in order to limit the effects of fluctuations in interest rates on its operations. The use of these types of derivatives to hedge interest-earning assets and/or interest-bearing liabilities carries certain risks, including the risk that losses on a hedge position will reduce the funds available for payments to holders of securities and that such losses may exceed the amount invested in such instruments. A hedge may not perform its intended purpose of offsetting losses or increased costs. Moreover, with respect to certain of the instruments used as hedges, the Company is exposed to the risk that the counterparties with which the Company trades may cease making markets and quoting prices in such instruments, which may render the Company unable to enter into an offsetting transaction with respect to an open position. If the Company anticipates that the income from any such hedging transaction will not be qualifying income for REIT income purposes, the Company may conduct part or all of its hedging activities through a to-be-formed corporate subsidiary that is fully subject to federal corporate income taxation. The profitability of the Company may be adversely affected during any period as a result of changing interest rates.

The Company monitors and manages interest rate risk based on a method that takes into consideration the interest rate sensitivity of the Company's assets and liabilities, including its preferred stock. The Company's objective is to acquire assets and match fund the purchase so that interest rate risk associated with financing these assets is reduced or eliminated. The primary risks associated with acquiring and financing these assets are mark-to-market risk and short-term rate risk. Examples of these financing types include 30-day repurchase agreements and committed borrowing facilities. Certain secured financing arrangements provide for an advance rate based upon a percentage of the estimated fair value of the asset being financed. Market movements that cause asset values to decline would require a margin call or a cash payment to maintain the relationship between asset value and amount borrowed. A cash flow based CDO is an example of a secured financing vehicle that does not require a mark to market to establish or maintain a level of financing. When financed assets are subject to a mark to market margin call, the Company carefully monitors the interest rate sensitivity of those assets. The duration of the assets financed which are subject to a mark to market margin call was 1.91 years based on net asset value as of March 31, 2005.

The Company's reported book value incorporates the estimated fair value of the Company's interest bearing assets but it does not incorporate the estimated fair value of the Company's interest bearing fixed rate liabilities and preferred stock. The fixed rate liabilities and preferred stock will generally reduce the actual interest rate risk of the Company from a pure economic perspective even though changes in the estimated fair value of these liabilities are not reflected in the Company's book value. The fixed rate

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liabilities issued in CDO I, CDO II and CDO III reduce the Company's economic duration by approximately 4.84 years. The Series C Preferred Stock reduces the Company's economic duration by approximately 0.44 year. The Company's GAAP book value is not reduced by the change in the estimated fair value of these liabilities and therefore is approximately 5.28 years longer than the economic duration. The Company's duration management strategy focuses on the economic risk and maintains economic duration within a band of 3.0 to 5.0 years. At March 31, 2005, economic duration for the Company's entire portfolio was 3.33 years. Earnings per share is analyzed using the assumptions that interest rates, as defined by the LIBOR curve, increase or decrease and that the yield curves of the LIBOR rate shocks will be parallel to each other. Estimated fair value in this scenario is calculated using the assumption that the U.S. Treasury yield curve remains constant even though changes in both long- and short-term interest rates can occur simultaneously.

Regarding the table below, all changes in income and are measured as percentage changes from the respective values calculated in the scenario labeled as "Base Case." The base interest rate scenario assumes interest rates as of March 31, 2005. Actual results could differ significantly from these estimates.

Projected Percentage Change In Earnings Per Share Given LIBOR Movements	
Change in LIBOR, +/- Basis Points	Projected Change in Earnings per Share
-200	\$0.050
-100	\$0.025
-50	\$0.012
Base Case	
+50	\$(0.012)
+100	\$(0.025)
+200	\$(0.050)

**Credit Risk:** The Company's portfolios of commercial real estate assets are subject to a high degree of credit risk. Credit risk is the exposure to loss from loan defaults. Default rates are subject to a wide variety of factors, including, but not limited to, property performance, property management, supply/demand factors, construction trends, consumer behavior, regional economics, interest rates, the strength of the U.S. economy, and other factors beyond the control of the Company.

All loans are subject to a certain probability of default. Before acquiring a Controlling Class security, the Company will perform an analysis of the quality of all of the loans proposed. As a result of this analysis, loans with unacceptable risk profiles are either removed from the proposed pool or the Company receives a price adjustment. The Company underwrites its Controlling Class CMBS investments assuming the underlying loans will suffer a certain dollar amount of defaults and these defaults will lead to some level of realized losses. Loss adjusted yields are computed based on these assumptions and applied to each class of security supported by the cash flow on the underlying loans. The most significant variables affecting loss adjusted yields include, but are not limited to, the number of defaults, the severity of loss that occurs subsequent to a default and the timing of the actual loss. The different rating levels of CMBS will react differently to changes in these assumptions. The lowest rated securities (B- or lower) are generally more

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sensitive to changes in timing of actual losses. The higher rated securities (B or higher) are more sensitive to the severity of losses and timing of cashflows.

The Company generally assumes that all of the principal of a non-rated security and a significant portion, if not all, of CCC and a portion of B-rated securities will not be recoverable over time. The loss adjusted yields of these classes reflect that assumption; therefore, the timing of when the total loss of principal occurs is the most important assumption in determining value and interest income. The interest coupon generated by a security will cease when there is a total loss of its principal regardless of whether that principal is paid. Therefore, timing is of paramount importance because the longer the principal balance remains outstanding, the more interest coupon the holder receives; which results in a larger economic return. Alternatively, if principal is lost faster than originally assumed, there is less opportunity to receive interest coupon; which results in a lower or possibly negative return. Additional losses, which occur due to greater severity, will not have a significant effect as all principal is already assumed to be non-recoverable.

If actual principal losses on the underlying loans exceed assumptions, the higher rated securities will be affected more significantly as a loss of principal may not have been assumed. The Company generally assumes that all principal will be recovered by classes rated B or higher. The Company manages credit risk through the underwriting process, establishing loss assumptions and careful monitoring of loan performance. After the securities have been acquired, the Company monitors the performance of the loans, as well as external factors that may affect their value.

Factors that indicate a higher loss severity or acceleration of the timing of an expected loss will cause a reduction in the expected yield and therefore reduce the earnings of the Company. Furthermore, the Company may be required to write down a portion of the adjusted purchase price of the affected assets through its consolidated statements of financial condition.

For purposes of illustration, a doubling of the losses in the Company's Controlling Class CMBS, without a significant acceleration of those losses, would reduce GAAP income going forward by approximately \$0.31 per share of Common Stock per year and cause a significant write down at the time the loss assumption is changed. The amount of the write down depends on several factors, including which securities are most affected at the time of the write down, but is estimated to be in the range of \$0.05 to \$0.25 per share based on a doubling of expected losses. A significant acceleration of the timing of these losses would cause the Company's net income to decrease. The Company's exposure to a write down is mitigated by the fact that most of these assets are financed on a non-recourse basis in the Company's CDOs, where a significant portion of the risk of loss is transferred to the CDO bondholders. As of March 31, 2005, securities with a total estimated fair value of \$1,204,426 are collateralizing the CDO borrowings of \$1,083,268; therefore, the Company's preferred equity interest in the three CDOs is \$121,158 (\$2.27 per share). The CDO borrowings are not marked to market in accordance with GAAP even though their economic value will change in response to changes in interest rates and/or credit spreads.

**Asset and Liability Management:** Asset and liability management is concerned with the timing and magnitude of the re-pricing and/or maturing of assets and liabilities. It is the Company's objective to attempt to control risks associated with interest rate movements. In general, management's strategy is to match the term of the Company's liabilities as closely as possible with the expected holding period of the Company's assets. This is less important for those assets in the Company's portfolio considered liquid, as there is a very stable market for the financing of these securities.



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Other methods for evaluating interest rate risk, such as interest rate sensitivity "gap" (defined as the difference between interest-earning assets and interest-bearing liabilities maturing or re-pricing within a given time period), are used but are considered of lesser significance in the daily management of the Company's portfolio. Management considers this relationship when reviewing the Company's hedging strategies. Because different types of assets and liabilities with the same or similar maturities react differently to changes in overall market rates or conditions, changes in interest rates may affect the Company's net interest income positively or negatively even if the Company were to be perfectly matched in each maturity category.

ITEM 4. CONTROLS AND PROCEDURES

Under the direction of the Company's Chief Executive Officer and Chief Financial Officer, the Company evaluated its disclosure controls and procedures and concluded that its disclosure controls and procedures were effective as of March 31, 2005.

No change in internal control over financial reporting occurred during the quarter ended March 31, 2005 that has materially affected, or is reasonably likely to materially affect, such internal control over financial reporting.

Part II - OTHER INFORMATION

Item 1. Legal Proceedings

At March 31, 2005 there were no pending legal proceedings of which the Company was a defendant or of which any of its properties were subject.

Item 2. Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Ma th Und
January 1, 2005 through January 31, 2005	-	-	-	
February 1, 2005 through February 28, 2005	-	-	-	
March 1, 2005 through March 31, 2005	-	-	-	
Total	-	-	-	

Item 3. Defaults Upon Senior Securities

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Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

Exhibits

10.1 Amendment and Extension, dated as of March 31, 2005, to the Amended and Restated Investment Advisory Agreement, dated as of March 11, 2004, between the Registrant and BlackRock Financial Management, Inc. (incorporated by reference to Exhibit 99.1 to the Form 8-K of the Registrant filed on March 31, 2005).

31.1 Certification of Chief Executive Officer

31.2 Certification of Chief Financial Officer

32.1 Section 1350 Certification of Chief Executive Officer and Chief Financial Officer

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.

ANTHRACITE CAPITAL, INC.

Dated: May 10, 2005

By: /s/ Christopher A. Milner

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Name: Christopher A. Milner  
Title: Chief Executive Officer  
(duly authorized representative)

Dated: May 10, 2005

By: /s/ James J. Lillis

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Name: James J. Lillis  
Title: Chief Financial Officer