

MAXUS REALTY TRUST, INC.



DISCLOSURE FOR QUARTER ENDED SEPTEMBER 30, 2016

104 Armour Road, North Kansas City, Missouri 64116
(Address of principal executive offices)

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PART I

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto included in this quarterly report, and the audited consolidated financial statements and notes thereto included in our Annual Report for the year ended December 31, 2015 (the "2015 Annual Report"). This discussion may contain forward-looking statements based on current judgments and current knowledge of management, which are subject to certain risks, trends and uncertainties that could cause actual results to vary from those projected, including but not limited to, those discussed below under "Forward-Looking Statements" and elsewhere in this quarterly report, as well as the "Risk Factors" section in the 2015 Annual Report. Historical results and trends which might appear in the unaudited condensed consolidated financial statements should not be interpreted as being indicative of future operations.

Forward-Looking Statements

This quarterly report includes "forward-looking statements," which are statements, other than statements of historical facts, included in this section and located elsewhere in this quarterly report regarding the prospects of our industry and our prospects, plans, financial position and business strategy. These forward-looking statements are intended to be covered by the judicially created "bespeaks caution doctrine." In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "estimate", "anticipate", "plan", "foresee", "believe" or "continue" or the negatives of these terms or variations of them or similar terminology. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we can give no assurance that these expectations will prove to have been correct. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others:

- Our acquisition strategy may not produce the cash flows expected;
- Competition could adversely affect our ability to acquire properties;
- Losses from catastrophes may exceed our insurance coverage;
- Tax matters, including a failure to qualify as a REIT, could have adverse consequences;
- Our reliance on information technology in our operations, and a potential breach, interruption or security failure of such technology;
- Our dependence on key personnel;
- Litigation risks;
- Our compliance, or failure to comply, with the American Disabilities Act of 1990 or other safety regulations and requirements;
- Our need to make significant capital improvements and incur deferred maintenance costs with respect to our properties;
- Our transactions with affiliated entities and related conflicts of interest;
- Liability relating to environmental matters;
- Moisture infiltration and resulting mold remediation involving our properties;
- Risks associated with real estate assets and the real estate industry;
- Unfavorable changes in market and economic conditions;
- The limited public trading market for shares of our common stock and the lack of a requirement for us to effectuate a liquidity event;
- Increases in interest rates and our interest expense;
- Our ability to generate sufficient cash flows to make required payments for debt obligations or pay distributions to shareholders;
- Our significant debt;
- Our ability to renew, repay or refinance our outstanding debt;
- Issuances of additional debt;
- The condition of Fannie Mae or Freddie Mac and other federal agencies;
- The illiquidity of our real estate interests; and
- Such other factors as discussed throughout this quarterly report and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" sections of the 2015 Annual Report.

Readers are urged to consider these factors carefully in evaluating the forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these

cautionary statements. The forward-looking statements included herein are made only as of the date of this quarterly report, and we do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

General

Maxus Realty Trust, Inc. (the “Trust”) is a corporation formed on June 14, 1984. The Trust’s purpose is to acquire equity investments in income-producing real properties, primarily multifamily apartment communities. Unless the context requires otherwise, “we,” “our,” “us,” the “Company”, and the “Trust” refer to the Trust and its consolidated subsidiaries. Our multifamily apartment communities are referred to as “communities,” “multifamily communities,” “properties,” or “multifamily properties” in the following discussion.

The Trust’s corporate offices are located at 104 Armour Road, North Kansas City, Missouri, 64116, and the telephone number is (816) 303-4500. Our website is located at www.mrti.com. On our website we make available free of charge our annual and quarterly reports. Information contained on our website does not constitute any part of this quarterly report. Our common stock is quoted on the OTC Pink market tier of the OTC market, which operates an interdealer quotation system and electronic messaging service, called OTC Link®, for broker-dealers to trade OTC equity securities. We post our annual and quarterly reports electronically with the OTC market, which can be found, along with additional information about how the OTC market operates, at the following website address: www.otcm Markets.com (symbol “MRTI”).

Financial Information about Segments

Our operations have been aggregated into two segments: apartments and retail. The Trust is primarily engaged in the ownership and acquisition of ownership interests in multifamily apartment communities. Although located in different geographic locations, each of our multifamily apartment communities has similar economic characteristics, residents, amenities and services. Our multifamily apartment communities consist primarily of market-rate apartments with rents paid by the residents and include 28 properties with 7,314 apartment homes as of September 30, 2016. The multifamily apartment communities account for approximately 98% of the Trust’s total revenues for the nine months ended September 30, 2016. The retail real estate operations consist of two properties with approximately 92,000 square feet consisting of 23 retail tenants as of September 30, 2016. The retail operations account for approximately 2% of the Trust’s total revenues for the nine months ended September 30, 2016. Our multifamily communities are located in Arkansas, Florida, Georgia, Kansas, Louisiana, Mississippi, Missouri, North Carolina, Oklahoma, and Texas. Our current retail real estate properties are located in Louisiana and Missouri.

Description of the Company’s Business

Since 2004, the Trust has been structured as what is commonly referred to as an umbrella partnership real estate investment trust (“REIT” or “UPREIT”). Since 2004, the Trust has conducted and intends to continue to conduct all of its activities through its subsidiary Maxus Operating Limited Partnership, a Delaware limited partnership (“MOLP”). Maxus Realty GP, Inc., a Delaware corporation and wholly owned subsidiary of the Trust, is the sole general partner of MOLP and has a 0.001% interest in MOLP. As the sole general partner of MOLP, Maxus Realty GP, Inc. generally has the exclusive power under MOLP’s limited partnership agreement to manage and conduct the business of MOLP, subject to certain limited approval and voting rights of the limited partners.

Pursuant to MOLP’s limited partnership agreement, MOLP may issue limited partnership operating units (and corresponding limited partnership interests) in return for cash or other property that is contributed to MOLP. Holders of MOLP limited partnership operating units may elect to have their units (and corresponding limited partnership interests) redeemed in return for either (at the Trust’s election) the issuance of the Trust’s common stock or cash after a one year holding period. If MOLP limited partnership operating units are redeemed for shares of common stock in the Trust, such units are redeemable on a one unit-for-one share basis. If MOLP limited partnership operating units are redeemed for cash, such units are redeemable at a price per unit based on the average trading price as reported on the OTC Market of the Trust’s common stock, over a ten day period preceding the redemption. Through September 30, 2016, two MOLP holders have elected to have their operating units redeemed, which the Board elected to pay in cash. Holders of MOLP limited partnership operating units are not entitled to rights as shareholders of the Trust prior to conversion of their MOLP limited partnership operating units into shares of the Trust’s common stock.

The Trust believes the UPREIT structure enables it to make additional acquisitions of properties from tax-motivated sellers. As an UPREIT, the Trust may issue MOLP limited partnership operating units to tax-motivated sellers who contribute properties to MOLP, which allows those sellers to realize certain tax benefits that would be unavailable to them if the Trust purchased those properties directly for cash or common stock. As of September 30, 2016, the Trust owns approximately 87.91% of the outstanding

limited partnership interests in MOLP as well as the general partnership interest. Non-controlling holders of MOLP limited partnership operating units own 12.09% of the outstanding limited partnership interests in MOLP, which is represented by 155,441 MOLP limited partnership operating units. A fractional interest is owned by the general partner of MOLP. Of the 12.09% non-controlling limited partnership interests in MOLP, affiliates of the Trust own 88.25% (or 137,181 of the 155,441 MOLP non-controlling limited partnership operating units outstanding).

Seventeen of the properties in which the Trust holds an interest are owned by single member limited liability companies that are directly and wholly owned by MOLP. In addition, MOLP directly or indirectly owns the following interest in the other limited liability companies that are not wholly owned that hold real property assets as well as other property interests: MOLP owns a 52% interest in each of the limited liability companies that own Madison at Melrose Apartments (“Madison at Melrose”), Schoettler Village Apartments (“Schoettler Village”), Kirkwood Station Apartments (“Kirkwood Station”), the Villages of Bogey Hills (“Bogey Hills”), Rosehill Pointe Apartments (“Rosehill”) and Park Edge Apartments (“Park Edge”); MOLP owns a 61% interest in the limited liability company that owns Glen at Polo Park Apartments (“Glen”); King’s Court/Terrace Acquisition, LLC (“King’s Court/Terrace”), a wholly owned subsidiary of MOLP, owns a 59% tenant in common ownership interest in The Reserve at Tranquility Lake Apartments (“Tranquility”); Forest Place TIC 1, L.L.C., a wholly owned subsidiary of MOLP, owns a 52% tenant in common ownership interest in Forest Place Apartments (“Forest Place”); MOLP owns a 90% interest in the limited liability company that owns Cross Creek Apartments (“Cross Creek”); and MOLP owns a 50% interest in the limited liability company that owns Astoria Apartments Homes (“Astoria”). In each such case where MOLP owns a majority interest, except for Tranquility and Forest Place, in which MOLP holds an undivided interest, MOLP has the authority to generally take actions on behalf of the limited liability companies or the underlying properties without needing the approval of any of the non-controlling owners.

Operating and Business Strategy

We believe producing consistent earnings growth through property operations, acquisitions and market balance has been and will continue to be crucial to our success. We rely heavily on experienced management capabilities and innovative operating strategies, which help to maximize the earnings potential of our communities.

Real Estate Investments and Market Balance. We believe we are well positioned in our current markets and have the expertise to take advantage of new opportunities as they arise. These capabilities, combined with what we believe to be a conservative financial structure, are designed to allow us to concentrate our growth efforts toward selective opportunities that will enhance our strategy of having a portfolio of assets that meet the requirements of our residents.

We currently intend to continue to operate in our core markets, within the midwest and southeast regions of the United States, which we believe provides an advantage due to economies of scale. The Trust believes, where possible, it is best to operate with a strong base of properties to benefit from the personnel allocation and the market strength associated with managing multiple properties in the same market. We intend to improve our portfolio of apartment communities, which averaged in the last three years “B+/A-” in quality (defined below), by selling apartment communities that are inconsistent with our portfolio strategy and investing the proceeds from such sales in the acquisition of higher-quality apartment communities or in capital improvements to apartment communities already in our portfolio.

Our portfolio strategy seeks predictable rent growth from a portfolio of “A”, “B” and “C” quality market-rate apartment communities, which average “B/B+” in quality and are diversified among the midwest and southeast job growth markets in the United States, as measured by total apartment value. We measure our apartment communities quality based on average rents of our apartment home compared to local market average rents as reported by a third-party provider of commercial real estate performance and analysis. Under this rating system, we classify as (i) “A” quality apartment communities those earning rents greater than 125% of the local market average, (ii) “B” quality apartment communities those earning rents 90% to 125% of the local market average and (iii) “C” quality apartment communities those earning rents less than 90% of the local market average. We classify as “B+/A-” those apartment communities earning rents ranging from 100% to 125% of the local market average. Although some companies and analysts in the multifamily real estate industry use apartment community class ratings of “A”, “B” and “C”, some of which are tied to local market rent averages, the metrics used to classify apartment community quality as well as the timing for which local market rents are calculated may vary from company to company. Accordingly, our rating system for measuring apartment community quality is neither broadly nor consistently used in the multifamily real estate industry.

We strive to upgrade the quality of our portfolio through the sale of our interests in apartment communities with lower projected returns, lower operating margins, and lower expected future rent growth, and we generally reinvest the sale proceeds in the acquisition of higher-quality apartment communities or in capital improvements to apartment communities already in our portfolio.

We attempt to maximize capital appreciation of our properties by investing in markets characterized by conditions favorable to multifamily property appreciation. Our target markets generally feature one or more of the following:

- Strong economic growth leading to household formation and job growth, which we believe in turn should lead to high demand for our apartments;
- An attractive quality of life, which may lead to high demand and retention for our apartments and allow us to more readily increase rents;
- High barriers to entry where, because of factors such as land scarcity or government regulation, it is difficult or costly to build new apartment properties, which lead to low supply of apartments; and
- High single family home prices making our apartments a more economical housing choice.

Subject to market conditions, the Trust intends to continue to look for opportunities to acquire existing multifamily communities and complete selective property dispositions.

We intend to continue to focus on strengthening our capital and liquidity positions by generating positive cash flows from operations, maintaining appropriate debt levels and leverage ratios, and controlling overhead costs. The Trust intends to meet its liquidity requirements through cash flows generated from operations, available cash balances, proceeds from property dispositions and the use of debt and secured mortgages and potentially by raising capital through debt or equity offerings. The availability and terms of any such financing or sales will depend upon market and other conditions.

Experienced Property Management. Maxus Properties, Inc. (“MPI”) provides property management services for each of the properties the Trust holds an interest in. The Trust believes that MPI’s property management depth enables the Trust to deliver quality services, promote resident satisfaction, and retain residents, thereby reducing operating expenses. MPI utilizes a staff of professionals and support personnel, including certified property managers, experienced apartment managers and leasing agents, and trained apartment maintenance technicians. The Trust believes MPI’s on-site personnel are trained to deliver high quality services to the residents, and MPI strives to motivate their on-site employees through incentive compensation arrangements based upon operational results, rental rate increases, occupancy levels, and levels of lease renewals achieved. As previously disclosed, the Trust has appointed a special committee of its Board of Trustees to evaluate a potential transaction pursuant to which the Trust would acquire MPI. There can be no assurances that this transaction will occur nor can there be any assurances as to the terms or timing of any such transaction.

Operations. Our results for the nine months ended September 30, 2016 reflect an increase in rental revenue as compared to the same period in 2015, which we believe was primarily due to a gradually improving economy, favorable demographics and a manageable supply of new multifamily housing, which have resulted in increases in realized rental rates and stable average occupancy levels. Excluding the effect of properties acquired and disposed of in 2015 and 2016, property revenues increased 4.10% in the nine months ended September 30, 2016 compared to the same period in 2015. For the nine months ended September 30, 2016, we had property revenue of approximately \$11.2 million for properties acquired in 2015 and \$1.8 million for properties acquired in 2016.

Our results for the three and nine months ended September 30, 2016 and 2015 are summarized as follows:

(amounts in thousands)	For The Three Months Ended		For The Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Operating income	\$ 4,609	\$ 4,421	\$ 15,381	\$ 13,677
Interest income	4	4	20	13
Interest expense	(5,061)	(3,849)	(14,553)	(11,672)
Gain on sale	--	2,419	14,930	2,419
Gain on bargain purchase	--	886	--	886
Gain (loss) from insurable event, net	7	--	763	(552)
Net income (loss)	(441)	3,881	16,541	4,771
Net (income) loss attributable to non-controlling interests	98	(953)	(2,630)	(1,607)
Net income (loss) attributable to common shareholders	\$ (343)	\$ 2,928	\$ 13,911	\$ 3,164

The Trust believes an intense focus on operations is necessary to realize consistent, sustained earnings growth. Ensuring resident satisfaction, increasing rents as market conditions allow, maximizing rent collections, maintaining property occupancy at optimal levels, and controlling operating costs comprise the Trust’s principal strategies to maximize property financial results. The Trust believes that MPI’s web-based property management and revenue management systems strengthen on-site operations and allow

MPI to quickly adjust rental rates as local market conditions change. The Trust generally attempts to stagger lease terms based on vacancy exposure by apartment type, so lease expirations are matched to each property's seasonal rental patterns. The Trust, through MPI, generally offers leases ranging from six to twelve months with individual property marketing plans structured to respond to local market conditions. In addition, MPI conducts ongoing customer service surveys to help ensure timely response to residents' changing needs and a high level of satisfaction.

Liquidity and Capital Resources

Liquidity is the ability to meet present and future financial obligations. Our primary source of liquidity is cash flow from our operations. Additional sources are proceeds from property sales, proceeds from refinancing of existing property loans, equity or debt financing, borrowings under new property loans and borrowing availability under our line of credit.

At September 30, 2016 we had \$9.7 million in cash and cash equivalents and \$1.0 million of availability under our line of credit. As of September 30, 2016, we had a \$13.3 million outstanding balance on our line of credit, which matures on December 20, 2016. In addition, as of September 30, 2016, we had an aggregate principal amount of \$7.0 million outstanding of 7% unsecured promissory notes, with the principal and accrued but unpaid interest due January 31, 2017. The line of credit and unsecured promissory notes are described in Note 3, Mortgage Payable and Notes Payable, the description of which is incorporated herein by reference. We are considering various capital structure and refinancing options in regard to the maturing line of credit and unsecured promissory notes, including those discussed below. We anticipate these options will be adequate to fund the cash requirements of the maturing line of credit and unsecured promissory notes.

Our principal uses for liquidity include normal operating activities, payments of principal and interest on outstanding debt, capital expenditures, distributions and dividends, acquisitions of properties and re-purchases of outstanding shares. We typically use our cash and cash equivalents including cash provided by operating activities to meet short-term liquidity needs. In the event that our cash is not sufficient to cover our short-term liquidity demands, we have additional means, such as borrowing availability under our line of credit, to help us meet our short-term liquidity demands. We believe that our cash and cash equivalents, cash provided by operating activities and borrowing availability under our line of credit (or any alternative replacement capital structure or refinancing options) will be sufficient to meet our financial commitments for the next year.

We expect to meet our long-term liquidity requirements, such as debt maturities and property acquisitions, primarily through secured long-term borrowings, the issuance of debt and/or equity securities (including MOLP operating units), the sale of properties and cash generated from operations.

If we need to obtain new debt or equity financing or refinance existing debt in the future, including with respect to funding our maturing line of credit and unsecured promissory notes, the terms and availability of such financing may be impacted by economic and financial market conditions, as well as our financial condition and results of operations at the time we seek additional financing, and there can be no assurances that we will be able to obtain such financing on terms that will be acceptable or advantageous to us. In addition, our ability to sell properties may also be impacted by economic and financial market conditions, and there can be no assurances that we will be able to sell any properties on terms that will be acceptable or advantageous to us.

Cash Flow Analysis

At September 30, 2016, we had \$9.7 million in cash and cash equivalents, an increase of \$6.0 million from December 31, 2015. In addition, at September 30, 2016, we had approximately \$1.9 million of certificates of deposit and \$12.8 million of restricted cash, primarily consisting of reserves and escrows held by lenders for capital additions, property taxes, and insurance. The following discussion relates to changes in cash and cash equivalents due to operating, investing and financing activities, which are presented in our unaudited condensed consolidated statements of cash flows.

(amounts in thousands)

	For The Nine Months Ended	
	September 30, 2016	September 30, 2015
Net cash flows provided by operating activities	\$ 16,035	\$ 11,600
Net cash flows used in investing activities	(17,981)	(9,541)
Net cash flows provided by financing activities	7,944	2,328

Operating Activities

Our properties generate cash flow in the form of rental revenues, the funding of certain escrows and property-level operating expenses. Property-level operating expenses consist primarily of property management fees and payroll costs (paid to MPI), utilities, cleaning, repairs, insurance, security and building maintenance costs and property taxes. Additionally, our operating expenses include acquisition and disposition expenses.

For the nine months ended September 30, 2016, our net cash flows provided by operating activities of \$16.0 million was primarily related to our net income of \$16.5 million, adjusted for noncash items including depreciation and amortization of \$13.2 million, the increase in accounts receivable of \$0.2 million, and the decrease in prepaid expenses and other assets, accounts payable and other liabilities of \$4.4 million, offset by an increase in escrows and reserves of \$2.7 million, the gain on sale from Bicycle Club of \$14.9 million, and the net impact of impairment and insurance recovery gain of \$0.8 million.

Investing Activities

Our investing activities generally consist of real estate-related transactions (purchases and sales of properties) and payments of capitalized property-related expenditures.

For the nine months ended September 30, 2016, our net cash flows used in investing activities was \$18.0 million consisting primarily of the cash used for capital expenditures of \$10.7 million and the cost paid for the acquisition of the Thomaston Crossing ("Thomaston"), Lexington on the Green ("Lexington") and Viera at Mandarin ("Viera") for \$17.4 million (excluding mortgage loans incurred in such acquisitions), offset by net proceeds from the sale of Bicycle Club of \$10.2 million.

Financing Activities

Our financing activities generally consist of funding property purchases by raising capital from investors and securing mortgage notes payable as well as paying distributions to non-controlling interests in limited liability companies that are not wholly owned by MOLP and making principal payments on mortgage notes payable.

For the nine months ended September 30, 2016, net cash flows provided by financing activities was \$7.9 million. This consists primarily of net loan proceeds received from mortgage loan refinancings, supplemental mortgage loans and net note payable borrowings of \$21.4 million. This was offset by principal payments on mortgage notes totaling \$4.9 million, distributions to non-controlling interest of \$6.1 million and dividends paid of \$2.5 million.

Mortgage Debt

At September 30, 2016 and December 31, 2015, we had \$424.9 million and \$371.5 million, respectively, in consolidated mortgage notes outstanding. Each mortgage loan is secured solely by the property held by the MOLP subsidiaries or undivided interests that obtained the loan. The following is a summary of scheduled mortgage notes payable maturities at September 30, 2016:

Year	Amount (in thousands)
2016	\$ 2,269
2017	23,407
2018	28,028
2019	39,636
2020	30,991
Thereafter	300,572
Subtotal:	424,903
Less: mortgage related to asset held for sale	(4,612)
Total:	\$ 420,291

On March 23, 2015, the mortgage note for the Jefferson Park apartment community was refinanced with NorthMarq Capital, L.L.C. ("NorthMarq") with a fixed rate mortgage note. The note is in the amount of \$11.0 million, matures April 1, 2025 and has a fixed interest rate of 3.54%. The Trust received net proceeds of \$5.3 million from the refinancing, which was used to pay down our line of credit. In addition, the Trust recognized loss on debt extinguishment of \$288 thousand.

On June 18, 2015, the Trust obtained a \$5.3 million second mortgage loan for the Rosehill apartment community at a fixed interest rate of 5.19%. The loan has a maturity date of April 1, 2022 and is secured by a second lien on Rosehill's assets. In conjunction with the loan, a \$3.0 million distribution was made to Rosehill's members. The Trust's portion of the distribution was \$1.6 million.

On July 14, 2015, the Trust obtained a mortgage loan of \$11.3 million from BMO Harris Bank, NA related to the acquisition of the Cross Creek apartment community. The mortgage loan is secured by Cross Creek's assets and contains a guarantee of repayment from the Trust. The mortgage loan matures on July 13, 2018 and has a variable interest rate equal to the one month LIBOR rate plus 2.25% (2.71% at June 30, 2016). On July 17, 2015, the Trust executed an interest rate cap with BMO Harris Bank, NA that is designed to cap the interest rate at 5%. As noted below on August 29, 2016 this note was refinanced and paid in full.

On July 28, 2015, the Trust obtained a second mortgage on the Berkshire apartment community in the amount of \$4.0 million. The loan has a maturity date of November 1, 2019, and has a fixed interest rate of 4.92%. The note is secured by the assets of the Berkshire apartments.

On September 18, 2015, the Trust obtained a second mortgage on the Glen apartment community in the amount of \$2.3 million. The loan has a maturity date of March 1, 2023, and has a fixed interest rate of 5.25%. Subsequent to the closing of the loan, a \$2.3 million distribution was made to Glen's members. The Trust's portion of the distribution was \$1.4 million.

In connection with the acquisition of a controlling interest in Cape Fear Multifamily, LLC, which held the Astoria apartment community, the Trust assumed a HUD mortgage loan with a balance of \$22.3 million, not including a premium recorded on the loan of \$2.0 million upon completing the acquisition. The mortgage loan had a fixed interest rate of 5.6% and matures on August 1, 2053. On December 1, 2015, the Trust executed an amendment to the HUD mortgage loan which reset the interest rate to a fixed rate of 4.31%. No other terms of the original loan were modified. This loan modification was determined to be a substantial modification to the original debt instrument. As a result, we recognized a gain on debt extinguishment of \$0.2 million.

On October 1, 2015, the Trust obtained a mortgage loan from BMO Harris Bank, NA related to the acquisition of the Grand at Pearl apartment community in the amount of \$11.6 million. The mortgage loan is secured by Grand at Pearl's assets and contains a guarantee of repayment from the Trust. The mortgage loan matures on October 1, 2018 and has an adjustable interest rate equal to the one month LIBOR rate plus 2.25% (2.77% at September 30, 2016). In conjunction with this loan, the Trust executed an interest rate cap with BMO Harris Bank, NA that is designed to cap the interest rate at 4.0%.

On October 22, 2015, the Trust obtained a mortgage loan from Northmarq Capital related to the acquisition of the Arbors at Natchez Trace apartment community in the amount of \$24.5 million. The mortgage loan is secured by the assets of Arbors. The mortgage loan matures on November 1, 2025 and has a fixed interest rate of 4.45%.

On December 29, 2015, the Trust obtained a mortgage loan from Northmarq Capital related to the acquisition of the Villaggio apartment community in the amount of \$16.3 million. The mortgage loan is secured by the assets of Villaggio. The mortgage loan matures on January 1, 2023 and has an adjustable interest rate equal to the one month LIBOR rate plus 2.66% (3.18% at September 30, 2016). In conjunction with this loan, the Trust executed an interest rate cap with Chatham Financial that is designed to cap the interest rate at 6.75%.

On December 31, 2015, in conjunction with the acquisition of the Mallard Creek apartment community, the Trust assumed the existing HUD loan associated with the property with a balance of \$6.9 million. The loan carries a fixed interest rate of 3.28% and matures on August 1, 2050. A debt discount of \$0.2 million was recorded upon acquisition.

On March 30, 2016, the Trust obtained a second mortgage on the Forest Place apartment community in the amount of \$3.9 million. The Trust's proportionate share of the loan amount is \$2.0 million. The loan has a maturity date of April 1, 2022, and has a fixed interest rate of 5.16%. Subsequent to the closing of the loan, a \$2.6 million distribution was made to the undivided interests of Forest Place, of which \$1.3 million was the Trust's portion.

On April 29, 2016, the Trust obtained a \$3.9 million second mortgage loan for the Park Edge apartment community at a fixed interest rate of 5.32%. The loan has a maturity date of January 1, 2023 and is secured by a second lien on Park Edge's assets. After completing the loan, a distribution totaling \$3.4 million was made to the Park Edge members. The Trust's portion of the distribution was \$1.8 million.

On May 2, 2016, the Trust obtained a \$3.7 million second mortgage loan for the Regency North apartment community at a fixed interest rate of 4.86%. The loan has a maturity date of December 1, 2020 and is secured by a second lien on Regency North's assets.

On May 3, 2016, The Trust obtained a mortgage loan in the amount of \$18.0 million from Northmarq Capital related to the acquisition of the Thomaston apartment community. The mortgage loan is secured by the assets of Thomaston. The mortgage loan matures June 1, 2026 and has a fixed interest rate of 4.41%.

On July 7, 2016, the Trust obtained a mortgage loan from Walker & Dunlop related to the acquisition of the Lexington apartment community in the amount of \$16.2 million. The mortgage loan is secured by the assets of Lexington. The mortgage loan matures August 1, 2026, and carries a fixed interest rate of 3.98%. The loan requires interest only payments for the first 24 months.

On August 24, 2016, the Trust assumed a mortgage loan related to the acquisition of the Viera apartment community. The loan has an outstanding balance of \$12.5 million, carries a fixed interest rate of 3.51% and matures on March 1, 2022. The loan is secured by the assets of Viera.

On August 24, 2016, the Cross Creek mortgage note was refinanced with Northmarq Capital. The note has an initial principal balance of \$13.6 million, carries a fixed interest rate of 3.60% and matures September 1, 2026. The refinance resulted in Cross Creek Acquisition, LLC receiving net proceeds of approximately \$2.3 million which was distributed to its members. The Trust's portion was approximately \$2.1 million.

On September 23, 2016, the Kirkwood mortgage note was refinanced with Northmarq Capital. The note has an initial principal balance of \$28.4 million, carries a fixed interest rate of 4.04% and matures October 1, 2026. The refinance resulted in Kirkwood Acquisition, LLC receiving net proceeds of approximately \$7.3 million. Subsequent to closing the loan, a distribution was made to the members of Kirkwood Acquisition, LLC totaling \$6.5 million. The Trust's portion was approximately \$3.4 million.

On September 30, 2016, the Landings mortgage note was refinanced with Northmarq Capital. The note has an initial principal balance of \$7.8 million, carries a fixed interest rate of 3.84% and matures October 1, 2026. The refinance resulted in excess proceeds of approximately \$2.3 million.

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At September 30, 2016, our mortgage debt consists of the following:

Property Name ^(a)	Balance at September 30, 2016 (amounts in thousands)	Interest Rate	Fixed or Variable	Maturity Date
Highland Pointe Apartments	\$ 11,558	5.67%	Fixed	March 1, 2017
Barrington Hills Apartments ^(b)	4,612	4.03%	Variable	December 1, 2017
Province of Briarcliff ^(d)	10,073	5.64%	Fixed	January 1, 2018
Grand at Pearl Apartments ^(e)	11,338	2.77%	Variable	October 1, 2018
Elements of Belle Rive - 1 st ^(d)	9,564	6.47%	Fixed	June 1, 2019
Elements of Belle Rive - 2 nd ^(d)	2,572	4.74%	Fixed	June 1, 2019
Madison at Melrose Apartments	11,027	5.99%	Fixed	July 1, 2019
Berkshire Apartments 1 st ^(b)	7,191	5.57%	Fixed	November 1, 2019
Berkshire Apartments 2 nd ^(b)	3,914	4.92%	Fixed	November 1, 2019
Schoettler Village Apartments ^(b)	17,735	5.58%	Fixed	April 1, 2020
Regency North Apartments 1 st ^(b)	4,628	5.13%	Fixed	December 1, 2020
Regency North Apartments 2 nd ^(b)	3,687	4.86%	Fixed	December 1, 2020
Villages of Bogey Hills Apartments 1 st ^(b)	23,037	5.13%	Fixed	July 1, 2021
Villages of Bogey Hills Apartments 2 nd ^(b)	6,794	4.87%	Fixed	October 1, 2021
Viera at Mandarin	12,500	3.51%	Fixed	March 1, 2022
Forest Place Apartments 1 st ^(c)	6,764	4.13%	Fixed	April 1, 2022
Forest Place Apartments 2 nd ^(c)	2,017	5.16%	Fixed	April 1, 2022
Rosehill Pointe Apartments 1 st ^(b)	21,527	4.04%	Fixed	April 1, 2022
Rosehill Pointe Apartments 2 nd	5,233	5.19%	Fixed	April 1, 2022
Park Edge Apartments 1 st	18,278	3.63%	Fixed	January 1, 2023
Park Edge Apartments 2 nd	3,900	5.32%	Fixed	January 1, 2023
Villaggio Apartments ^(e)	16,059	3.18%	Variable	January 1, 2023
Glen at Polo Park 1 st ^{(b)(d)}	13,448	3.93%	Fixed	March 1, 2023
Glen at Polo Apartments 2 nd ^(b)	2,288	5.25%	Fixed	March 1, 2023
Forest Park Apartments	7,165	4.22%	Fixed	October 1, 2024
Reserve at Tranquility ^{(b)(c)}	16,266	3.97%	Fixed	October 1, 2024
Jefferson Park Apartments	10,750	3.54%	Fixed	April 1, 2025
Arbors Apartments	24,184	4.45%	Fixed	November 1, 2025
Thomaston	17,907	4.41%	Fixed	June 1, 2026
Lexington on the Green	16,200	3.98%	Fixed	August 1, 2026
Cross Creek Apartments	13,600	3.60%	Fixed	September 1, 2026
Kirkwood Station	28,375	4.04%	Fixed	October 1, 2026
The Landings Apartments	7,825	3.84%	Fixed	October 1, 2026
Foothills Acquisition I, LLC ^(d)	3,383	3.20%	Fixed	July 1, 2037
Foothills Acquisition II, LLC ^(d)	3,720	3.80%	Fixed	November 1, 2047
Foothills Acquisition III, LLC ^(d)	18,445	3.25%	Fixed	May 1, 2050
Mallard Apartments ^(d)	6,580	3.28%	Fixed	April 1, 2050
Astoria Apartments	23,845	4.31%	Fixed	August 1, 2053
Debt issuance cost	(3,086)			
Total	\$ 424,903			

^(a) Mortgage loans are secured by the respective properties, assignment of rents, business assets, deeds to secure debt, deeds of trust, cash deposits with lender and a corporate guaranty from the Trust and MOLP unless otherwise noted in (b).

^(b) Mortgage loan is also secured by a limited carve-out guaranty from a principal individual owner if certain provisions in the loan agreement are breached.

^(c) This is the Trust's proportionate share of the total debt.

^(d) Debt balances have premiums/discounts.

^(e) The Trust has an interest rate cap that is designed to cap the interest rates between 4.0% and 6.75%.

We intend to continue to refinance property debt primarily as a means of extending current and near term maturities and to finance certain capital projects. The terms and availability of any such refinancing will depend upon market and other conditions, and there can be no assurance that any such refinancing will be available, or that terms will be acceptable or advantageous to us.

Equity Transactions

Distributions to Non-Controlling Holders of MOLP Limited Partnership Units

The following non-wholly owned subsidiaries of MOLP made distributions from operating cash flow during the nine months ended September 30, 2016: Madison at Melrose, Schoettler Village, Bogey Hills, Kirkwood Station, Rosehill, Park Edge, Glen, Cross Creek and Tranquility. For the nine months ended September 30, 2016 and 2015, the limited liability companies holding these properties collectively paid cash distributions of \$5.7 million and \$3.4 million, respectively, to their respective non-controlling members.

Dividends

While we intend to continue paying regular dividends, future dividend declarations will be at the discretion of the Board of Trustees and will depend on our actual cash flow, our financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and other factors the Board of Trustees deems relevant. See Note 9, Transactions Involving Shareholders' Equity, for a summary of dividends declared during 2016.

Funds From Operations (FFO)

The National Association of Real Estate Investment Trusts ("NAREIT") developed FFO as a relative non-GAAP financial measure of performance of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under Generally Accepted Accounting Principles ("GAAP"). FFO is a widely used measure of the operating performance of real estate companies and is provided here as a supplemental measure to GAAP net income attributable to common shareholders and earnings per share, and we believe FFO to be an appropriate supplemental measure of our operating and financial performance. In calculating FFO, we exclude gains or losses related to dispositions and exclude real estate depreciation, which can vary among owners of identical assets in similar condition, based on historical cost accounting and useful life estimates. FFO helps compare the operating performance of a real estate company between periods.

Consistent with the definition adopted by the Board of Governors of NAREIT, we calculate FFO as net income or loss attributable to common shareholders computed in accordance with GAAP, adjusted for:

- gains or losses on sales of operating apartment communities;
- cumulative effect of change in accounting principle;
- impairment write-downs of depreciable real estate assets;
- loss from insurable event and gain from insurance recovery;
- gain on bargain purchase;
- net income (loss) attributable to non-controlling interest; and
- depreciation of real estate assets.

FFO is a non-GAAP financial measure and therefore it should not be considered an alternative to net income attributable to common shareholders, which remains the primary measure of performance. FFO should also not be used as an indication of the Trust's financial performance or cash flows from operating activities (determined in accordance with GAAP) or as a measure of the Trust's liquidity. In addition, FFO as calculated by other REITs may not be comparable to our calculation of FFO.

FFO for the three and nine months ended September 30, 2015 have been revised from amounts previously reported. The revision is primarily related to properly reflecting income related to non-controlling interest.

Reconciliation of Funds From Operations to Net Income Attributable to Common Shareholders

(dollars and shares in thousands)

	For The Three Months Ended		For the Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Funds From Operations				
Net income (loss) attributable to common shareholders	\$ (343)	\$ 2,928	\$ 13,911	\$ 3,164
Plus:				
Property related depreciation	4,551	3,185	12,718	9,137
Asset impairment	629	--	1,048	589
Gain from insurance recovery	(636)	--	(1,811)	--
Gain on sale	--	(2,419)	(14,930)	(2,419)
Gain on bargain purchase	--	(886)	--	(886)
Net income (loss) attributable to non-controlling interest ^(a)	(1,162)	191	(601)	(992)
Funds from operations	\$ 3,039	\$ 2,999	\$ 10,335	\$ 8,593

^(a) Represents the portion of net income attributable to the 12.09% non-controlling holders of MOLP.

Funds from Operations per Share - Diluted

Weighted average common shares outstanding, diluted	1,294	1,286	1,291	1,286
Diluted funds from operations, per share	\$ 2.35	\$ 2.33	\$ 8.01	\$ 6.68

The exchange of MOLP limited partnership operating units into common shares is included in the computation of FFO per share for the above periods.

Real Property Interests Owned by Company

The twenty-eight operating properties in which we owned interests at September 30, 2016 averaged 1,072 square feet of living per apartment unit. For the nine month period ended September 30, 2016, no single operating property accounted for greater than 7% of our total revenues. Our operating properties had an average occupancy rate of approximately 94% and 95% for the nine month periods ended September 30, 2016 and 2015, respectively, and average rental revenue per apartment home of \$923 and \$857 for the nine month periods ended September 30, 2016 and 2015, respectively. Resident lease terms generally range from six to twelve months. Twenty-one of the twenty-eight operating properties have at least 200 apartment homes, with the largest having 540 apartment homes. Our operating properties have an average age of 26 years.

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Property Table

The following table sets forth information with respect to our twenty-eight operating properties at September 30, 2016:

OPERATING PROPERTIES

Property and Location	Year of Construction	Year of Purchase	Average Unit Size (Sq. Ft.)	Number of Apartments	2016 Average Occupancy	2016 Average Monthly Rental Rate Per Unit
APARTMENTS						
ARKANSAS						
Bentonville						
Glen at Polo Park	2006	2011/2013	912	356	97.19%	\$ 664
Little Rock						
Barrington Hills	1973	2001	792	232	91.23%	586
Foothills I, II and III	1988/2006	2014	981	540	92.44%	758
Forest Place	1974/1983	2012	1,063	256	96.62%	896
The Landings	1986	2001	808	154	92.50%	683
FLORIDA						
Jacksonville						
Elements of Belle Rive	1989	2013	1,103	201	93.53%	1,097
Viera at Mandarin	1984	2016	883	188	94.15%	956
GEORGIA						
Macon						
Thomaston	2014	2016	1,060	250	93.00%	859
Lexington on the Green	2001	2016	1,096	216	97.07%	886
KANSAS						
Lenexa						
Park Edge	1999	2012	1,132	260	96.67%	973
Rosehill Pointe	1985	2012	922	498	95.38%	768
Wichita						
Berkshire	1991	2009	917	252	94.58%	741
Cross Creek	1990	2015	952	256	95.32%	687
LOUISIANA						
Bossier City						
Villaggio	2009	2015	977	239	90.52%	953
MISSISSIPPI						
Pearl						
Grand at Pearl	1999	2015	1,151	280	96.07%	722
Horn Lake						
Mallard	1988/1983	2015	1,149	144	93.67%	737
Ridgeland						
Arbors at Natchez Trace	1995	2015	1,045	328	95.87%	934
MISSOURI						
Chesterfield						
Schoettler Village	1979	2010	1,291	300	95.37%	1,050
Kansas City						
Forest Park/Valley Forge	1967/1972	2000/2006	941	198	95.68%	642
Regency North	1970	2007	1,115	180	92.59%	741
Province of Briarcliff	2003	2013	1,007	120	95.37%	1,077
Liberty						
Jefferson Park	1987/2008	2012	677	207	91.11%	634
St. Charles						
Villages of Bogey Hills	1985	2011	893	486	95.59%	856
Kirkwood						
Kirkwood Station	2005	2011	965	155	96.57%	1,326
NORTH CAROLINA						
Hope Mills						
Astoria Apartments	2011	2015	1,100	272	90.97%	856
OKLAHOMA						
Yukon						
Highland Pointe	2004	2007	920	232	90.38%	839
TEXAS						
Pearland						
Tranquility	2003	2014	1,040	314	94.02%	1,161
Richardson						
Madison at Melrose	1995	2009	947	200	97.67%	1,162
Total				<u>7,314</u>		
RETAIL						
LOUISIANA						
Bossier City						
Villaggio Retail	2009	2015	52,000	37.40%	\$ 11.86	
MISSOURI						
Kirkwood						
Kirkwood Station Retail	2005	2011	40,000	96.04%	20.75	

Legal Proceedings

The Trust is a party to the legal proceedings described in Note 11, Contingencies, which note is incorporated herein by reference. The Trust is also a party to an action against the City of Pearl, Mississippi described in Note 6, Property Acquisitions and Dispositions, which description is incorporated herein by reference.

The Trust has not determined that losses related to the proceedings referenced above are probable. In addition, in light of the inherent difficulty of predicting the outcome of litigation generally and in these particular proceedings, the Trust does not have sufficient information to reasonably estimate any possible loss with respect to these proceedings. Accordingly, no liability has been accrued, and it is not possible to disclose an amount or range of reasonably possible loss, with respect to any of these proceedings. The Trust's assessments are based on estimates and assumptions that have been deemed reasonable by management, but that may prove to be incomplete or inaccurate, and unanticipated events and circumstances may occur that might cause the Trust to change those estimates and assumptions.

In addition, the Trust is also subject to various routine legal proceedings and other matters in the ordinary course of business, some of which may be covered in whole or in part by insurance. In management's opinion, none of these matters will have a material adverse effect on the Trust's financial position, results of operations or cash flows.

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Part II

Quantitative and Qualitative Disclosure about Market Risk

We are exposed to certain market risks inherent in our operations. These risks generally arise from transactions entered into in the normal course of business. We believe our primary market risk exposure relates to interest rate risk.

The table below provides information about our liabilities' sensitivity to changes in interest rates as of September 30, 2016 and December 31, 2015:

(dollars in thousands)		<i>September 30, 2016</i>				<i>December 31, 2015</i>			
		<i>Amount</i>	<i>Average Maturity (in years)</i>	<i>Average Interest Rate</i>	<i>% Of Total Amount</i>	<i>Amount</i>	<i>Average Maturity (in years)</i>	<i>Average Interest Rate</i>	<i>% Of Total Amount</i>
<i>Fixed rate debt</i>	\$	413,550	10	4.70%	93%	\$ 330,360	11	4.90%	84%
<i>Variable rate debt</i>		32,009	3	3.33%	7%	64,832	3	2.92%	16%
<i>Total</i>	\$	<u>445,559</u>				<u>\$ 395,192</u>			

The Trust's results of operations are highly dependent on fluctuations in interest rates to the extent its properties are financed through variable interest rate loans or fixed interest rates loans nearing maturity. As of September 30, 2016, the Trust has three variable interest rate loans: Barrington Hills, Grand at Pearl, and Villaggio. The Trust has entered into rate cap agreements for each of the loans which caps the interest rate at rates ranging from 4.0 - 6.75%. The Trust may enter into future interest rate swaps and caps to protect against fluctuations in the rates of any additional variable rate debt. See Note 3 of the notes to unaudited condensed consolidated financial statements for interest rates on the mortgage loan for each property and the maturity date of each mortgage loan.

For fixed rate debt, interest rate changes affect the fair value but do not impact net income attributable to common shareholders or cash flows. Conversely, for variable rate debt, interest rate changes generally do not affect the fair value but do impact net income attributable to common shareholders and cash flows, assuming other factors are held constant.

We use predominantly long-term, fixed-rate non-recourse property debt to avoid the refunding and repricing risks of short-term borrowings. The Trust believes that the primary fair value risk is best quantified by considering prepayment penalties associated with the fixed-rate debt. The Trust's promissory notes allow prepayment in full, subject to compliance with the prepayment terms as set forth in the applicable promissory note, including payment of the applicable prepayment penalty. The prepayment penalty on the Trust's mortgage loans generally is the greater of 1% of the amount of principal being prepaid or a yield maintenance calculation based on the difference between the debt's fixed rate and the Treasury note rate that most closely corresponds with the remaining life of the mortgage.

We are also subject to risks associated with debt financing, including the risk that existing indebtedness may not be refinanced or that the terms of such refinancing may not be as favorable as the terms of current indebtedness.

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Part III

MAXUS REALTY TRUST, INC. Condensed Consolidated Balance Sheets (In thousands, except share data)

	(unaudited) September 30, 2016	December 31, 2015
ASSETS		
Operating real estate		
Land	\$ 47,012	\$ 39,364
Buildings and improvements	455,923	406,894
Personal property	22,539	20,212
Total real estate	525,474	466,470
Less accumulated depreciation	(53,896)	(48,549)
Net operating real estate	471,578	417,921
Assets held for sale	5,295	5,326
Cash and cash equivalents	9,707	3,709
Certificates of deposit	1,931	1,883
Escrows and reserves	12,835	8,593
Prepaid expenses and other assets	754	2,067
Accounts receivable, net	500	795
Intangible assets, net	2,565	2,906
Investment in unconsolidated real estate companies	475	459
Total assets	\$ 505,640	\$ 443,659
LIABILITIES		
Mortgage notes payable	\$ 420,291	\$ 366,855
Notes payable	14,787	17,774
Notes payable, related parties	5,869	5,869
Accounts payable, prepaid rent and other accrued expenses	5,781	5,054
Accounts payable, related parties	1,314	1,203
Real estate taxes payable	4,813	1,988
Property tax payable	6	0
Refundable tenant deposits	1,958	1,864
Acquired below market leases, net	53	134
Liabilities related to assets held for sale	4,850	4,936
Total liabilities	459,722	405,677
EQUITY		
Shareholders' equity		
Preferred stock, \$0.01 par value; authorized 5,000,000 shares, no shares issued and outstanding	--	--
Common stock, \$1 par value; authorized 5,000,000 shares, issued 1,419,000 shares in 2016 and 2015, outstanding 1,130,000 shares in 2016 and 2015	1,419	1,419
Treasury stock, at cost 289,000 shares at 2016 and 2015	(4,293)	(4,293)
Additional paid-in-capital	19,953	19,953
Retained earnings	17,828	6,460
Total shareholders' equity attributable to Maxus Realty Trust, Inc.	34,907	23,539
Non-controlling interests	11,011	14,443
Total shareholders' equity	45,918	37,982
Total liabilities and shareholders' equity	\$ 505,640	\$ 443,659

See accompanying notes to unaudited condensed consolidated financial statements.

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MAXUS REALTY TRUST, INC.
Condensed Consolidated Statements of Operations
(Unaudited)
(In thousands, except per share data)

	For the Three Months Ended		For The Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
REVENUES				
Property revenue	\$ 16,716	\$ 13,560	\$ 48,773	\$ 38,546
Other	2,098	1,842	6,264	5,204
Total revenues	18,814	15,402	55,037	43,750
OPERATING EXPENSES				
Depreciation and amortization	4,551	3,185	12,718	9,137
Related party payroll reimbursement	2,111	1,719	6,056	4,854
Real estate taxes	1,679	1,234	4,692	3,614
Utilities	1,310	1,011	3,708	2,936
Repairs and maintenance	1,108	907	3,114	2,366
Other operating expenses	1,244	1,133	3,313	2,238
Related party management fee	682	592	2,044	1,683
Turn costs and leasing	809	638	2,077	1,655
Insurance	641	509	1,797	1,413
Legal fees	70	90	137	177
Total operating expenses	14,205	11,018	39,656	30,073
Operating income	4,609	4,384	15,381	13,677
Interest income	4	4	20	13
Interest expense	(5,061)	(3,849)	(14,553)	(11,672)
Gain on sale of Bicycle Club	--	--	14,930	--
Gain on sale of Fountainhead	--	2,419	--	2,419
Gain on bargain purchase	--	886	--	886
Asset impairment	(629)	--	(1,048)	(589)
Gain from insurance recovery	636	--	1,811	--
Gain (loss) from insurable event, net	--	37	--	37
Total other income (expense), net	(5,050)	(503)	1,160	(8,906)
Net income (loss)	(441)	3,881	16,541	4,771
Net (income) loss attributable to non-controlling interests	98	(953)	(2,630)	(1,607)
Net income (loss) attributable to common shareholders	\$ (343)	\$ 2,928	\$ 13,911	\$ 3,164
Per share income (loss) (basic and diluted):				
Net income (loss) (basic)	\$ (0.30)	\$ 2.59	\$ 12.31	\$ 2.80
Net income (loss) (diluted)	\$ (0.30)	\$ 2.28	\$ 10.77	\$ 2.46
Weighted average common shares outstanding, basic	1,130	1,130	1,130	1,130
Weighted average common shares outstanding, diluted	1,130	1,286	1,291	1,286

See accompanying notes to unaudited condensed consolidated financial statements.

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MAXUS REALTY TRUST, INC.
Condensed Consolidated Statement of Shareholders' Equity
(Unaudited)
(In thousands)

	Common Stock			Additional		Total		Total
	# of		Treasury	Paid-in-	Retained	Shareholders'	Non-Controlling	Shareholders'
	Shares	Amount	Stock	Capital	Earnings	Equity	Interests	Equity
Balance December 31, 2015	<u>1,419</u>	<u>\$ 1,419</u>	<u>\$ (4,293)</u>	<u>\$ 19,953</u>	<u>\$ 6,460</u>	<u>\$ 23,539</u>	<u>\$ 14,443</u>	<u>\$ 37,982</u>
Net income	--	--	--	--	13,911	13,911	2,630	16,541
Cash dividends paid (\$0.25 monthly)	--	--	--	--	(2,543)	(2,543)	(350)	(2,893)
Distributions to non-controlling interests	--	--	--	--	--	--	(5,712)	(5,712)
Balance September 30, 2016	<u>1,419</u>	<u>\$ 1,419</u>	<u>\$ (4,293)</u>	<u>\$ 19,953</u>	<u>\$ 17,828</u>	<u>\$ 34,907</u>	<u>\$ 11,011</u>	<u>\$ 45,918</u>

See accompanying notes to unaudited condensed consolidated financial statements.

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MAXUS REALTY TRUST, INC.
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	For The Nine Months Ended	
	September 30, 2016	September 30, 2015
Cash flows from operating activities:		
Net income	\$ 16,541	\$ 4,771
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,718	9,137
Amortization of deferred loan costs and debt discount	526	302
Gain on sale Bicycle Club	(14,930)	--
Gain on sale Fountainhead	--	(2,419)
Gain on bargain purchase	--	(886)
Asset impairment	1,048	589
Gain from insurance recovery	(1,811)	--
Changes in accounts affecting operations:		
Accounts receivable, net	192	349
Prepaid expenses and other assets	1,436	956
Escrows and reserves	(2,649)	(3,765)
Accounts payable and other liabilities	2,964	2,566
Net cash flows provided by operating activities	<u>16,035</u>	<u>11,600</u>
Cash flows from investing activities:		
Capital expenditures on investment properties	(10,666)	(5,734)
Repair escrow, net	11	--
Net cash paid for acquisition of Thomaston	(7,342)	--
Net cash paid for acquisition of Lexington	(4,640)	--
Net cash paid for acquisition of Viera	(5,464)	--
Net cash from sale of Bicycle Club	10,184	--
Investment in unconsolidated real estate companies, net	(16)	--
Net cash paid for acquisition of Astoria	--	(2,797)
Non-controlling contribution for Astoria Acquisition	--	600
Net cash paid for Acquisition of Cross Creek	--	(3,989)
Net cash received from sale of Fountainhead	--	2,861
Investment in certificates of deposit, net	(48)	(482)
Net cash used in investing activities	<u>(17,981)</u>	<u>(9,541)</u>
Cash flows from financing activities:		
Principal payments on mortgage notes payable	(4,866)	(3,979)
Proceeds from mortgage loan refinancing	49,271	11,040
Repayment of mortgage loan refinanced	(37,374)	(5,559)
Supplemental mortgage loan proceeds	9,442	11,157
Note payable borrowings	1,712	5,300
Note payable repayments	(1,636)	(9,200)
Notes payable, related parties repayments	--	(1,501)
Loan fees paid	--	(177)
Dividends paid	(2,543)	(951)
Distributions paid to non-controlling interest	(6,062)	(3,386)
Treasury stock repurchased	--	(416)
Net cash flows provided by financing activities	<u>7,944</u>	<u>2,328</u>
Net increase in cash and cash equivalents	5,998	4,387
Cash and cash equivalents, beginning of period	3,709	4,441
Cash and cash equivalents, end of period	<u>\$ 9,707</u>	<u>\$ 8,828</u>
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest on continuing operations	<u>\$ 13,713</u>	<u>\$ 10,310</u>
Supplemental disclosure of non-cash investing and financing activities:		
Net capital expenditures recorded in accounts payable	\$ 929	\$ 428
Mortgage note assumed for acquisition of Astoria	--	22,334
Mortgage note assumed for acquisition of Viera	12,500	--

See accompanying notes to unaudited condensed consolidated financial statements.

MAXUS REALTY TRUST, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) ORGANIZATION AND BUSINESS

ORGANIZATION

Maxus Realty Trust, Inc. (the “Trust”) is structured as what is commonly referred to as an umbrella partnership real estate investment trust (“REIT” or “UPREIT”). To establish the UPREIT, the Trust formed Maxus Operating Limited Partnership (“MOLP”) to which the Trust contributed all of its assets in exchange for a 99.999% partnership interest in MOLP and the assumption by MOLP of all of the Trust’s liabilities. The Trust conducts and intends to continue to conduct all of its activities through MOLP. Maxus Realty GP, Inc., a Delaware corporation and wholly owned subsidiary of the Trust, is the sole general partner of MOLP and has a 0.001% interest in MOLP. As the sole general partner of MOLP, Maxus Realty GP, Inc. generally has the exclusive power under the partnership agreement to manage and conduct the business of MOLP, subject to certain limited approval and voting rights of the limited partners.

Pursuant to MOLP’s limited partnership agreement, MOLP may issue limited partnership operating units (and corresponding limited partnership interests) in return for cash or other property that is contributed to MOLP. Holders of MOLP limited partnership operating units may elect to have their units (and corresponding limited partnership interests) redeemed in return for either (at the Trust’s election) the issuance of the Trust’s common stock or cash after a one year holding period. If MOLP limited partnership operating units are redeemed for shares of common stock in the Trust, such units are redeemable on a one unit-for-one share basis. If MOLP limited partnership operating units are redeemed for cash, such units are redeemable at a price per unit based on the average trading price as reported on the OTC market of the Trust’s common stock, over a ten day period preceding the redemption. Through September 30, 2016, two MOLP holders have elected to have their limited partnership operating units redeemed which the Board elected to pay in cash. Holders of MOLP limited partnership operating units are not entitled to rights as shareholders of the Trust prior to conversion of their MOLP limited partnership operating units into shares of the Trust’s common stock.

The Trust believes the UPREIT structure enables the Trust to make additional acquisitions of properties from tax-motivated sellers. As an UPREIT, the Trust may issue MOLP limited partnership operating units to tax-motivated sellers who contribute properties to MOLP, which allows those sellers to realize certain tax benefits that would be unavailable to them if the Trust purchased those properties directly for cash or common stock. As of September 30, 2016, the Trust owns approximately 87.91% of the outstanding limited partnership interests in MOLP as well as the general partnership interest. Non-controlling holders of MOLP limited partnership operating units own 12.09% of the outstanding limited partnership interests in MOLP, which is represented by 155,441 MOLP operating units. A fractional interest is owned by the general partner of MOLP. Of the 12.09% non-controlling limited partnership interests in MOLP, affiliates of the Trust own 88.25% (or 137,181 of the 155,441 MOLP non-controlling limited partnership operating units outstanding).

Seventeen of the properties in which the Trust holds an interest are owned by single member limited liability companies that are directly and wholly owned by MOLP. In addition, MOLP directly or indirectly owns the following interests in the other limited liability companies that are not wholly owned that hold real property assets as well as other property interests: MOLP owns a 52% interest in each of the limited liability companies that own Madison at Melrose Apartments (“Madison at Melrose”), Schoettler Village Apartments (“Schoettler Village”), Kirkwood Station apartments (“Kirkwood Station”), the Villages of Bogey Hills (“Bogey Hills”), Rosehill Pointe Apartments (“Rosehill”) and Park Edge Apartments (“Park Edge”); MOLP owns a 61% interest in the limited liability company that owns Glen at Polo Park Apartments (“Glen”); King’s Court/Terrace Acquisition, LLC (“King’s Court/Terrace”), a wholly owned subsidiary of MOLP, owns a 59% tenant in common ownership interest in The Reserve at Tranquility Lake Apartments (“Tranquility”); Forest Place TIC 1, L.L.C., a wholly owned subsidiary of MOLP, owns a 52% tenant in common ownership interest in Forest Place Apartments (“Forest Place”); MOLP, owns a 90% interest in the limited liability company that owns Cross Creek Apartments (“Cross Creek”); and MOLP owns a 50% interest in the limited liability company that owns Astoria Apartments (“Astoria”). In each such case where MOLP owns a majority interest, except for Tranquility and Forest Place, in which MOLP holds an undivided interest, MOLP has the authority to generally take actions on behalf of the limited liability companies or the underlying properties without needing the approval of any of the non-controlling owners.

Except as the context otherwise requires, “we,” “our,” “us,” the “Company” and the “Trust”, refer to the Trust, MOLP and their consolidated subsidiaries, collectively.

BUSINESS

The Trust is primarily engaged in the business of investing, owning, developing and leasing real property located in Arkansas, Florida, Georgia, Kansas, Louisiana, Mississippi, Missouri, North Carolina, Oklahoma, and Texas. The Trust, through its subsidiary and related entities, owns and operates rental real estate in two segments; apartments and retail. As of September 30, 2016, the Trust holds an interest in twenty-eight apartment communities and approximately 92,000 square feet of retail space.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Principles of Consolidation

The consolidated financial statements include the accounts of the Trust, MOLP, Maxus Realty GP, Inc. and MOLP's subsidiaries. Other than Forest Place and Tranquility, the Company reports the non-controlling interests in subsidiaries as required by the Consolidation Topic of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"). Non-controlling interest is the portion of equity in a subsidiary not attributable, directly or indirectly, to the Trust. The ownership interests in the subsidiaries identified above that are held by owners other than the Trust are non-controlling interests. Such non-controlling interests are reported on the consolidated balance sheets within shareholders' equity, separate from the Company's shareholders' equity. On the consolidated statements of operations, income, expenses and net income or loss from non-wholly owned subsidiaries are reported at the consolidated amounts, including both the amounts attributable to the Company and non-controlling interests.

Each of the operating partnerships that are non-wholly owned in which the Trust has a controlling interest are variable interest entities as the limited partners do not have substantive kick-out rights or substantive participating rights. However, as the Company holds a majority voting interest in these partnerships, it qualifies for the exemption from providing certain of the disclosure requirements associated with variable interest entities.

In regards to Forest Place and Tranquility, Forest Place TIC 1, L.L.C. and King's Court/Terrace Acquisition, L.L.C., respectively, own an undivided interest in the real estate and as such report their interest in the underlying real estate and obligations by proportional consolidation. Proportional consolidation requires that items of income, expense, assets, and liabilities are included in the consolidated balance sheets and consolidated statements of operations in proportion to the percentage of participation by the Company. Forest Place TIC 1, L.L.C., a wholly owned subsidiary of MOLP, owns a 52% undivided interest in Forest Place. King's Court/Terrace Acquisition, L.L.C., a wholly owned subsidiary of MOLP, owns a 59% undivided interest in Tranquility.

b. Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect amounts reported in the accompanying consolidated financial statements. The most significant assumptions and estimates relate to depreciable lives of investment property, classification of real estate held for sale, and the accounting for business combinations including the valuation of investment property acquired. Application of these assumptions requires the exercise of judgment as to future uncertainties and, as a result, actual results could differ from these estimates.

c. Reclassifications

Certain amounts previously reported in our 2015 condensed consolidated financial statements have been reclassified to conform with the current year presentation due to classification of assets held for sale and reclassification of related party transaction fees and debt issuance costs.

d. Cash and Cash Equivalents

Cash equivalents include all highly liquid investments purchased with maturities of three months or less. Cash and cash equivalents consist of the Trust's bank demand deposits and investments in a money market mutual fund. We have a total of \$6.9 million in depository accounts in excess of Federal Deposit Insurance Corporation ("FDIC") insured limits, including \$223 thousand in excess of FDIC insured limits held by a bank affiliated with a related party as discussed in Note 5.

e. Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable is reduced by an allowance for amounts that may become uncollectible in the future. The Trust's accounts receivable balance is comprised primarily of rents and operating cost recoveries due from tenants. The Trust records a provision for credit losses based on management's judgment of a tenant's creditworthiness, ability to pay and probability of collection. Accounts receivable is reflected in the consolidated balance sheets net of allowance for doubtful accounts at September 30, 2016 and December 31, 2015 of \$1.8 and \$1.6 million, respectively. The Trust regularly evaluates the adequacy of its allowance for doubtful accounts.

f. Operating Real Estate

Accounting for Acquisitions

Management accounts for acquisitions of properties in accordance with FASB ASC Topic 805, "Business Combinations." We record the fair value of all identifiable assets acquired and liabilities assumed and any non-controlling interest relative to the acquired property. We determine the fair value of tangible assets, such as land, building, and personal property, generally using valuation techniques that consider comparable market transactions, discounted cash flow techniques, replacement costs, and other available information, including appraisals of the properties by a certified independent appraiser at the time of acquisition. As final information regarding fair value of the assets acquired and liabilities assumed is received and estimates are refined, appropriate adjustments will be made in no case later than twelve months after the acquisition date. Transaction costs and fees incurred related to acquisitions are expensed as incurred. We determine the fair value of identified intangible assets (or liabilities), which typically relate to in-place leases, using valuation techniques that consider the terms of the in-place leases, current market data for comparable leases, and our experience in leasing similar properties. The value of in-place leases and any above or below market leases are amortized over the estimated average remaining life of leases in place at the time of acquisition, which generally average twelve months.

In accordance with FASB ASC Topic 805, the Trust has recorded the fair value of acquired in-place leases on the date of acquisition, which consist of the following:

(amounts in thousands)

	September 30, 2016	December 31, 2015
In-place leases, net of accumulated amortization of \$3.4 million and \$1.6 million, respectively	\$ 2,565	\$ 2,906

In regards to the above-market and below-market lease values for acquired properties, we review the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimates of fair market lease rates for the comparable in-place leases, based on factors such as market surveys, historical experience, recently executed transactions and specific property issues, measured over a period equal to the remaining non-cancelable term of the leases. Due to the short-term nature of residential leases and the variances within the market regarding the unit's square footage, the existing lease rates generally approximate market rates; at September 30, 2016, we have a liability totaling \$53 thousand to reflect acquired below market leases. Amortization expense for in-place leases totaled \$2.0 million and \$260 thousand for the nine months ended September 30, 2016 and 2015, respectively.

Impairment of Long-Lived Assets

Management evaluates the recoverability of its investment in operating real estate and other long-lived assets, including related identifiable intangible assets, in accordance with FASB ASC Topic 360, "Property, Plant and Equipment." This Topic requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that recoverability of the assets is not assured. Management evaluates the long-lived assets on an ongoing basis and records an impairment charge when there is an indicator of impairment. The estimated undiscounted cash flows for the impairment analysis are based on our plans for the respective assets and our views of market and economic conditions.

Jefferson Park

On May 19, 2015, a fire destroyed one building at the Jefferson Park Apartments. The fire caused 22 apartment units, or approximately 10.6% of the total apartment units, to be uninhabitable. The cause of the fire has not been determined to date. The fire resulted in the death of one resident.

The carrying value of the building and personal property lost as a result of the fire was approximately \$589 thousand. As a result, we recorded this amount as an impairment charge during the year ended December 31, 2015.

We anticipate the cost of the reconstruction will be covered by insurance proceeds. In addition, as noted above, the Trust maintains business interruption insurance for the loss of revenue and additional expenses incurred. Reconstruction of the damaged building was completed during 2016. As the insurance proceeds were contingent on completing reconstruction, the Trust recognized the gain from insurance recovery as construction was completed. As of September 30, 2016, the Trust recognized gain from insurance recovery totaling \$1.0 million.

Madison at Melrose

On March 17, 2016, a storm damaged the Madison at Melrose Apartments, including all the roofs. As a result, we recorded an impairment charge of \$419 thousand which is the estimated carrying value of the damaged building components. All reconstruction is expected to be completed during 2016. We anticipate the cost of the damaged buildings to be covered by insurance proceeds. As the insurance proceeds are contingent on completing reconstruction, the Trust recognizes the gain from insurance recovery as construction is completed. As of September 30, 2016, the Trust recognized gain from insurance recovery totaling \$648 thousand.

Park Edge

On August 25, 2016, a fire destroyed one building at the Park Edge apartment community. The fire caused eight apartment units to be uninhabitable. The cause of the fire has been determined to be a lightning strike.

The net carrying value of the building and personal property lost as a result of the fire was approximately \$629 thousand. As a result, the Trust recorded an impairment charge for this amount.

We anticipate the cost of the reconstruction will be covered by insurance proceeds. In addition, the Trust maintains business interruption insurance for the loss of revenue and additional expenses resulting from the fire. It is anticipated that reconstruction will be completed during 2017. As the insurance proceeds received are contingent on completing reconstruction, the Trust recognizes the gain from insurance recovery as construction is completed. As of September 30, 2016, the Trust has not recognized any gain from insurance recovery.

Recognition of Insurance Recoveries

Estimated loss contingencies are recognized as charges to income when they are probable and reasonably estimable. Insurance recoveries are not recognized until all contingencies related to the insurance claim have been resolved and settlement has been reached with the insurer. Insurance recoveries are included in gain from insurance recovery on the condensed consolidated statements of operations.

Depreciation and Amortization

Depreciation for all tangible operating real estate is calculated using the straight-line method over the estimated useful lives. Acquired buildings are depreciated over their estimated useful life of 40 years starting at the date of acquisition, regardless of their age at the time of acquisition. Building and land improvements are depreciated over their estimated useful life of 20 years. Personal property is depreciated over its estimated useful life ranging from 5 to 10 years. We capitalize replacements and improvements, such as HVAC equipment, structural replacements, windows, appliances, flooring, carpeting and kitchen/bath replacements and renovations over a useful life of 5 to 10 years. Ordinary repairs and maintenance, such as unit cleaning, painting and appliance repairs, are expensed when incurred.

g. Investments in Unconsolidated Real Estate Companies

We own membership interests in limited liability companies (“LLCs”) that directly own apartment properties or other real estate assets. Because we do not own a controlling ownership interest in three of these LLCs, these LLCs are accounted for under the cost method. These membership interests were bought in anticipation of cash distributions and appreciation of their fair market value. See Note 7 for additional information regarding these investments.

h. Discontinued Operations

A property is classified as a discontinued operation when a property or properties to be sold are a component of an entity that represents a strategic shift that has, or will have, a major effect on the Trust’s operations and financial results. Significant judgments are involved in determining whether a property meets the criteria for discontinued operations reporting and the period in which these criteria are met. A property is classified as held for sale when (i) the Board commits to a plan to sell and it is actively marketed; (ii) it is available for immediate sale in its present condition and the sale is expected to be completed within one year; and (iii) it is unlikely significant changes to the plan will be made or the plan will be withdrawn.

i. Non-controlling Interests in Consolidated Real Estate Limited Liability Companies

We hold interests in certain of our real estate assets through our ownership interests in LLCs, which are owned in whole or in part by the Trust. In turn, those LLCs are the direct owner of the real property assets. We report the non-controlling members’ interests in the net assets of our condensed consolidated real estate companies as non-controlling interests in shareholders’ equity. We attribute to non-controlling interests their share of income or loss based on their proportionate interest in the results of operations of the respective LLC, including their share of losses even if such attribution results in a deficit non-controlling interest balance within our equity accounts.

Upon receipt of the approval of a majority interest of the members, the terms of the applicable LLCs’ operating agreements generally require the respective LLC to be liquidated following the sale of the company’s real estate. The aggregate carrying amount of non-controlling interests in consolidated real estate companies is approximately \$11.0 million and \$14.4 million at September 30, 2016 and December 31, 2015, respectively. The aggregate fair value of these interests varies based on the fair value of the real estate owned by the respective LLC. Based on the complexities in determining the fair market value of the properties and the allocation of liquidation proceeds among partners, we believe it is impracticable to determine the fair market value of non-controlling interests in an assumed liquidation at September 30, 2016.

As a result of real estate depreciation that is recognized in our consolidated financial statements and appreciation in the fair value of real estate that is not recognized in our condensed consolidated financial statements, we believe that the aggregate fair value of our non-controlling interests exceeds their aggregate carrying amount. As a majority member of the LLCs, we generally have the ability to control sales of real estate held by the LLCs, as well as other events that require payment to the non-controlling interests. Because we expect that proceeds from real estate sales will be sufficient to liquidate related non-controlling interests, we anticipate that the eventual liquidation of these non-controlling interests will not have an adverse impact on our consolidated financial condition.

j. Non-controlling Interests in Maxus Operating Limited Partnership

Non-controlling interests in MOLP consist of limited partnership operating units held by persons other than the Trust. Within the Trust’s condensed consolidated financial statements, MOLP’s income or loss is allocated to the holders of partnership units based on the proportionate number of partnership units outstanding during the period. As of September 30, 2016 and December 31, 2015, the non-controlling holders of operating units had an ownership interest in MOLP of 12.09%.

k. Revenue Recognition

Lease agreements with tenants are accounted for as operating leases, and total expected rentals from such leases are reported as rental revenues ratably over the lease term. Included in other revenues are non-rental income items such as application fees and late fees, which are recognized as revenue when earned. Recoveries from residential tenants for utility costs are recognized as revenue in the period that the applicable costs are incurred.

l. Fair Value of Financial Instruments

In accordance with FASB ASC Topic 820, “Fair Value Measurements and Disclosures,” fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants. Further, ASC Topic 820 requires the Trust to maximize the use of observable market inputs, minimize the use of unobservable market inputs and disclose in the form of an outlined hierarchy the details of such fair value measurements.

Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Trust's market assumptions. This hierarchy requires the use of observable market data when available. ASC Topic 820 establishes the following fair value hierarchy:

Level 1—quoted prices for *identical* instruments in active markets;

Level 2—quoted prices for *similar* instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets; and

Level 3—fair value measurements derived from valuation techniques in which one or more significant inputs or significant value drivers are *unobservable*.

If quoted market prices or inputs are not available, fair value measurements are based upon valuation models that utilize current market or independently sourced market inputs, such as interest rates, option volatilities, and credit spreads. Items valued using such internally-generated valuation techniques are classified according to the lowest level input that is significant to the fair value measurement. As a result, a financial asset or liability could be classified in either Level 2 or 3 even though there may be some significant inputs that are readily observable.

Financial Instrument Fair Value Disclosures. As of September 30, 2016 and December 31, 2015, the carrying values of cash and cash equivalents, certificates of deposit, accounts receivable and accounts payable represent fair value because of the short-term nature of these instruments. The carrying value of cash restricted in escrows and reserves approximates its fair value based on the nature of our assessment of the ability to recover these amounts. These financial instruments utilize Level 2 inputs.

The Trust does not carry its mortgage notes payable, notes payable or notes payable to related parties at fair value. However, the Trust estimates the fair value of these notes payable using a discounted cash flow analysis on the expected cash flows of each instrument. This analysis reflects the contractual terms of the instrument, including the period of maturity, and uses observable market-based inputs, including current market interest rates. The Company has concluded that the value of its notes payable fall within Level 3 of the fair value hierarchy.

m. Deferred Costs

Deferred expenses consist of financing costs which are amortized using the interest method over the term of the respective debt. Deferred charges are presented on the condensed consolidated balance sheets net of accumulated amortization as a reduction of mortgage notes payable. Unamortized financing costs are written off when the associated debt is retired or otherwise extinguished before the maturity date.

n. Income Taxes

The Trust has elected to be taxed as a REIT under the Internal Revenue Code, Sections 856-860. Under those sections, a REIT which distributes at least 90% of its REIT taxable income as a dividend to its shareholders each year and which meets certain other conditions will not be taxed on that portion of its taxable income that is distributed to shareholders. The Trust intends to continue to qualify as a REIT and, to the extent it generates taxable income will distribute substantially all of its taxable income to its shareholders. The Trust had taxable losses in 2015 and 2014. There is no provision for income taxes reflected in the consolidated financial statements. The Trust has federal net operating loss carryovers of \$13.4 million at December 31, 2015 for tax purposes, which will expire in various amounts from 2018 through 2034.

FASB ASC Topic 740-10 on Income Taxes prescribes a comprehensive model for how an entity should measure, recognize, present, and disclose in its consolidated financial statements uncertain tax positions that an entity has taken or expects to take on a tax return. The Trust has analyzed whether any tax positions taken for filing with the Internal Revenue Service and all state jurisdictions where it operates would require the establishment of reserves or related accruals for interest and penalties and it is

management's belief that no such reserves or related accruals are necessary. Additionally, management intends to exercise all requisite diligence to ensure continued compliance with the income and assets tests of Section 856 of the Internal Revenue Code as well as the other requirements of that section in order to maintain the Trust's status as a REIT.

The Trust is no longer subject to U.S. federal, state or local examination by tax authorities for years prior to 2012.

o. Recent Accounting Pronouncements

During 2015, the FASB issued Accounting Standards Updates (each an "ASU") 2015-03 and 2015-15, which revised the presentation of debt issuance costs on the balance sheet. Under ASUs 2015-03 and 2015-15, entities generally present debt issuance costs associated with long term debt in their balance sheet as a direct deduction from the related debt liability, and debt issuance costs related to line-of-credit arrangements may continue to be deferred and presented as assets. Amortization of the deferred costs will continue to be included in interest expense. We have adopted the guidance in ASUs 2015-03 and 2015-15 effective as of January 1, 2016. We have retrospectively applied the guidance to debt issuance costs associated with our non-recourse property debt to all prior periods, which resulted in the reclassification of \$2.3 million from deferred financing costs to mortgage notes payable on our condensed consolidated balance sheet at December 31, 2015.

During February 2015, the FASB issued ASU No. 2015-02, "Consolidation." ASU 2015-02 changes the analysis that a reporting entity must perform to determine whether it should consolidate certain legal entities. Specifically, the ASU 2015-02 amendments, (a) modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities (VIEs) or voting interest entities, (b) eliminate the presumption that a general partner should consolidate a limited partnership, (c) affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships, and (d) provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. ASU 2015-02 was effective as of January 1, 2016. ASU 2015-02 did not have a material impact on the Company's condensed consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers" (subsequently amended by ASU 2015-14, which deferred the effective date to periods beginning after December 15, 2017), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. This ASU will replace most existing revenue recognition guidance in GAAP when it becomes effective. The new standard is effective for the Company on January 1, 2018; however, the ASU does not apply to revenue recognition for lease contracts. The Company is evaluating the effect that ASU 2014-09 will have on its condensed consolidated financial statements and related disclosures.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)." Under ASU 2016-02, lessor accounting will be substantially similar to the current model, but aligned with certain changes to the lessee model Topic 606, "Revenue from Contracts with Customers." Lessors will continue to classify leases as operating, direct financing, or sales-type. Lessees will be required to recognize a right-of-use asset and a lease liability for virtually all leases, with such leases classified as either operating or finance. Operating leases will result in straight-line expense (similar to current operating leases) and finance leases will result in a front-loaded expense pattern (similar to current capital leases). Classification will be based on criteria that are largely similar to those applied in current lease accounting. ASU 2016-02 is effective for public entities for reporting periods beginning after December 15, 2018, and interim periods within those reporting periods, with early adoption permitted. The new standard must be adopted using a modified retrospective transition, requiring application of the new guidance at the beginning of the earliest comparative period presented and provides for certain practical expedients. We have not yet determined the effect ASU 2016-02 will have on our condensed consolidated financial statements and related disclosures.

In August 2016, the FASB issued ASU No. 2016-15, "*Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force)*." ASU 2016-15 clarifies how several specific cash receipts and cash payments are to be presented and classified on the statement of cash flows, including debt prepayment or debt extinguishment costs, settlement of zero-coupon debt instruments, contingent consideration made after a business combination, distributions received from equity method investees, beneficial interests in securitization transactions, and separately identifiable cash flows and application of predominance principle. ASU 2016-15 is effective for interim and annual periods beginning after December 15, 2017, and early adoption is permitted. Each amendment in this standard must be applied prospectively, retrospectively, or as of the beginning of the earliest comparative period presented in the year of adoption, depending on the type of amendment. We expect to adopt ASU 2016-15 as of January 1, 2018, and we are currently evaluating the impact this standard may have on our consolidated financial statements and related disclosures upon adoption.

(3) MORTGAGE PAYABLE AND NOTES PAYABLE

Mortgage payable ^(a):

	(amounts in thousands)	
	September 30, 2016	December 31, 2015
Bicycle Club mortgage note, monthly principal and interest payments of \$69,000, with interest fixed at 6.19%, maturing on September 1, 2016.	\$ —	\$ 9,756
Highland Pointe mortgage note, monthly principal and interest payments of \$75,000, with interest fixed at 5.67%, maturing March 1, 2017, with the right to extend an additional 1 year.	11,558	11,730
Barrington Hills mortgage note ^(b) , monthly principal and interest payments of \$25,000, with an adjustable interest rate based on the BBA 1 month LIBOR Rate in USD, 4.03% at September 30, 2016, maturing December 1, 2017.	4,612	4,694
Province of Briarcliff ^(d) mortgage note, monthly principal and interest payments of \$67,000, with interest fixed at 5.64%, maturing January 1, 2018.	10,073	10,267
Grand at Pearl monthly principal and interest payments of \$46,000, with an adjustable interest rate based on the BBA 1 month LIBOR rate in USD, 2.77% ^(c) at September 30, 2016, maturing October 1, 2018.	11,338	11,511
Elements ^(d) - 1 st mortgage note, monthly principal and interest payments of \$62,000, with interest fixed at 6.47%, maturing June 1, 2019.	9,564	9,740
Elements ^(d) - 2 nd mortgage note, monthly principal and interest payments of \$15,000, with interest fixed at 4.74%, maturing June 1, 2019.	2,572	2,592
Madison at Melrose mortgage note, monthly principal and interest payments of \$73,000, with interest fixed at 5.99%, maturing July 1, 2019.	11,027	11,179
Berkshire Apartments 1 st mortgage note ^(b) , monthly principal and interest payments of \$46,000, with interest fixed at 5.57%, maturing November 1, 2019.	7,191	7,295
Berkshire Apartments 2 nd mortgage note ^(b) , monthly principal and interest payments of \$21,000, with interest fixed at 4.92% maturing November 1, 2019.	3,914	3,957
Schoettler Village mortgage note ^(b) , monthly principal and interest of \$112,000, with interest fixed rate at 5.58%, maturing April 1, 2020.	17,735	17,981
Regency North 1 st mortgage note ^(b) , monthly principal and interest payments of \$28,000, with interest fixed at 5.13%, maturing December 1, 2020.	4,628	4,694
Regency North 2 nd mortgage note ^(b) , monthly principal and interest payments of \$20,000, with interest fixed at 4.86%, maturing December 1, 2020.	3,687	--
Bogey Hills 1 st mortgage note ^(b) , monthly principal and interest payments of \$136,000, with interest fixed at 5.13%, maturing July 1, 2021.	23,037	23,354
Bogey Hills 2 nd mortgage note ^(b) , monthly principal and interest payments of \$37,000, with interest fixed at 4.87%, maturing October 1, 2021.	6,794	6,873
Viera at Mandarin mortgage note, monthly principal and interest payments of \$37,000, with interest fixed at 3.51%, maturing March 1, 2022.	12,500	--
Forest Place 1 st mortgage note ^(c) , monthly principal and interest payments of \$36,000, with interest fixed at 4.13%, maturing April 1, 2022.	6,764	6,869
Forest Place 2 nd mortgage note ^(c) , monthly principal and interest payments of \$21,000, with interest fixed at 5.16%, maturing April 1, 2022.	2,017	--
Rosehill Pointe mortgage note ^(b) , monthly principal and interest payments of \$112,000, with interest fixed at 4.04%, maturing April 1, 2022.	21,527	21,867
Rosehill Pointe 2 nd mortgage note monthly principal and interest payments of \$29,000, with interest fixed at 5.19%, maturing April 1, 2022.	5,233	5,286
Park Edge 1 st mortgage note, monthly principal and interest payments of \$90,000, with interest fixed at 3.63%, maturing January 1, 2023.	18,278	18,574
Park Edge 2 nd mortgage note, monthly principal and interest payments of \$20,000, with interest fixed at 5.32%, maturing January 1, 2023.	3,900	--
Villaggio mortgage note, monthly principal and interest payments of \$70,000, with an adjustable mortgage interest rate based on the BBA 1 month LIBOR Rate in USD, 3.18% ^(c) at September 30, 2016, maturing January 1, 2023.	16,059	16,275
Glen at Polo Park 1 st mortgage note mortgage note ^{(b)(d)} , monthly principal and interest payments of \$72,000 with interest fixed at 3.93%, maturing on March 1, 2023.	13,448	13,580
Glen at Polo Park 2 nd mortgage note ^(b) , monthly principal and interest payments of \$13,000, with interest fixed at 5.25%, maturing March 1, 2023.	2,288	2,311
Forest Park mortgage note, monthly principal and interest payments of \$36,000, with interest fixed at 4.22%, maturing October 1, 2024.	7,165	7,258
Reserve at Tranquility Lake mortgage note ^{(b)(c)} , monthly principal and interest payments of \$80,000, with interest fixed at 3.97% maturing October 1, 2024.	16,266	16,489
Jefferson Park Apartments mortgage note, monthly principal and interest payments of \$50,000, with interest fixed at 3.54%, maturing April 1, 2025.	10,750	10,905
Arbors mortgage note, monthly principal and interest payments of \$123,000, with interest fixed at 4.45%, maturing November 1, 2025.	24,184	24,467
Thomaston mortgage note, monthly principal and interest payments of \$90,000, with interest fixed at 4.41%, maturing June 1, 2026.	17,907	--

Mortgage payable ^(a):

	(amounts in thousands)	
	September 30, 2016	December 31, 2015
Continued from previous page		
Lexington on the Green mortgage note, monthly interest payments of \$55,000, with interest fixed at 3.98%, maturing August, 1, 2026.	\$ 16,200	\$ --
Cross Creek mortgage note monthly principal and interest payments of \$62,000, with a fixed interest rate at 3.60% maturing September 1, 2026.	13,600	11,250
Kirkwood Station mortgage note, monthly principal and interest payments of \$136,000, with interest fixed 4.04% maturing October 1, 2026.	28,375	21,102
The Landings mortgage note, monthly principal and interest payments of \$37,000, with a fixed interest rate of 3.84%, maturing October 1, 2026.	7,825	5,420
Foothills I 1 st mortgage note ^(d) , monthly principal and interest payments of \$20,000, with interest fixed at 3.20%, maturing July 1, 2037.	3,383	3,464
Foothills II 2 nd mortgage note ^(d) , monthly principal and interest payments of \$18,000, with interest fixed at 3.80%, maturing November 1, 2047.	3,720	3,764
Foothills III 3 rd mortgage note ^(d) , monthly principal and interest payments of \$84,000, with interest fixed at 3.25%, maturing May 1, 2050.	18,445	18,646
Mallard mortgage note ^(d) , monthly principal and interest payments of \$28,000, with interest fixed at 3.28%, maturing August 1, 2050.	6,580	6,649
Astoria mortgage note, monthly principal and interest payments of \$100,000, with interest fixed at 4.31%, maturing August 1, 2053.	23,845	24,040
Debt issuance costs	(3,086)	(2,291)
TOTALS:	<u>\$ 424,903</u>	<u>\$ 371,548</u>

^(a) Mortgage loans are secured by the respective properties, assignment of rents, business assets, deeds to secure debt, deeds of trust, cash deposits with lender and a corporate guaranty from the Trust and MOLP unless otherwise noted in (b).

^(b) Mortgage loan is also secured by a limited carve-out guaranty from a principal individual owner if certain provisions in the loan agreement are breached.

^(c) This is the Trust's proportionate share of the total debt.

^(d) Debt balances have premiums/discounts.

^(e) The Trust has an interest rate cap that is designed to cap the interest rates between 4.0% and 6.75%.

The Barrington Hills mortgage note is reflected in liabilities held for sale on the condensed consolidated balance sheets.

Mortgage payable:

On March 23, 2015, the mortgage note for the Jefferson Park apartment community was refinanced with NorthMarq Capital, L.L.C. ("NorthMarq") with a fixed rate mortgage note. The note is in the amount of \$11.0 million, matures April 1, 2025 and has a fixed interest rate of 3.54%. The Trust received net proceeds of \$5.3 million from the refinancing, which was used to pay down our line of credit. In addition, the Trust recognized loss on debt extinguishment of \$288 thousand.

On June 18, 2015, the Trust obtained a \$5.3 million second mortgage loan for the Rosehill apartment community at a fixed interest rate of 5.19%. The loan has a maturity date of April 1, 2022 and is secured by a second lien on Rosehill's assets. In conjunction with the loan, a \$3.0 million distribution was made to Rosehill's members. The Trust's portion of the distribution was \$1.6 million.

On July 14, 2015, the Trust obtained a mortgage loan of \$11.3 million from BMO Harris Bank, NA related to the acquisition of the Cross Creek apartment community. The mortgage loan is secured by Cross Creek's assets and contains a guarantee of repayment from the Trust. The mortgage loan matures on July 13, 2018 and has a variable interest rate equal to the one month LIBOR rate plus 2.25% (2.71% at June 30, 2016). On July 17, 2015, the Trust executed an interest rate cap with BMO Harris Bank, NA that is designed to cap the interest rate at 5%. As noted below, on August 29, 2016 this note was refinanced and paid in full.

On July 28, 2015, the Trust obtained a second mortgage on the Berkshire apartment community in the amount of \$4.0 million. The loan has a maturity date of November 1, 2019, and has a fixed interest rate of 4.92%. The note is secured by the assets of the Berkshire apartments.

On September 18, 2015, the Trust obtained a second mortgage on the Glen apartment community in the amount of \$2.3 million. The loan has a maturity date of March 1, 2023, and has a fixed interest rate of 5.25%. Subsequent to the closing of the loan, a \$2.3 million distribution was made to Glen's members. The Trust's portion of the distribution was \$1.4 million.

In connection with the acquisition of a controlling interest in Cape Fear Multifamily, LLC, which held the Astoria apartment community, the Trust assumed a HUD mortgage loan with a balance of \$22.3 million, not including a premium recorded on the loan of \$2.0 million upon completing the acquisition. The mortgage loan had a fixed interest rate of 5.6% and matures on August 1, 2053. On December 1, 2015, the Trust executed an amendment to the HUD mortgage loan which reset the interest rate to a fixed rate of 4.31%. No other terms of the original loan were modified. This loan modification was determined to be a substantial modification to the original debt instrument. As a result, we recognized a gain on debt extinguishment of \$0.2 million.

On October 1, 2015, the Trust obtained a mortgage loan from BMO Harris Bank, NA related to the acquisition of the Grand at Pearl apartment community in the amount of \$11.6 million. The mortgage loan is secured by Grand at Pearl's assets and contains a guarantee of repayment from the Trust. The mortgage loan matures on October 1, 2018 and has an adjustable interest rate equal to the one month LIBOR rate plus 2.25% (2.77% at September 30, 2016). In conjunction with this loan, the Trust executed an interest rate cap with BMO Harris Bank, NA that is designed to cap the interest rate at 4.0%.

On October 22, 2015, the Trust obtained a mortgage loan from Northmarq Capital related to the acquisition of the Arbors at Natchez Trace apartment community in the amount of \$24.5 million. The mortgage loan is secured by the assets of Arbors. The mortgage loan matures on November 1, 2025 and has a fixed interest rate of 4.45%.

On December 29, 2015, the Trust obtained a mortgage loan from Northmarq Capital related to the acquisition of the Villaggio apartment community in the amount of \$16.3 million. The mortgage loan is secured by the assets of Villaggio. The mortgage loan matures on January 1, 2023 and has an adjustable interest rate equal to the one month LIBOR rate plus 2.66% (3.18% at September 30, 2016). In conjunction with this loan, the Trust executed an interest rate cap with Chatham Financial that is designed to cap the interest rate at 6.75%.

On December 31, 2015, in conjunction with the acquisition of the Mallard Creek apartment community, the Trust assumed the existing HUD loan associated with the property with a balance of \$6.9 million. The loan carries a fixed interest rate of 3.28% and matures on August 1, 2050. A debt discount of \$0.2 million was recorded upon acquisition.

On March 30, 2016, the Trust obtained a second mortgage on the Forest Place apartment community in the amount of \$3.9 million. The Trust's proportionate share of the loan amount is \$2.0 million. The loan has a maturity date of April 1, 2022, and has a fixed interest rate of 5.16%. Subsequent to the closing of the loan, a \$2.6 million distribution was made to the undivided interests of Forest Place, of which \$1.3 million was the Trust's portion.

On April 29, 2016, the Trust obtained a \$3.9 million second mortgage loan for the Park Edge apartment community at a fixed interest rate of 5.32%. The loan has a maturity date of January 1, 2023 and is secured by a second lien on Park Edge's assets. After completing the loan, a distribution totaling \$3.4 million was made to the Park Edge members. The Trust's portion of the distribution was \$1.8 million.

On May 2, 2016, the Trust obtained a \$3.7 million second mortgage loan for the Regency North apartment community at a fixed interest rate of 4.86%. The loan has a maturity date of December 1, 2020 and is secured by a second lien on Regency North's assets.

On May 3, 2016, The Trust obtained a mortgage loan in the amount of \$18.0 million from Northmarq Capital related to the acquisition of the Thomaston Crossing apartment community. The mortgage loan is secured by the assets of Thomaston. The mortgage loan matures June 1, 2026 and has a fixed interest rate of 4.41%.

On July 7, 2016, the Trust obtained a mortgage loan from Walker & Dunlop related to the acquisition of the Lexington on the Green apartment community in the amount of \$16.2 million. The mortgage loan is secured by the assets of Lexington on the Green. The mortgage loan matures August 1, 2026, and carries a fixed interest rate of 3.98%. The loan requires interest only payments for the first 24 months.

On August 24, 2016, the Trust assumed a mortgage loan related to the acquisition of the Viera at Mandarin apartment community. The loan has an outstanding balance of \$12.5 million, carries a fixed interest rate of 3.51% and matures on March 1, 2022. The loan is secured by the assets of Viera at Mandarin.

On August 24, 2016, the Cross Creek mortgage note was refinanced with Northmarq Capital. The note has an initial principal balance of \$13.6 million, carries a fixed interest rate of 3.60% and matures September 1, 2026. The refinance resulted in Cross Creek Acquisition, LLC receiving net proceeds of approximately \$2.3 million which was distributed to its members. The Trust's portion was approximately \$2.1 million.

On September 23, 2016, the Kirkwood mortgage note was refinanced with Northmarq Capital. The note has an initial principal balance of \$28.4 million, carries a fixed interest rate of 4.04% and matures October 1, 2026. The refinance resulted in Kirkwood Acquisition, LLC receiving net proceeds of approximately \$7.3 million. Subsequent to closing the loan, a distribution was made to the members of Kirkwood Acquisition, LLC totaling \$6.5 million. The Trust's portion was approximately \$3.4 million.

On September 30, 2016, the Landings mortgage note was refinanced with Northmarq Capital. The note has an initial principal balance of \$7.8 million, carries a fixed interest rate of 3.84% and matures October 1, 2026. The refinance resulted in excess proceeds of approximately \$2.3 million.

Each mortgage loan is secured solely by the property held by the MOLP subsidiaries or undivided interests that obtained the loan. The following is a summary of scheduled mortgage notes payable maturities at September 30, 2016, in thousands:

Year	Amount (in thousands)
2016	\$ 2,269
2017	23,407
2018	28,028
2019	39,636
2020	30,991
Thereafter	300,572
Subtotal:	\$ 424,903
Less: mortgage related to asset held for sale	(4,612)
Total:	\$ 420,291

Notes payable

The following is a summary of the notes payable, in thousands:

	September 30, 2016	December 31, 2015
Notes payable	\$ 14,787	\$ 17,774
Notes payable, related parties	5,869	5,869
	<u>\$ 20,656</u>	<u>\$ 23,643</u>

The Trust has a line of credit with Missouri Bank & Trust ("MBT") totaling \$17.0 million. The line of credit bears interest at 5% and has a maturity date of December 20, 2016. The line is secured by the pledges of six LLC interests held by MOLP. As of September 30, 2016, the balance of the line is \$13.3 million. The line requires the principal balance of the line to be less than \$14.4 million at September 30, 2016. We intend to use cash flows from operations and proceeds from planned dispositions to pay down the balance on the line.

On December 24, 2013, the Trust commenced an offering of 7% unsecured promissory notes (the "Notes") in the aggregate up to \$11.5 million, together with warrants (the "Warrants") to acquire shares of the Trust's common stock at an exercise price of \$50 per share. As of September 30, 2016 and December 31, 2015, Notes in the aggregate principal amount of \$7.0 million were outstanding and Warrants exercisable for an aggregate number of 70,450 shares of the Trust's common stock had been issued (although, as described in Note 9, Warrants to acquire 25,000 shares were amended during 2015 to provide that such Warrants are exercisable to acquire MOLP limited partnership operating units in lieu of 25,000 shares of the Trust's common stock). The Notes require periodic payments of the interest. All principal and accrued but unpaid interest is due on January 31, 2017. The Notes may be prepaid without penalty. Refer to Note 5 for Notes and Warrants held by related parties.

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(4) RENTAL REVENUES UNDER OPERATING LEASES

Minimum future rental revenues under non-cancelable operating leases greater than one year in effect for the retail space as of September 30, 2016 are as follows, in thousands:

<u>Year</u>	<u>Total</u>
2016	\$ 245
2017	744
2018	597
2019	421
2020	358

The residential leases, which comprise the majority of total revenues, generally range from six to twelve months in length and are not included in the schedule above. In addition, certain lease agreements require tenant participation in certain operating expenses. Tenant participation in expenses included in other revenues approximated \$178 thousand and \$124 thousand for the nine months ended September 30, 2016 and 2015, respectively.

(5) RELATED PARTY TRANSACTIONS

Maxus Properties, Inc. ("MPI") manages the Trust's properties. David L. Johnson, Chairman, President, Chief Executive Officer and a Trustee of the Trust and the beneficial owner of more than 10% of the Trust's issued and outstanding common stock, is the Chairman and sole shareholder of MPI. The Trust paid MPI property management fees of \$2.0 million and \$1.7 million for the nine months ended September 30, 2016 and 2015, respectively. Management fees are determined pursuant to management agreements between the Trust and MPI that provide for fees calculated as a percentage of monthly gross receipts (as defined in the agreements) from the properties' operations as well as reimbursement of payroll related costs. At September 30, 2016 and December 31, 2015, the properties pay MPI a management fee between 3% and 5% of receipts. At September 30, 2016 and December 31, 2015, \$681 thousand and \$635 thousand, respectively, was payable to MPI for accrued payroll and direct expense reimbursement; \$633 thousand and \$568 thousand, respectively, was payable for accrued management fees.

Certain MPI employees are located at the Trust's properties and perform leasing, maintenance, office management, and other related services for these properties. The Trust recognized \$6.1 million and \$4.9 million of payroll costs from continuing operations during the nine months ended September 30, 2016 and 2015, respectively, that have been reimbursed to MPI and are included in related party payroll reimbursement in the condensed consolidated statements of operations.

As previously disclosed, the Trust has appointed a special committee of its Board of Trustees to evaluate a potential transaction pursuant to which the Trust would acquire MPI. There can be no assurances that this transaction will occur nor can there be any assurances as to the terms or timing of any such transaction.

On June 1, 2014, Bicycle Club, LLC, Regency North Associates, LP, MLake 5, LLC (owner of Schoettler Village), Bogey Acquisition, LLC ("Bogey Hills"), Briarcliff Apartment Homes, LLC, Fountainhead Refunding, LLC and Jefferson Park Partners, each entered into a Solar Services Agreement ("Solar Agreement"), with MLake 82 LeaseCo. MLake 82 LeaseCo is wholly owned by Mr. Johnson. Pursuant to the Solar Agreement, the MOLP subsidiaries agreed to lease solar energy systems from MLake 82 LeaseCo. The term of each such lease is 20 years, and such leases require total annual lease payments from the MOLP subsidiaries of \$70 thousand, increasing 10% every five years. In exchange, MLake 82 LeaseCo guaranteed that total annual energy savings from the solar energy systems will be at least 10% greater than the annual lease payments. MLake 82 LeaseCo is responsible for all installation cost and on-going maintenance of the solar system. In addition, MLake 82 LeaseCo received all rebates, incentives and income tax credits related to the solar energy systems. For the nine months ended September 30, 2016 and 2015, the Trust made lease payments in the amount of \$47 thousand and \$53 thousand, respectively, to MLake 82 LeaseCo. The lease obligation is included in utility expenses in the condensed consolidated statements of operations.

On May 29, 2015, two related parties loaned Forest Place apartments a total of \$240 thousand for the construction of a new clubhouse and amenities. SLCas, LLC, an affiliate of Mr. Johnson, and McDowell Investments, an affiliate of Monte McDowell, each loaned \$120,000. Mr. McDowell is a Trustee and also a beneficial owner of 7% of the Trust's issued and outstanding shares of common stock. The loans had an interest rate of 7% and a maturity date of May 29, 2017. The notes were repaid in full on March 31, 2016.

On September 30, 2016, Kirkwood Station acquired three condominium units at Kirkwood Station from related parties. The condominiums were owned by entities controlled by Mr. Johnson. The total purchase price was approximately \$381 thousand.

As of September 30, 2016, the Trust (i) has operating cash of approximately \$1.5 million on deposit with First Missouri National Bank (“First Missouri”), and (ii) holds certificates of deposit of approximately \$1.9 million with First Missouri, and (iii) has cash in money market accounts in the amount of \$10 thousand with First Missouri. The bank deposit insurance in connection with these deposits is provided by the FDIC. The FDIC has a \$250 thousand limit per independent entity on deposit insurance for interest-bearing accounts. Mr. Johnson owns approximately 21.6% of First Missouri’s outstanding common stock. Mr. Johnson is also a member of First Missouri’s Board of Directors. Jose Evans, a Trustee of the Trust, also holds approximately 9.1% of First Missouri’s outstanding common stock. Christopher Garlich, a Trustee of the Trust, individually and through an affiliate, holds 5.6% of First Missouri’s outstanding common stock. Gregory Orman, a Trustee of the Trust, owns less than 1% of First Missouri’s outstanding common stock. The Trust’s operating cash is held in a non-interest bearing account. The certificates of deposit earn interest at rates ranging from 0.35% to 1.15% per annum as of September 30, 2016. The balance of cash and cash equivalents at First Missouri at September 30, 2016 is \$3.5 million. As of September 30, 2016, \$223 thousand is held in excess of FDIC insurance limits from certain operating accounts.

In conjunction with the purchase of Province of Briarcliff Apartments, the Trust assumed a debt obligation in the form of a note with Liberty Park, L.L.C. in the amount of \$421 thousand. The note has a maturity date of February 1, 2019 and accrues interest at 8%. Liberty Park, L.L.C. is an affiliate of Mr. Johnson and his spouse, Sandra Castetter.

On December 24, 2013, the Trust commenced an offering of 7% unsecured promissory notes (as defined above, the “Notes”) in the aggregate up to \$11.5 million, together with warrants (as defined above, the “Warrants”) to acquire shares of the Trust’s common stock at an exercise price of \$50 per share (see Note 3 above). As of September 30, 2016, Notes in the principal amount of \$2.5 million were held by Mr. Johnson and his affiliates. Together with the Notes, Mr. Johnson and his affiliates also hold Warrants to acquire 25 thousand limited partnership operating units in MOLP exercisable through January 31, 2017. Affiliates of Mr. Orman, Trustee of the Trust, hold Notes in the principal amount of \$3.0 million as of September 30, 2016. Together with the Notes, Mr. Orman’s affiliates also hold Warrants to acquire 30 thousand shares of common stock through January 31, 2017. The outstanding principal balance of Notes issued through September 30, 2016 was \$7.0 million.

For certain of our acquisitions, dispositions and mortgage loan refinancings, MRTI has used Assured Quality Title (“AQT”) as the title company. AQT is wholly owned by Mr. Evans. As noted above, Mr. Evans is a shareholder and serves on the Board of Trustees of the Trust. For the nine months ended September 30, 2016, the Trust paid fees of approximately \$42 thousand for services provided by AQT.

Certain executive officers and members of our Board, either directly or through related parties, have an ownership interest in the following subsidiaries of the Trust as set forth below as of September 30, 2016:

Name of Subsidiary	Amount of Capital Contributed by Affiliates (amounts in thousands)	Affiliate Ownership	Percent of Affiliate Ownership
Kirkwood Station	\$ 2,090	(1)	48.00 %
Madison at Melrose	125	(2)	3.75
Schoettler Village	360	(3)	6.40
Bogey Hills	500	(4)	7.44
Rosehill	315	(5)	3.91
Park Edge	200	(6)	3.76
Glen	1,000	(7)	34.36
Tranquility	3,060	(8)	41.00
Astoria	275	(9)	5.72
MOLP	4,439	(10)	10.66

(1) Affiliates of Christopher Garlich, Monte McDowell and David L. Johnson own the majority of the non-controlling interest in Kirkwood Station.

(2) Affiliates of David L. Johnson and John Alvey

(3) Affiliates of Jose Evans, Christopher Garlich, Monte McDowell, and David L. Johnson

(4) Affiliates of Christopher Garlich

(5) Affiliates of Jose Evans, Christopher Garlich, Monte McDowell, and David L. Johnson

(6) Affiliates of David L. Johnson, John Alvey and Monte McDowell

(7) David L. Johnson and Sandra Castetter, husband and wife

(8) David L. Johnson and Sandra Castetter, husband and wife, Greg Orman and John Alvey own the majority of the non-controlling interest in Tranquility

(9) Affiliates of Christopher Garlich and David L. Johnson

(10) Affiliates of Jose Evans, Christopher Garlich, Monte McDowell, and David L. Johnson

Total distributions paid to all non-controlling interests including related parties from the Trust were \$5.7 million and \$3.4 million for the nine months ended September 30, 2016 and 2015, respectively.

Certain executive officers and members of the Board, either directly or through related parties, have an ownership interest in the non-consolidated cost method investments as set forth below as of September 30, 2016:

<u>Name of Non-Consolidated Investment</u>	<u>Percent of Affiliate Ownership</u>	<u>Affiliate Ownership</u>	<u>MOLP Ownership</u>
Centennial Park Kansas, L.L.C.	6.6%	(1)	0.1%
Wild Oak Acquisition, L.L.C.	59.8%	(1)	3.4%
Bridle Creek Acquisition, L.L.C.	52.2%	(2)	2.1%

⁽¹⁾ Affiliates of David L. Johnson and Sandra Castetter

⁽²⁾ Affiliates of David L. Johnson and Christopher Garlich

(6) PROPERTY ACQUISITIONS AND DISPOSITIONS

Acquisitions

Upon acquisitions of real estate properties, management makes subjective estimates of the fair value of acquired tangible assets (consisting of land, land improvements, building, improvements, and furniture, fixtures and equipment) and identified intangible assets and liabilities (consisting of above and below market leases, in-place leases, tenant relationships and assumed financing that is determined to be above or below market terms) in accordance with ASC Topic 805, "Business Combinations" (See also Note 2.f, Operating Real Estate, Accounting for Acquisitions). Based on these estimates, management records the acquired assets and liabilities at fair value. These estimates have a direct impact on net income. During the year ended December 31, 2015, we acquired interests in six apartment communities located in Wichita, Kansas, Hope Mills, North Carolina, Ridgeland, Mississippi, Pearl, Mississippi, Horn Lake, Mississippi and Bossier City, Louisiana. During the nine months ended September 30, 2016, we acquired three apartment communities in Macon, Georgia, Lithonia, Georgia, and Jacksonville, Florida.

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Cross Creek

On July 14, 2015, a wholly owned subsidiary of MOLP, Cross Creek Acquisition, LLC, purchased the Cross Creek apartment community located in Wichita, Kansas for \$14.9 million. Cross Creek has 256 apartment units and 239,000 rentable square feet.

In conjunction with the acquisition, the Trust obtained a mortgage loan totaling \$11.3 million from BMO Harris Bank, NA. The mortgage loan is secured by the Cross Creek apartments and contains a guarantee of repayment from the Trust. The mortgage loan matures on July 13, 2018 and has a variable interest rate equal to the one month LIBOR rate plus 2.25%. The Trust funded the remaining portion of the purchase price of \$3.7 million with cash. In addition, the Trust funded \$314 thousand in escrow to make necessary repairs to the property. Total consideration paid for the acquisition was \$4.2 million. The Trust subsequently refinanced the Cross Creek mortgage loan on August 24, 2016.

In conjunction with the acquisition, the Trust incurred acquisition fees totaling approximately \$100,000, including an acquisition fee of \$75,000 paid to a related party, MPI.

The assets acquired and liabilities assumed, including identifiable intangible assets, were based on their respective estimated fair values. The following table summarizes the fair values of the assets acquired and liabilities assumed:

(amounts in thousands)

Land	\$ 1,810
Land improvements	181
Buildings	12,626
Personal property	260
In-place leases	183
Other assets	342
Total assets acquired	<u>15,402</u>
 Total liabilities assumed	 <u>142</u>
 Net assets acquired	 \$ <u><u>15,260</u></u>

Cape Fear Multifamily

On August 20, 2015, the Trust completed the acquisition of a controlling interest in Cape Fear Multifamily, LLC ("Cape Fear"). Cape Fear is a single purpose entity that holds the Astoria Apartments ("Astoria"). Astoria is an apartment community located in Hope Mills, North Carolina that includes approximately 299,000 square feet spread over 272 apartment units.

The acquisition was completed through a newly formed entity, Astoria Acquisition, LLC ("Astoria Acquisition"). Astoria Acquisition acquired a 62.5% interest in Cape Fear for a capital contribution of \$3.2 million. MOLP holds an 80.96% interest in Astoria Acquisition and an entity controlled by David L. Johnson, the Chairman, Chief Executive Officer, President, and a Trustee of the Trust and the beneficial owner of more than 10% of the Trust's issued and outstanding common stock, holds the remaining 19.04% interest.

Under the terms of the transaction, Cape Fear will pay a cumulative preferred return of 10% on Astoria Acquisition's \$3.2 million capital contribution.

Cape Fear had an existing mortgage loan with a principal balance of approximately \$22.3 million. The loan is serviced and guaranteed by the HUD. The loan has a fixed interest rate of 4.3% and matures August 1, 2053. The interest rate on the existing mortgage was above the market rate at the date of acquisition. As a result, a premium on the loan was recorded upon acquisition totaling \$2.0 million and is being amortized over the remaining loan term using the effective interest method. On December 1, 2015, the Trust executed an amendment to the HUD mortgage loan which reset the interest rate to a fixed rate of 4.31%.

As a result of the property not meeting certain performance parameters required under the loan agreement, HUD required Cape Fear to maintain a cash collateral account totaling \$0.7 million to secure the loan. The cash collateral account must remain in place until the loan agreement requirements are met. The Trust provided the cash collateral upon closing of this transaction.

Under the terms of the transaction, the Trust will receive interest from Cape Fear of 10% on the cash collateral amount provided until such time as the cash collateral is released.

In conjunction with the acquisition, the Trust incurred acquisition fees totaling approximately \$259,000. Total net consideration paid for the acquisition of the controlling interest was \$2.2 million, net of the non-controlling contribution.

The assets acquired and liabilities assumed, including identifiable intangible assets, were based on their respective estimated fair values. The following table summarizes the fair values of the assets acquired and liabilities assumed:

(amounts in thousands)

Operating assets	\$	1,014
HUD cash collateral		655
Land		2,428
Land improvements		2,106
Buildings		22,332
Building improvement		456
Personal property		528
In-place leases		726
Total assets acquired		<u>30,245</u>
Operating liabilities		468
Related party payable to the Trust		655
Mortgage note		<u>24,334</u>
Total liabilities		<u>25,457</u>
Non-controlling interest		<u>753</u>
Net assets acquired	\$	<u>4,035</u>

As a result of the net assets acquired exceeding the capital contribution from Astoria Acquisition, the Trust recognized a bargain purchase gain of \$886 thousand. The gain is primarily due to the fact that the asset was financially distressed and unable to obtain permanent financing prior to our capital contribution. As a result, Astoria Acquisition will receive all of the excess cash flow from Cape Fear for three to five years as a result of the preferred return on the capital contribution.

Grand at Pearl

On October 1, 2015, a wholly owned subsidiary of MOLP, Colony Acquisition, LLC, purchased the Colony Park and Grande at Colony Park apartment communities located in Pearl, Mississippi for \$16.2 million. The apartment communities are operated as a single apartment community and were subsequently renamed Grand at Pearl. Grand at Pearl has 280 apartment units and approximately 322,000 rentable square feet.

In conjunction with the acquisition, the Trust obtained a mortgage loan totaling \$11.6 million from BMO Harris Bank, NA. The mortgage loan is secured by the Grand at Pearl apartments and contains a guarantee of repayment from the Trust. The mortgage loan matures October 1, 2018 and has a variable rate of interest equal to the one month LIBOR rate plus 2.25%. In addition, the Trust funded \$387 thousand in escrow to make necessary repairs to the property.

Related to the acquisition, the Trust incurred acquisition fees totaling \$100 thousand, including an acquisition fee of \$75 thousand payable to a related party, MPI. The related party fee is included in accounts payable related parties in the condensed consolidated balances sheets as of September 30, 2016.

Adjusting for fees paid related to the acquisition and standard prorations, the total proceeds paid by the Trust was \$4.7 million.

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The assets and liabilities assumed, including identifiable intangible assets and liabilities, were based on their respective estimated fair values. The following table summarizes the fair value of the assets acquired and liabilities assumed:

(amounts in thousands)

Land	\$	2,239
Land improvements		224
Buildings		13,098
Personal property		135
In-place leases		615
Total assets acquired		<u>16,311</u>
Acquired below market leases		<u>161</u>
Net assets acquired	\$	<u>16,150</u>

On June 27, 2013, the City of Pearl approved the adoption of an ordinance that requires existing apartments located in Pearl to, among other requirements, meet certain construction requirements for new construction standards and building code requirements which were not in force when the apartments were constructed. The ordinance, as currently adopted, would require Grand at Pearl to install sprinklers or fire suppression systems in each apartment unit, construct storm shelters and install storm warning systems. The ordinance also requires apartment owners to pay certain fees annually to the City of Pearl and other agencies for certain property inspections.

Approximately 10 apartment owners in Pearl, including Colony Acquisition, filed an action contesting the constitutionality of the ordinance under both Federal and state laws. Based on the action currently being taken by the apartment owners in Pearl, we believe it is not probable that the ordinance, as currently adopted, will be legally enforceable and that the ordinance will be, at a minimum, significantly revised or declared unconstitutional. Therefore, we have not accrued any of the potential cost to comply. However, if the apartment owners receive an adverse judgment, the cost of meeting these standards could be material to the Trust's financial position, results of operations and cash flows.

Arbors at Natchez Trace

On October 22, 2015, a wholly owned subsidiary of MOLP, Arbors Acquisition, LLC, purchased the Arbors at Natchez Trace ("Arbors") apartment community located in Ridgeland, Mississippi for \$30.1 million. Arbors has 328 apartment units spread over approximately 343,000 rentable square feet.

In conjunction with the acquisition, the Trust obtained a mortgage loan totaling \$24.5 million from Northmarq Capital. The mortgage loan is secured by the assets of Arbors. The mortgage loan matures on November 1, 2025 and carries a fixed interest rate of 4.45%. In addition, the Trust funded \$1.0 million in escrow to make necessary repairs to the property.

Related to the acquisition, the Trust incurred acquisition fees totaling \$94 thousand, including an acquisition fee of \$75 thousand payable to a related party, MPI. The related party fee is included in accounts payable related parties in the condensed consolidated balance sheets as of September 30, 2016.

Adjusting for fees paid related to the acquisition and standard proration, the total proceeds paid by the Trust was \$5.8 million.

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The assets and liabilities assumed, including identifiable intangible assets and liabilities, were based on their respective estimated fair values. The following table summarizes the fair value of the assets acquired:

(amounts in thousands)

Land	\$	3,000
Land improvements		300
Buildings		25,332
Personal property		533
In-place leases		910
		<hr/>
Net assets acquired	\$	<u>30,075</u>

Villaggio

On December 29, 2015, a wholly owned subsidiary of MOLP, Villaggio Acquisition, LLC, purchased the Villaggio apartment community located in Bossier City, Louisiana for \$22.0 million. Villaggio has 239 apartment units spread over approximately 233,000 rentable square feet. In addition, Villaggio has retail and commercial space of approximately 52,000 rentable square feet.

In conjunction with the acquisition, the Trust obtained a mortgage loan totaling \$16.3 million from Northmarq Capital. The mortgage loan is secured by the assets of Villaggio. The mortgage loan matures on January 1, 2023 and has a variable rate of interest equal to the one month LIBOR rate plus 2.66%. In addition, the Trust funded \$200 thousand in escrow to make necessary repairs to the property.

Related to the acquisition, the Trust incurred acquisition fees totaling \$76 thousand, including an acquisition fee of \$75 thousand payable to a related party, MPI. The related party fee is included in accounts payable related parties in the condensed consolidated balance sheets as of September 30, 2016.

Adjusting for fees paid related to the acquisition and standard prorations, the total proceeds paid by the Trust was \$6.0 million.

The assets and liabilities assumed, including identifiable intangible assets and liabilities, were based on their respective estimated fair values. The following table summarizes the fair value of the assets acquired:

(amounts in thousands)

Land	\$	3,754
Land improvements		375
Buildings		16,914
Personal property		346
In-place Leases		661
		<hr/>
Net assets acquired	\$	<u>22,050</u>

Mallard Creek

On December 31, 2015, a wholly owned subsidiary of MOLP, Mallard Creek Acquisition, LLC, purchased the Mallard Creek apartment community located in Horn Lake, Mississippi for \$8.2 million. Mallard Creek has 144 apartment units spread over 165,000 rentable square feet.

In conjunction with the acquisition, the Trust assumed the existing mortgage loan from the seller with a balance of \$6.9 million. The loan carries a fixed interest rate of 3.28% and matures on August 1, 2050. A debt discount of \$0.2 million was recorded upon acquisition.

In conjunction with the acquisition, the Trust incurred acquisition fees totaling approximately \$64 thousand, including an acquisition fee of \$62 thousand payable to a related party, MPI. The related party fee is included in accounts payable related parties in the condensed consolidated balance sheets as of September 30, 2016.

Adjusting for fees paid related to the acquisition and standard prorations, the total proceeds paid by the Trust was \$1.8 million.

The assets and liabilities assumed, including identifiable intangible assets and liabilities, were based on their respective estimated fair values. The following table summarizes the fair value of the assets acquired and liabilities assumed:

(amounts in thousands)

Escrows and reserves	\$	577
Land		702
Land improvements		515
Buildings		6,236
Personal property		195
In-place leases		304
Total assets acquired		<u>8,529</u>
Property taxes and security deposits		191
Mortgage note assumed		<u>6,650</u>
Total liabilities acquired		<u>6,841</u>
Net assets acquired	\$	<u>1,688</u>

Thomaston Crossing

On May 3, 2016, a wholly owned subsidiary of MOLP, Thomaston Acquisition, LLC, purchased the Thomaston Crossing (“Thomaston”) apartment community located in Macon, Georgia for \$25.0 million. Thomaston has 250 apartment units spread over approximately 260,000 square feet.

In conjunction with the acquisition, the Trust obtained a mortgage loan totaling \$18.0 million from Northmarq Capital. The mortgage loan is secured by the assets of Thomaston, matures on June 1, 2026, and carries a fixed interest rate of 4.41%.

The Trust incurred acquisition fees totaling \$111 thousand related to the transaction, including an acquisition fee of \$75 thousand payable to a related party, MPI. The related party fee is included in accounts payable related parties in the condensed consolidated balance sheets as of September 30, 2016.

Including fees paid related to the acquisition and adjusting for standard prorations at closing, the total net proceeds paid by the Trust was \$7.4 million.

The assets and liabilities assumed, including identifiable intangible assets and liabilities, were based on their respective estimated fair values. The following table summarizes the fair value of the assets acquired:

(amounts in thousands)

Land	\$	3,800
Land improvements		304
Buildings		19,838
Personal property		435
In-place leases		<u>623</u>
Net assets acquired	\$	<u>25,000</u>

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Lexington on the Green

On July 7, 2016, a wholly owned subsidiary of MOLP, Lexington on the Green, LLC, purchased the Lexington on the Green (“Lexington”) apartment community located in Lithonia, Georgia, for \$19.9 million. Lithonia is located in suburban Atlanta, Georgia. Lexington has 216 apartment units spread over approximately 237,000 square feet.

In conjunction with the acquisition, a mortgage loan totaling \$16.2 million was obtained from Walker & Dunlop. The mortgage loan is secured by the assets of Lexington, matures August 1, 2026, and carries a fixed interest rate of 3.98%. The loan requires interest only payments for the first 24 months.

The Trust incurred acquisition expenses totaling approximately \$53 thousand.

Including fees paid related to the acquisition, the funding of \$908 thousand in escrows, and adjusting for standard prorations at closing, the total net proceeds paid by the Trust was \$4.6 million.

(amounts in thousands)

Land	\$ 927
Land improvements	669
Buildings	17,507
Personal property	255
In-place leases	567
	<hr/>
	\$ 19,925

Viera at Mandarin

On August 24, 2016, a wholly owned subsidiary of MOLP, Viera Acquisition, LLC, purchased the Viera at Mandarin (“Viera”) apartment community located in Jacksonville, Florida for \$17.6 million. Viera has 188 apartment units spread over approximately 166,000 square feet.

In conjunction with the acquisition, the Trust assumed the existing mortgage loan. The loan has an outstanding balance of \$12.5 million, carries a fixed interest rate of 3.51% and matures on March 1, 2022. The loan is secured by the assets of Viera.

The Trust incurred acquisition expenses totaling approximately \$137 thousand, including an acquisition fee of \$75 thousand payable to a related party, MPI.

Including fees paid related to the acquisition, the funding of \$300 thousand in escrows, and adjusting for standard prorations at closing, the total net proceeds paid by the Trust was \$5.5 million.

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The assets and liabilities assumed, including identifiable intangible assets and liabilities, were based on their respective estimated fair values. The following table summarizes the fair value of the assets acquired:

(amounts in thousands)

Operating assets	\$ 297
Land	3,234
Land improvements	1,202
Buildings	12,184
Personal property	505
In-place leases	465
Total assets acquired	<u>17,887</u>
Operating liabilities	155
Mortgage note payable	12,500
Total liabilities	<u>12,655</u>
Net assets acquired	<u>\$ 5,232</u>

Dispositions

Ashbrooke

On May 21, 2015, the Board approved entering into a contract to sell Ashbrooke Apartments. The Trust entered into a Real Estate Sale Agreement on July 8, 2015 for a sales price of \$12.4 million, which closed on November 5, 2015, resulting in a gain of \$796 thousand. The net proceeds received after the payoff of the \$9.1 million mortgage debt was \$3.4 million. The proceeds were deposited in a third-party qualified intermediary escrow account. For tax purposes, the Trust has applied the gain on disposition of the Ashbrooke Apartments sale to the adjusted basis of the Cross Creek Apartments as its replacement property in accordance with the Internal Revenue Code Section 1031 for tax-free exchanges.

The following table represents the amount of gain from the sale of the Ashbrooke Apartments after the adjustment of certain disposition fees and selling costs:

(amounts in thousands)

Ashbrooke's sales price	\$ 12,400
Less commissions, closing costs & other prorations	<u>(142)</u>
Net sale price	12,258
Less net carrying value	<u>(11,462)</u>
Gain	<u>\$ 796</u>

The gain for tax purposes is approximately \$1.7 million which offset the basis of the replacement property, Cross Creek Apartments.

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Fountainhead

On June 25, 2015, the Board approved entering into a contract to sell Fountainhead Apartments. The Trust entered into a Real Estate Sale Agreement for a sales price of \$6.9 million, which closed on September 1, 2015, resulting in a gain of \$2.2 million. The net proceeds received after the payoff of the \$4.0 million mortgage debt was \$2.7 million. The proceeds were deposited in an escrow third-party qualified intermediary account. For tax purposes, the Trust has applied the gain on disposition of the Fountainhead Apartments sale to the adjusted basis of the Grande at Pearl Apartments as its replacement property in accordance with the Internal Revenue Code Section 1031 for tax-free exchanges.

The following table represents the amount of gain from the sale of the Fountainhead Apartments after the adjustment of certain disposition fees and selling costs:

(amounts in thousands)

Fountainhead sales price	\$	6,916
Less commissions, closing costs & other prorations		(194)
Net sale price		6,722
Less net carrying value		(4,303)
Gain	\$	2,419

The gain for tax purposes is approximately \$2.6 million which offset the basis of the replacement property, Grand at Pearl Apartments.

Bicycle Club

On June 24, 2016, the Trust completed the sale of the Bicycle Club apartment community for a sales price of \$23.6 million. The sale resulted in a gain of approximately \$14.9 million. The net proceeds received after paying off the related mortgage loan of approximately \$9.8 million and a portion of the credit facility secured by the property totaling \$3.1 million was approximately \$10.2 million. The proceeds were deposited into a third-party qualified intermediary account as the Trust used the proceeds in an Internal Revenue Service Code Section 1031 tax-free exchange.

The following table represents the amount of gain from the sale of the Bicycle Club apartment community after certain disposition fees and selling costs:

(amounts in thousands)

Bicycle Club's sale price	\$	23,600
Less commissions, closing costs		(285)
Net sale price		23,315
Less: net carrying value		(8,385)
Gain	\$	14,930

The estimated deferred gain for tax purposes is approximately \$15.5 million, which will offset the basis of the replacement properties.

(7) ACQUISITION OF NON-CONTROLLING INTEREST IN UNCONSOLIDATED REAL ESTATE COMPANIES

On May 2, 2011, the Board approved the purchase of equity securities in an apartment community located in Kansas City, Missouri. MOLP purchased a 3.36% minority equity interest for a purchase price of \$150 thousand in WildOak Acquisition, LLC ("WildOak"). WildOak refinanced its mortgage loan in the amount of \$16.5 million and, with Board approval, the Trust is a key principal/carve-out guarantor of the mortgage loan. MLake 44, LLC owns a majority interest in WildOak. David L. Johnson, Chairman, President, Chief Executive Officer and a Trustee of the Trust, and the beneficial owner of more than 10% of the Trust's issued and outstanding common stock, owns 50% of MLake 44, LLC.

On May 2, 2011, MOLP purchased a 3% equity interest in MLake 11, LLC. This limited liability company is the managing member and 0.1% equity owner of Centennial Park Kansas, LLC ("Centennial"). MOLP's purchase price for this investment was \$50 thousand. Centennial refinanced its mortgage loan with Freddie Mac in the amount of \$10.3 million and, with Board approval, the Trust is a key principal/carve-out guarantor of the mortgage loan. Mr. Johnson owns 47.5% of MLake 11, LLC.

The mortgage financing in which the Trust is a carve-out guarantor as described above is non-recourse because the borrowers, WildOak and Centennial, and guarantors are not personally liable for the debt upon default, except in limited instances. The Trust believes that an event of default of the mortgage loans in these limited instances is remote and, if a situation arises where a default of the loan occurs, the guarantors' (including the Trust's) liability is limited to the losses and damages suffered by the lender as a result of the event. The probability of the defaults being triggered are remote; therefore management has recorded the fair value of the guarantee at 1% (similar to the 1% commitment fees on certain letters of credit).

The following table represents the amount of the guarantee liability as of September 30, 2016 (in thousands):

	Mortgage Balance as of September 30, 2016	Guarantee
Centennial Park	\$ 9,552	\$ 96
WildOak	15,200	152
Total	<u>\$ 24,752</u>	<u>\$ 248</u>

The guarantee is reflected in other accrued expenses on our condensed consolidated balance sheets.

In April 2016, the Trust acquired a 2.1% interest in Bridle Creek Acquisition, LLC ("Bridle Creek") for approximately \$210 thousand. Bridle Creek is controlled by a related party, MLake 77, LLC ("MLake 77") which holds a 52.2% interest in Bridle Creek Acquisition. MLake 77 is owned by affiliates of Mr. Johnson.

(8) ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

We report as discontinued operations real estate properties that meet the definition and have the criteria to be classified as held for sale and that represent a strategic shift that has, or will have a major effect on the Trust's operations and financial results. We include all results of these discontinued operations in a separate component of income on the condensed consolidated statements of operations under the heading "Income from discontinued operations, net." We did not have a disposal meeting this criteria during the nine months ended September 30, 2016, or 2015, respectively.

As of September 30, 2016 and December 31, 2015, we have classified the assets and liabilities of Barrington Hills as held for sale. A contract was executed to sell this property in January 2016. In July, 2016, the contract was terminated by the prospective buyer. However, in October 2016 a contract was executed to sell the property with a new buyer and we anticipate the sale will be completed during the year ended December 31, 2016.

(9) TRANSACTIONS INVOLVING SHAREHOLDERS' EQUITY

Shareholders' Equity: Warrants

On December 24, 2013, the Trust commenced the offering of the Notes and Warrants (See Note 3). The offering consisted of 1,000 units, with each unit consisting of (i) a \$10,000 principal amount of non-negotiable unsecured promissory note, and (ii) one warrant entitling the holder to acquire 100 shares of common stock of the Trust at an exercise price of \$50 per share. The Notes were issued at a face value of 100%, without any premium or discount (excluding the fair value of the warrants). The Warrants expire on the third anniversary date from the date the warrant is issued, but no later than January 31, 2017. As of September 30, 2016, the Trust had issued a total of \$7.0 million of Notes and Warrants in the aggregate to purchase 70,450 shares of common stock (although, as described below, Warrants to acquire 25,000 shares were amended during 2015 to provide that such Warrants are exercisable to acquire MOLP limited partnership operating units in lieu of 25,000 shares of the Trust's common stock). The Trust classifies the Warrants as equity instruments. The relative fair value of the warrants issued was \$643 thousand, which was calculated using the Black-Scholes option pricing model. Variables used in the valuation include (1) risk free rate of 0.72%, which was the interest rate on three-year treasury note quoted on December 31, 2013, (2) a stock price of \$37, (3) an exercise price of \$50, (4) an expected life of 3 years and (5) annualized volatility of 50%.

On June 30, 2015 the Trust amended Warrants to acquire 25,000 shares of the Trust's common stock held by affiliates of Mr. Johnson. The amendment provides that the holder of the Warrants will have the right to purchase 25,000 MOLP limited partnership operating units for \$50 per unit in lieu of 25,000 shares of the Trust's common stock for \$50 per share.

Non-controlling Interests: MOLP Operating Units

In conjunction with the acquisitions of certain operating companies that owned apartment communities, we have issued a total of 155,441 MOLP operating units. If and when the MOLP units are presented for redemption, we have the option to convert the MOLP units for common shares of the Trust based on an exchange ratio that is currently a one-for-one basis, or the cash equivalent amount, determined as the average closing price for our common shares over the 10-day trading period on the OTC market preceding the redemption. Although the Trust intends to convert the units into common shares, to date the Trust has redeemed 585 MOLP operating units from two unrelated MOLP owners for \$17,756 after such owners exercised their right to redeem the units in accordance with the conditions set forth in the MOLP limited partnership agreement. The price was determined based on the average closing price of the Trust's common stock for the 10 trading days immediately preceding the date the MOLP owner provided his notice of redemption to MOLP. As of September 30, 2016, affiliates of the Trust own 88.25% or 137,181 of the 155,441 MOLP non-controlling operating units outstanding.

Dividend

The Board of Trustees has declared a monthly dividend during 2016 as follows:

Record Date	Dividend Date	Amount Per Share
December 31, 2015	January 15, 2016	\$0.25
January 29, 2016	February 15, 2016	\$0.25
February 29, 2016	March 15, 2016	\$0.25
March 31, 2016	April 15, 2016	\$0.25
April 29, 2016	May 13, 2016	\$0.25
May 31, 2016	June 15, 2016	\$0.25
June 30, 2016	July 15, 2016	\$0.25
July 29, 2016	August 15, 2016	\$0.25
August 31, 2016	September 15, 2016	\$0.25
September 30, 2016	October 14, 2016	\$0.25
October 31, 2016	November 15, 2016	\$0.40
November 30, 2016	December 15, 2016	\$0.40
December 30, 2016	January 13, 2017	\$0.40
January 31, 2017	February 15, 2017	\$0.40
February 28, 2017	March 15, 2017	\$0.40

(10) EARNINGS PER SHARE ("EPS")

The Trust calculates earnings per share based on the weighted average number of shares of common stock, and dilutive convertible securities outstanding during the period. The exchange of MOLP limited partnership operating units into common shares were included in the computation of diluted EPS. The following table illustrates the Trust's calculation of basic and diluted EPS for the three and nine months ended September 30, 2016 and 2015 (in thousands, except per share data):

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2016	2015	2016	2015
<u>Numerator:</u>				
Net income (loss)	\$ (441)	\$ 3,881	\$ 16,541	\$ 4,771
Net (income) loss attributable to non-controlling interests	98	(953)	(2,630)	(1,607)
Net income (loss) attributable to common shareholders	<u>\$ (343)</u>	<u>\$ 2,928</u>	<u>\$ 13,911</u>	<u>\$ 3,164</u>
<u>Denominator:</u>				
Weighted average common shares outstanding – basic	1,130	1,130	1,130	1,130
Diluted potential common shares and MOLP units	--	156	161	156
Weighted average common shares outstanding – diluted	<u>1,130</u>	<u>1,286</u>	<u>1,291</u>	<u>1,286</u>
<u>Earnings per common share – basic:</u>				
Net income (loss) attributable to common shareholders	<u>\$ (0.30)</u>	<u>\$ 2.59</u>	<u>\$ 12.31</u>	<u>\$ 2.80</u>
<u>Earnings per common share – diluted:</u>				
Net income (loss) attributable to common shareholders	<u>\$ (0.30)</u>	<u>\$ 2.28</u>	<u>\$ 10.77</u>	<u>\$ 2.46</u>

The number of diluted potential common shares and MOLP units for the three and nine months ended September 30, 2015 has been adjusted from amounts previously reported. The adjustment had the effect of reducing diluted potential common shares and MOLP units by 70 thousand for the three and nine months ended September 30, 2015. Previously reported diluted net income per common share was \$2.16 and \$2.33 for the three and nine months ended September 30, 2015 respectively.

(11) CONTINGENCIES

Legal Proceedings

As noted in Note 6, Property Acquisitions and Dispositions, the Trust is party to an action against the City of Pearl, Mississippi.

On April 15, 2016, a lawsuit was brought against the Trust, MLake 11, LLC, Mr. Johnson, MPI, Northmarq Capital, LLC and U.S. Bank NA by certain non-managing members of Centennial Park Kansas, LLC. The lawsuit alleges breach of contract, breach of fiduciary duty, conspiracy, fraud, violations of securities laws, and intentional interference with contractual relations. The Trust was only named in the conspiracy and interference with contractual relations claims. The plaintiffs seek equitable remedies and unspecified monetary damages. We believe that the claims do not have merit and intend to vigorously defend the lawsuit.

The Trust has not determined that losses related to the proceedings referenced above are probable. In addition, in light of the inherent difficulty of predicting the outcome of litigation generally and in these particular proceedings, the Trust does not have sufficient information to reasonably estimate any possible loss with respect to these proceedings. Accordingly, no liability has been accrued, and it is not possible to disclose an amount or range of reasonably possible loss, with respect to any of these proceedings. The Trust's assessments are based on estimates and assumptions that have been deemed reasonable by management, but that may prove to be incomplete or inaccurate, and unanticipated events and circumstances may occur that might cause the Trust to change those estimates and assumptions.

In addition, the Trust is also subject to various routine legal proceedings and other matters in the ordinary course of business, some of which may be covered in whole or in part by insurance. In management's opinion, none of these matters will have a material adverse effect on the Trust's financial position, results of operations or cash flows.

(12) SUBSEQUENT EVENTS

The Trust has evaluated subsequent events through November 15, 2016, which is the date the condensed consolidated financial statements were available to be issued.

CERTIFICATION

I, David L. Johnson, certify that:

1. I have reviewed this quarterly report for the nine months ended September 30, 2016 of Maxus Realty Trust, Inc. (the "Trust");
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in a light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the condensed consolidated financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the Trust as of, and for, the period presented in this disclosure statement.

Date: 11/15/2016

By: /s/ David L. Johnson
David L. Johnson
Chairman of the Board,
President and Chief Executive Officer
Trustee

CERTIFICATION

I, Ryan Snyder, certify that:

1. I have reviewed this quarterly report for the nine months ended September 30, 2016 of Maxus Realty Trust, Inc. (the "Trust");
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in a light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the condensed consolidated financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the Trust as of, and for, the period presented in this disclosure statement.

Date: 11/15/2016

By: /s/ Ryan Snyder
Ryan Snyder
Chief Financial Officer, Principal Accounting Officer,
Vice President

CERTIFICATION

I, John W. Alvey, certify that:

1. I have reviewed this quarterly report for the nine months ended September 30, 2016 of Maxus Realty Trust, Inc. (the "Trust");
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in a light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the condensed consolidated financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the Trust as of, and for, the period presented in this disclosure statement.

Date: 11/15/2016

By: /s/ John W. Alvey
John W. Alvey
Vice President, Treasurer