

PMC COMMERCIAL TRUST /TX

Form DEF 14A

April 27, 2007

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

PMC Commercial Trust

(Name of Registrant as Specified In Its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

PMC COMMERCIAL TRUST

17950 Preston Road, Suite 600
Dallas, Texas 75252

April 27, 2007

Dear Shareowner:

You are invited to attend the Annual Meeting of Shareholders of PMC Commercial Trust, to be held at 17950 Preston Road, Suite 600, Dallas, Texas, on Saturday, June 9, 2007, at 9:00 a.m., Central Daylight Time. The purpose of the meeting is to vote on the following proposals:

- Proposal 1: To elect seven (7) trust managers to serve for a one-year term, and until their successors are elected and qualified.
- Proposal 2: To ratify the selection of PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending December 31, 2007.
- Proposal 3: To transact any other business that may properly be brought before the Meeting or any adjournments thereof.

The Board of Trust Managers has fixed the close of business on April 16, 2007 as the record date for determining shareholders entitled to notice of and to vote at the Meeting. A form of proxy card and a copy of our annual report to shareholders for the fiscal year ended December 31, 2006 are enclosed with this notice of Meeting and proxy statement.

Your proxy vote is important to us and our business. I encourage you to complete, date, sign and return the accompanying proxy whether or not you plan to attend the meeting. If you plan to attend the meeting to vote in person and your shares are in the name of a broker or bank, you must secure a proxy from the broker or bank assigning voting rights to you for your shares.

Sincerely,

/s/ Lance B. Rosemore

Lance B. Rosemore
Chief Executive Officer and President

TABLE OF CONTENTS

<u>PROXY STATEMENT</u>	1
<u>QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING</u>	1
<u>GOVERNANCE OF THE COMPANY</u>	4
-Board of Trust Managers (4)	
-Statement on Corporate Governance (4)	
<u>BOARD OF TRUST MANAGERS</u>	5
-General Meetings (5)	
-Committees (5)	
-Trust Manager Nomination Procedures (6)	
-Independence of Trust Managers (7)	
-Compensation of Trust Managers (7)	
<u>DIRECTOR COMPENSATION IN 2006</u>	8
<u>SECURITY OWNERSHIP OF TRUST MANAGERS AND EXECUTIVE OFFICERS</u>	9
<u>EXECUTIVE COMPENSATION</u>	10
-Business Experience (10)	
-2006 Summary Compensation Table (11)	
-Grants of Plan-Based Awards in 2006 (12)	
-Outstanding Equity Awards at December 31, 2006 (12)	
-Option Exercises and Stock Vested in 2006 (13)	
-Employment Agreements (13)	
-Change In Control Agreement (15)	
-Indemnification Agreements (15)	
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	15
-General (15)	
-Base Salary (15)	
-Management Cash Bonus Incentive Plan (16)	
-Long-term Incentives (16)	
-Severance and Change In Control Agreements (16)	
-Other Compensation Plans (16)	
-CEO Performance Evaluation (17)	
-Tax Considerations (17)	
<u>COMPENSATION COMMITTEE REPORT</u>	17
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	17
<u>SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	17
<u>APPROVAL OF RELATED PERSON TRANSACTIONS</u>	17

<u>PROPOSAL ONE ELECTION OF TRUST MANAGERS</u>	19
<u>AUDIT COMMITTEE REPORT</u>	20
<u>PROPOSAL TWO RATIFICATION OF INDEPENDENT AUDITORS</u>	21
-Principal Accounting Firm Fees (21)	
-Pre-Approval Policies (21)	
<u>SHAREHOLDER PROPOSALS</u>	22
<u>ANNUAL REPORT</u>	22

Table of Contents

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

Saturday, June 9, 2007

PMC Commercial Trust
17950 Preston Road, Suite 600
Dallas, Texas 75252

The Board of Trust Managers (the Board) of PMC Commercial Trust (the Company) is soliciting proxies to be used at the 2007 Annual Meeting of Shareholders to be held at 17950 Preston Road, Suite 600, Dallas, Texas, on Saturday, June 9, 2007, at 9:00 a.m., Central Daylight Time (the Meeting). This proxy statement, accompanying proxy and annual report to shareholders for the fiscal year ended December 31, 2006 are first being mailed to shareholders on or about April 27, 2007. Although the annual report is being mailed to shareholders with this proxy statement, it does not constitute part of this proxy statement.

Only shareholders of record as of the close of business on April 16, 2007, are entitled to notice of and to vote at the Meeting. As of April 16, 2007, we had 10,753,803 common shares of beneficial interest (the Shares) outstanding. Each holder of record of the Shares on the record date is entitled to one vote on each matter properly brought before the Meeting for each Share held.

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

1. What is a proxy?

It is your legal designation of another person to vote the stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. We have designated two of our officers as proxies for the Meeting. These officers are Jan F. Salit and Barry N. Berlin.

2. What is a proxy statement?

It is a document that Securities and Exchange Commission (SEC) regulations require us to give you when we ask you to sign a proxy card designating Jan F. Salit and Barry N. Berlin as proxies to vote on your behalf.

3. What is the difference between a shareholder of record and a shareholder who holds Shares in street name?

If your Shares are registered in your name, you are a shareholder of record.

If your Shares are held in the name of your broker or bank, your Shares are held in street name.

4. How do I attend the Meeting? What do I need to bring?

If you are a shareholder of record, you will need to bring a photo ID with you to the Meeting.

If you own Shares in street name, bring your most recent brokerage statement with you to the Meeting. We can use that to verify your ownership of Shares and admit you to the Meeting; *however, you will not be able to vote your Shares at the Meeting without a legal proxy, as described in question 5.* You will also need to bring a photo ID.

Please note that cameras, sound or video recording equipment, cellular telephones, or other similar equipment, electronic devices, large bags, briefcases or packages will not be allowed at the Meeting.

5. How can I vote at the Meeting if I own Shares in street name?

You will need to ask your broker or bank for a legal proxy. You will need to bring the legal proxy with you to the Meeting. You will not be able to vote your Shares at the Meeting without a legal proxy.

Page 1

Table of Contents

Please note that if you request a legal proxy, any previously executed proxy will be revoked, and your vote will not be counted unless you appear at the Meeting and vote in person or legally appoint another proxy to vote on your behalf.

If you do not receive the legal proxy in time, you can follow the procedures described in question 4 to attend to the Meeting. However, you will not be able to vote your Shares at the Meeting.

6. What Shares are included on the proxy card?

If you are a shareholder of record on April 16, 2007, you will receive only a proxy card for all the Shares you hold:
in certificate form; and

in book-entry form.

If you receive more than one proxy card it generally means you hold Shares registered in more than one account. Please sign and return all of the proxy cards you received to ensure that your Shares are voted.

7. What constitutes a quorum?

The presence, in person or represented by proxy, of the holders of a majority of the Shares (at least 5,376,902) entitled to vote at the Meeting is necessary to constitute a quorum at the Meeting. However, if a quorum is not present at the Meeting, a majority of the shareholders, present in person or represented by proxy, have the power to adjourn the Meeting until a quorum is present or represented.

8. What different methods can I use to vote?

By Written Proxy. All shareholders of record can vote by written proxy card. If you are a street name holder, you will receive a written proxy card from your bank or broker. If you are a shareholder of record you will receive a proxy card with this proxy statement.

In Person. All shareholders of record may vote in person at the Meeting. Street name holders may vote in person at the Meeting if they have a legal proxy, as described in question 5.

9. What is the record date and what does it mean?

The record date for the Meeting is April 16, 2007. The record date is established by the Board as allowed by the Texas Real Estate Investment Trust Act (Texas Law). Owners of record of Shares at the close of business on the record date are entitled to:

receive notice of the Meeting; and

vote at the Meeting and any adjournments or postponements of the Meeting.

10. What can I do if I change my mind after I vote my Shares?

Shareholders can revoke a proxy prior to the completion of voting at the Meeting by:
giving written notice to the Corporate Secretary of the Company;

delivering a later-dated proxy; or

voting in person at the Meeting (*unless you are a street name holder without a legal proxy, as described in question 5*).

11. Are votes confidential? Who counts the votes?

Voting by proxy will in no way limit your right to vote at the Meeting if you later decide to attend in person.

We will continue our long-standing practice of holding the votes of all shareholders in confidence from trust managers, officers and employees except:

Table of Contents

as necessary to meet applicable legal requirements and to assert or defend claims for or against the Company;

in case of a contested proxy solicitation;

if a shareholder makes a written comment on the proxy card or otherwise communicates his or her vote to management; or

to allow inspectors of election to certify the results of the vote.

We will also continue, as we have for many years, to retain an independent tabulator to receive and tabulate the proxies and inspectors of election to certify results.

12. What are my voting choices when voting for trust manager nominees, and what vote is needed to elect trust managers?

In the vote on the election of seven (7) trust manager nominees to serve until the 2008 Annual Meeting for Shareholders, shareholders may:

vote in favor of all nominees;

vote in favor of specific nominees;

vote against all nominees;

vote against specific nominees;

abstain from voting with respect to all nominees; or

abstain from voting with respect to specific nominees.

The affirmative vote of the holders of two-thirds of the votes cast by the holders of Shares entitled to vote and present in person or represented by proxy is required to elect trust managers.

The Board recommends a vote FOR each of the nominees.

13. What are my voting choices when voting on the ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors, and what vote is needed to ratify their appointment?

In the vote on the ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors, shareholders may:

vote in favor of the ratification;

vote against the ratification; or

abstain from voting on the ratification.

The affirmative vote of the holders of a majority of the Shares present in person or represented by proxy is required to ratify the selection of PricewaterhouseCoopers LLP as our independent auditors.

The Board recommends a vote FOR the ratification of PricewaterhouseCoopers LLP as our independent auditors.

14. What if I do not specify a choice for a matter when returning a proxy?

Shareholders should specify their choice for each matter on the enclosed proxy card. If no specific instructions are given, proxies which are signed and returned will be voted:

FOR the election of all trust manager nominees; and

FOR the proposal to ratify the appointment of PricewaterhouseCoopers LLP as independent auditors.

15. How are abstentions and broker non-votes counted?

Texas Law, the Company's Declaration of Trust, and the Company's Bylaws do not specifically address the treatment of broker non-votes. The inspectors of election will treat Shares referred to as broker non-votes (i.e., Shares held by brokers or nominees as to which instructions have not been received from the beneficial owners and as to which the broker or nominee does not have discretionary voting power on a particular matter) as Shares that are

Page 3

Table of Contents

present and entitled to vote for the purpose of determining the presence of a quorum. However, for the purpose of determining the outcome of any matter as to which the broker or nominee has indicated on the proxy that it does not have discretionary authority to vote, those Shares will be treated as not present and not entitled to vote with respect to that matter (even though those Shares are considered entitled to vote for quorum purposes and may be entitled to vote on other matters).

16. Does the Company have a policy about trust managers attendance at Annual Meetings of Shareholders?

The Company does not have a policy about trust managers attendance at Annual Meetings of Shareholders. All of the trust managers attended the 2006 Annual Meeting of Shareholders.

17. Can I access the Notice of Annual Meeting, Proxy Statement, and Annual Report on Form 10-K on the Internet?

The Notice of Annual Meeting, Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2006, are available on our website at www.pmctrust.com.

18. How are proxies solicited and what is the cost?

We bear all expenses incurred in connection with the solicitation of proxies. We have not engaged any solicitor to assist with the solicitation of proxies. In accordance with SEC rules, we will reimburse brokers, fiduciaries and custodians for their costs in forwarding proxy materials to the beneficial owners of Shares.

Our trust managers, officers, and employees may also solicit proxies by mail, telephone and personal contact. They will not receive any additional compensation for these activities.

GOVERNANCE OF THE COMPANY

Board of Trust Managers

Pursuant to our Declaration of Trust and our Bylaws, our business, property and affairs are managed under the direction of our Board. Members of the Board are kept informed of the Company's business through discussions with the Chairman of the Board and executive officers, by reviewing materials provided to them and by participating in meetings of the Board and its committees. Board members have complete access to the Company's management team and the independent auditors. The Board and each of the key committees - Audit, Compensation and Nominating and Corporate Governance - also have authority to retain, at the Company's expense, outside counsel, consultants or other advisors in the performance of their duties. The Company's Corporate Governance Guidelines require that a majority of the Board be independent within the meaning of American Stock Exchange (AMEX) standards.

Statement on Corporate Governance

The Company is dedicated to establishing and maintaining the highest standards of corporate governance. The Board has implemented many corporate governance measures designed to serve the long-term interests of our shareholders and further align the interests of trust managers and management with the Company's shareholders.

Executive Sessions. Pursuant to the Company's Corporate Governance Guidelines, the non-management trust managers meet in separate executive sessions at least three times a year. These trust managers may invite the Chief Executive Officer or others, as they deem appropriate, to attend a portion of these sessions.

Contacting the Board. The Board welcomes your questions and comments. If you would like to communicate directly with the Board, or if you have a concern related to the Company's business ethics or conduct, financial statements, accounting practices or internal controls, then you may submit your correspondence to the Secretary of the Company or you may call the Ethics Hotline at 1-800-292-4496. All communications will be forwarded to the Chairman of our Audit Committee.

Code of Business Conduct and Ethics. The Board has adopted a Code of Business Conduct and Ethics that applies to all trust managers, officers and employees, including the Company's principal executive officer and

Table of Contents

principal financial and accounting officer and a Code of Ethical Conduct for Senior Financial Officers (collectively, the Codes of Conduct). The purposes of the Codes of Conduct are to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships to promote full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed by the Company and to promote compliance with all applicable rules and regulations that apply to the Company and its officers and trust managers. If the Board amends any provisions of either Code of Conduct that applies to the Company's chief executive officer or senior financial officers or grants a waiver in favor of any such persons, the Company intends to satisfy its disclosure requirements under Form 8-K rules with respect thereto and by promptly publishing the text of the amendment or the specifics of the waiver on its website at www.pmctrust.com.

The Company intends to continue to act promptly to incorporate not only the actual requirements of rules adopted with respect to corporate governance matters but also additional voluntary measures it deems appropriate. Charters for the Audit, Compensation and Nominating and Corporate Governance Committees and the Company's Corporate Governance Guidelines and Codes of Conduct may be viewed on the Company's website at www.pmctrust.com under the Corporate Governance section. In addition, the Company will mail copies of the Corporate Governance Guidelines to shareholders upon their written request.

BOARD OF TRUST MANAGERS**General Meetings**

During the fiscal year ended December 31, 2006, the Board held eight (8) meetings. Each of the trust managers attended all meetings held by the Board and at least 75% of all meetings of each committee of the Board on which such trust managers served during the fiscal year ended December 31, 2006. The Company's policy is to encourage members of the Board to attend the meetings. All members of the Board attended the 2006 Annual Meeting of Shareholders.

Committees

During the 2006 fiscal year, the Board had three standing committees: an Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee.

Audit Committee. The Audit Committee currently consists of Mr. Nathan G. Cohen, Mr. Barry A. Imber and Mr. Irving Munn. The Audit Committee is comprised entirely of trust managers who meet the independence and financial literacy requirements of the AMEX listing standards as well as the standards established under the Sarbanes-Oxley Act of 2002. In addition, the Board has determined that Mr. Imber qualifies as an audit committee financial expert as defined in SEC rules. The Audit Committee's responsibilities include providing assistance to the Board in fulfilling its responsibilities with respect to oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent auditors' qualifications, performance and independence, and the performance of the Company's internal audit function. In accordance with its charter, the Audit Committee has sole authority to appoint and replace the independent auditors, who report directly to the Committee, approve the engagement fee of the independent auditors and pre-approve the audit services and any permitted non-audit services they may provide to the Company. In addition, the Audit Committee reviews the scope of audits as well as the annual audit plan, evaluates matters relating to the audit and internal controls of the Company and approves all related Person transactions. The Audit Committee holds separate executive sessions, outside the presence of executive management, with the Company's independent auditors. The Audit Committee met seven (7) times during the fiscal year ended December 31, 2006.

Compensation Committee. The Compensation Committee currently consists of Mr. Irving Munn, Mr. Barry A. Imber and Mr. Roy H. Greenberg. The Compensation Committee is comprised entirely of trust managers who meet the independence requirements of the AMEX listing standards. The Compensation Committee's responsibilities include:

- establishing the Company's general compensation philosophy;

- overseeing the Company's compensation programs and practices, including incentive and equity-based compensation plans;

reviewing and approving executive compensation plans in light of corporate goals and objectives;

evaluating the performance of the Chief Executive Officer (CEO) in light of these criteria and establishing the CEO s compensation level based on such evaluation;

Page 5

Table of Contents

evaluating the performance of the other executive officers and their salaries, bonus and incentive and equity compensation;

administration of the Company's option and benefit plans;

reviewing the adequacy of the Company's succession planning and organizational effectiveness; and

reviewing and making recommendations concerning proposals by management regarding compensation, bonuses, employment agreements and other benefits and policies respecting such matters for employees of the Company.

The Compensation Committee has the authority to retain counsel and other experts or consultants including the sole authority to select and retain a compensation consultant and to approve the fees and other retention terms of any consultant. The Compensation Committee met three (3) times during the fiscal year ended December 31, 2006.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee (the Nominating Committee) consists of Mr. Roy H. Greenberg, Mr. Nathan G. Cohen and Mr. Irving Munn. The Nominating Committee's duties include adopting criteria for recommending candidates for election or re-election to the Board and its committees and considering issues and making recommendations regarding the size and composition of the Board. The Nominating Committee will also consider nominees for trust manager suggested by shareholders in written submissions to the Company's Secretary. The Nominating Committee met two (2) times during the fiscal year ended December 31, 2006.

Trust Manager Nomination Procedures

Trust Manager Qualifications. The Company's Nominating Committee has established policies for the desired attributes of the Board as a whole. The Board will seek to ensure that a majority of its members are independent under AMEX listing standards. Each trust manager generally may not serve as a member of more than six other public company boards. Each member of the Board must possess the individual qualities of integrity and accountability, informed judgment, financial literacy, high performance standards and must be committed to representing the long-term interests of the Company and its shareholders. In addition, trust managers must be committed to devoting the time and effort necessary to be responsible and productive members of the Board. The Board values diversity, in its broadest sense, reflecting, but not limited to, profession, geography, gender, ethnicity, skills and experience.

Identifying and Evaluating Nominees. The Nominating Committee regularly assesses the appropriate number of trust managers comprising the Board, and whether any vacancies on the Board are expected due to retirement or otherwise. The Nominating Committee may consider those factors it deems appropriate in evaluating trust manager candidates including judgment, skill, diversity, strength of character, experience with businesses and organizations comparable in size or scope to the Company, experience and skill relative to other board members, and specialized knowledge or experience. Depending upon the current needs of the Board, certain factors may be weighed more or less heavily by the Nominating Committee. In considering candidates for the Board, the Nominating Committee evaluates the entirety of each candidate's credentials and, other than the eligibility requirements established by the Nominating Committee, does not have any specific minimum qualifications that must be met by a nominee. The Nominating Committee considers candidates for the Board from any reasonable source, including current board members, shareholders, professional search firms or other persons. The Nominating Committee does not evaluate candidates differently based on who has made the recommendation. The Nominating Committee has the authority under its charter to hire and pay a fee to consultants or search firms to assist in the process of identifying and evaluating candidates.

Shareholder Nominees. The Nominating Committee will consider properly submitted shareholder nominees for election to the Board and will apply the same evaluation criteria in considering such nominees as it would to persons nominated under any other circumstances. Such nominations may be made by a shareholder entitled to vote who delivers written notice along with any other additional information and materials reasonably required by the Company to the Secretary of the Company not later than the close of business on the 70th day, and not earlier than the close of business on the 90th day, prior to the anniversary of the preceding year's meeting. For the Company's annual meeting of

shareholders in the year 2008, the Secretary must receive this notice after the close of business on March 10, 2008, and prior to the close of business on April 1, 2008.

Any shareholder nominations proposed for consideration by the Nominating Committee should include the nominee's name and sufficient biographical information to demonstrate that the nominee meets the qualification

Page 6

Table of Contents

requirements for board service as set forth under Trust Manager Qualifications. The nominee's written consent to the nomination should also be included with the nomination submission, which should be addressed to: PMC Commercial Trust, 17950 Preston Road, Suite 600, Dallas, Texas 75252, Attn: Secretary.

Independence of Trust Managers

Pursuant to the Company's Corporate Governance Guidelines, which require that a majority of our trust managers be independent within the meaning of the AMEX corporate governance standards, the Board undertook a review of the independence of trust managers nominated for election at the Meeting. In making independence determinations, the Board observes all criteria for independence established by the SEC, AMEX, and other governing laws and regulations. During this review, the Board considered transactions and relationships between each trust manager or any member of his or her immediate family and the Company, including (if applicable) those reported under Approval of Related Person Transactions. As provided in the Corporate Governance Guidelines, the purpose of this review was to determine whether any such relationships or transactions were inconsistent with a determination that the trust manager is independent.

As a result of this review, the Board affirmatively determined that all the trust managers nominated for election at the Meeting are independent of the Company and its management with the exception of the management members of the Board, Dr. Andrew S. Rosemore and Mr. Lance B. Rosemore, and their sister, Dr. Martha R. Greenberg.

Compensation of Trust Managers

During the year ended December 31, 2006, the non-employee trust managers were paid an annual retainer of \$20,000, payable quarterly. Each non-employee trust manager also received \$1,500 for each quarterly meeting and \$750 for each other meeting attended. Members of the Audit Committee received a \$4,500 annual retainer, and \$1,000 for each quarterly committee meeting and \$750 for each other committee meeting attended, and members of the Compensation Committee and Nominating Committee received \$750 for each committee meeting attended. The chairperson of the Audit Committee was paid an annual retainer of \$5,000 (payable in quarterly installments commencing June 2006) and the chairpersons of the Compensation and Nominating Committees were paid annual retainers of \$3,000 each. If any special committee was formed, each member would receive \$2,500 per meeting and the chairperson would receive an annual retainer of \$3,000. In addition, the Company's 2005 Equity Incentive Plan allows for the issuance of stock awards at the discretion of the Compensation Committee in accordance with the plan. During 2005 and 2006, stock awards granted vested as follows; one-third at the time of grant, one-third on the first anniversary date and the remaining one-third on the second anniversary date. The non-employee trust managers were reimbursed by the Company for their expenses related to attending board or committee meetings.

Effective January 1, 2007, the retainers paid to non-employee trust managers and to Audit Committee members were increased to \$21,000 and \$4,800, respectively. In addition, all meeting fees that were \$750 per meeting were increased to \$1,000 per meeting.

Table of Contents**DIRECTOR COMPENSATION IN 2006**

Compensation for the non-employee trust managers for the year ended December 31, 2006 was as follows:

Name	Fees Earned or		Total
	Paid in Cash	Stock Awards (1)	
Nathan G. Cohen *	\$ 45,375	\$ 6,320	\$51,695
Martha R. Greenberg	28,750	6,320	35,070
Roy H. Greenberg *	36,250	6,320	42,570
Barry A. Imber *	39,125	6,320	45,445
Irving Munn *	36,250	6,320	42,570
Ira Silver (2)*	41,625	6,320	47,945

* *Independent
Director*

(1) *This column represents the dollar amount recognized for financial statement purposes in accordance with Statement of Financial Accounting Standards (SFAS) 123R. Each non-employee trust manager received restricted stock awards as follows: 510 Shares on June 11, 2005 and 510 Shares on June 10, 2006, of which 510 Shares have vested, 340 Shares will vest on June 11, 2007, and 170 Shares will vest on June 10,*

2008. Therefore,
as of
December 31,
2006, 510
Shares were
unvested. The
stock price was
\$14.54 and
\$12.72 on
June 11, 2005
and June 10,
2006,
respectively.
The fair value of
stock awards
granted in 2006
was \$6,487 on
the grant date
for each
non-employee
trust manager.

- (2) Dr. Silver was a
member of the
Audit
Committee and
Compensation
Committee
during 2006.

Table of Contents**SECURITY OWNERSHIP OF TRUST MANAGERS AND EXECUTIVE OFFICERS**

The following table sets forth certain information regarding the beneficial ownership of our Shares as of April 16, 2007 by (1) each person known by us to own beneficially more than 5% of our outstanding Shares, (2) all current trust managers, (3) each current named executive officer, and (4) all current trust managers and current named executive officers as a group. Unless otherwise indicated, the Shares listed in the table are owned directly by the individual, or by both the individual and the individual's spouse. Except as otherwise noted, the individual had sole voting and investment power as to Shares shown or, the voting power is shared with the individual's spouse. All individuals set forth below have the same principal business address as the Company.

Name	Common Shares Owned	Unexercised Options Exercisable	Common Shares Owned Beneficially	Percent of Common Shares Owned Beneficially
Andrew S. Rosemore ⁽¹⁾	524,794	19,830	544,624	5.1%
Lance B. Rosemore ⁽²⁾	190,322	25,330	215,652	2.0%
Barry N. Berlin ⁽³⁾	15,327	22,490	37,817	*
Jan F. Salit ⁽⁴⁾	12,454	22,490	34,944	*
Ron H. Dekelbaum	259	4,500	4,759	*
Nathan G. Cohen ⁽⁵⁾	8,020	2,000	10,020	*
Martha R. Greenberg ⁽⁶⁾	379,144	2,000	381,144	3.5%
Roy H. Greenberg ⁽⁷⁾	8,020	2,000	10,020	*
Barry A. Imber ⁽⁸⁾	12,672		12,672	*
Irving Munn ⁽⁷⁾	4,920	2,000	6,920	*
Ira Silver ⁽⁹⁾	8,020		8,020	*
Trust Managers and Executive Officers as a group (11 persons)	1,163,952	102,640	1,266,592	11.8%

* *Less than 1%.*

(1) *Includes 292,132 Shares held in IRAs, 13,940 Shares held in a trust of which Dr. Rosemore is the beneficiary, 163,777 Shares held by a partnership of which Dr. Rosemore and his spouse are general partners, 4,471 Shares held in the name of his children and 1,500 restricted Shares. In the Company's proxy statement for its 2006 Annual*

*Meeting of
Shareholders,
30,920 Shares
relating to
outstanding options
were double
counted.*

*(2) Includes 7,097
Shares held in the
name of his minor
children, 77,805
Shares held jointly
with his spouse,
4,786 Shares held in
an IRA, 14,755
Shares held in trust
for the benefit of
Mr. Rosemore and
his children, 2,442
Shares held by a
partnership for the
benefit of
Mr. Rosemore and
his children, 1,569
Shares held in an
IRA by
Mr. Rosemore
spouse and 1,500
restricted Shares.*

*(3) Includes 211 Shares
held in the name of
his minor child,
6,323 Shares held
jointly with his
spouse and 1,500
restricted Shares.*

*(4) Includes 612 Shares
held in an IRA and
1,500 restricted
Shares.*

*(5) Includes 1,700
Shares held in the
name of his spouse
and 510 restricted
Shares.*

(6)

*Includes 64,773
Shares held in an
IRA, 115,570 Shares
held jointly with her
spouse, 12,582
Shares held in a
pension trust, 1,938
Shares held by a
partnership for the
benefit of
Dr. Greenberg,
69,620 Shares held
in an IRA for the
benefit of her
spouse, 14,171
Shares held in trust
for the benefit of
Dr. Greenberg and
510 restricted
Shares. Does not
include 64,328
Shares owned by
her spouse, as to
which Shares she
disclaims any
beneficial interest.*

- (7) *Includes 510
restricted Shares.*
- (8) *Includes 3,134
Shares held in an
IRA for the benefit
of his child, 1,097
Shares held in an
IRA for the benefit
of his spouse, 1,175
Shares held in an
IRA and 510
restricted Shares.*
- (9) *Includes 500 Shares
held jointly with his
spouse and 510
restricted Shares.*

Table of Contents**EXECUTIVE COMPENSATION**

The following table sets forth the executive officers and other key members of management of the Company.

Name	Age	Title
Lance B. Rosemore	58	President, Chief Executive Officer and Secretary
Barry N. Berlin	46	Chief Financial Officer
Andrew S. Rosemore	60	Executive Vice President, Chief Operating Officer and Treasurer
Jan F. Salit	56	Executive Vice President, Chief Investment Officer and Assistant Secretary
Ron H. Dekelbaum	37	General Counsel

Business Experience

For the business experience of Dr. Andrew S. Rosemore and Mr. Lance B. Rosemore, see Proposal One Election of Trust Managers.

Barry N. Berlin has been Chief Financial Officer of PMC Commercial Trust (PMC Commercial) since June 1993. Mr. Berlin was also Chief Financial Officer of PMC Capital, Inc. (PMC Capital) from November 1992 to February 2004. From August 1986 to November 1992, he was an audit manager with Imber and Company, Certified Public Accountants. Mr. Berlin is a certified public accountant.

Jan F. Salit has been Executive Vice President of PMC Commercial since June 1993, and Chief Investment Officer and Assistant Secretary since January 1994. He was also Executive Vice President of PMC Capital from May 1993 to February 2004 and Chief Investment Officer and Assistant Secretary of PMC Capital from March 1994 to February 2004. From 1979 to 1992, Mr. Salit was employed by Glenfed Financial Corporation and its predecessor company Armco Financial Corporation, a commercial finance company, holding various positions including Executive Vice President and Chief Financial Officer.

Ron H. Dekelbaum has been General Counsel of PMC Commercial since April 2005. From 2003 to 2005, Mr. Dekelbaum was General Counsel to U.S. Restaurant Properties, Inc. predecessor to Trustreet Properties, Inc. (NYSE:TSY) which was subsequently acquired by GE Capital (NYSE:GE) in 2007. From 1998 to 2003, Mr. Dekelbaum was General Counsel, Vice President and Secretary of Mattress Giant Corporation.

Page 10

Table of Contents**2006 Summary Compensation Table:**

The table below represents the compensation paid to each of the named executive officers in their capacities as executive officers during the fiscal year 2006.

Name and Principal Position	Year	Annual Compensation ⁽¹⁾		Long-Term Compensation Awards ^{(2) (3)}		All Other Compensation ⁽⁴⁾	Total
		Salary	Bonus	Stock Awards	Option Awards		
Lance B. Rosemore <i>Chief Executive Officer</i>	2006	\$360,602	\$72,000	\$18,589	\$3,083	\$ 48,093	\$502,367
Barry N. Berlin <i>Chief Financial Officer</i>	2006	\$245,117	\$50,000	\$18,589	\$2,522	\$ 39,186	\$355,414
Andrew S. Rosemore <i>Chief Operating Officer</i>	2006	\$327,585	\$72,000	\$18,589	\$3,083	\$ 43,549	\$464,806
Jan F. Salit <i>Chief Investment Officer</i>	2006	\$245,117	\$50,000	\$18,589	\$2,522	\$ 38,610	\$354,838
Ron H. Dekelbaum <i>General Counsel</i>	2006	\$154,250	\$10,000	\$	\$1,401	\$ 14,177	\$179,828

(1) *Salary and bonus as a percentage of total compensation ranges from 83% to 91% for the named executive officers.*

(2) *As described in the Compensation Discussion and Analysis, the Compensation Committee grants stock and option awards on a discretionary basis to the executive officers. The terms of the*

stock awards provide for dividends on non-vested shares to be paid to the named executive officers.

- (3) *Each column represents the dollar amount recognized for financial statement reporting purposes with respect to the 2006 fiscal year for the fair value of restricted stock awards and option awards granted in 2006 as well as prior fiscal years, in accordance with SFAS 123R utilizing assumptions disclosed in Note 18 to our financial statements for the period ended December 31, 2006. See the Grants of Plan-Based Awards Table for information on awards made in 2006. These amounts reflect the Company's accounting expense for these awards, and do not*

*correspond to
the actual value
that will be
recognized by
the named
executives.*

- (4) *See table below;
the Company
has determined
that the amounts
of perquisites
and other
personal
benefits paid to
each of the
executive
officers does not
exceed \$10,000.*

All other compensation consists of the following:

Name	Year	Car Allowance	Unused Vacation Pay	Tax Qualified Deferred Compensation Plan	Other	Total
Lance B. Rosemore	2006	\$6,600	\$18,003	\$ 20,490	\$3,000	\$48,093
Barry N. Berlin	2006	6,600	12,096	20,490		39,186
Andrew S. Rosemore	2006	6,600	16,459	20,490		43,549
Jan F. Salit	2006	6,600	11,520	20,490		38,610
Ron H. Dekelbaum	2006			14,177		14,177

Page 11

Table of Contents**Grants of Plan-Based Awards in 2006:**

The following table provides information concerning each grant of restricted stock and each grant of stock options made to our named executive officers pursuant to the 2005 Equity Incentive Plan during 2006.

Name of Executive	Grant Date	All Other	All Other	Exercise	Grant	Grant
		Stock	Option	or	Date	Date
		Awards:	Awards: ⁽¹⁾	Base	Value	Value
		Number of	Number of	Price	Of Stock	Of Option
		Shares	Securities	of Option		
		of Stock or	Underlying	Awards	Awards	Awards
		Units	Options	(\$/Sh)	(\$)	(\$)
		(#)	(#)			
Lance B. Rosemore	6/10/06	1,500	5,500	\$ 12.72	\$ 19,080	\$ 3,080
Barry N. Berlin	6/10/06	1,500	4,500	12.72	19,080	2,520