BBX CAPITAL CORP
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Subject Company: BBX Capital Corporation

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BBX Capital Corporation Reports Financial Results

For the Third Quarter, 2014

FORT LAUDERDALE, Florida October 31, 2014 BBX Capital Corporation (BBX Capital or the Company) (NYSE BBX), formerly BankAtlantic Bancorp, Inc., reported financial results for the three and nine month periods ended September 30, 2014.

BBX Capital reported a net loss attributable to BBX Capital of ($1.9) million, or ($0.12) per diluted share, for the quarter ended September 30, 2014, versus net income attributable to BBX Capital of $7.7 million, or $0.47 per diluted share, for the quarter ended September 30, 2013.

BBX Capital reported net income attributable to BBX Capital of $6.8 million, or $0.40 per diluted share, for the nine month period ended September 30, 2014, versus a net loss attributable to BBX Capital of ($1.7) million, or ($0.11) per diluted share, for the nine month period ended September 30, 2013.

As of September 30, 2014, BBX Capital had total consolidated assets of $386.5 million, shareholders equity attributable to BBX Capital of approximately $309.7 million, and total consolidated equity of approximately $311.0 million. BBX Capital s book value per share at September 30, 2014 was $19.15.

Overview and Highlights:

BBX Capital Selected Financial Data (Consolidated)

Third Quarter, 2014 Compared to Third Quarter, 2013

Total revenues of $22.2 million vs. $5.7 million
Net loss attributable to BBX Capital of $(1.9) million vs. Net income attributable to BBX Capital of $7.7 million

Diluted (loss) earnings per share of ($0.12) vs. $0.47
Book value per share of $19.15 vs. $15.78
Total assets of $386.5 million vs. $409.1 million
BB&T s preferred interest in FAR was $14.2 million vs. $110.6 million
Real estate was $122.0 million vs. $89.2 million
Loans receivable were $28.3 million vs. $176.0 million
Loans held-for-sale were $36.5 million vs. $16.2 million

BBX Capital Selected Financial Data (Consolidated)

Nine Months Ended September 30, 2014

Compared to Nine Months Ended September 30, 2013

Total revenues of $66.3 million vs. $18.6 million
Net income attributable to BBX Capital of $6.8 million vs. Net loss attributable to BBX Capital of ($1.7) million
Diluted earnings (loss) per share of $0.40 vs. ($0.11)

BBX Capital s Chairman and CEO, Mr. Alan B. Levan, commented, BBX Capital s loss for the third quarter of 2014, is primarily attributable to valuation allowances associated with our legacy student housing rental real estate assets in Tallahassee, Florida, as well as a fair market value accounting adjustment relating to reclassifying a portion of our second lien consumer loan portfolio to a Held-For-Sale classification. The student housing assets and the second lien consumer loan portfolio are held within FAR (Florida Asset Resolution Group). Despite the valuation allowance and fair market valuation adjustment, we are pleased with the overall progress in our investment in Bluegreen and our two primary business segments; BBX Capital Partners and BBX Capital Real Estate. The three units continue to reflect our pursuit of our broader goal of transitioning into a business platform with diverse cash flow streams and a focus on long term growth through our operating businesses, real estate opportunities, and repositioning our business by monetizing our legacy portfolios.

As a reminder, we invite our readers to review the BBX Capital Corporate Overview, which was filed by the Company with the SEC on April 16, 2014, and is available to view on the BBX Capital website: www.BBXCapital.com. In that document we discuss our corporate strategy, but more importantly we discuss who we are and how we approach our business:

First, our culture is entrepreneurial. Our objective is to make portfolio investments based on the fundamentals: quality real estate, the right operating companies and partnering with good people.

Second, our goal is to increase value over time as opposed to focusing on quarterly or yearly earnings. We expect our investments to be long term, and we anticipate and are willing to accept that our earnings are likely to be uneven. While capital markets generally encourage short term goals, our objective is long term growth as measured by increases in book value per share over time.

The following provides financial and other information regarding our assets, including our investment in Bluegreen and acquired operating businesses, our real estate joint ventures, and our BankAtlantic legacy portfolio of loans and foreclosed real estate.

Bluegreen Overview for the Third Quarter, 2014 Compared to Third Quarter 2013

Bluegreen Corporation: On April 2, 2013, BBX Capital acquired a 46% interest in Woodbridge Holdings, LLC (Woodbridge). BFC Financial Corporation (BFC), BBX Capital s parent company, owns the remaining 54% of Woodbridge. Woodbridge s principal asset is its 100% ownership of Bluegreen Corporation (Bluegreen).

For the quarter ended September 30, 2014, net income attributable to Woodbridge was $16.6 million, of which $17.2 million related to the operations of Bluegreen. BBX Capital recognized 46% of the net income attributable to Woodbridge, or $7.6 million, for the quarter ended September 30, 2014. For the nine month period ended September 30, 2014, net income attributable to Woodbridge was $47.8 million, of which $49.7 million related to the operations of Bluegreen. BBX Capital recognized 46% of the net income attributable to Woodbridge, or $22.0 million, for the nine month period ended September 30, 2014.

During the third quarter of 2013 and the first, second and third quarters of 2014, Bluegreen paid cash dividends of $18.0 million, $14.5 million, $19.0 million, and $19.0 million, respectively, to Woodbridge. Woodbridge paid cash dividends to BBX Capital of $ 3.7 million, $6.4 million, $8.4 million, and $8.5 million, respectively, during September 2013, April 2014, June 2014, and August 2014, based on BBX Capital s pro rata 46% interest in Woodbridge.

Bluegreen Highlights for the Third Quarter, 2014 Compared to Third Quarter, 2013

- System-wide sales of Vacation Ownership Interests (VOIs) were $151.4 million vs. $130.2 million
  - Legacy sales of VOIs under Bluegreen s traditional business model were $63.2 million vs. $63.8 million
  - Sales of VOIs under Bluegreen s capital-light business strategy[1] were $88.2 million vs. $66.4 million
    - Secondary market sales of VOIs were $21.4 million vs. $12.9 million
    - Just-in-time sales of VOIs were $7.8 million vs. $9.7 million
    - Sale of third party VOIs - commission basis were $59.0 million vs. $43.8 million and these sales generated sales and marketing commissions of $38.7 million vs. $28.8 million
- Other fee-based revenue rose 14% to $24.1 million

(1) Bluegreen s sales of VOIs under its capital-light business strategy include sales of VOIs under fee-based sales and marketing arrangements, just-in-time inventory acquisition arrangements. Bluegreen enters into agreements with third party developers that allow Bluegreen to buy VOI inventory from time to time in close proximity to the timing of when Bluegreen intends to sell such VOIs and refers to this as Just in Time arrangements. Bluegreen also acquires VOI inventory from resorts property owner associations (POAs) and other third parties close to the time Bluegreen intends to sell such VOIs. Such VOIs are typically obtained by the POAs through foreclosure in connection with maintenance fee defaults, and are generally acquired by Bluegreen at a significant discount. Bluegreen refers to sales of inventory acquired through these arrangements as Secondary Market Sales .

Bluegreen managed 49 timeshare resort properties as of September 30, 2014, compared to 46 as of September 30, 2013.
Income from continuing operations before provision for income taxes was $32.1 million vs. $33.9 million
Income from continuing operations was $21.0 million vs. $22.3 million
EBITDA was $38.1 million vs. $38.6 million (Please see page 17.)

System-wide sales of VOIs, net include all sales of VOIs, regardless of whether Bluegreen or a third-party owned the VOI immediately prior to the sale. The sales of third-party owned VOIs are transacted as sales of timeshare interests in the Bluegreen Vacation Club through the same selling and marketing process Bluegreen uses to sell its VOI inventory. The growth in system-wide sales of VOIs, net during 2014 as compared to 2013 reflects an increase in the number of tours and an increase in the sale-to-tour conversion ratio. During the three months ended September 30, 2014, the number of tours increased by 9% compared to the same period in 2013. The increase in the number of tours reflects efforts to expand marketing to sales prospects through new marketing initiatives. Additionally, during the three months ended September 30, 2014, Bluegreen s sale-to-tour conversion ratio increased 1% compared to the same period in 2013.

During the three months ended September 30, 2014 and 2013, cost of VOIs sold as a percentage of sales of VOIs was 12% and 14%, respectively. The decrease in cost of sales generally and as a percentage of sales during 2014 is a result of a higher proportion of Secondary Market sales, which typically carry a relatively lower acquisition cost. Cost of VOIs sold as a percentage of sales of VOIs varies between periods based on the relative costs of the specific VOIs sold in each period and the size of the point packages of the VOIs sold (due to offered volume discounts, including consideration of cumulative sales to existing owners). Additionally, the effect of changes in estimates under the relative sales value method, including estimates of project sales, future defaults, upgrades and incremental revenue from the resale of repossessed

VOI inventory, are reflected on a retrospective basis in the period the change occurs. Therefore, cost of sales will typically be favorably impacted in periods where a significant amount of Secondary Market VOI inventory is acquired and the resulting change in estimate is recognized.

As a percentage of system-wide sales, net, selling and marketing expenses increased from 45% during the third quarter of 2013 to 48% during the third quarter of 2014. Generally, the increase in selling and marketing expenses and the increase in selling and marketing expenses as a percentage of sales during the 2014 periods compared to the 2013 periods was a result of Bluegreen s continued focus on increasing its marketing efforts to new customers as opposed to existing owners. Sales to existing owners generally involve lower marketing expenses than sales to new customers. Bluegreen expects to continue to increase its focus on sales to new owners and, as a result, sales and marketing expenses generally and as a percentage of sales may continue to increase.

Please see the supplemental tables included in this release for detailed information on Bluegreen s System-wide sales of VOIs and a reconciliation of Income from Continuing Operations to EBITDA.

BBX Capital Partners

Investments and Acquisitions of Operating Companies

BBX Sweet Holdings: In October 2014, BBX Sweet Holdings, a wholly-owned subsidiary of BBX Capital, announced that it had acquired the stock of Anastasia Confections, Inc. and the assets of The Toffee Box, LLC.

Anastasia Confections (Anastasia): Anastasia was established in 1984 and is headquartered in an 80,000 square foot production facility in Orlando, Florida. Anastasia has developed innovative gourmet candy, coconut candy, chocolate gift products, and premium candy specifically for Florida tourists. Anastasia s growing line of products includes its creamy Coconut Patties, a full flavored variety of Coconut Patties, Salt Water Taffy, Chocolate Alligators (Choc-O-Gators), Coco Rhumbies, and Citrus Jelly candies. Its products are sold through various distribution channels including mainstream grocery chains, mass merchandisers, gift shops, theme parks, and other retailers in the U.S., Canada and the Caribbean.

The Toffee Box: Headquartered in Carlsbad near San Diego, California, The Toffee Box, with its award-winning handcrafted toffee, uses natural ingredients with no added preservatives. Its product line offers five varieties of toffee, including Dark Chocolate Almond, Mocha Hazelnut, Milk Chocolate Pecan, White Chocolate Macadamia Nut and individually wrapped Toffee Squares. Its products are sold through various distribution channels including mainstream grocery chains, mass merchandisers, gift shops, online and at specialty retailers across the U.S. The Toffee Box has been featured on the Martha Stewart Show and the Rachael Ray Show.

More complete and detailed information regarding the holdings under BBX Capital Partners and BBX Sweet Holdings is provided in the Appendix which is available to view at the end of this release.

BBX Capital Real Estate

Real Estate Investments and Acquisitions

BankAtlantic Legacy Assets Loans and Real Estate:

Assets transferred to BBX Capital in connection with the consummation in July 2012 of the sale of BankAtlantic to BB&T Corporation (referred to as the BB&T Transaction) were primarily loans receivable, real estate held-for-sale and real estate held-for-investment. BBX Capital also holds assets previously transferred from BankAtlantic. These transferred assets are considered our Legacy Assets . These Legacy Assets are held by BBX Capital in CAM (BBX Capital Asset Management) and BBX Partners, which are wholly owned subsidiaries, and in FAR (Florida Asset Resolution Group). FAR was formed in connection with the BB&T Transaction when BankAtlantic contributed to FAR certain performing and non-performing loans, tax certificates and foreclosed real estate. Upon consummation of the BB&T Transaction, BBX Capital transferred to BB&T Corporation a 95% preferred interest in the net cash flows of FAR which BB&T Corporation will hold until such time as it has recovered $285 million in preference amount plus a priority return of LIBOR + 200 basis points per annum on any unpaid preference amount. At that time, BB&T Corporation s interest in FAR will terminate, and the Company will thereafter be entitled to any and all residual proceeds from FAR as its sole owner. At September 30, 2014, BB&T Corporation s preference amount had been paid down to $14.2 million.

CAM and BBX Partners Loans: The composition of CAM and BBX Partners legacy loans was (dollars in thousands):

Loans held-for-investment:	**As of September 30, 2014** Number	Unpaid Principal Balance	Carrying Amount	**As of December 31, 2013** Number	Unpaid Principal Balance	Carrying Amount
Loans receivable:						
Commercial non-real estate:						
Accruing		$	$		$	$
Non-accruing	2	3,079	1,345	3	5,107	3,331
Commercial real estate:						
Accruing	1	2,125	2,125	1	2,152	2,152
Non-accruing	2	13,391	4,879	4	27,077	11,526
Total loans held-for-investment	5	$ 18,595	$ 8,349	8	$ 34,336	$ 17,009
Loans held-for-sale		$	$		$	$

CAM and BBX Partners Real Estate: The composition of CAM and BBX Partners real estate was (dollars in thousands):

	As of September 30, 2014 Carrying	**As of December 31, 2013** Carrying

	Number	Amount	Number	Amount
Real estate held-for-investment:				
Land	15	$ 49,227	13	$ 75,333
Rental properties	2	4,643	2	15,705
Other	1	789	1	789
Total real estate held-for-investment	18	$ 54,659	16	$ 91,827
Real estate held-for-sale:				
Land	12	$ 27,931	10	$ 10,307
Rental properties	1	6,080		
Residential single-family	1	124		
Total real estate held-for-sale	14	$ 34,135	10	$ 10,307

FAR Loans: The composition of FAR s legacy loans were (dollars in thousands):

	As of September 30, 2014			As of December 31, 2013		
Loans held-for-investment:	**Number**	**Unpaid Principal Balance**	**Carrying Amount**	**Number**	**Unpaid Principal Balance**	**Carrying Amount**
Loans receivable:						
Commercial non-real estate:						
Accruing		$	$		$	$
Non-accruing						
Commercial real estate:						
Accruing	5	8,342	8,342	7	15,245	15,245
Non-accruing	4	17,601	11,797	10	52,108	34,014
Consumer						
Accruing	5	384	384	62	5,646	5,646
Non-accruing	31	3,762	2,031	43	5,846	2,972
Residential:						
Accruing						
Non-accruing				2	189	53
Total loans held-for-investment	45	$ 30,089	$ 22,554	124	$ 79,034	$ 57,930
Loans held-for-sale:						
Commercial real estate						
Accruing		$	$		$	$
Non-accruing						
Consumer						
Accruing	52	4,611	2,299	15	2,044	1,494
Non-accruing	8	1,303		31	4,135	2,682
Residential						
Accruing	16	2,884	2,123	34	4,912	3,945
Non-accruing	128	42,564	26,048	255	58,603	34,278
Small business						
Accruing	36	6,632	4,783	52	10,320	8,170
Non-accruing	9	2,303	1,292	17	4,204	3,277
Total loans held-for-sale	249	$ 60,297	$ 36,545	404	$ 84,218	$ 53,846

FAR Real Estate: The composition of FAR s real estate was (dollars in thousands):

	As of September 30, 2014		As of December 31, 2013	
	Number	**Carrying Amount**	**Number**	**Carrying Amount**
Real estate held-for-investment:				
Land	2	$ 3,895	3	$ 4,323
Rental properties	2	15,146	1	11,186

Total real estate held-for-investment	4	$	19,041	4	$	15,509
Real estate held-for-sale:						
Land	7	$	6,426	8	$	7,961
Rental properties	1		1,748	3		6,168
Residential single-family	13		4,088	29		6,447
Other	15		1,871	23		3,088
Total real estate held-for-sale	36	$	14,133	63	$	23,664

The Company invested in the following real estate joint venture during the third quarter of 2014:

Bonterra - CC Devco Homes: During the third quarter of 2014, the Company announced it had entered into a joint venture agreement with CC Devco Homes- a Codina-Carr Company, to develop homes in a portion of the newly proposed Bonterra Communities (formerly called the Hialeah Communities) in Hialeah, Florida. As the developer and manager of the joint venture, CC Devco Homes currently plans to build approximately 394 single-family homes. The Company transferred approximately 50 acres of land at an agreed upon value of approximately $15.6 million subject to an $8.3 million mortgage which was assumed by the joint venture. In exchange, BBX Capital received its joint venture interest and $2.2 million of cash. Anticipated project profits resulting from the joint venture will be distributed to CC Devco Homes and BBX Capital on a 55% and 45% basis, respectively. Capital requirements for the joint venture will be contributed by CC Devco Homes and BBX Capital on a 43% and 57% basis, respectively. The project is in the final stages of planning and is subject to receipt of required government approvals. Construction and sales are anticipated to commence in the first half of 2015. (The Bonterra - CC Devco Homes joint venture is part of the master-planned community project, Bonterra Communities, discussed in the Appendix to this release.)

More complete and detailed information regarding additional joint venture investments, real estate assets, and legacy real estate assets under BBX Capital Real Estate is provided in the Appendix which is available to view at the end of this release.

BBX Capital Corporation BFC Financial Corporation

Proposed Merger:

In May 2013, BBX Capital entered into a merger agreement with BFC. The Merger Agreement provides for BBX Capital to merge with and into a subsidiary of BFC, with the surviving company remaining a wholly owned subsidiary of BFC. Under the terms of the Merger Agreement, which was approved by a special committee comprised of the Company s independent directors as well as the full boards of directors of both BFC and the Company, the Company s shareholders (other than BFC and shareholders of the Company who exercise and perfect their appraisal rights in accordance with Florida law) will be entitled to receive 5.39 shares of BFC s Class A Common Stock in exchange for each share of the Company s Class A Common Stock that they hold at the effective time of the Merger. The Merger Agreement was approved by the Company s shareholders and by BFC s shareholders on April 29, 2014. Consummation of the Merger is subject to certain closing conditions, including, without limitation, BFC s Class A Common Stock being approved for listing on a national securities exchange (or interdealer quotation system of a registered national securities association) at the effective time of the Merger, and the absence of any Material Adverse Effect (as defined in the Merger Agreement) with respect to either the Company or BFC. The Merger is not anticipated to close prior to the first quarter of 2015.

Financial data is provided in the supplemental financial tables included in this release for BBX Capital Corporation, Woodbridge Holdings, LLC and Bluegreen Corporation.

For more detailed information regarding Bluegreen and its financial results, business, operations and risks, see BFC s financial results press release for the quarter ended September 30, 2014, BFC s Quarterly Reports on Form 10-Q for the quarter ended June 30, 2014, and BFC s Annual Report on Form 10-K for the year ended December 31, 2013, which is available on the SEC s website, www.sec.gov and/or BFC s website, www.BFCFinancial.com

More complete and detailed information regarding BBX Capital and its financial results, business, operations and risks, and the proposed merger with BFC Financial Corporation, is available in the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, and its Annual Report on Form 10-K for the year ended December 31, 2013, which is available to view on the SEC s website, www.sec.gov, or on BBX Capital s website, www.BBXCapital.com.

About BBX Capital Corporation:

BBX Capital (NYSE: BBX) is involved in the acquisition, ownership, management, joint ventures and investments in real estate and real estate development projects, as well as acquisitions, investments and management of middle market operating businesses. In addition, BBX Capital and its holding company, BFC Financial Corporation (OTCQB: BFCF), have a 46% and 54% respective ownership interest in Bluegreen Corporation. As a result of their ownership interests, BBX and BFC own 100% of Bluegreen. Bluegreen manages, markets and sells the Bluegreen Vacation Club, a flexible, points-based, deeded vacation ownership plan with more than 180,000 owners, over 60 owned or managed resorts, and access to more than 4,000 resorts worldwide.

As of September 30, 2014, BBX Capital had total consolidated assets of $386.5 million, shareholders equity attributable to BBX Capital of approximately $309.7 million, and total consolidated equity of approximately $311.0 million. BBX Capital s book value per share at September 30, 2014 was $19.15.

For further information, please visit our family of companies:

BBX Capital: www.BBXCapital.com

Bluegreen Corp.: www.BluegreenVacations.com

Renin Corp.: www.ReninCorp.com

RoboVault: www.RoboVault.com

BBX Sweet Holdings: Hoffman s Chocolates: www.Hoffmans.com, Williams & Bennett:

www.WilliamsandBennett.com, Jer s Chocolates: www.Jers.com,

Helen Grace Chocolates: www.HelenGrace.com, and Anastasia Confections:

www.AnastasiaConfections.com

BFC Financial Corporation: www.BFCFinancial.com

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About BFC Financial Corporation:

BFC (OTCQB: BFCF; BFCFB) is a holding company whose principal holdings include a 52% ownership interest in BBX Capital Corporation (NYSE: BBX) and its indirect ownership interest in Bluegreen Corporation. BFC owns a 54% equity interest in Woodbridge, the parent company of Bluegreen. BBX Capital owns the remaining 46% equity interest in Woodbridge. Bluegreen manages, markets and sells the Bluegreen Vacation Club, a flexible, points-based, deeded vacation ownership plan with more than 180,000 owners, over 60 owned or managed resorts, and access to more than 4,000 resorts worldwide. BBX Capital, a New York Stock Exchange listed company, is involved in the acquisition, ownership, management, joint ventures and investments in real estate and real estate development projects, as well as acquisitions, investments and management of middle market operating businesses. As described above, BBX Capital also has a 46% equity interest in Bluegreen.

As of September 30, 2014, BFC had total consolidated assets of approximately $1.4 billion, shareholders equity attributable to BFC of approximately $251.8 million, and total consolidated equity of approximately $448.8 million. BFC s book value per share at September 30, 2014 was $3.13. For more information, visit www.BFCFinancial.com.

About Bluegreen Corporation:

Founded in 1966 and headquartered in Boca Raton, FL, Bluegreen Corporation (Bluegreen Vacations) is a sales, marketing and resort management company, focused on the vacation ownership industry and pursuing a capital-light business strategy. Bluegreen manages, markets and sells the Bluegreen Vacation Club, a flexible, points-based, deeded vacation ownership plan with more than 180,000 owners, over 60 owned or managed resorts, and access to more than 4,000 resorts worldwide. Bluegreen also offers a portfolio of comprehensive, turnkey, fee-based service resort management, financial services, and sales and marketing on behalf of third parties. For more information, visit www.BluegreenVacations.com.

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This press release contains forward-looking statements based on current expectations that involve a number of risks and uncertainties. All opinions, forecasts, projections, future plans or other statements, other than statements of historical fact, are forward-looking statements and may include words or phrases such as plans, believes, will, expects, anticipates, intends, estimates, our view, we see, would and words and phrases of similar import. The forward looking statements in this press release are also forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and involve substantial risks and uncertainties. We can give no assurance that such expectations will prove to be correct. Future results could differ materially as a result of a variety of risks and uncertainties, many of which are outside of the control of management. These risks and uncertainties include, but are not limited to the impact of economic, competitive and other factors affecting the Company and its assets, including the impact of decreases in real estate values or high unemployment rates on our business generally, the value of our assets, the ability of our borrowers to service their obligations and the value of collateral securing our loans; the risk that loan losses will continue and the risks of additional charge-offs, impairments and required increases in our allowance for loan losses; the impact of and expenses associated with litigation including but not limited to litigation brought by the SEC; adverse conditions in the stock market, the public debt market and other financial and credit markets and the impact of such conditions on our activities; the risk that the assets retained by the Company in CAM and FAR may not be monetized at the values currently ascribed to them; and the risks associated with the impact of periodic valuation of our assets for impairment. In addition, this press release contains forward looking statements relating to the Company s ability to successfully implement its currently anticipated business plans, which may not be realized as anticipated, if at all, and the Company s investments in real estate developments, real estate joint ventures and operating businesses may not achieve the returns anticipated or may not be profitable, including the Company s investment in Woodbridge, its acquisition of Renin Corp., and its acquisitions by BBX Sweet Holdings in the candy and confections industry. The Company s investments in real estate developments, either directly or through joint ventures, will increase exposure to downturns in the real estate and housing markets and expose us to risks associated with real estate development activities, including risks associated with obtaining necessary zoning and entitlements, and the risk that our joint venture partners may not fulfill their obligations. The Company s investment in Woodbridge, which owns Bluegreen Corporation, exposes the Company to risks inherent in the time-share industry, which risks are identified in BFC s Annual Report on Form 10-K filed on March 17, 2014 with the SEC and available on the SEC s website, www.sec.gov. The Company s acquisitions of Anastasia Confections, The Toffee Box, Hoffman s, Williams & Bennett, Jer s Chocolates, Helen Grace and Renin Corp. exposes us to the risks of their respective businesses, which in the case of Renin includes foreign currency exchange risk of the U.S. dollar compared to the Canadian dollar and Great Britain Pound, as well as the risks that the integration of these operating businesses may not be completed effectively or on a timely basis, and that the Company may not realize any anticipated benefits or profits from the transactions. This press release also contains forward looking statements regarding the Company s proposed Merger with BFC which is subject to risks relating to the ability to realize the expected benefits from the Merger, the ability of the parties to satisfy all of the conditions to the closing of the Merger, including BFC s ability to obtain the listing of its Class A Common Stock on a national securities exchange (or qualified interdealer quotation system), litigation that has been brought challenging the Merger, and that the Merger may not otherwise be consummated in accordance with its terms, or at all. Past performance and perceived trends may not be indicative of future results. In addition to the risks and factors identified above, reference is also made to other risks and factors detailed in reports filed by the Company with the Securities and Exchange Commission, including the Company s Annual Report on Form 10-K for the year ended December 31, 2013, and its Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 and June 30, 2014. BBX Capital cautions that the foregoing factors are not exclusive.

Additional Information Regarding the Proposed Merger between the Company and BFC and Where to Find it

BFC has filed a Registration Statement on Form S-4 with the Securities Exchange Commission (the SEC), which has been declared effective, and the Company and BFC have mailed to their respective shareholders a joint proxy statement/prospectus concerning the Merger. The Company and BFC may also file other documents with the SEC regarding the Merger. **Investors and shareholders of the Company and BFC are urged to read the joint proxy statement/prospectus and other relevant documents filed with the SEC carefully and in their entirety because they contain important information.** Investors and shareholders of the Company and BFC can obtain copies of the joint proxy statement/prospectus and other relevant documents filed with the SEC free of charge from the SEC s website at www.sec.gov. Copies of the documents filed with the SEC by the Company are also available free of charge on the Company s website at www.bbxcapital.com under the tab Investors SEC Filings or by directing a request by mail to BBX Capital Corporation, 401 East Las Olas Boulevard, Suite 800, Fort Lauderdale, Florida 33301, Attention: Corporate Secretary, or by calling 954-940-4000. Copies of the documents filed with the SEC by BFC are available free of charge on BFC s website at www.bfcfinancial.com under the tab Investor Relations Regulatory Info SEC Filings or by directing a request by mail to BFC Financial Corporation, 401 East Las Olas Boulevard, Suite 800, Fort Lauderdale, Florida 33301, Attention: Corporate Secretary, or by calling 954-940-4900. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval.

BBX Capital Corporation and Subsidiaries

Consolidated Statements of Financial Condition   Unaudited

(In thousands, except share data)	**September 2014**	**December 31, 2013**
ASSETS		
Cash and interest bearing deposits in banks ($3,557 and $8,686 in Variable Interest Entities (VIE))	$ 56,624	43,138
Loans held for sale ($36,545 and $53,846 in VIE)	36,545	53,846
Loans receivable, net of allowance for loan losses of $2,632 and $2,713 ($19,922 and $56,170, net of allowance of $2,632 and $1,759 in VIE)	28,271	72,226
Trade receivables	11,130	7,548
Real estate held for investment ($19,542 and $15,836 in VIE)	73,700	107,336
Real estate held for sale ($14,133 and $23,664 in VIE)	48,268	33,971
Investment in unconsolidated real estate joint ventures	14,114	1,354
Investment in Woodbridge Holdings, LLC	77,214	78,573
Properties and equipment, net ($7,645 and $7,899 in VIE)	15,410	14,824
Inventories	14,868	9,155
Goodwill and other intangible assets	5,365	2,686
Other assets ($1,563 and $2,413 in VIE)	4,973	6,490
Total assets	$ 386,482	431,147
LIABILITIES AND EQUITY		
Liabilities:		
BB&T preferred interest in FAR, LLC ($14,171 and $68,517 in VIE)	$ 14,171	68,517
Notes payable to related parties	11,750	21,662
Notes payable	8,580	9,034
Principal and interest advances on residential loans ($10,960 and $11,252 in VIE)	10,960	11,252
Deferred revenue	6,369	630
Other liabilities ($1,693 and $1,103 in VIE)	23,652	16,486
Total liabilities	75,482	127,581
Equity:		
Preferred stock, $.01 par value, 10,000,000 shares authorized; none issued and outstanding		
Class A common stock, $.01 par value, authorized 25,000,000 shares; issued and outstanding 15,977,322 and 15,778,088 shares	160	158
Class B common stock, $.01 par value, authorized 1,800,000 shares; issued and outstanding 195,045 and 195,045 shares	2	2
Additional paid-in capital	345,775	345,300
Accumulated deficit	(36,340)	(43,091)
Accumulated other comprehensive income	59	13
Total BBX Capital Corporation shareholders equity	309,656	302,382

Noncontrolling interest	1,344	1,184
Total equity	311,000	303,566
Total liabilities and equity	$ 386,482	431,147

BBX Capital Corporation and Subsidiaries

Consolidated Statements of Operations Unaudited

(In thousands, except share and per share data)	For the Three Months Ended September 30, 2014	2013	For the Nine Months Ended September 30, 2014	2013
Revenues:				
Sales	$ 18,168		50,839	
Interest income	1,120	2,541	4,178	7,959
Net gains on the sales of assets	1,031	912	4,908	5,168
Income from real estate operations	1,509	703	4,475	3,133
Other	388	1,502	1,877	2,381
Total revenues	22,216	5,658	66,277	18,641
Costs and expenses:				
Cost of goods sold	13,060		36,606	
BB&T s priority return in FAR distributions	105	783	658	2,702
Interest expense	238	336	1,197	839
Real estate operating expenses	1,436	1,172	4,927	3,640
Selling, general and administrative expenses	10,190	8,341	33,615	23,184
Total costs and expenses	25,029	10,632	77,003	30,365
Equity earnings in Woodbridge Holdings, LLC	7,636	8,183	21,966	11,625
Equity earnings in unconsolidated real estate joint ventures	(205)		(237)	
(Provision for) recoveries from loan losses	(656)	4,433	2,638	3,502
Asset impairments, net	(5,926)	73	(7,151)	(5,069)
Income (loss) from continuing operations before income taxes	(1,964)	7,715	6,490	(1,666)
Provision for income taxes		20	6	20
Net income (loss)	(1,964)	7,695	6,484	(1,686)
Less: net loss attributable to non-controlling interest	66		267	
Net income (loss) attributable to BBX Capital Corporation	$ (1,898)	7,695	6,751	(1,686)
Basic earnings (loss) per share	$ (0.12)	0.49	0.42	(0.11)
Diluted earnings (loss) per share	$ (0.12)	0.47	0.40	(0.11)
Basic weighted average number of common shares outstanding	16,007,445	15,806,836	15,999,696	15,799,315

Diluted weighted average number of common and common equivalent shares outstanding	16,007,445	16,525,013	16,775,394	15,799,315

Bluegreen Corporation

Supplemental Financial Information Unaudited

(Dollars in thousands)

	For the Three Months Ended September 30, 2014		2013	
	Amount	% of System-wide sales of VOIs, net(5)	Amount	% of System-wide sales of VOIs, net(5)
Legacy VOI sales (1)	$ 63,224	42%	$ 63,843	49%
VOI sales-secondary market	21,409	14%	12,883	10%
Sales of third-party VOIs-commission basis	58,989	39%	43,782	34%
Sales of third-party VOIs-just-in-time basis	7,755	5%	9,733	7%
System-wide sales of VOIs, net	151,377	100%	130,241	100%
Less: Sales of third-party VOIs-commission basis	(58,989)	-39%	(43,782)	-34%
Gross sales of VOIs	92,388	61%	86,459	66%
Estimated uncollectible VOI notes receivable (2)	(12,216)	-13%	(8,681)	-10%
Sales of VOIs	80,172	53%	77,778	60%
Cost of VOIs sold (3)	(9,586)	-12%	(10,748)	-14%
Gross profit (3)	70,586	88%	67,030	86%
Fee-based sales commission revenue (4)	38,665	66%	28,828	66%
Other fee-based services revenue	24,096	16%	21,201	16%
Cost of other fee-based services	(12,900)	-9%	(11,240)	-9%
Net carrying cost of VOI inventory	(2,006)	-1%	(1,699)	-1%
Selling and marketing expenses	(73,300)	-48%	(58,523)	-45%
General and administrative expenses	(24,271)	-16%	(22,480)	-17%
Net interest spread	11,078	7%	10,546	8%
Operating profit	31,948	21%	33,663	26%
Other income, net	161		212	
Income from continuing operations before income taxes	32,109		33,875	
Less: Provision for income taxes	11,136		11,532	
Income from continuing operations	20,973		22,343	
Loss from discontinued operations	(2)		(192)	
Net income	20,971		22,151	

Less: Net income attributable to noncontrolling interests	3,759	3,735
Net income attributable to Bluegreen	$ 17,212	$ 18,416

BBX Capital Equity Earnings in Woodbridge Unaudited
(in thousands)

	For the Three Months Ended September 30, 2014	2013
Net income attributable to Bluegreen	$ 17,212	18,416
Woodbridge parent only net loss	(614)	(627)
Net income attributable to Woodbridge	16,598	17,789
BBX Capital interest in Woodbridge	46%	46%
BBX Capital Equity earnings in Woodbridge	$ 7,635	8,183

(1) Legacy VOI sales represent sales of Bluegreen-owned VOIs acquired or developed under Bluegreen s traditional VOI business. Legacy VOI sales do not include Secondary Market, Commission Basis, or Just-In-Time VOI sales.
(2) Percentages for estimated uncollectible VOI notes receivable are calculated as a percentage of gross sales of VOIs (and not of system-wide sales of VOIs, net).
(3) Percentages for costs of VOIs sold and gross profit are calculated as a percentage of sales of VOIs (and not of system-wide sales of VOIs, net).
(4) Percentage for Fee-based sales commission revenue is calculated based on sales of third-party VOIs-commission basis (and not of system-wide sales of VOIs, net).
(5) Unless otherwise indicated above.

Bluegreen Corporation

Supplemental Financial Information Unaudited

(Dollars in thousands)

	For the Nine Months Ended September 30, 2014	
	Amount	**% of System-wide sales of VOIs, net[5]**
Legacy VOI sales [1]	$ 146,864	37%
VOI sales-secondary market	58,377	15%
Sales of third-party VOIs-commission basis	166,311	42%
Sales of third-party VOIs-just-in-time basis	28,668	7%
System-wide sales of VOIs, net	400,220	100%
Less: Sales of third-party VOIs-commission basis	(166,311)	-42%
Gross sales of VOIs	233,909	58%
Estimated uncollectible VOI notes receivable [2]	(29,422)	-13%
Sales of VOIs	204,487	51%
Cost of VOIs sold [3]	(24,911)	-12%
Gross profit [3]	179,576	88%
Fee-based sales commission revenue [4]	108,974	66%
Other fee-based services revenue	69,029	17%
Cost of other fee-based services	(36,810)	-9%
Net carrying cost of VOI inventory	(6,418)	-2%
Selling and marketing expenses	(190,999)	-48%
General and administrative expenses	(64,674)	-16%
Net interest spread	30,292	8%
Operating profit	88,970	22%
Other income, net	1,188	
Income from continuing operations before income taxes	90,158	
Less: Provision for income taxes	31,722	
Income from continuing operations	58,436	
Gain (loss) from discontinued operations	55	
Net income	58,491	
Less: Net income attributable to noncontrolling interests	8,797	
Net income attributable to Bluegreen	$ 49,694	

BBX Capital Equity Earnings in Woodbridge Unaudited
For the Nine Months Ended September 30, 2014
(in thousands)

Net income attributable to Bluegreen		$ 49,694
Woodbridge parent only net loss		(1,944)
Net income attributable to Woodbridge		47,750
BBX Capital interest in Woodbridge		46%
BBX Capital Equity earnings in Woodbridge	$	21,965

(1) Legacy VOI sales represent sales of Bluegreen-owned VOIs acquired or developed under Bluegreen s traditional VOI business. Legacy VOI sales do not include Secondary Market, Commission Basis, or Just-In-Time VOI sales.
(2) Percentages for estimated uncollectible VOI notes receivable are calculated as a percentage of gross sales of VOIs (and not of system-wide sales of VOIs, net).
(3) Percentages for costs of VOIs sold and gross profit are calculated as a percentage of sales of VOIs (and not of system-wide sales of VOIs, net).
(4) Percentage for Fee-based sales commission revenue is calculated based on sales of third-party VOIs-commission basis (and not of system-wide sales of VOIs, net).
(5) Unless otherwise indicated above.

The following tables present Bluegreen s earnings before interest, taxes, depreciation and amortization (EBITDA), as more fully described below, for the three months ended September 30, 2014 and 2013, as well as a reconciliation of EBITDA to Income from continuing operations (in thousands):

	For the Three Months Ended	
	September 30, 2014	September 30, 2013
Income from continuing operations Woodbridge	$ 20,359	21,717
Loss from Woodbridge parent only	(614)	(627)
Income from continuing operations, Bluegreen	20,973	22,344
Add/(Less):		
Interest income (other than interest earned on VOI notes receivable)	(68)	(85)
Interest expense	9,409	9,927
Interest expense on Receivable-Backed Debt	(5,449)	(6,788)
Provision for Income and Franchise Taxes	11,148	11,568
Depreciation and Amortization	2,098	1,634
EBITDA	$ 38,111	38,600

The following tables present Bluegreen s earnings before interest, taxes, depreciation and amortization (EBITDA) as more fully described below, for the nine months ended September 30, 2014, as well as a reconciliation of EBITDA to Income from continuing operations (in thousands):

	For the Nine Months Ended September 30, 2014
Income from continuing operations Woodbridge	$ 56,492
Loss from Woodbridge parent only	(1,944)
Income from continuing operations, Bluegreen	58,436
Add/(Less):	
Interest income (other than interest earned on VOI notes receivable)	(581)
Interest expense	31,175
Interest expense on Receivable-Backed Debt	(18,169)
Provision for Income and Franchise Taxes	31,811
Depreciation and Amortization	5,596
EBITDA	$ 108,268

EBITDA is defined as earnings, or income from continuing operations, before taking into account interest income (other than interest earned on VOI notes receivable), interest expense (other than interest expense incurred on financings related to Bluegreen s receivable-backed notes payable), provision for income taxes and franchise taxes, and depreciation and amortization. For purposes of the EBITDA calculation Bluegreen does not adjust for interest income earned on Bluegreen s VOI notes receivable or the interest expense incurred on debt that is secured by such notes receivable because Bluegreen considers both to be part of the operations of its business.

Bluegreen considers its EBITDA to be an indicator of its operating performance, and Bluegreen uses it to measure Bluegreen s ability to service its debt, fund its capital expenditures and expand its business. Bluegreen also uses it, as do lenders, investors and others, because it excludes certain items that can vary widely across different industries or among companies within the same industry. For example, interest expense can be dependent on a company s capital structure, debt levels and credit ratings. Accordingly, the impact of interest expense on earnings can vary significantly among companies. The tax positions of companies can also vary because of their differing abilities to take advantage of tax benefits and because of the tax policies of the jurisdictions in which they operate. As a result, effective tax rates and provision for income taxes can vary considerably among companies. EBITDA also excludes depreciation and amortization because companies utilize productive assets of different ages and use different methods of both acquiring and depreciating productive assets. These differences can result in considerable variability in the relative costs of productive assets and the depreciation and amortization expense among companies.

Woodbridge Holdings, LLC

Consolidating Statement of Financial Condition Unaudited

(In thousands)

	As of September 30, 2014			As of December 31, 2013		
	Bluegreen	Woodbridge Parent only	Consolidated Woodbridge	Bluegreen	Woodbridge Parent only	Consolidated Woodbridge
Assets						
Cash and cash equivalents	$ 159,585	633	160,218	158,096	723	158,819
Restricted cash	61,379		61,379	65,285		65,285
Notes receivable, net	436,534		436,534	455,569	11,750	467,319
Inventory	196,527		196,527	204,256		204,256
Property and equipment, net	72,311		72,311	63,252		63,252
Intangible assets	63,970		63,970	64,142		64,142
Other assets	62,450	14,434	76,884	60,486	2,756	63,242
Total assets	$ 1,052,756	15,067	1,067,823	1,071,086	15,229	1,086,315
Liabilities and Equity						
Accounts payable, accrued liabilities and other	106,526	639	107,165	116,304	652	116,956
Deferred tax liability, net	108,482		108,482	76,726		76,726
Receivable-backed notes payable recourse	77,275		77,275	74,802		74,802
Receivable-backed notes payable nonrecourse	328,588		328,588	368,759		368,759
Notes and mortgage notes payable	83,395		83,395	93,939		93,939
Junior subordinated debentures	64,322	85,052	149,374	62,379	85,052	147,431
Total liabilities	768,588	85,691	854,279	792,909	85,704	878,613
Stockholders equity						
Total Bluegreen Corporation shareholders equity	237,650	(70,624)	167,026	240,456	(70,475)	169,981
Noncontrolling interest	46,518		46,518	37,721		37,721
Total equity	284,168	(70,624)	213,544	278,177	(70,475)	207,702
Total liabilities and equity	$ 1,052,756	15,067	1,067,823	1,071,086	15,229	1,086,315

Appendix:

BBX Capital Corporation and Subsidiaries

BBX Capital Partners: Investments and Acquisitions of Operating Companies

BBX Capital, through its BBX Capital Partners Division, is actively engaged in investments in operating companies. Our goal at BBX Capital is to diversify our assets so that a meaningful percentage of our assets and income will be derived from operating businesses. It is our objective that the investments and acquisitions sourced by BBX Capital Partners will diversify our overall company risk profile and contribute consistent cash flows and earnings over time. In addition to the Company s investment in Bluegreen Corporation, the following is a summary of the Company s additional acquisitions of and investments in operating businesses.

Renin Holdings: In October 2013, Renin Holdings, LLC (Renin), a newly formed joint venture entity owned 81% by BBX Capital and 19% by BFC, acquired substantially all of the assets and certain liabilities of Renin Corp. Renin manufactures and sells interior and closet doors, wall décor, associated systems and hardware and fabricated glass products through a portfolio of brand name and private label offerings including Erias, DSH, Acme, KingStar, TRUporte, Ramtrack and JJ Home Products. With facilities in Canada, the U.S. and the United Kingdom, Renin is in a position to service distribution channels including big box building and home improvement supply retailers, home centers, distributors, other building supply manufacturers, volume builders and specialty retailers throughout North America and other markets. Renin reported revenues of approximately $15.2 million and $44.1 million during the three and nine month periods ended September 30, 2014, respectively.

BBX Sweet Holdings: BBX Sweet Holdings, a wholly-owned subsidiary of BBX Capital which operates under the BBX Capital Partners Division, acquired Hoffman s Chocolates in December 2013, Williams & Bennett in January 2014, California based Jer s Chocolates and Helen Grace Chocolates in July 2014, and Anastasia Confections and The Toffee Box in October 2014.

In addition to the acquisition of Anastasia Confections and The Toffee Box, discussed in detail above in the accompanying release, the following is a summary of past investments in operating businesses by BBX Sweet Holdings:

Helen Grace Chocolates: Headquartered in Lynwood, California, Helen Grace Chocolates has been creating premium chocolate confections, chocolate bars, chocolate candies, and truffles for 70 years. For many years, Helen Grace Chocolates has helped schools and other organizations reach their fundraising goals through sales of their premium boxed chocolates, chocolate bars and other products, sold exclusively through the national fundraising programs of Innisbrook Wraps . As part of the transaction, Helen Grace will continue to be the exclusive provider of chocolate and chocolate gift items to Innisbrook.

Appendix continued:

Jer s Chocolates: Headquartered in Solana Beach near San Diego, California, Jer s Chocolates, with its Award Winning premier peanut butter chocolate products, has created a niche in the gourmet luxury chocolate market. With its core flavors of chocolate and natural peanut butter, Jer s specialties include its gourmet peanut butter chocolate confections, which come in its patented Double Grin shaped assorted chocolate boxes, Peanut Butter Bars and Squares. Jer s corporate gift chocolate boxes and peanut butter chocolate gift boxes have been featured on the Home Shopping Network, QVC, The Food Network, and the Rachael Ray Show. Jer s Chocolates is available to customers through wholesale distribution channels in the U.S. and internationally, as well as through the Jer s Chocolates licensed retail location in the San Diego International Airport.

Williams & Bennett: Headquartered in Boynton Beach, Florida, Williams & Bennett is a Florida based manufacturer of quality chocolate products since 1992. Williams & Bennett sells chocolate products and confections through distribution channels serving boutique retailers, big box chains, department stores, national resort properties, corporate customers, and private label brands.

Hoffman s Chocolates: Headquartered in Lake Worth, Florida, Hoffman s Chocolates is a manufacturer of gourmet chocolates, with retail locations in Palm Beach County and Fort Lauderdale, Florida, and plans to open additional stores later this year. Its product line includes over 70 varieties of confections, which are available via its retail stores, online distribution channels, direct shipping throughout the U.S. and at third party retail locations nationwide.

BBX Capital Real Estate: Real Estate Investments and Acquisitions

Our real estate activities, including the BankAtlantic legacy loan and foreclosed real estate portfolios, fall under the umbrella of our BBX Capital Real Estate Division. As previously announced, we are liquidating some legacy real estate while holding and managing others for capital appreciation and development. We are also pursuing new real estate development opportunities, unrelated to the legacy portfolios.

We are currently actively engaged in real estate development and operating activities involving real estate obtained through foreclosure and real estate purchased from third parties, including land entitlement activities, property renovations, asset management, and pursuing joint venture opportunities involving the contribution of these properties and/or cash investments in joint ventures with third party development partners.

Appendix continued:

Legacy assets held by FAR:

Villa San Michele: In January 2014, FAR acquired an 82-unit, 272 bed student housing project located in Tallahassee, Florida, through a contractual settlement with the borrower. Built in 2008, the Villa San Michele is located in southwest Tallahassee near Tallahassee Community College. The project includes a mix of 3 bedroom and 4 bedroom 2-story townhomes, as well as a 10.6 acre parcel of vacant land. FAR has engaged a property management company specializing in student housing to manage the day to day operations and leasing of the property. Villa San Michele had a carrying value of $8.2 million as of September 30, 2014. (Villa San Michele is included in the FAR table above.)

Eagle s Point: In September 2013, FAR acquired a 168-unit, 336 bed student housing project located adjacent to Tallahassee Community College in Tallahassee, Florida, through a contractual settlement with the borrower. The residential units at Eagle s Point consists of 2-story, 2 bedroom townhomes. FAR has engaged a property management company specializing in student housing to manage the day to day operations and leasing of the property. FAR is also embarking on a capital improvement program to renovate units, common areas, and various amenities. Eagle s Point had a carrying value of $7.0 million as of September 30, 2014. (Eagle s Point is included in the FAR table above.)

RoboVault: In April 2013, FAR acquired through foreclosure, RoboVault, a 155,000 square foot high-tech, robotic self-storage facility, featuring climate controlled, and high security storage. Located in Fort Lauderdale, Florida, RoboVault provides its clients museum quality storage for business, forensic property, and personal prized possessions, including art, wine collections, cars, gems, antiques, important documents and files, and other collectibles. RoboVault s additional services include crating, handling, moving, and shipping and storage services for its clients throughout the United States and Europe. Built in 2009, the facility is wind resistant up to 200 mph (a category 5 hurricane), stores items 30 feet above sea level, uses a biometric robotic transfer system, and offers 24 hour 7 day access. RoboVault had a carrying value of $7.6 million as of September 30, 2014. (RoboVault is included in properties and equipment in the Company s Consolidated Statement of Financial Condition.)

In addition to the Bonterra CC Devco Homes joint venture agreement, described in detail above in the accompanying release, the Company has investments in the following real estate joint ventures:

Appendix continued:

Bayview: In June 2014, the Company entered into a joint venture agreement with an affiliate of Procacci Development Corporation. The joint venture acquired for approximately $8.0 million three acres of real estate located at Bayview Drive and Sunrise Boulevard in Fort Lauderdale, Florida. The new joint venture entity, Sunrise and Bayview Partners, LLC, is a 50% 50% joint venture between BBX Capital and an affiliate of Procacci Development. The property is currently improved with an approximate 84,000 square foot office building along with a convenience store and gas station, and located minutes from the Fort Lauderdale beaches and directly across from the Galleria at Ft. Lauderdale. The office building has low occupancy with short term leases. The convenience store s lease ends in March 2017 with a five year extension option. We anticipate the property will be repurposed at some point in the future.

Village at Victoria Park: Village at Victoria Park consists of approximately 2 acres of vacant land previously owned by the Company that is located near downtown Fort Lauderdale, Florida. In December 2013, the Company entered into a joint venture agreement with New Urban Communities to develop the project as 30 single-family homes. The project is a 50% 50% joint venture, with New Urban Communities serving as the developer and manager. In April 2014, the joint venture executed an acquisition, development and construction loan with a financial institution and the Company and New Urban Communities each contributed an additional $692,000 to the joint venture as a capital contribution. The joint venture purchased the vacant land from the Company for $3.6 million consisting of $1.8 million in cash (less $0.2 million in selling expenses) and a $1.6 million promissory note. The $1.6 million promissory note is secured by a junior lien on the vacant land and future improvements. The project commenced construction and sales during the third quarter of 2014. Closings are projected to begin by the third quarter of 2015.

Kendall Commons: In March 2013, the Company sold land to Altman Development (Altman), a third party real estate developer, for net proceeds of $8.0 million. Altman is developing a multifamily rental community comprised of 12 three-story apartment buildings, one mixed-use building and one clubhouse totaling 321 apartment units. The Company has invested $1.3 million of cash in the project as one of a number of investors. The development is currently under construction and began leasing units during the third quarter of 2014. The Company is entitled to receive 13% of venture distributions until a 15% internal rate of return has been attained and thereafter the Company will be entitled to receive 9.75% of any venture distributions.

Appendix continued:

North Flagler: In October 2013, the Company entered into a joint venture with JRG USA pursuant to which JRG USA assigned to the joint venture a contract to purchase for $10.8 million a 4.5 acre parcel overlooking the Intracoastal Waterway in West Palm Beach Florida and the Company invested $0.5 million of cash. The joint venture is seeking to expand land entitlements and is currently working to amend the current zoning designation and increase the parcel s residential height restrictions with a view to increasing the value of the parcel. The Company is entitled to receive 80% of any joint venture distributions until it recovers its capital investment and thereafter will be entitled to receive 70% of any joint venture distributions. The entitlement process is currently expected to be concluded in 2015.

The Company also owns a 2.7 acre parcel located adjacent to the 4.5 acre parcel which is the subject of the contract held by the North Flagler joint venture with JRG USA. The 2.7 acre parcel was acquired by the Company through foreclosure and had a carrying value of $3.2 million as of September 30, 2014. We believe that the fair value of this parcel will increase if the density is increased by the municipality s approval of the zoning changes referenced in the preceding paragraph.

PGA Design Center Holdings, LLC: In December 2013, the Company purchased for $6.1 million a commercial property in Palm Beach Gardens, Florida, with three existing buildings consisting of 145,000 square feet of mainly furniture retail space. The property, which is located in a larger mixed use property now known as PGA Place, was substantially vacant at the date of acquisition. Subsequent to the acquisition of the property, the Company entered into a joint venture with Stiles Development which acquired a 60% interest in the joint venture for $2.9 million in cash. The Company contributed the property (excluding certain residential development entitlements having an estimated value of $1.2 million) to the joint venture in exchange for $2.9 million in cash and the remaining 40% interest in the joint venture. The Company transferred the retained residential development entitlements to adjacent parcels owned by it. (The adjacent parcels are referred to as PGA Place. Please see below for a discussion of the other parcels owned by the Company in PGA Place). The joint venture intends to seek governmental approvals to change the use of a portion of the property from retail to office and subsequently sell or lease the property.

Appendix continued:

The following development projects are currently in the planning stages and involve real estate held-for-investment included in the above CAM and BBX Partners real estate table.

Bonterra Communities: Bonterra Communities (formerly called Hialeah Communities) is a proposed master-planned community anticipated to be built on an approximate 128 acres of land. Once completed, Bonterra Communities is planned to have approximately 1,171 single-family homes, villas, town homes, and apartments, along with amenities including a clubhouse, fitness center, resort pool, parks, and a 15 acre lake. The Bonterra community site is currently in the final stages of master-planning and our plans continue to be subject to receipt of required governmental approvals. It is anticipated that the community will be divided into three parcels, which include:

1. As discussed in the Bonterra CC Devco Homes joint venture paragraph in the accompanying release, an approximate 59 acre parcel to be developed with approximately 394 single-family homes by a joint venture between BBX Capital and CC Devco Homes- a Codina-Carr Company.
2. An approximate 14 acre parcel owned by BBX Capital, with a carrying value of $5.3 million as of September 30, 2014, to be developed with approximately 314 rental apartment units. BBX Capital Real Estate is currently seeking required entitlements and plans to partner with a third party developer to develop this parcel.
3. An approximate 55 acre parcel owned by BBX Capital, with a carrying value of $16.2 million as of September 30, 2014, to be developed with approximately 463 additional single-family homes, villas and townhomes. The Company has a contract to sell this parcel, subject to the receipt of entitlements currently being sought and due diligence by the purchaser.

Gardens at Millenia: Gardens at Millenia consists of 37 acres of land located near the Mall at Millenia in a commercial center in Orlando, Florida with a carrying value of $11.2 million as of September 30, 2014. This site is currently in the planning process and the final size and density of the project is subject to governmental approvals and other conditions. The proposed plans for 26 acres of this site include a 300,000 square foot retail shopping center with multiple big-box and in-line tenants as well as four outparcel retail pads. The Company is in discussions with a potential joint venture partner to develop a portion of the 26 acre parcel. Current plans for the remaining 11 acres of this site include nine rental apartment buildings totaling approximately 280 units, a clubhouse, lakeside pavilion, lakeside running trail, and a dog park. The Company is in discussions with a potential joint venture partner to develop the 11 acre parcel.

PGA Place: The Company owns an office building and land located in the newly named PGA Place, in the city of Palm Beach Gardens, Florida, with carrying values aggregating $14.4 million as of September 30, 2014. The property held by the PGA Design Center Holdings joint venture described above is adjacent to PGA Place. We believe this property presents a variety of development opportunities, some of which are currently in the planning stages and remain subject to receipt of government approvals. These include:

Appendix continued:

Office and Multi-Use This mixed use property includes a 33,000 square foot commercial leased office building that is currently 56% occupied with an attached 428 space parking garage. The Company executed an agreement for sale of the office building for $6.8 million, subject to due diligence by the buyer. Additionally, the Company is currently seeking governmental approvals for a 125 room limited-service suite hotel, a 5,000 square foot freestanding restaurant and a 60,000 square foot office building on vacant tracts of land adjacent to this office building. We anticipate partnering with a third party developer to develop all or a portion of these components of the project.

Multi-family Current plans for an additional seven acre multifamily parcel include approximately 300 apartment units, a clubhouse and spa, and lakeside pavilion. The Company is in discussions with a potential joint venture partner to develop this parcel.

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