UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2017

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

For the transition period from __________ to ___________

Commission File Number**: 001-32171**

Bimini Capital Management, Inc.
(Exact name of registrant as specified in its charter)

Maryland	**72-1571637**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3305 Flamingo Drive, Vero Beach, Florida 32963
(Address of principal executive offices) (Zip Code)

(772) 231-1400
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date:

Title of each Class	Latest Practicable Date	Shares Outstanding
Class A Common Stock, $0.001 par value	May 9, 2017	12,631,627
Class B Common Stock, $0.001 par value	May 9, 2017	31,938
Class C Common Stock, $0.001 par value	May 9, 2017	31,938

BIMINI CAPITAL MANAGEMENT, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED FINANCIAL STATEMENTS

BIMINI CAPITAL MANAGEMENT, INC.

CONSOLIDATED BALANCE SHEETS

	(Unaudited) March 31, 2017	December 31, 2016
ASSETS:		
Mortgage-backed securities, at fair value		
Pledged to counterparties	$ 125,207,641	$ 129,582,386
Unpledged	685,981	719,603
Total mortgage-backed securities	125,893,622	130,301,989
Cash and cash equivalents	4,179,120	4,429,459
Restricted cash	1,142,960	1,221,978
Orchid Island Capital, Inc. common stock, at fair value	15,185,160	15,108,240
Retained interests in securitizations	501,025	1,113,736
Accrued interest receivable	490,831	512,760
Property and equipment, net	3,396,832	3,407,040
Deferred tax assets, net	63,977,430	63,833,063
Other assets	3,255,052	2,942,139
Total Assets	$ 218,022,032	$ 222,870,404
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES:		
Repurchase agreements	$ 118,048,957	$ 121,827,586
Junior subordinated notes due to Bimini Capital Trust II	26,804,440	26,804,440
Accrued interest payable	190,072	114,199
Other liabilities	1,038,710	1,977,281
Total Liabilities	146,082,179	150,723,506
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Preferred stock, $0.001 par value; 10,000,000 shares authorized; 100,000 shares designated Series A Junior Preferred Stock, 9,900,000 shares undesignated; no shares issued and outstanding as of March 31, 2017 and December 31, 2016	-	-
Class A Common stock, $0.001 par value; 98,000,000 shares designated: 12,631,627 shares issued and outstanding as of March 31, 2017 and 12,631,627 shares issued and outstanding as of December 31, 2016	12,632	12,632
Class B Common stock, $0.001 par value; 1,000,000 shares designated, 31,938 shares issued and outstanding as of March 31, 2017 and December 31, 2016	32	32
Class C Common stock, $0.001 par value; 1,000,000 shares designated, 31,938 shares issued and outstanding as of March 31, 2017 and December 31, 2016	32	32
Additional paid-in capital	334,858,010	334,850,838
Accumulated deficit	(262,930,853)	(262,716,636)
Stockholders' equity	71,939,853	72,146,898
Total Liabilities and Stockholders' Equity	$ 218,022,032	$ 222,870,404

See Notes to Consolidated Financial Statements

BIMINI CAPITAL MANAGEMENT, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
For the Three Months Ended March 31, 2017 and 2016

	2017	2016
Interest income	$ 1,292,676	$ 817,464
Interest expense	(283,194)	(127,903)
Net interest income, before interest on junior subordinated notes	1,009,482	689,561
Interest expense on junior subordinated notes	(292,184)	(263,611)
Net interest income	717,298	425,950
Unrealized losses on mortgage-backed securities	(437,113)	(288,244)
Realized (losses) gains on mortgage-backed securities	(689)	231,847
Gains (losses) on derivative instruments	21,500	(1,299,863)
Net portfolio income (loss)	300,996	(930,310)
Other income:		
Advisory services	1,670,001	1,269,019
(Losses) gains on retained interests in securitizations	(193,942)	546,020
Unrealized (losses) gains on Orchid Island Capital, Inc. common stock	(1,127,315)	613,816
Orchid Island Capital, Inc. dividends	603,415	585,915
Other income	455	230
Total other income	952,614	3,015,000
Expenses:		
Compensation and related benefits	935,911	795,710
Directors' fees and liability insurance	167,175	155,538
Audit, legal and other professional fees	137,124	157,073
Administrative and other expenses	359,333	261,624
Total expenses	1,599,543	1,369,945
Net (loss) income before income tax (benefit) provision	(345,933)	714,745
Income tax (benefit) provision	(131,716)	268,754
Net (loss) income	**$ (214,217)**	**$ 445,991**
Basic and Diluted Net (loss) income Per Share of:		
CLASS A COMMON STOCK		
Basic and Diluted	$ (0.02)	$ 0.04
CLASS B COMMON STOCK		
Basic and Diluted	$ (0.02)	$ 0.04
Weighted Average Shares Outstanding:		
CLASS A COMMON STOCK		
Basic and Diluted	12,631,627	12,666,545
CLASS B COMMON STOCK		
Basic and Diluted	31,938	31,938

See Notes to Consolidated Financial Statements

BIMINI CAPITAL MANAGEMENT, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)
For the Three Months Ended March 31, 2017

	Stockholders' Equity			
	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Total
Balances, January 1, 2017	$ 12,696	$ 334,850,838	$ (262,716,636)	$ 72,146,898
Net loss	-	-	(214,217)	(214,217)
Amortization of stock based compensation	-	7,172	-	7,172
Balances, March 31, 2017	$ 12,696	$ 334,858,010	$ (262,930,853)	$ 71,939,853

See Notes to Consolidated Financial Statements

BIMINI CAPITAL MANAGEMENT, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
For the Three Months Ended March 31, 2017 and 2016

	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss) income	$ (214,217)	$ 445,991
Adjustments to reconcile net (loss) income to net cash provided by (used in) operating activities:		
Stock based compensation	7,172	201,643
Depreciation	20,508	22,242
Deferred income tax (benefit) provision	(144,367)	185,339
Losses on mortgage-backed securities, net	437,802	56,397
Losses (gains) on retained interests in securitizations	193,942	(546,020)
Unrealized losses (gains) on Orchid Island Capital, Inc. common stock	1,127,315	(613,816)
Changes in operating assets and liabilities:		
Accrued interest receivable	21,929	(79,400)
Other assets	(312,913)	(200,410)
Accrued interest payable	75,873	(9,744)
Other liabilities	(938,571)	(1,226,464)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	274,473	(1,764,242)
CASH FLOWS FROM INVESTING ACTIVITIES:		
From mortgage-backed securities investments:		
Purchases	-	(53,818,309)
Sales	1,654,834	25,799,167
Principal repayments	2,315,731	2,754,808
Payments received on retained interests in securitizations	418,769	428,452
Purchases of property and equipment	(10,300)	-
Purchases of Orchid Island Capital, Inc. common stock	(1,204,235)	(1,859,277)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	3,174,799	(26,695,159)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from repurchase agreements	184,776,630	211,634,019
Principal repayments on repurchase agreements	(188,555,259)	(186,074,709)
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	(3,778,629)	25,559,310
NET DECREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(329,357)	(2,900,091)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of the period	5,651,437	6,712,483
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of the period	$ 5,322,080	$ 3,812,392
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ 499,505	$ 401,258
Income taxes	$ 105,137	$ 473,700

See Notes to Consolidated Financial Statements

NOTE 1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization and Business Description

Bimini Capital Management, Inc., a Maryland corporation ("Bimini Capital" or the "Company"), was formed in September 2003 for the purpose of creating and managing a leveraged investment portfolio consisting of residential mortgage-backed securities ("MBS"). In addition, the Company manages an MBS portfolio for Orchid Island Capital, Inc. ("Orchid") and receives fees for providing these services.

Consolidation

The accompanying consolidated financial statements include the accounts of Bimini Capital, its wholly-owned subsidiaries, Bimini Advisors Holdings, LLC (formerly known as Bimini Advisors, Inc.) and Royal Palm Capital, LLC (formerly known as MortCo TRS, LLC). Bimini Advisors Holdings, LLC and its wholly-owned subsidiary, Bimini Advisors, LLC are collectively referred to as "Bimini Advisors." Royal Palm Capital, LLC and its wholly-owned subsidiaries are collectively referred to as "Royal Palm." All inter-company accounts and transactions have been eliminated from the consolidated financial statements.

Financial Accounting Standards Board (the "FASB") Accounting Standards Codification ("ASC") Topic 810, Consolidation, requires the consolidation of a variable interest entity ("VIE") by an enterprise if it is deemed the primary beneficiary of the VIE. Bimini Capital has a common share investment in a trust used in connection with the issuance of Bimini Capital's junior subordinated notes. See Note 8 for a description of the accounting used for this VIE.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month period ended March 31, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017.

The consolidated balance sheet at December 31, 2016 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete consolidated financial statements. For further information, refer to the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates affecting the accompanying consolidated financial statements include the fair values of MBS, investment in Orchid common shares, derivatives, retained interests, asset valuation allowances and deferred tax asset allowances recorded for each accounting period.

Statement of Comprehensive Income

In accordance with ASC Topic 220, *Comprehensive Income*, a statement of comprehensive income has not been included as the Company has no items of other comprehensive income (loss). Comprehensive (loss) income is the same as net (loss) income for all periods presented.

Cash and Cash Equivalents and Restricted Cash

Cash and cash equivalents include cash on deposit with financial institutions and highly liquid investments with original maturities of three months or less at the time of purchase. Restricted cash includes cash pledged as collateral for repurchase agreements and derivative instruments.

(in thousands)

	March 31, 2017	December 31, 2016
Cash and cash equivalents	$ 4,179,120	$ 4,429,459
Restricted cash	1,142,960	1,221,978
Total cash, cash equivalents and restricted cash	$ 5,322,080	$ 5,651,437

The Company maintains cash balances at several banks, and at times, these balances may exceed federally insured limits. The Company has not experienced any losses related to these balances. The Federal Deposit Insurance Corporation insures eligible accounts up to $250,000 per depositor at each financial institution. At March 31, 2017, the Company's cash deposits exceeded federally insured limits by approximately $3.2 million. Restricted cash balances are uninsured, but are held in separate customer accounts that are segregated from the general funds of the counterparty. The Company limits uninsured balances to only large, well-known banks and derivative counterparties and believes that it is not exposed to significant credit risk on cash and cash equivalents or restricted cash balances.

Mortgage-Backed Securities

The Company invests primarily in mortgage pass-through ("PT") certificates, collateralized mortgage obligations, and interest-only ("IO") securities and inverse interest-only ("IIO") securities representing interest in or obligations backed by pools of mortgage-backed loans. The Company has elected to account for its investment in MBS under the fair value option. Electing the fair value option requires the Company to record changes in fair value in the consolidated statement of operations, which, in management's view, more appropriately reflects the results of our operations for a particular reporting period and is consistent with the underlying economics and how the portfolio is managed.

The Company records MBS transactions on the trade date. Security purchases that have not settled as of the balance sheet date are included in the MBS balance with an offsetting liability recorded, whereas securities sold that have not settled as of the balance sheet date are removed from the MBS balance with an offsetting receivable recorded.

The fair value of the Company's investment in MBS is governed by ASC Topic 820, *Fair Value Measurement*. The definition of fair value in ASC Topic 820 focuses on the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date. The fair value measurement assumes that the transaction to sell the asset or transfer the liability either occurs in the principal market for the asset or liability, or in the absence of a principal market, occurs in the most advantageous market for the asset or liability. Estimated fair values for MBS are based on independent pricing sources and/or third-party broker quotes, when available.

Income on PT MBS is based on the stated interest rate of the security. Premiums or discounts present at the date of purchase are not amortized. Premium lost and discount accretion resulting from monthly principal repayments are reflected in unrealized gains on MBS in the consolidated statements of operations. For IO securities, the income is accrued based on the carrying value and the effective yield. The difference between income accrued and the interest received on the security is characterized as a return of investment and serves to reduce the asset's carrying value. At each reporting date, the effective yield is adjusted prospectively from the reporting period based on the new estimate of prepayments and the contractual terms of the security. For IIO securities, effective yield and income recognition calculations also take into account the index value applicable to the security. Changes in fair value of MBS during each reporting period are recorded in earnings and reported as unrealized gains or losses on mortgage-backed securities in the accompanying consolidated statements of operations. The amount reported as unrealized gains or losses on mortgage backed securities thus captures the net effect of changes in the fair market value of securities caused by market developments and any premium or discount lost as a result of principal repayments during the period.

Orchid Island Capital, Inc. Common Stock

The Company has elected the fair value option for its investment in Orchid common shares. The change in the fair value of this investment and dividends received on this investment are reflected in other income in the consolidated statements of operations. We estimate the fair value of our investment in Orchid on a market approach using "Level 1" inputs based on the quoted market price of Orchid's common stock on a national stock exchange. Electing the fair value option requires the Company to record changes in fair value in the consolidated statements of operations, which, in management's view, more appropriately reflects the results of our operations for a particular reporting period and is consistent with how the investment is managed.

Advisory Services

Orchid is externally managed and advised by Bimini Advisors pursuant to the terms of a management agreement. Under the terms of the management agreement, Orchid is obligated to pay Bimini Advisors a monthly management fee and a pro rata portion of certain overhead costs and to reimburse the Company for any direct expenses incurred on its behalf.

Retained Interests in Securitizations

Retained interests in the subordinated tranches of securities created in securitization transactions were initially recorded at their fair value when issued by Royal Palm. Subsequent adjustments to fair value are reflected in earnings. Quoted market prices for these assets are generally not available, so the Company estimates fair value based on the present value of expected future cash flows using management's best estimates of key assumptions, which include expected credit losses, prepayment speeds, weighted-average life, and discount rates commensurate with the inherent risks of the asset.

Derivative Financial Instruments

The Company uses derivative instruments to manage interest rate risk, facilitate asset/liability strategies and manage other exposures, and it may continue to do so in the future. The principal instruments that the Company has used to date are Treasury Note ("T-Note") and Eurodollar futures contracts, but the Company may enter into other transactions in the future.

The Company has elected not to treat any of its derivative financial instruments as hedges in order to align the accounting treatment of its derivative instruments with the treatment of its portfolio assets under the fair value option. FASB ASC Topic 815, *Derivatives and Hedging*, requires that all derivative instruments be carried at fair value. Changes in fair value are recorded in earnings for each period.

Holding derivatives creates exposure to credit risk related to the potential for failure on the part of counterparties to honor their commitments. In addition, the Company may be required to post collateral based on any declines in the market value of the derivatives. In the event of default by a counterparty, the Company may have difficulty recovering its collateral and may not receive payments provided for under the terms of the agreement. To mitigate this risk, the Company uses only well-established commercial banks as counterparties.

Financial Instruments

ASC Topic 825, *Financial Instruments*, requires disclosure of the fair value of financial instruments for which it is practicable to estimate that value, either in the body of the financial statements or in the accompanying notes. MBS, Orchid common stock, Eurodollar futures contracts, interest rate swaptions and retained interests in securitization transactions are accounted for at fair value in the consolidated balance sheets. The methods and assumptions used to estimate fair value for these instruments are presented in Note 14 of the consolidated financial statements.

The estimated fair value of cash and cash equivalents, restricted cash, accrued interest receivable, other assets, repurchase agreements, payable for unsettled securities purchased, accrued interest payable and other liabilities generally approximates their carrying value as of March 31, 2017 and December 31, 2016, due to the short-term nature of these financial instruments.

It is impractical to estimate the fair value of the Company's junior subordinated notes. Currently, there is a limited market for these types of instruments and the Company is unable to ascertain what interest rates would be available to the Company for similar financial instruments. Information regarding carrying amount and effective interest rate for these instruments is presented in Note 8 to the consolidated financial statements.

Property and Equipment, net

Property and equipment, net, consists of computer equipment with a depreciable life of 3 years, office furniture and equipment with depreciable lives of 8 to 20 years, land which has no depreciable life, and buildings and improvements with depreciable lives of 30 years. Property and equipment is recorded at acquisition cost and depreciated using the straight-line method over the estimated useful lives of the assets.

Repurchase Agreements

The Company finances the acquisition of the majority of its PT MBS through the use of repurchase agreements under master repurchase agreements. Pursuant to ASC Topic 860, *Transfers and Servicing*, the Company accounts for repurchase transactions as collateralized financing transactions, which are carried at their contractual amounts, including accrued interest, as specified in the respective agreements.

Share-Based Compensation

The Company follows the provisions of ASC Topic 718, *Compensation – Stock Compensation*, to account for stock and stock-based awards. For stock and stock-based awards issued to employees, a compensation charge is recorded against earnings over the vesting period based on the fair value of the award. The Company applies a zero forfeiture rate for its equity based awards, as such awards have been granted to a limited number of employees and historical forfeitures have been minimal. A significant forfeiture, or an indication that significant forfeitures may occur, would result in a revised forfeiture rate which would be accounted for prospectively as a change in an estimate. For transactions with non-employees in which services are performed in exchange for the Company's common stock or other equity instruments, the transactions are recorded on the basis of the fair value of the service received or the fair value of the equity instruments issued, whichever is more readily measurable at the date of issuance.

Earnings Per Share

The Company follows the provisions of ASC Topic 260, *Earnings Per Share*, which requires companies with complex capital structures, common stock equivalents or two (or more) classes of securities that participate in dividend distributions to present both basic and diluted earnings per share ("EPS") on the face of the consolidated statement of operations. Basic EPS is calculated as income available to common stockholders divided by the weighted average number of common shares outstanding during the period. Diluted EPS is calculated using the treasury stock or two-class method, as applicable for common stock equivalents. However, the common stock equivalents are not included in computing diluted EPS if the result is anti-dilutive.

Outstanding shares of Class B Common Stock, participating and convertible into Class A Common Stock, are entitled to receive dividends in an amount equal to the dividends declared on each share of Class A Common Stock if, as and when authorized and declared by the Board of Directors. Accordingly, shares of the Class B Common Stock are included in the computation of basic EPS using the two-class method and, consequently, are presented separately from Class A Common Stock.

The shares of Class C Common Stock are not included in the basic EPS computation as these shares do not have participation rights. The outstanding shares of Class B and Class C Common Stock are not included in the computation of diluted EPS for the Class A Common Stock as the conditions for conversion into shares of Class A Common Stock were not met.

Income Taxes

For the calendar year ended December 31, 2015, Bimini Capital, Bimini Advisors, Inc. and Royal Palm were separate taxpaying entities for income tax purposes and filed separate Federal income tax returns. Bimini Advisors, Inc. remained a separate tax paying entity through January 31, 2016; on that date, Bimini Advisors, Inc. was reorganized (as Bimini Advisors Holdings, LLC) to be an LLC wholly-owned by Bimini Capital. Beginning with the tax period starting on February 1, 2016, Bimini Capital and Bimini Advisors are combined as a single tax paying entity. Royal Palm continues to be treated as a separate tax paying entity for the year ending December 31, 2016.

Income taxes are provided for using the asset and liability method. Deferred tax assets and liabilities represent the differences between the financial statement and income tax bases of assets and liabilities using enacted tax rates. The measurement of net deferred tax assets is adjusted by a valuation allowance if, based on the Company's evaluation, it is more likely than not that they will not be realized.

The Company's U.S. federal income tax returns for years ended on or after December 31, 2013 remain open for examination. Although management believes its calculations for tax returns are correct and the positions taken thereon are reasonable, the final outcome of tax audits could be materially different from the tax returns filed by the Company, and those differences could result in significant costs or benefits to the Company.

The Company measures, recognizes and presents its uncertain tax positions in accordance with ASC Topic 740, *Income Taxes*. Under that guidance, the Company assesses the likelihood, based on their technical merit, that tax positions will be sustained upon examination based on the facts, circumstances and information available at the end of each period. The measurement of uncertain tax positions is adjusted when new information is available, or when an event occurs that requires a change. The Company recognizes tax positions in the financial statements only when it is more likely than not that the position will be sustained upon examination by the relevant taxing authority based on the technical merits of the position. A position that meets this standard is measured at the largest amount of benefit that will more likely than not be realized upon settlement. The difference between the benefit recognized and the tax benefit claimed on a tax return is referred to as an unrecognized tax benefit and is recorded as a liability in the consolidated balance sheets. The Company records income tax-related interest and penalties, if applicable, within the income tax provision.

Recent Accounting Pronouncements

In November 2016, the FASB issued Accounting Standards Update ("ASU") 2016-18, *Statement of Cash Flows – (Topic 230): Restricted Cash.* ASU 2016-18 requires that restricted cash and restricted cash equivalents be included as components of total cash and cash equivalents as presented on the statement of cash flows. ASU 2016-18 is effective for fiscal years, and for interim periods within those years, beginning after December 15, 2017. Early application is permitted. The Company adopted the ASU beginning with the first quarter of 2017. The prior period consolidated statement of cash flows has been retrospectively adjusted to conform to this presentation.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows – (Topic 230): Classification of Certain Cash Receipts and Cash Payments. ASU 2016-15 addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. ASU 2016-15 is effective for fiscal years, and for interim periods within those years, beginning after December 15, 2017. Early application is permitted. The Company is currently evaluating the potential effect of this ASU on its consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. ASU 2016-13 requires credit losses on most financial assets measured at amortized cost and certain other instruments to be measured using an expected credit loss model (referred to as the current expected credit loss (CECL) model). ASU 2016-13 is effective for fiscal years, and for interim periods within those years, beginning after December 15, 2019. Early application is permitted for fiscal periods beginning after December 15, 2018. The Company is currently evaluating the potential effect of this ASU on its consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. ASU 2016-01 provides guidance for the recognition, measurement, presentation and disclosure of financial assets and financial liabilities. ASU 2016-01 is effective for fiscal years, and for interim periods within those years, beginning after December 15, 2017 and, for most provisions, is effective using the cumulative-effect transition approach. Early application is permitted for certain provisions. The Company is currently evaluating the potential effect of this ASU on its consolidated financial statements.

NOTE 2. MORTGAGE-BACKED SECURITIES

The following table presents the Company's MBS portfolio as of March 31, 2017 and December 31, 2016:

(in thousands)

	March 31, 2017	December 31, 2016
Pass-Through MBS:		
Fixed-rate Mortgages	$ 122,028	$ 124,299
Total Pass-Through MBS	122,028	124,299
Structured MBS:		
Interest-Only Securities	2,352	2,654
Inverse Interest-Only Securities	1,514	3,349
Total Structured MBS	3,866	6,003
Total	$ 125,894	$ 130,302

The following table summarizes the Company's MBS portfolio as of March 31, 2017 and December 31, 2016, according to the contractual maturities of the securities in the portfolio. Actual maturities of MBS investments are generally shorter than stated contractual maturities and are affected by the contractual lives of the underlying mortgages, periodic payments of principal, and prepayments of principal.

(in thousands)

	March 31, 2017	December 31, 2016
Greater than or equal to ten years	$ 125,894	$ 130,302
Total	$ 125,894	$ 130,302

NOTE 3. RETAINED INTERESTS IN SECURITIZATIONS

The following table summarizes the estimated fair value of the Company's retained interests in asset backed securities as of March 31, 2017 and December 31, 2016:

(in thousands)

Series	Issue Date	March 31, 2017	December 31, 2016
HMAC 2004-2	May 10, 2004	$ 98	$ 143
HMAC 2004-3	June 30, 2004	171	364
HMAC 2004-4	August 16, 2004	229	463
HMAC 2004-5	September 28, 2004	3	144
Total		$ 501	$ 1,114

NOTE 4. REPURCHASE AGREEMENTS

As of March 31, 2017, the Company had outstanding repurchase agreement obligations of approximately $118.0 million with a net weighted average borrowing rate of 0.98%. These agreements were collateralized by MBS with a fair value, including accrued interest, of approximately $125.7 million. As of December 31, 2016, the Company had outstanding repurchase agreement obligations of approximately $121.8 million with a net weighted average borrowing rate of 0.99%. These agreements were collateralized by MBS with a fair value, including accrued interest, of approximately $130.1 million.

As of March 31, 2017 and December 31, 2016, the Company's repurchase agreements had remaining maturities as summarized below:

($ in thousands)

	OVERNIGHT (1 DAY OR LESS)	BETWEEN 2 AND 30 DAYS	BETWEEN 31 AND 90 DAYS	GREATER THAN 90 DAYS	TOTAL
March 31, 2017					
Fair value of securities pledged, including accrued interest receivable	$ -	$ 68,268	$ 57,409	$ -	$ 125,677
Repurchase agreement liabilities associated with these securities	$ -	$ 64,274	$ 53,775	$ -	$ 118,049
Net weighted average borrowing rate	-	0.99%	0.98%	-	0.98%
December 31, 2016					
Fair value of securities pledged, including accrued interest receivable	$ -	$ 71,565	$ 41,334	$ 17,172	$ 130,071
Repurchase agreement liabilities associated with these securities	$ -	$ 66,919	$ 38,733	$ 16,176	$ 121,828
Net weighted average borrowing rate	-	1.01%	0.96%	0.98%	0.99%

If, during the term of a repurchase agreement, a lender files for bankruptcy, the Company might experience difficulty recovering its pledged assets, which could result in an unsecured claim against the lender for the difference between the amount loaned to the Company plus interest due to the counterparty and the fair value of the collateral pledged to such lender, including the accrued interest receivable, and cash posted by the Company as collateral, if any. At March 31, 2017 and December 31, 2016, the Company had an aggregate amount at risk (the difference between the amount loaned to the Company, including interest payable, and the fair value of securities and cash pledged (if any), including accrued interest on such securities) with all counterparties of approximately $9.3 million and $8.4 million, respectively. The Company did not have an amount at risk with any individual counterparty greater than 10% of the Company's equity at March 31, 2017 or December 31, 2016.

NOTE 5. DERIVATIVE FINANCIAL INSTRUMENTS

In connection with its interest rate risk management strategy, the Company economically hedges a portion of the cost of its repurchase agreement funding and junior subordinated notes by entering into derivatives and other hedging contracts. To date the Company has entered into Eurodollar and T-Note futures contracts, but may enter into other contracts in the future. The Company has not elected hedging treatment under GAAP, and as such all gains or losses (realized and unrealized) on these instruments are reflected in earnings for all periods presented.

As of March 31, 2017 and December 31, 2016, such instruments were comprised entirely of Eurodollar futures contracts. Eurodollar futures are cash settled futures contracts on an interest rate, with gains or losses credited or charged to the Company's account on a daily basis and reflected in earnings as they occur. A minimum balance, or "margin", is required to be maintained in the account on a daily basis. The Company is exposed to the changes in value of the futures by the amount of margin held by the broker. This margin represents the collateral the Company has posted for its open positions and is recorded on the consolidated balance sheets as part of restricted cash.

The tables below present information related to the Company's Eurodollar futures positions at March 31, 2017 and December 31, 2016.

($ in thousands)
As of March 31, 2017

	Repurchase Agreement Funding Hedges			
Expiration Year	**Average Contract Notional Amount**	**Weighted Average Entry Rate**	**Weighted Average Effective Rate**	**Open Equity(1)**
2017	$ 60,000	1.41%	1.42%	$ 6
2018	60,000	1.90%	1.83%	(40)
2019	60,000	2.32%	2.20%	(76)
2020	60,000	2.60%	2.44%	(99)
2021	60,000	2.80%	2.61%	(111)
Total / Weighted Average	$ 60,000	2.25%	2.14%	$ (320)

($ in thousands)
As of March 31, 2017

	Junior Subordinated Debt Funding Hedges			
Expiration Year	**Average Contract Notional Amount**	**Weighted Average Entry Rate**	**Weighted Average Effective Rate**	**Open Equity(1)**
2017	$ 26,000	2.01%	1.42%	$ (114)
2018	26,000	1.84%	1.83%	$ (2)
2019	26,000	1.63%	2.20%	$ 147
2020	26,000	1.95%	2.44%	$ 127
2021	26,000	2.22%	2.61%	$ 102
Total / Weighted Average	$ 26,000	1.93%	2.14%	$ 260

($ in thousands)
As of December 31, 2016

	Repurchase Agreement Funding Hedges			
Expiration Year	**Average Contract Notional Amount**	**Weighted Average Entry Rate**	**Weighted Average Effective Rate**	**Open Equity(1)**
2017	$ 60,000	1.32%	1.28%	$ (26)
2018	60,000	1.90%	1.82%	$ (49)
2019	60,000	2.32%	2.21%	$ (69)
2020	60,000	2.60%	2.45%	$ (88)
2021	60,000	2.80%	2.64%	$ (93)
Total / Weighted Average	$ 60,000	2.19%	2.08%	$ (325)

($ in thousands)

As of December 31, 2016

	Junior Subordinated Debt Funding Hedges			
Expiration Year	**Average Contract Notional Amount**	**Weighted Average Entry Rate**	**Weighted Average Effective Rate**	**Open Equity(1)**
2017	$ 26,000	1.93%	1.28%	$ (169)
2018	26,000	1.84%	1.82%	$ (6)
2019	26,000	1.63%	2.21%	$ 150
2020	26,000	1.95%	2.45%	$ 132
2021	26,000	2.22%	2.64%	$ 110
Total / Weighted Average	$ 26,000	1.91%	2.08%	$ 217

(1) Open equity represents the cumulative gains (losses) recorded on open futures positions from inception.

Gains or (Losses) From Derivative Instruments, Net

The table below presents the effect of the Company's derivative financial instruments on the consolidated statements of operations for the three months ended March 31, 2017 and 2016.

(in thousands)

	Three Months Ended March 31,	
	2017	**2016**
Eurodollar futures contracts (short positions)	$ 22	$ (1,300)
Net gains (losses) on derivative instruments	$ 22	$ (1,300)

Credit Risk-Related Contingent Features

The use of derivatives creates exposure to credit risk relating to potential losses that could be recognized in the event that the counterparties to these instruments fail to perform their obligations under the contracts. The Company attempts to minimize this risk in several ways. For instruments which are not centrally cleared on a registered exchange, the Company limits its counterparties to major financial institutions with acceptable credit ratings, and by monitoring positions with individual counterparties. In addition, the Company may be required to pledge assets as collateral for its derivatives, whose amounts vary over time based on the market value, notional amount and remaining term of the derivative contract. In the event of a default by a counterparty, the Company may not receive payments provided for under the terms of its derivative agreements, and may have difficulty obtaining its assets pledged as collateral for its derivatives. The cash and cash equivalents pledged as collateral for the Company's derivative instruments are included in restricted cash on the consolidated balance sheets.

NOTE 6. PLEDGED ASSETS

Assets Pledged to Counterparties

The table below summarizes our assets pledged as collateral under our repurchase agreements and derivative agreements pledged related to securities sold but not yet settled, as of March 31, 2017 and December 31, 2016.

($ in thousands)

As of March 31, 2017

Assets Pledged to Counterparties	Repurchase Agreements	Derivative Agreements	Total
PT MBS - at fair value	$ 122,028	$ -	$ 122,028
Structured MBS - at fair value	3,180	-	3,180
Accrued interest on pledged securities	468	-	468
Cash	338	805	1,143
Total	$ 126,014	$ 805	$ 126,819

($ in thousands)

As of December 31, 2016

Assets Pledged to Counterparties	Repurchase Agreements	Derivative Agreements	Total
PT MBS - at fair value	$ 124,298	$ -	$ 124,298
Structured MBS - at fair value	5,284	-	5,284
Accrued interest on pledged securities	489	-	489
Cash	456	766	1,222
Total	$ 130,527	$ 766	$ 131,293

Assets Pledged from Counterparties

The table below summarizes assets pledged to us from counterparties under our repurchase agreements as of March 31, 2017 and December 31, 2016. Cash received as margin is recognized in cash and cash equivalents with a corresponding amount recognized as an increase in repurchase agreements in the consolidated balance sheets.

($ in thousands)

Assets Pledged to Bimini	March 31, 2017	December 31, 2016
Cash	$ 2	$ -
Total	$ 2	$ -

NOTE 7. OFFSETTING ASSETS AND LIABILITIES

The Company's derivatives and repurchase agreements are subject to underlying agreements with master netting or similar arrangements, which provide for the right of offset in the event of default or in the event of bankruptcy of either party to the transactions. The Company reports its assets and liabilities subject to these arrangements on a gross basis. The following table presents information regarding those assets and liabilities subject to such arrangements as if the Company had presented them on a net basis as of March 31, 2017 and December 31, 2016.

(in thousands)

	Offsetting of Liabilities					
				Gross Amount Not Offset in the Consolidated Balance Sheet		
	Gross Amount of Recognized Liabilities	Gross Amount Offset in the Consolidated Balance Sheet	Net Amount of Liabilities Presented in the Consolidated Balance Sheet	Financial Instruments Posted as Collateral	Cash Posted as Collateral	Net Amount
March 31, 2017						
Repurchase Agreements	$ 118,049	$ -	$ 118,049	$ (117,711)	$ (338)	$ -
December 31, 2016						
Repurchase Agreements	$ 121,828	$ -	$ 121,828	$ (121,372)	$ (456)	$ -

The amounts disclosed for collateral received by or posted to the same counterparty are limited to the amount sufficient to reduce the asset or liability presented in the consolidated balance sheet to zero in accordance with ASU No. 2011-11, as amended by ASU No. 2013-01. The fair value of the actual collateral received by or posted to the same counterparty typically exceeds the amounts presented. See Note 6 for a discussion of collateral posted for, or received against, repurchase obligations and derivative instruments.

NOTE 8. TRUST PREFERRED SECURITIES

During 2005, Bimini Capital sponsored the formation of a statutory trust, known as Bimini Capital Trust II ("BCTII") of which 100% of the common equity is owned by Bimini Capital. It was formed for the purpose of issuing trust preferred capital securities to third-party investors and investing the proceeds from the sale of such capital securities solely in junior subordinated debt securities of Bimini Capital. The debt securities held by BCTII are the sole assets of BCTII.

As of March 31, 2017 and December 31, 2016, the outstanding principal balance on the junior subordinated debt securities owed to BCTII was $26.8 million. The BCTII trust preferred securities and Bimini Capital's BCTII Junior Subordinated Notes have a rate of interest that floats at a spread of 3.50% over the prevailing three-month LIBOR rate. As of March 31, 2017, the interest rate was 4.63%. The BCTII trust preferred securities and Bimini Capital's BCTII Junior Subordinated Notes require quarterly interest distributions and are redeemable at Bimini Capital's option, in whole or in part and without penalty. Bimini Capital's BCTII Junior Subordinated Notes are subordinate and junior in right of payment of all present and future senior indebtedness.

BCTII is a VIE because the holders of the equity investment at risk do not have adequate decision making ability over BCTII's activities. Since Bimini Capital's investment in BCTII's common equity securities was financed directly by BCTII as a result of its loan of the proceeds to Bimini Capital, that investment is not considered to be an equity investment at risk. Since Bimini Capital's common share investment in BCTII is not a variable interest, Bimini Capital is not the primary beneficiary of BCTII. Therefore, Bimini Capital has not consolidated the financial statements of BCTII into its consolidated financial statements, and this investment is accounted for on the equity method.

The accompanying consolidated financial statements present Bimini Capital's BCTII Junior Subordinated Notes issued to BCTII as a liability and Bimini Capital's investment in the common equity securities of BCTII as an asset (included in other assets). For financial statement purposes, Bimini Capital records payments of interest on the Junior Subordinated Notes issued to BCTII as interest expense.

NOTE 9. COMMON STOCK

The table below presents information related to Bimini Capital's Class A Common Stock issued during the three months ended March 31, 2017 and 2016.

Shares Issued Related To:	Three Months Ended March 31, 2017	2016
Vested incentive plan shares	-	258,333
Total shares of Class A Common Stock issued	-	258,333

There were no issuances of Bimini Capital's Class B Common Stock and Class C Common Stock during the three months ended March 31, 2017 and 2016.

NOTE 10.   STOCK INCENTIVE PLANS

On August 12, 2011, Bimini Capital's shareholders approved the 2011 Long Term Compensation Plan (the "2011 Plan") to assist the Company in recruiting and retaining employees, directors and other service providers by enabling them to participate in the success of Bimini Capital and to associate their interests with those of the Company and its stockholders. The 2011 Plan is intended to permit the grant of stock options, stock appreciation rights ("SARs"), stock awards, performance units and other equity-based and incentive awards. The maximum aggregate number of shares of common stock that may be issued under the 2011 Plan pursuant to the exercise of options and SARs, the grant of stock awards or other equity-based awards and the settlement of incentive awards and performance units is equal to 4,000,000 shares.

Share Awards

During the three months ended March 31, 2016, the Compensation Committee of the Board of Directors of Bimini Capital (the "Committee") approved certain performance bonuses for members of management. These bonuses were awarded primarily in recognition of service in 2015. The bonuses consisted of cash of approximately $0.5 million and 258,333 fully vested shares of the Company's Class A Common Stock with an approximate value of $0.2 million, or $0.75 per share. The shares were issued under the 2011 Plan. For purposes of these bonuses, shares of the Company's common stock were valued based on the closing price of the Company's Class A Common Stock on January 15, 2016, the bonus date. The expense related to this bonus was accrued at December 31, 2015 and does not affect the results of operations for the three months ended March 31, 2016.

Performance Units

The Committee may issue Performance Units under the 2011 Plan to certain officers and employees. "Performance Units" represent the participant's right to receive an amount, based on the value of a specified number of shares of common stock, if the terms and conditions prescribed by the Committee are satisfied. The Committee will determine the requirements that must be satisfied before Performance Units are earned, including but not limited to any applicable performance period and performance goals. Performance goals may relate to the Company's financial performance or the participant's performance or such other criteria determined by the Committee, including goals stated with reference to the performance measures discussed below. If Performance Units are earned, they will be settled in cash, shares of common stock or a combination thereof.

The following table presents the activity related to Performance Units during the three months ended March 31, 2017 and 2016:

	Three Months Ended March 31,			
	2017		2016	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Unvested, beginning of period	70,000	$ 1.23	77,500	$ 1.22
Granted	-	-	-	-
Vested and issued	-	-	-	-
Unvested, end of period	70,000	$ 1.23	77,500	$ 1.22
Compensation expense during the period		$ 7		$ 8
Unrecognized compensation expense at period end		$ 32		$ 67
Weighted-average remaining vesting term (in years)		1.3		2.3
Intrinsic value of unvested shares at period end		$ 186		$ 127

NOTE 11. COMMITMENTS AND CONTINGENCIES

From time to time, the Company may become involved in various claims and legal actions arising in the ordinary course of business. Management is not aware of any significant reported or unreported contingencies at March 31, 2017.

NOTE 12. INCOME TAXES

The total income tax (benefit) provision recorded for the three months ended March 31, 2017 and 2016 was $(0.1) million and $0.3 million, respectively, on consolidated pre-tax book (loss) income of $(0.3) million and $0.7 million in the three months ended March 31, 2017 and 2016, respectively.

The Company's tax provision is based on a projected effective rate based annualized amounts and includes the expected realization of a portion of the tax benefits of federal and state net operating losses carryforwards ("NOLs"). In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of capital loss and NOL carryforwards is dependent upon the generation of future capital gains and taxable income in periods prior to their expiration. The Company currently provides a valuation allowance against a portion of the NOLs since the Company believes that it is more likely than not that some of the benefits will not be realized in the future. The Company will continue to assess the need for a valuation allowance at each reporting date.

NOTE 13. EARNINGS PER SHARE

Shares of Class B common stock, participating and convertible into Class A common stock, are entitled to receive dividends in an amount equal to the dividends declared on each share of Class A common stock if, and when, authorized and declared by the Board of Directors. Following the provisions of FASB ASC 260, the Class B common stock is included in the computation of basic EPS using the two-class method, and consequently is presented separately from Class A common stock. Shares of Class B common stock are not included in the computation of diluted Class A EPS as the conditions for conversion to Class A common stock were not met at March 31, 2017 and 2016.

Shares of Class C common stock are not included in the basic EPS computation as these shares do not have participation rights. Shares of Class C common stock are not included in the computation of diluted Class A EPS as the conditions for conversion to Class A common stock were not met at March 31, 2017 and 2016.

The Company has dividend eligible stock incentive plan shares that were outstanding during the three months ended March 31, 2017. The basic and diluted per share computations include these unvested incentive plan shares if there is income available to Class A common stock, as they have dividend participation rights. The stock incentive plan shares have no contractual obligation to share in losses. Because there is no such obligation, the incentive plan shares are not included in the basic and diluted EPS computations when no income is available to Class A common stock even though they are considered participating securities. The average number of dividend eligible stock incentive plan shares that were anti-dilutive and not included in diluted earnings per share for the three months ended March 31, 2017 was 70,000.

The table below reconciles the numerator and denominator of EPS for the three months ended March 31, 2017 and 2016.

(in thousands, except per-share information)

	2017	2016
Basic and diluted EPS per Class A common share:		
(Loss) income attributable to Class A common shares:		
Basic and diluted	$ (213)	$ 445
Weighted average common shares:		
Class A common shares outstanding at the balance sheet date	12,632	12,632
Unvested dividend-eligible incentive plan shares outstanding at the balance sheet date	-	78
Effect of weighting	-	(43)
Weighted average shares-basic and diluted	12,632	12,667
(Loss) income per Class A common share:		
Basic and diluted	$ (0.02)	$ 0.04

(in thousands, except per-share information)

	2017	2016
Basic and diluted EPS per Class B common share:		
(Loss) income attributable to Class B common shares:		
Basic and diluted	$ (1)	$ 1
Weighted average common shares:		
Class B common shares outstanding at the balance sheet date	32	32
Effect of weighting	-	-
Weighted average shares-basic and diluted	32	32
(Loss) income per Class B common share:		
Basic and diluted	$ (0.02)	$ 0.04

NOTE 14. FAIR VALUE

Authoritative accounting literature establishes a framework for using fair value to measure assets and liabilities and defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) as opposed to the price that would be paid to acquire the asset or received to assume the liability (an entry price). A fair value measure should reflect the assumptions that market participants would use in pricing the asset or liability, including the assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset and the risk of non-performance. Required disclosures include stratification of balance sheet amounts measured at fair value based on inputs the Company uses to derive fair value measurements. These stratifications are:

- Level 1 valuations, where the valuation is based on quoted market prices for identical assets or liabilities traded in active markets (which include exchanges and over-the-counter markets with sufficient volume),
- Level 2 valuations, where the valuation is based on quoted market prices for similar instruments traded in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market, and
- Level 3 valuations, where the valuation is generated from model-based techniques that use significant assumptions not observable in the market, but observable based on Company-specific data. These unobservable assumptions reflect the Company's own estimates for assumptions that market participants would use in pricing the asset or liability. Valuation techniques typically include option pricing models, discounted cash flow models and similar techniques, but may also include the use of market prices of assets or liabilities that are not directly comparable to the subject asset or liability.

The Company's MBS are valued using Level 2 valuations, and such valuations currently are determined by the Company based on independent pricing sources and/or third-party broker quotes, when available. Because the price estimates may vary, the Company must make certain judgments and assumptions about the appropriate price to use to calculate the fair values. Alternatively, the Company could opt to have the value of all of its MBS positions determined by either an independent third-party or could do so internally.

MBS, Orchid common stock, retained interests and futures contracts were all recorded at fair value on a recurring basis during the three months ended March 31, 2017 and 2016. When determining fair value measurements, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset. When possible, the Company looks to active and observable markets to price identical assets. When identical assets are not traded in active markets, the Company looks to market observable data for similar assets. Fair value measurements for the retained interests are generated by a model that requires management to make a significant number of assumptions.

The following table presents financial assets and liabilities measured at fair value on a recurring basis as of March 31, 2017 and December 31, 2016:

(in thousands)

	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
March 31, 2017				
Mortgage-backed securities	$ 125,894	$ -	$ 125,894	$ -
Margin posted on derivative agreements	805	805	-	-
Orchid Island Capital, Inc. common stock	15,185	15,185	-	-
Retained interests	501	-	-	501
December 31, 2016				
Mortgage-backed securities	$ 130,302	$ -	$ 130,302	$ -
Margin posted on derivative agreements	766	766	-	-
Orchid Island Capital, Inc. common stock	15,108	15,108	-	-
Retained interests	1,114	-	-	1,114

The following table illustrates a roll forward for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three months ended March 31, 2017 and 2016:

(in thousands)

	Retained Interests	
	Three Months Ended March 31,	
	2017	2016
Balances, January 1	$ 1,114	$ 1,124
(Loss) gain included in earnings	(194)	546
Collections	(419)	(428)
Balances, March 31	$ 501	$ 1,242

During the three months ended March 31, 2017 and 2016, there were no transfers of financial assets or liabilities between levels 1, 2 or 3.

Our retained interests are valued based on a discounted cash flow approach. These values are sensitive to changes in unobservable inputs, including: estimated prepayment speeds, default rates and loss severity, weighted-average life, and discount rates. Significant increases or decreases in any of these inputs may result in significantly different fair value measurements.

The following table summarizes the significant quantitative information about our level 3 fair value measurements as of March 31, 2017.

Retained interests fair value *(in thousands)*			$ 501
Prepayment Assumption		**CPR Range (Weighted Average)**	
Constant Prepayment Rate		10% (10%)	
Default Assumptions	**Probability of Default**	**Severity (Weighted Average)**	**Range Of Loss Timing**
Real Estate Owned	100%	48.9%	Next 10 Months
Loans in Foreclosure	100%	48.9%	Month 4 - 13
Loans 90 Day Delinquent	100%	45%	Month 11-28
Loans 60 Day Delinquent	85%	45%	Month 11-28
Loans 30 Day Delinquent	75%	45%	Month 11-28
Current Loans	2.6%	45%	Month 29 and Beyond
Cash Flow Recognition	**Valuation Technique**	**Remaining Life Range (Weighted Average)**	**Discount Rate Range (Weighted Average)**
Nominal Cash Flows	Discounted Cash Flow	13.0 - 17.8 (13.4)	27.50% (27.50%)
Discounted Cash Flows	Discounted Cash Flow	0.7 - 17.3 (1.8)	27.50% (27.50%)

NOTE 15. RELATED PARTY TRANSACTIONS

Management Agreement

Orchid is externally managed and advised by Bimini Advisors pursuant to the terms of a management agreement. As Manager, Bimini Advisors is responsible for administering Orchid's business activities and day-to-day operations. Pursuant to the terms of the management agreement, Bimini Advisors provides Orchid with its management team, including its officers, along with appropriate support personnel. Bimini Advisors is at all times subject to the supervision and oversight of Orchid's board of directors and has only such functions and authority as delegated to it. Bimini Advisors receives a monthly management fee in the amount of:

- One-twelfth of 1.5% of the first $250 million of the Orchid's equity, as defined in the management agreement,
- One-twelfth of 1.25% of the Orchid's equity that is greater than $250 million and less than or equal to $500 million, and
- One-twelfth of 1.00% of the Orchid's equity that is greater than $500 million.

Orchid is obligated to reimburse Bimini Advisors for any direct expenses incurred on its behalf and to pay to Bimini Advisors an amount equal to Orchid's pro rata portion of certain overhead costs set forth in the management agreement. The management agreement has been renewed through February 20, 2018 and provides for automatic one-year extension options thereafter. Should Orchid terminate the management agreement without cause, it will pay to Bimini Advisors a termination fee equal to three times the average annual management fee, as defined in the management agreement, before or on the last day of the current automatic renewal term.

The following table summarizes the advisory services revenue from Orchid for the three months ended March 31, 2017 and 2016.

(in thousands)

	Three Months Ended March 31, 2017	2016
Management fee	$ 1,302	$ 971
Allocated overhead	368	298
Total	$ 1,670	$ 1,269

At March 31, 2017 and December 31, 2016, the net amount due from Orchid was approximately $0.8 million and $0.6 million, respectively, and such amounts are included in "other assets" in the consolidated balance sheets. Orchid accrued cash and equity compensation payable to officers and employees of Bimini of $12,000 and $195,000 during the three months ended March 31, 2017 and 2016, respectively. This compensation is not included in the consolidated statements of operations.

Other Relationships with Orchid

At March 31, 2017 and December 31, 2016, the Company owned 1,520,036 and 1,395,036 shares of Orchid common stock, respectively, representing approximately 4.4% and 4.2% of the outstanding shares, respectively. The Company received dividends on this common stock investment of approximately $0.6 million and $0.6 million during the three months ended March 31, 2017 and 2016, respectively.

Robert Cauley, the Chief Executive Officer and Chairman of the Board of Directors of the Company, also serves as Chief Executive Officer and Chairman of the Board of Directors of Orchid, receives compensation from Orchid, and owns shares of common stock of Orchid. In addition, Hunter Haas, the Chief Financial Officer, Chief Investment Officer and Treasurer of the Company, also serves as Chief Financial Officer, Chief Investment Officer and Secretary of Orchid, is a member of Orchid's Board of Directors, receives compensation from Orchid, and owns shares of common stock of Orchid.

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

The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and notes to those statements included in Item 1 of this Form 10-Q. The discussion may contain certain forward-looking statements that involve risks and uncertainties. Forward-looking statements are those that are not historical in nature. As a result of many factors, such as those set forth under "Risk Factors" in our most recent Annual Report on Form 10-K, our actual results may differ materially from those anticipated in such forward-looking statements.

Overview

Bimini Capital Management, Inc. ("Bimini Capital" or the "Company") was formed in September 2003 to invest primarily in residential mortgage-backed securities ("MBS") issued and guaranteed by a federally chartered corporation or agency ("Agency MBS"). Our investment strategy focuses on, and our portfolio consists of, two categories of Agency MBS: (i) traditional pass-through Agency MBS ("PT MBS") and (ii) structured Agency MBS, such as collateralized mortgage obligations ("CMOs"), interest only securities ("IOs"), inverse interest only securities ("IIOs") and principal only securities ("POs"), among other types of structured Agency MBS.

The Company also serves as the external manager of the portfolio of Orchid Island Capital, Inc. ("Orchid"), through its wholly owned subsidiary, Bimini Advisors Holdings, LLC ("Bimini Advisors"). From this arrangement, the Company receives management fees and expense reimbursements. As Manager, Bimini Advisors is responsible for administering Orchid's business activities and day-to-day operations. Pursuant to the terms of the management agreement, Bimini Advisors provides Orchid with its management team, including its officers, along with appropriate support personnel. Bimini Advisors is at all times subject to the supervision and oversight of Orchid's board of directors and has only such functions and authority as delegated to it. In addition, the Company receives dividends from its investment in Orchid common shares.

Factors that Affect our Results of Operations and Financial Condition

A variety of industry and economic factors may impact our results of operations and financial condition. These factors include:

- interest rate trends;
- the difference between Agency MBS yields and our funding and hedging costs;
- competition for investments in Agency MBS;
- actions taken by the new presidential administration, the Federal Reserve (the "Fed") and the U.S. Treasury;
- prepayment rates on mortgages underlying our Agency MBS, and credit trends insofar as they affect prepayment rates; and
- the equity markets and the ability of Orchid to raise additional capital; and
- other market developments.

In addition, a variety of factors relating to our business may also impact our results of operations and financial condition. These factors include:

- our degree of leverage;
- our access to funding and borrowing capacity;
- our borrowing costs;
- our hedging activities;
- the market value of our investments;
- the requirements to qualify for a registration exemption under the Investment Company Act;
- our ability to use net operating loss carryforwards and net capital loss carryforwards to reduce our taxable income;
- the impact of possible future changes in tax laws; and
- our ability to manage the portfolio of Orchid and maintain our role as manager.

Results of Operations

Described below are the Company's results of operations for the three months ended March 31, 2017, as compared to the three months ended March 31, 2016.

Net (Loss) Income Summary

Consolidated net loss for the three months ended March 31, 2017 was $0.2 million, or $0.02 basic and diluted loss per share of Class A Common Stock, as compared to a consolidated net income of $0.4 million, or $0.04 basic and diluted income per share of Class A Common Stock, for the three months ended March 31, 2016. The components of net (loss) income for the three months ended March 31, 2017 and 2016, along with the changes in those components are presented in the table below.

(in thousands)

	2017	2016	Change
Net portfolio interest	$ 1,009	$ 690	$ 319
Interest expense on junior subordinated notes	(292)	(264)	(28)
Losses on MBS and derivative agreements	(416)	(1,356)	940
Net portfolio income (loss)	301	(930)	1,231
Other income	953	3,015	(2,062)
Expenses, including income taxes	(1,468)	(1,639)	171
Net (loss) income	$ (214)	$ 446	$ (660)

GAAP and Non-GAAP Reconciliation

Economic Interest Expense and Economic Net Interest Income

We use derivative instruments, specifically Eurodollar and Treasury Note ("T-Note") futures contracts, to hedge a portion of the interest rate risk on repurchase agreements in a rising rate environment. We have not elected to designate our derivative holdings for hedge accounting treatment under the Financial Accounting Standards Board, (the "FASB"), Accounting Standards Codification, ("ASC"), Topic 815, *Derivatives and Hedging*. Changes in fair value of these instruments are presented in a separate line item in our consolidated statements of operations and not included in interest expense. As such, for financial reporting purposes, interest expense and cost of funds are not impacted by the fluctuation in value of the derivative instruments.

For the purpose of computing economic net interest income and ratios relating to cost of funds measures, GAAP interest expense has been adjusted to reflect the realized gains or losses on specific derivative instruments that pertain to each period presented. We believe that adjusting our interest expense for the periods presented by the gains or losses on all derivative instruments would not accurately reflect our economic interest expense for these periods. For each period presented, we have combined the effects of the derivative financial instruments in place for the respective period with the actual interest expense incurred on borrowings to reflect total economic interest expense for the applicable period. Interest expense, including the effect of derivative instruments for the period, is referred to as economic interest expense. Net interest income, when calculated to include the effect of derivative instruments for the period, is referred to as economic net interest income. This presentation includes gains or losses on all contracts in effect during the reporting period, covering the current period as well as periods in the future.

We believe that economic interest expense and economic net interest income provide meaningful information to consider, in addition to the respective amounts prepared in accordance with GAAP. The non-GAAP measures help management to evaluate its financial position and performance without the effects of certain transactions and GAAP adjustments that are not necessarily indicative of our current investment portfolio or operations. The unrealized gains or losses on derivative instruments presented in our consolidated statements of operations are not necessarily representative of the total interest rate expense that we will ultimately realize. This is because as interest rates move up or down in the future, the gains or losses we ultimately realize, and which will affect our total interest rate expense in future periods, may differ from the unrealized gains or losses recognized as of the reporting date.

Our presentation of the economic value of our hedging strategy has important limitations. First, other market participants may calculate economic interest expense and economic net interest income differently than the way we calculate them. Second, while we believe that the calculation of the economic value of our hedging strategy described above helps to present our financial position and performance, it may be of limited usefulness as an analytical tool. Therefore, the economic value of our investment strategy should not be viewed in isolation and is not a substitute for interest expense and net interest income computed in accordance with GAAP.

The tables below present a reconciliation of the adjustments to interest expense shown for each period relative to our derivative instruments, and the consolidated statements of operations line item, gains (losses) on derivative instruments, calculated in accordance with GAAP for each quarter in 2017 and 2016.

Gains (Losses) on Derivative Instruments - Recognized in Consolidated Statement of Operations (GAAP)

(in thousands)

Three Months Ended	Repurchase Agreements	Junior Subordinated Debt	Total
March 31, 2017	$ 15	$ 7	$ 22
December 31, 2016	496	1,037	1,533
September 30, 2016	326	182	508
June 30, 2016	(353)	(404)	(757)
March 31, 2016	(787)	(513)	(1,300)

Losses on Derivative Instruments - Attributed to Current Period (Non-GAAP)

(in thousands)

Three Months Ended	Repurchase Agreements	Junior Subordinated Debt	Total
March 31, 2017	$ (116)	$ (60)	$ (176)
December 31, 2016	(122)	(57)	(179)
September 30, 2016	(93)	(55)	(148)
June 30, 2016	(60)	(77)	(137)
March 31, 2016	(45)	(80)	(125)

Gains (Losses) on Derivative Instruments - Attributed to Future Periods (Non-GAAP)

(in thousands)

Three Months Ended	Repurchase Agreements	Junior Subordinated Debt	Total
March 31, 2017	$ 131	$ 67	$ 198
December 31, 2016	618	1,094	1,712
September 30, 2016	419	237	656
June 30, 2016	(293)	(327)	(620)
March 31, 2016	(742)	(433)	(1,175)

Economic Net Portfolio Interest Income

(in thousands)

		Interest Expense on Repurchase Agreements			Net Portfolio Interest Income	
Three Months Ended	Interest Income	GAAP Basis	(Losses) on Derivative Instruments Attributed to Current Period(1)	Economic Basis(2)	GAAP Basis	Economic Basis(3)
March 31, 2017	$ 1,293	$ 283	$ (116)	$ 399	$ 1,009	$ 894
December 31, 2016	1,285	251	(122)	373	1,034	912
September 30, 2016	1,108	195	(92)	287	913	821
June 30, 2016	1,025	174	(60)	234	851	791
March 31, 2016	817	127	(45)	172	690	645

(1) Reflects the effect of derivative instrument hedges for only the period presented.
(2) Calculated by subtracting the effect of derivative instrument hedges attributed to the period presented from GAAP interest expense.
(3) Calculated by adding the effect of derivative instrument hedges attributed to the period presented to GAAP net portfolio interest income.

Economic Net Interest Income

(in thousands)

	Net Portfolio Interest Income		Interest Expense on Junior Subordinated Notes			Net Interest Income	
Three Months Ended	GAAP Basis	Economic Basis(1)	GAAP Basis	(Losses) on Derivative Instruments Attributed to Current Period(2)	Economic Basis(3)	GAAP Basis	Economic Basis(4)
March 31, 2017	$ 1,009	$ 894	$ 292	$ (60)	$ 352	$ 717	$ 542
December 31, 2016	1,034	912	291	(57)	348	743	564
September 30, 2016	913	821	278	(55)	333	635	488
June 30, 2016	851	791	276	(77)	353	575	438
March 31, 2016	690	645	264	(80)	344	426	301

(1) Calculated by adding the effect of derivative instrument hedges attributed to the period presented to GAAP net portfolio interest income.
(2) Reflects the effect of derivative instrument hedges for only the period presented.
(3) Calculated by subtracting the effect of derivative instrument hedges attributed to the period presented from GAAP interest expense.
(4) Calculated by adding the effect of derivative instrument hedges attributed to the period presented to GAAP net interest income.

Net Portfolio Income

During the three months ended March 31, 2017, the Company generated $1.0 million of net portfolio interest income, consisting of $1.3 million of interest income from MBS assets offset by $0.3 million of interest expense on repurchase liabilities. For the comparable period ended March 31, 2016, the Company generated $0.7 million of net portfolio interest income, consisting of $0.8 million of interest income from MBS assets offset by $0.1 million of interest expense on repurchase liabilities.

The Company's economic interest expense on repurchase liabilities for the three months ended March 31, 2017 and 2016 was $0.4 million and $0.2 million, respectively, resulting in $0.9 million and $0.6 million of economic net portfolio interest income, respectively.

The tables below provide information on our portfolio average balances, interest income, yield on assets, average repurchase agreement balances, interest expense, cost of funds, net interest income and net interest rate spread for the three months ended March 31, 2017 and for each quarter in 2016 on both a GAAP and economic basis.

($ in thousands)

					Interest Expense		Average Cost of Funds	
Three Months Ended	**Average MBS Held(1)**	**Interest Income(2)**	**Yield on Average MBS**	**Average Repurchase Agreements(1)**	**GAAP Basis**	**Economic Basis(2)**	**GAAP Basis**	**Economic Basis(3)**
March 31, 2017	$ 128,098	$ 1,293	4.04%	119,938	$ 283	$ 399	0.94%	1.33%
December 31, 2016	131,952	1,285	3.89%	123,909	251	373	0.81%	1.20%
September 30, 2016	122,220	1,108	3.63%	114,858	195	287	0.68%	1.00%
June 30, 2016	110,017	1,025	3.73%	103,259	174	234	0.67%	0.91%
March 31, 2016	96,592	817	3.39%	90,014	127	172	0.57%	0.77%

($ in thousands)

	Net Portfolio Interest Income		Net Portfolio Interest Spread	
Three Months Ended	**GAAP Basis**	**Economic Basis(2)**	**GAAP Basis**	**Economic Basis(4)**
March 31, 2017	$ 1,009	$ 894	3.10%	2.71%
December 31, 2016	1,034	912	3.08%	2.69%
September 30, 2016	913	821	2.95%	2.63%
June 30, 2016	851	791	3.06%	2.82%
March 31, 2016	690	645	2.82%	2.62%

(1) Portfolio yields and costs of borrowings presented in the table above and the tables on page 28 are calculated based on the average balances of the underlying investment portfolio/repurchase agreement balances and are annualized for the quarterly periods presented. Average balances for quarterly periods are calculated using two data points, the beginning and ending balances.
(2) Economic interest expense and economic net interest income presented in the table above and the tables on page 28 include the effect of derivative instrument hedges for only the period presented.
(3) Represents interest cost of our borrowings and the effect of derivative instrument hedges attributed to the period related to hedging activities divided by average MBS held.
(4) Economic Net Interest Spread is calculated by subtracting average economic cost of funds from yield on average MBS.

Interest Income and Average Earning Asset Yield

Interest income for the Company was $1.3 million for the three months ended March 31, 2017 and $0.8 million for the three months ended March 31, 2016. Average MBS holdings were $128.1 million and $96.6 million for the three months ended March 31, 2017 and 2016, respectively. The $0.5 million increase in interest income was due to a $31.5 million increase in average MBS holdings, combined with a 65 basis point increase in yields.

The table below presents the average portfolio size, income and yields of our respective sub-portfolios, consisting of structured MBS and pass-through MBS ("PT MBS").

($ in thousands)

Three Months Ended	Average MBS Held			Interest Income			Realized Yield on Average MBS		
	PT MBS	Structured MBS	Total	PT MBS	Structured MBS	Total	PT MBS	Structured MBS	Total
March 31, 2017	$ 123,163	$ 4,935	$ 128,098	$ 1,210	$ 83	$ 1,293	3.93%	6.67%	4.04%
December 31, 2016	127,627	4,325	131,952	1,238	47	1,285	3.88%	4.32%	3.89%
September 30, 2016	119,411	2,809	122,220	1,092	16	1,108	3.66%	2.19%	3.63%
June 30, 2016	106,653	3,364	110,017	1,008	17	1,025	3.78%	2.05%	3.73%
March 31, 2016	92,365	4,227	96,592	783	34	817	3.39%	3.25%	3.39%

Interest Expense on Repurchase Agreements and the Cost of Funds

Average outstanding balances under repurchase agreements for the Company were $119.9 million and $90.0 million, generating interest expense of $0.3 million and $0.1 million for the three months ended March 31, 2017 and 2016, respectively. Our average cost of funds was 0.94% and 0.57% for three months ended March 31, 2017 and 2016, respectively. There was a 37 basis point increase in the average cost of funds and a $29.9 million increase in average outstanding balances under repurchase agreements during the three months ended March 31, 2017 as compared to the three months ended March 31, 2016.

Because all of our repurchase agreements are short-term, changes in market rates have a more immediate impact on our interest expense. The Company's average cost of funds calculated on a GAAP basis was 12 basis points above the average one-month LIBOR and 43 basis points below the average six-month LIBOR for the quarter ended March 31, 2017. The Company's average economic cost of funds was 51 basis points above the average one-month LIBOR and 4 basis points below the average six-month LIBOR for the quarter ended March 31, 2017. The average term to maturity of the outstanding repurchase agreements decreased from 40 days at December 31, 2016 to 35 days at March 31, 2017.

The tables below present the average outstanding balances under all repurchase agreements, interest expense and average economic cost of funds, and average one-month and six-month LIBOR rates for the three months ended March 31, 2017 and for each quarter in 2016 on both a GAAP and economic basis.

($ in thousands)

Three Months Ended	Average Balance of Repurchase Agreements	Interest Expense		Average Cost of Funds	
		GAAP Basis	Economic Basis	GAAP Basis	Economic Basis
March 31, 2017	$ 119,938	$ 283	$ 399	0.94%	1.33%
December 31, 2016	123,909	251	373	0.81%	1.20%
September 30, 2016	114,858	195	287	0.68%	1.00%
June 30, 2016	103,259	174	234	0.67%	0.91%
March 31, 2016	90,014	127	172	0.57%	0.77%

Three Months Ended	Average LIBOR		Average GAAP Cost of Funds Relative to Average		Average Economic Cost of Funds Relative to Average	
	One-Month	Six-Month	One-Month LIBOR	Six-Month LIBOR	One-Month LIBOR	Six-Month LIBOR
March 31, 2017	0.82%	1.37%	0.12%	(0.43)%	0.51%	(0.04)%
December 31, 2016	0.62%	1.28%	0.19%	(0.47)%	0.58%	(0.08)%
September 30, 2016	0.49%	1.09%	0.19%	(0.41)%	0.51%	(0.09)%
June 30, 2016	0.44%	0.92%	0.23%	(0.25)%	0.47%	(0.01)%
March 31, 2016	0.40%	0.84%	0.17%	(0.27)%	0.37%	(0.07)%

Junior Subordinated Notes

Interest expense on the Company's junior subordinated debt securities was approximately $0.3 million for the three month period ended March 31, 2017, compared to $0.3 for the same period in 2016. The average rate of interest paid for the three months ended March 31, 2017 was 4.50% compared to 4.01% for the comparable period in 2016. The junior subordinated debt securities pay interest at a floating rate. The rate is adjusted quarterly and set at a spread of 3.50% over the prevailing three-month LIBOR rate on the determination date. As of March 31, 2017, the interest rate was 4.63%.

Gains or Losses and Other Income

The table below presents the Company's gains or losses and other income for the three months ended March 31, 2017 and 2016.

(in thousands)

	2017	2016	Change
Realized (losses) gains on sales of MBS	$ (1)	$ 232	$ (233)
Unrealized losses on MBS	(437)	(288)	(149)
Total losses on MBS	(438)	(56)	(382)
Gains (losses) on derivative instruments	22	(1,300)	1,322
Advisory services	1,670	1,269	401
(Losses) gains on retained interests	(194)	546	(740)
Unrealized (losses) gains on Orchid Island Capital, Inc. common stock	(1,127)	614	(1,741)
Orchid Island Capital, Inc. dividends	603	586	17

We invest in MBS with the intent to earn net income from the realized yield on those assets over their related funding and hedging costs, and not for the purpose of making short term gains from trading in these securities. However, we have sold, and may continue to sell, existing assets to acquire new assets, which our management believes might have higher risk-adjusted returns in light of current or anticipated interest rates, federal government programs or general economic conditions or to manage our balance sheet as part of our asset/liability management strategy. During the three months ended March 31, 2017 and 2016, the Company received proceeds of $1.7 million and $25.8 million from the sales of MBS.

The fair value of the Company's MBS portfolio and derivative instruments, and the gains (losses) reported on those financial instruments, are sensitive to changes in interest rates. The table below presents historical interest rate data for each quarter end during 2017 and 2016.

	5 Year Treasury Rate(1)	10 Year Treasury Rate(1)	15 Year Fixed-Rate Mortgage Rate(2)	30 Year Fixed-Rate Mortgage Rate(2)	Three Month Libor(3)
March 31, 2017	1.93%	2.40%	3.41%	4.20%	1.13%
December 31, 2016	1.93%	2.45%	3.43%	4.20%	0.98%
September 30, 2016	1.16%	1.61%	2.76%	3.46%	0.85%
June 30, 2016	1.01%	1.49%	2.84%	3.57%	0.65%
March 31, 2016	1.22%	1.79%	2.97%	3.69%	0.63%

(1) Historical 5 Year and 10 Year Treasury Rates are obtained from quoted end of day prices on the Chicago Board Options Exchange.
(2) Historical 30 Year and 15 Year Fixed Rate Mortgage Rates are obtained from Freddie Mac's Primary Mortgage Market Survey.
(3) Historical LIBOR are obtained from the Intercontinental Exchange Benchmark Administration Ltd.

The retained interests in securitizations represent the residual net interest spread remaining after payments on the notes issued through the securitization. Fluctuations in value of retained interests are primarily driven by projections of future interest rates (the forward LIBOR curve), the discount rate used to determine the present value of the residual cash flows and prepayment and loss estimates on the underlying mortgage loans. During the three months ended March 31, 2017, the Company recorded losses on retained interests of $0.2 million compared to gains of $0.5 million for the three months ended March 31, 2016. The lower value in the current period is primarily due to lower projected future cash flows and a longer projected weighted average life.

Advisory Services

Advisory services revenue consists of management fees and overhead reimbursements charged to Orchid for the management of its portfolio pursuant to the terms of a management agreement. The primary driver of the management fee is Orchid's adjusted book value, as defined in the management agreement. Orchid's average adjusted book value for the three months ended March 31, 2017 was $367.1 million, compared to $261.4 million for the three months ended March 31, 2016.

Operating Expenses

For the three months ended March 31, 2017, the Company's total operating expenses were approximately $1.6 million compared to approximately $1.4 million for the three months ended March 31, 2016.

(in thousands)

	2017	2016	Change
Compensation and benefits	$ 936	$ 796	$ 140
Legal fees	28	64	(36)
Accounting, auditing and other professional fees	110	93	17
Directors' fees and liability insurance	167	156	11
Other G&A expenses	359	261	98
	$ 1,600	$ 1,370	$ 230

Financial Condition:

Mortgage-Backed Securities

As of March 31, 2017, the Company's MBS portfolio consisted of $125.9 million of agency or government MBS at fair value and had a weighted average coupon of 4.24%. During the three months ended March 31, 2017, the Company received principal repayments of $2.3 million compared to $2.8 million for the comparable period ended March 31, 2016. The average prepayment speeds for the quarters ended March 31, 2017 and 2016 were 8.8% and 14.3%, respectively.

The following table presents the constant prepayment rate ("CPR") experienced on the Company's structured and PT MBS sub-portfolios, on an annualized basis, for the quarterly periods presented. CPR is a method of expressing the prepayment rate for a mortgage pool that assumes that a constant fraction of the remaining principal is prepaid each month or year. Specifically, the CPR in the chart below represents the three month prepayment rate of the securities in the respective asset category. Assets that were not owned for the entire quarter have been excluded from the calculation. The exclusion of certain assets during periods of high trading activity can create a very high, and often volatile, reliance on a small sample of underlying loans.

Three Months Ended	PT MBS Portfolio (%)	Structured MBS Portfolio (%)	Total Portfolio (%)
March 31, 2017	4.8	18.8	8.8
December 31, 2016	5.5	27.3	11.1
September 30, 2016	9.4	19.7	13.6
June 30, 2016	7.8	20.4	12.6
March 31, 2016	11.8	16.6	14.3

The following tables summarize certain characteristics of the Company's PT MBS and structured MBS as of March 31, 2017 and December 31, 2016:

($ in thousands)

Asset Category		Fair Value	Percentage of Entire Portfolio	Weighted Average Coupon	Weighted Average Maturity in Months	Longest Maturity	Weighted Average Coupon Reset in Months	Weighted Average Lifetime Cap	Weighted Average Periodic Cap
March 31, 2017									
Fixed Rate MBS	$	122,028	96.9%	4.24%	344	1-Oct-46	NA	NA	NA
Total PT MBS		122,028	96.9%	4.24%	344	1-Oct-46	NA	NA	NA
Interest-Only Securities		2,352	1.9%	3.46%	241	25-Dec-39	NA	NA	NA
Inverse Interest-Only Securities		1,514	1.2%	5.57%	287	25-Apr-41	NA	6.54%	NA
Total Structured MBS		3,866	3.1%	4.28%	259	25-Apr-41	NA	NA	NA
Total Mortgage Assets	$	125,894	100.0%	4.24%	341	1-Oct-46	NA	NA	NA
December 31, 2016									
Fixed Rate MBS	$	124,299	95.4%	4.24%	347	1-Oct-46	NA	NA	NA
Total PT MBS		124,299	95.4%	4.24%	347	1-Oct-46	NA	NA	NA
Interest-Only Securities		2,654	2.0%	3.48%	245	25-Dec-39	NA	NA	NA
Inverse Interest-Only Securities		3,349	2.6%	5.52%	325	25-Dec-46	NA	3.25%	NA
Total Structured MBS		6,003	4.6%	4.62%	290	25-Dec-46	NA	NA	NA
Total Mortgage Assets	$	130,302	100.0%	4.26%	344	25-Dec-46	NA	NA	NA

($ in thousands)

Agency	March 31, 2017 Fair Value	March 31, 2017 Percentage of Entire Portfolio	December 31, 2016 Fair Value	December 31, 2016 Percentage of Entire Portfolio
Fannie Mae	$ 116,741	92.7%	$ 120,961	92.8%
Freddie Mac	8,783	7.0%	8,870	6.8%
Ginnie Mae	370	0.3%	471	0.4%
Total Portfolio	$ 125,894	100.0%	$ 130,302	100.0%

	March 31, 2017	December 31, 2016
Weighted Average Pass-through Purchase Price	$ 110.31	$ 110.31
Weighted Average Structured Purchase Price	$ 6.02	$ 6.74
Weighted Average Pass-through Current Price	$ 107.39	$ 107.54
Weighted Average Structured Current Price	$ 8.41	$ 10.40
Effective Duration (1)	4.692	4.769

(1) Effective duration is the approximate percentage change in price for a 100 basis point change in rates. An effective duration of 4.692 indicates that an interest rate increase of 1.0% would be expected to cause a 4.692% decrease in the value of the MBS in the Company's investment portfolio at March 31, 2017. An effective duration of 4.769 indicates that an interest rate increase of 1.0% would be expected to cause a 4.769% decrease in the value of the MBS in the Company's investment portfolio at December 31, 2016. These figures include the structured securities in the portfolio but do include the effect of the Company's funding cost hedges. Effective duration quotes for individual investments are obtained from The Yield Book, Inc.

The following table presents a summary of the Company's portfolio assets acquired during the three months ended March 31, 2017 and 2016.

($ in thousands)

	Three Months Ended March 31,					
	2017			2016		
	Total Cost	Average Price	Weighted Average Yield	Total Cost	Average Price	Weighted Average Yield
PT MBS	$ -	$ -	-	$ 53,818	$ 111.36	2.51%

The Company's portfolio of PT MBS is typically comprised of adjustable-rate MBS, fixed-rate MBS and hybrid adjustable-rate MBS. The Company generally seeks to acquire low duration assets that offer high levels of protection from mortgage prepayments provided they are reasonably priced by the market. Although the duration of an individual asset can change as a result of changes in interest rates, the Company strives to maintain a hedged PT MBS portfolio with an effective duration of less than 2.0. The stated contractual final maturity of the mortgage loans underlying the Company's portfolio of PT MBS generally ranges up to 30 years. However, the effect of prepayments of the underlying mortgage loans tends to shorten the resulting cash flows from the Company's investments substantially. Prepayments occur for various reasons, including refinancing of underlying mortgages and loan payoffs in connection with home sales.

The duration of the Company's IO and IIO portfolio will vary greatly depending on the structural features of the securities. While prepayment activity will always affect the cash flows associated with the securities, the interest only nature of IO's may cause their durations to become extremely negative when prepayments are high, and less negative when prepayments are low. Prepayments affect the durations of IIO's similarly, but the floating rate nature of the coupon of IIOs (which is inversely related to the level of one month LIBOR) cause their price movements - and model duration - to be affected by changes in both prepayments and one month LIBOR - both current and anticipated levels. As a result, the duration of IIO securities will also vary greatly.

Prepayments on the loans underlying the Company's MBS can alter the timing of the cash flows from the underlying loans to the Company. As a result, the Company gauges the interest rate sensitivity of its assets by measuring their effective duration. While modified duration measures the price sensitivity of a bond to movements in interest rates, effective duration captures both the movement in interest rates and the fact that cash flows to a mortgage related security are altered when interest rates move. Accordingly, when the contract interest rate on a mortgage loan is substantially above prevailing interest rates in the market, the effective duration of securities collateralized by such loans can be quite low because of expected prepayments.

The Company faces the risk that the market value of its PT MBS assets will increase or decrease at different rates than that of its structured MBS or liabilities, including its hedging instruments. Accordingly, the Company assesses its interest rate risk by estimating the duration of its assets and the duration of its liabilities. The Company generally calculates duration and effective duration using various third-party models or obtains these quotes from third parties. However, empirical results and various third-party models may produce different duration numbers for the same securities.

The following sensitivity analysis shows the estimated impact on the fair value of our interest rate-sensitive investments and hedge positions as of March 31, 2017, assuming rates instantaneously fall 100 basis points ("bps"), rise 100 bps and rise 200 bps, adjusted to reflect the impact of convexity, which is the measure of the sensitivity of our hedge positions and Agency MBS' effective duration to movements in interest rates.

($ in thousands)

	Fair	$ Change in Fair Value			% Change in Fair Value		
MBS Portfolio	**Value**	**-100BPS**	**+100BPS**	**+200BPS**	**-100BPS**	**+100BPS**	**+200BPS**
Fixed Rate MBS	122,028	5,325	(7,248)	(15,238)	4.36%	(5.94)%	(12.49)%
Interest-Only MBS	2,352	(813)	522	814	(34.58)%	22.19%	34.62%
Inverse Interest-Only MBS	1,514	(86)	(133)	(396)	(5.67)%	(8.77)%	(26.16)%
Total MBS Portfolio	$ 125,894	$ 4,426	$ (6,859)	$ (14,820)	3.52%	(5.45)%	(11.77)%

($ in thousands)

	Notional Amount(1)	$ Change in Fair Value			% Change in Fair Value		
		-100BPS	**+100BPS**	**+200BPS**	**-100BPS**	**+100BPS**	**+200BPS**
Eurodollar Futures Contracts							
Repurchase Agreement Hedges	$ 1,174,000	$ (2,409)	$ 2,935	$ 5,870	(0.84)%	1.02%	2.04%
Junior Subordinated Debt Hedges	520,000	(1,072)	1,300	2,600	(0.84)%	1.02%	2.04%
	$ 1,694,000	$ (3,481)	$ 4,235	$ 8,470	(0.84)%	1.02%	2.04%
Gross Totals		$ 945	$ (2,624)	$ (6,350)			

(1) Represents the total cumulative contract/notional amount of Eurodollar futures contracts.

In addition to changes in interest rates, other factors impact the fair value of the Company's interest rate-sensitive investments and hedging instruments, such as the shape of the yield curve, market expectations as to future interest rate changes and other market conditions. Accordingly, in the event of changes in actual interest rates, the change in the fair value of the Company's assets would likely differ from that shown above and such difference might be material and adverse to the Company's stockholders.

Repurchase Agreements

As of March 31, 2017, the Company had established borrowing facilities in the repurchase agreement market with a number of commercial banks and other financial institutions and had borrowings in place with four of these counterparties. We believe these facilities provide borrowing capacity in excess of our needs. None of these lenders are affiliated with the Company. These borrowings are secured by the Company's MBS.

As of March 31, 2017, the Company had obligations outstanding under the repurchase agreements of approximately $118.0 million with a net weighted average borrowing cost of 0.98%. The remaining maturity of the Company's outstanding repurchase agreement obligations ranged from 3 to 73 days, with a weighted average maturity of 35 days. Securing the repurchase agreement obligation as of March 31, 2017 are MBS with an estimated fair value, including accrued interest, of $125.7 million and a weighted average maturity of 343 months. Through May 9, 2017, the Company has been able to maintain its repurchase facilities with comparable terms to those that existed at March 31, 2017 with maturities through June 12, 2017.

The table below presents information about our period-end and average repurchase agreement obligations for each quarter in 2017 and 2016.

($ in thousands)

Three Months Ended	Ending Balance of Repurchase Agreements	Average Balance of Repurchase Agreements	Difference Between Ending Repurchase Agreements and Average Repurchase Agreements: Amount	Percent
March 31, 2017	$ 118,049	$ 119,938	$ (1,889)	(1.57)%
December 31, 2016	121,828	123,909	(2,081)	(1.68)%
September 30, 2016	125,991	114,858	11,133	9.69%
June 30, 2016	103,725	103,259	466	0.45%
March 31, 2016	102,794	90,014	12,780	14.20%(1)

(1) The higher ending balance relative to the average balance during the quarter ended March 31, 2016 reflects the repositioning of the portfolio. During the quarter ended March 31, 2016, the Company's investment in PT MBS increased $26.2 million.

Liquidity and Capital Resources

Liquidity is our ability to turn non-cash assets into cash, purchase additional investments, repay principal and interest on borrowings, fund overhead, fulfill margin calls and pay dividends. Our principal immediate sources of liquidity include cash balances, unencumbered assets, the availability to borrow under repurchase agreements, and fees and dividends received from Orchid. Our borrowing capacity will vary over time as the market value of our interest earning assets varies. Our balance sheet also generates liquidity on an on-going basis through payments of principal and interest we receive on our MBS portfolio, and from cash flows received from the retained interests and the collection of servicing advances. Management believes that we currently have sufficient liquidity and capital resources available for (a) the acquisition of additional investments consistent with the size and nature of our existing MBS portfolio, (b) the repayments on borrowings, (c) the payment of overhead and operating expenses, and (d) the payment of other accrued obligations.

Our strategy for hedging our funding costs typically involves taking short positions in Eurodollar futures, T-Note futures, swaptions or other instruments. Since inception we have primarily used short positions in Eurodollar futures. When the market causes these short positions to decline in value we are required to meet margin calls with cash. This can reduce our liquidity position to the extent other securities in our portfolio move in price in such a way that we do not receive enough cash through margin calls to offset the Eurodollar related margin calls. If this were to occur in sufficient magnitude, the loss of liquidity might force us to reduce the size of the levered portfolio, pledge additional structured securities to raise funds or risk operating the portfolio with less liquidity.

Our master repurchase agreements have no stated expiration, but can be terminated at any time at our option or at the option of the counterparty. However, once a definitive repurchase agreement under a master repurchase agreement has been entered into, it generally may not be terminated by either party. A negotiated termination can occur, but may involve a fee to be paid by the party seeking to terminate the repurchase agreement transaction.

Under our repurchase agreement funding arrangements, we are required to post margin at the initiation of the borrowing. The margin posted represents the haircut, which is a percentage of the market value of the collateral pledged. To the extent the market value of the asset collateralizing the financing transaction declines, the market value of our posted margin will be insufficient and we will be required to post additional collateral. Conversely, if the market value of the asset pledged increases in value, we would be over collateralized and we would be entitled to have excess margin returned to us by the counterparty. Our lenders typically value our pledged securities daily to ensure the adequacy of our margin and make margin calls as needed, as do we. Typically, but not always, the parties agree to a minimum threshold amount for margin calls so as to avoid the need for nuisance margin calls on a daily basis.

As discussed above, we invest a portion of our capital in structured MBS. We do not apply leverage to this portion of our portfolio. The leverage inherent in the structured securities replaces the leverage obtained by acquiring PT securities and funding them in the repurchase market. This structured MBS strategy has been a core element of the Company's overall investment strategy since 2008. However, we have and may continue to pledge a portion of our structured MBS in order to raise our cash levels, but generally will not pledge these securities in order to acquire additional assets.

In future periods we expect to continue to finance our activities through repurchase agreements. As of March 31, 2017, the Company had cash and cash equivalents of $4.2 million. We generated cash flows of $3.6 million from principal and interest payments on our MBS portfolio and $0.4 million from retained interests and had average repurchase agreements outstanding of $119.9 million during the three months ended March 31, 2017. In addition, during the three months ended March 31, 2017, the Company received approximately $1.8 million in management fees and expense reimbursements as manager of Orchid and approximately $0.6 million in dividends from its investment in Orchid common shares.

The table below summarizes the effect that certain future contractual obligations existing as of March 31, 2017 will have on our liquidity and cash flows.

(in thousands)

	Obligations Maturing				
	Within One Year	**One to Three Years**	**Three to Five Years**	**More than Five Years**	**Total**
Repurchase agreements	$ 118,049	$ -	$ -	$ -	$ 118,049
Interest expense on repurchase agreements(1)	244	-	-	-	244
Junior subordinated notes(2)	-	-	-	26,000	26,000
Interest expense on junior subordinated notes(1)	1,278	2,445	2,442	16,747	22,912
Litigation settlement	250	500	-	-	750
Totals	$ 119,821	$ 2,945	$ 2,442	$ 42,747	$ 167,955

(1) Interest expense on repurchase agreements and junior subordinated notes are based on current interest rates as of March 31, 2017 and the remaining term of liabilities existing at that date.
(2) The Company holds a common equity interest in Bimini Capital Trust II. The amount presented represents the net cash outlay of the Company.

Outlook

Orchid Island Capital Inc.

To the extent Orchid is able to increase its capital base over time, we will benefit via increased management fees. In addition, Orchid is obligated to reimburse us for direct expenses paid on its behalf and to pay to us Orchid's pro rata share of overhead as defined in the management agreement. As a stockholder of Orchid, we will also continue to share in distributions, if any, paid by Orchid to its stockholders.

The independent Board of Directors of Orchid has the ability to terminate the management agreement and thus end our ability to collect management fees and share overhead costs. Should Orchid terminate the management agreement without cause, it will pay us a termination fee equal to three times the average annual management fee, as defined in the management agreement, before or on the last day of the current automatic renewal term.

Interest Rates and the MBS Market

As the year 2017 unfolded, risk markets, and particularly the equity markets, were buoyed by optimism surrounding developments in Washington surrounding the incoming Trump administration. The President-elect made every effort to let the world and markets know that a Trump administration was going to be very pro-business, and pursue an aggressive agenda that encompassed health-care reform, tax reform, infrastructure projects and regulatory relief. As various cabinet nominations were announced, most of which were from the business world, and the new President continuously met with leaders of most major industries, the equity and risk markets continued to rally, setting new all-time highs in the case of the Dow Industrials and S&P 500 in early March. Optimism was so high that when public comments from various Fed members hinted strongly at another rate increase at the March meeting, the markets took the prospect of another hike in stride. The Fed did in fact raise the Fed Funds rate by 25 bps at their March meeting, and the markets reacted calmly. However, things started to change shortly thereafter. The markets were caught by surprise when the Trump administration failed to pass its first legislative measure – the repeal and replacement of the Affordable Care Act. This dealt a major blow to both the early momentum of the Trump administration and the markets' expectations of the extent and timing of future legislative successes.

Following the failure of the Affordable Care Act's repeal and replacement, the markets traded sideways for the balance of the quarter. By quarter-end, the treasury curve in the US was close to unchanged from year-end 2016 levels. The 10-year point of the curve was less than 5 bps lower in yield and short rates were slightly higher – approximately 6.5 bps in the case of the 2 year note and just over 30 bps in the case of the 1 month bill. However, market conditions changed materially shortly after quarter-end. On Thursday, April 6th, the U.S. Navy launched a missile strike against Syria in retaliation for an apparent gas attack on civilians. This was followed by inflammatory rhetoric between the U.S. and North Korea that caused risk markets to sell off and safe haven assets to rally in an apparent flight to quality move. Further fueling the market rally was the incoming data for March, which was almost universally weak and pointed to a very low growth rate for GDP in the first quarter. With the diminished outlook for the Trump administration's legislative agenda, geo-political risk and incoming economic data casting doubt on the growth prospects of the U.S. economy, the 10-year U.S. Treasury note rallied nearly 40 bps, and market pricing in the Fed Funds futures market implied the market had drastically reduced anticipated future rate hikes. Further, the market grew very skeptical of comments from various Fed members concerning the initial steps to be taken in reducing the Fed's balance sheet and the timing of such moves.

The events in the various risk markets and U.S. treasury markets – coupled with the potential for reduced purchases of agency MBS assets by the Fed at some point in the not too distant future – caused agency MBS assets to cheapen to comparable duration treasuries. Further, the flattening of the U.S. treasury curve described above was not conducive to MBS asset valuations either, as the prospects for net interest income from owning the assets diminished. Prepayment speeds continued to moderate with the combination of the typical seasonal slowdown coupled with substantially higher mortgage rates versus levels prior to the election. Prepayment speeds appear to have hit their trough in February – based on the report released in March – before picking up again slightly in March – released in April.

Recent Regulatory Developments

The scope and nature of the actions the U.S. government or the Fed will ultimately undertake are unknown and will continue to evolve. Although the Trump administration has made statements of its intentions to reform housing finance and tax policy, many of these potential policy changes will require congressional action. In addition, the Fed has made statements regarding additional increases to the Federal Funds Rate in 2017 and reducing the Fed's holdings of RMBS. At this time, the direction and extent of these potential policy changes cannot be foreseen.

Effect on Us

Regulatory developments, movements in interest rates and prepayment rates as well as loan modification programs affect us in many ways, including the following:

Effects on our Assets

A change in or elimination of the guarantee structure of Agency MBS may increase our costs (if, for example, guarantee fees increase) or require us to change our investment strategy altogether. For example, the elimination of the guarantee structure of Agency MBS may cause us to change our investment strategy to focus on non-Agency MBS, which in turn would require us to significantly increase our monitoring of the credit risks of our investments in addition to interest rate and prepayment risks.

If prepayment levels increase, the value of our Agency MBS affected by such prepayments may decline. This is because a principal prepayment accelerates the effective term of an Agency MBS, which would shorten the period during which an investor would receive above-market returns (assuming the yield on the prepaid asset is higher than market yields). Also, prepayment proceeds may not be able to be reinvested in similar-yielding assets. Agency MBS backed by mortgages with high interest rates are more susceptible to prepayment risk because holders of those mortgages are most likely to refinance to a lower rate. IOs and IIOs, however, may be the types of Agency MBS most sensitive to increased prepayment rates. Because the holder of an IO or IIO receives no principal payments, the values of IOs and IIOs are entirely dependent on the existence of a principal balance on the underlying mortgages. If the principal balance is eliminated due to prepayment, IOs and IIOs essentially become worthless. Although increased prepayment rates can negatively affect the value of our IOs and IIOs, they have the opposite effect on POs. Because POs act like zero-coupon bonds, meaning they are purchased at a discount to their par value and have an effective interest rate based on the discount and the term of the underlying loan, an increase in prepayment rates would reduce the effective term of our POs and accelerate the yields earned on those assets, which would increase our net income.

Because we base our investment decisions on risk management principles rather than anticipated movements in interest rates, in a volatile interest rate environment we may allocate more capital to structured Agency MBS with shorter durations, such as short-term fixed and floating rate CMOs. We believe these securities have a lower sensitivity to changes in long-term interest rates than other asset classes. We may attempt to mitigate our exposure to changes in long-term interest rates by investing in IOs and IIOs, which typically have different sensitivities to changes in long-term interest rates than PT MBS, particularly PT MBS backed by fixed-rate mortgages.

Effects on our borrowing costs

We leverage our PT MBS portfolio and a portion of our structured Agency MBS with principal balances through the use of short-term repurchase agreement transactions. The interest rates on our debt are determined by market levels of both the Fed Funds Rate and LIBOR. An increase in the Fed Funds Rate or LIBOR would increase our borrowing costs, which could affect our interest rate spread if there is no corresponding increase in the interest we earn on our assets. This would be most prevalent with respect to our Agency MBS backed by fixed rate mortgage loans because the interest rate on a fixed-rate mortgage loan does not change even though market rates may change. We believe that we have sufficient borrowing capacity to support our MBS portfolio.

In order to protect our net interest margin against increases in short-term interest rates, we may enter into interest rate swaps, which effectively convert our floating-rate repurchase agreement debt to fixed-rate debt, or utilize other hedging instruments such as Eurodollar and T-Note futures contracts or interest rate swaptions.

Summary

The first quarter of 2017 was a very strong quarter for risk assets as the Trump administration took office and appeared to be very pro-business. The markets looked forward to a roll back of recently expanding regulations across many industries, a new and hopefully improved health care act, tax reform and possibly much needed infrastructure spending to refurbish the nation's aging roads, highways, bridges and airports. While the administration made bold promises, it has yet to deliver much and the markets have grown skeptical as we entered the second quarter. Geo-political events surfaced in early April, and the US government faced a potential shut-down that was narrowly averted when Congress and the Trump administration passed a continuing resolution to fund the government through the end of the current fiscal year. Compounding the sudden change in the outlook for markets and the economy was weak economic data for March followed by news that GDP growth in the first quarter was only 0.7%. The market may be at a crossroads and economic data in the second quarter will determine the direction markets head from here. The Trump administration will also play a lead role in shaping this outcome to the extent it succeeds in making good on its bold promises to date. The MBS market will, as is usually the case, take its cue from the broader market and the rates market in particular. There is also the specter of an eventual reduction in reinvestment of pay-downs on the Fed's MBS portfolio. As these events unfold over the balance of 2017 they likely will drive the extent and timing of a tapering of the Fed's reinvestments.

Critical Accounting Policies

Management's discussion and analysis of financial condition and results of operations is based on the amounts reported in our consolidated financial statements. These consolidated financial statements are prepared in accordance with GAAP. The Company's significant accounting policies are described in Note 1 to the Company's accompanying consolidated financial statements.

GAAP requires the Company's management to make complex and subjective decisions and assessments. The Company's most critical accounting policies involve decisions and assessments which could significantly affect reported assets and liabilities, as well as reported revenues and expenses. The Company believes that all of the decisions and assessments upon which its financial statements are based were reasonable at the time made based upon information available to it at that time. There have been no changes to our critical accounting policies as discussed in our annual report on Form 10-K for the year ended December 31, 2016.

Capital Expenditures

At March 31, 2017, we had no material commitments for capital expenditures.

Off-Balance Sheet Arrangements

At March 31, 2017, we did not have any off-balance sheet arrangements.

Inflation

Virtually all of our assets and liabilities are interest rate sensitive in nature. As a result, interest rates and other factors influence our performance far more so than does inflation. Changes in interest rates do not necessarily correlate with inflation rates or changes in inflation rates. Our activities and balance sheet are measured with reference to historical cost and/or fair market value without considering inflation.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not Applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report (the "evaluation date"), we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer (the "CEO") and Chief Financial Officer (the "CFO"), of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act"). Based on this evaluation, the CEO and CFO concluded our disclosure controls and procedures, as designed and implemented, were effective as of the evaluation date (1) in ensuring that information regarding the Company and its subsidiaries is accumulated and communicated to our management, including our CEO and CFO, by our employees, as appropriate to allow timely decisions regarding required disclosure and (2) in providing reasonable assurance that information we must disclose in its periodic reports under the Exchange Act is recorded, processed, summarized and reported within the time periods prescribed by the SEC's rules and forms.

Changes in Internal Controls over Financial Reporting

There were no significant changes in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not party to any material pending legal proceedings as described in Item 103 of Regulation S-K.

ITEM 1A. RISK FACTORS.

There have been no material changes from the risk factors disclosed in the "Risk Factors" section of our Annual Report on Form 10-K filed with the SEC on March 8, 2017.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No

3.1	Articles of Amendment and Restatement, incorporated by reference to Exhibit 3.1 to the Company's Form S-11/A, filed with the SEC on April 29, 2004
3.2	Articles Supplementary, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, dated November 3, 2005, filed with the SEC on November 8, 2005
3.3	Articles of Amendment, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, dated February 10, 2006, filed with the SEC on February 15, 2006
3.4	Articles of Amendment, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, dated September 24, 2007, filed with the SEC on September 24, 2007
3.5	Amended and Restated Bylaws, incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, dated September 24, 2007, filed with the SEC on September 24, 2007
31.1	Certification of the Principal Executive Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002*
31.2	Certification of the Principal Financial Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002*
32.1	Certification of the Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002**
32.2	Certification of the Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002**

101.INS	Instance Document***
101.SCH	Taxonomy Extension Schema Document***
101.CAL	Taxonomy Extension Calculation Linkbase Document***
101.DEF	Additional Taxonomy Extension Definition Linkbase Document***
101.LAB	Taxonomy Extension Label Linkbase Document***
101.PRE	Taxonomy Extension Presentation Linkbase Document***

* Filed herewith.
** Furnished herewith
*** Submitted electronically herewith.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BIMINI CAPITAL MANAGEMENT, INC.

Date:	May 9, 2017	By:	/s/ Robert E. Cauley
			Robert E. Cauley Chairman and Chief Executive Officer
Date:	May 9, 2017	By:	/s/ G. Hunter Haas, IV
			G. Hunter Haas IV President, Chief Financial Officer, Chief Investment Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)

Exhibit 31.1

CERTIFICATIONS

I, Robert E. Cauley, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Bimini Capital Management, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):

   a) all significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2017

/s/ Robert E. Cauley

Robert E. Cauley
Chairman of the Board and Chief
Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, G. Hunter Haas, IV, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Bimini Capital Management, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):

    a) all significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2017

/s/ G. Hunter Haas, IV

G. Hunter Haas, IV
President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION
PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002, 10 U.S.C. SECTION 1350

I, Robert E. Cauley, in compliance 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that, the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2017 (the "Report") filed with the Securities and Exchange Commission:

1. fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934

May 9, 2017

/s/ Robert E. Cauley
Robert E. Cauley,
Chairman of the Board and
Chief Executive Officer

Exhibit 32.2

CERTIFICATION
PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002, 10 U.S.C. SECTION 1350

I, G. Hunter Haas, in compliance 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that, the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2017 (the "Report") filed with the Securities and Exchange Commission:

1. fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934

May 9, 2017

/s/ G. Hunter Haas, IV
G. Hunter Haas,
President and Chief Financial Officer