

**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 **June 30, 2021**

- 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
(State or other jurisdiction of
incorporation or organization)

72-1571637
(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)

Securities registered pursuant to Section 12(b) of the Act: None.

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 every Interactive Data File required to be submitted 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 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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:

<u>Title of each Class</u>	<u>Latest Practicable Date</u>	<u>Shares Outstanding</u>
Class A Common Stock, \$0.001 par value	August 13, 2021	10,795,676
Class B Common Stock, \$0.001 par value	August 13, 2021	31,938
Class C Common Stock, \$0.001 par value	August 13, 2021	31,938

BIMINI CAPITAL MANAGEMENT, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

BIMINI CAPITAL MANAGEMENT, INC. CONDENSED CONSOLIDATED BALANCE SHEETS

	(Unaudited)	
	June 30, 2021	December 31, 2020
ASSETS:		
Mortgage-backed securities, at fair value		
Pledged to counterparties	\$ 68,973,238	\$ 65,153,274
Unpledged	20,392	24,957
Total mortgage-backed securities	68,993,630	65,178,231
Cash and cash equivalents	7,275,488	7,558,342
Restricted cash	5,892,425	3,353,015
Orchid Island Capital, Inc. common stock, at fair value	13,469,903	13,547,764
Accrued interest receivable	216,050	202,192
Property and equipment, net	2,058,815	2,093,440
Deferred tax assets	34,499,829	34,668,467
Due from affiliates	794,251	632,471
Other assets	1,471,857	1,466,647
Total Assets	\$ 134,672,248	\$ 128,700,569
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES:		
Repurchase agreements	\$ 71,345,999	\$ 65,071,113
Long-term debt	27,449,886	27,612,781
Accrued interest payable	77,569	107,417
Other liabilities	940,301	1,421,409
Total Liabilities	99,813,755	94,212,720
COMMITMENTS AND CONTINGENCIES (Note 10)		
STOCKHOLDERS' EQUITY:		
Preferred stock, \$0.01 par value, 10,000,000 shares authorized, 10,000,000 shares designated Series A Junior Preferred, 9,900,000 shares undesignated; no shares issued and outstanding as of June 30, 2021 and December 31, 2020	-	-
Class A Common stock, \$1 par value, 98,000,000 shares designated, 11,608,555 shares issued and outstanding as of June 30, 2021 and December 31, 2020	11,609	11,609
Class B Common stock, \$1 par value, 1,000,000 shares designated, 1,938 shares issued and outstanding as of June 30, 2021 and December 31, 2020	32	32
Class C Common stock, \$1 par value, 1,000,000 shares designated, 1,938 shares issued and outstanding as of June 30, 2021 and December 31, 2020	32	32
Additional paid-in capital	332,642,758	332,642,758
Accumulated deficit	(297,795,938)	(298,166,582)
Stockholders' Equity	34,858,493	34,487,849
Total Liabilities and Stockholders' Equity	\$ 134,672,248	\$ 128,700,569

See Notes to Condensed Consolidated Financial Statements

BIMINI CAPITAL MANAGEMENT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
For the Six and Three Months Ended June 30, 2021 and 2020

	Six Months Ended June 30, 2021		Three Months Ended June 30, 2020	
	2021	2020	2021	2020
Revenues:				
Advisory services	\$ 4,211,221	\$ 3,339,680	\$ 2,185,812	\$ 1,615,083
Interest income	1,189,068	2,563,281	578,450	523,287
Dividend income from Orchid Island Capital, Inc. common stock	1,012,189	753,518	506,094	388,709
Total revenues	6,412,478	6,656,479	3,270,356	2,527,079
Interest expense				
Repurchase agreements	(71,197)	(987,417)	(31,339)	(59,601)
Long-term debt	(499,112)	(631,958)	(249,564)	(282,457)
Net revenues	5,842,169	5,037,104	2,989,453	2,185,021
Other income (expense):				
Unrealized (losses) gains on mortgage-backed securities	(1,897,862)	27,855	(505,601)	602,136
Realized losses on mortgage-backed securities	-	(5,804,656)	-	-
Unrealized (losses) gains on Orchid Island Capital, Inc. common stock	(77,861)	(754,792)	(2,128,193)	3,653,312
Losses on derivative instruments	(133)	(5,292,421)	(376)	(1,690)
Other income	153,973	642	153,887	318
Total other (expense) income	(1,821,883)	(11,823,372)	(2,480,283)	4,254,076
Expenses:				
Compensation and related benefits	2,190,220	2,146,667	1,066,690	1,046,623
Directors' fees and liability insurance	377,634	345,693	189,614	181,112
Audit, legal and other professional fees	271,903	346,641	134,735	187,348
Administrative and other expenses	641,247	552,045	333,382	270,005
Total expenses	3,481,004	3,391,046	1,724,421	1,685,088
Net income (loss) before income tax provision (benefit)	539,282	(10,177,314)	(1,215,251)	4,754,009
Income tax provision (benefit)	168,638	8,687,508	(295,465)	1,285,884
Net income (loss)	\$ 370,644	\$ (18,864,824)	\$ (919,786)	\$ 3,468,125
Basic and Diluted Net income (loss) Per Share of:				
CLASS A COMMON STOCK				
Basic and Diluted	\$ 0.03	\$ (1.62)	\$ (0.08)	\$ 0.30
CLASS B COMMON STOCK				
Basic and Diluted	\$ 0.03	\$ (1.62)	\$ (0.08)	\$ 0.30
Weighted Average Shares Outstanding:				
CLASS A COMMON STOCK				
Basic and Diluted	11,608,555	11,608,555	11,608,555	11,608,555
CLASS B COMMON STOCK				
Basic and Diluted	31,938	31,938	31,938	31,938

See Notes to Condensed Consolidated Financial Statements

BIMINI CAPITAL MANAGEMENT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)
For the Six and Three Months Ended June 30, 2021 and 2020

	Stockholders' Equity				Total
	Common Stock	Additional		Accumulated	
	Shares	Par Value	Paid-in Capital	Deficit	
Balances, January 1, 2020	11,672,431	\$ 11,673	\$ 332,642,758	\$ (292,677,446)	\$ 39,976,991
Net loss	-	-	-	(22,332,947)	(22,332,947)
Balances, March 31, 2020	11,672,431	\$ 11,673	\$ 332,642,758	\$ (315,010,387)	\$ 17,644,044
Net income	-	-	-	3,468,125	3,468,125
Balances, June 30, 2020	11,672,431	\$ 11,673	\$ 332,642,758	\$ (311,542,262)	\$ 21,112,169
Balances, January 1, 2021	11,672,431	\$ 11,673	\$ 332,642,758	\$ (298,166,582)	\$ 34,487,849
Net income	-	-	-	1,290,430	1,290,430
Balances, March 31, 2021	11,672,431	\$ 11,673	\$ 332,642,758	\$ (296,876,152)	\$ 35,778,279
Net loss	-	-	-	(919,786)	(919,786)
Balances, June 30, 2021	11,672,431	\$ 11,673	\$ 332,642,758	\$ (297,795,938)	\$ 34,858,493

See Notes to Condensed Consolidated Financial Statements

BIMINI CAPITAL MANAGEMENT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
For the Six Months Ended June 30, 2021 and 2020

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ 370,644	\$ (18,864,822)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation	34,625	34,911
Deferred income tax provision	168,638	8,686,736
Losses on mortgage-backed securities, net	1,897,862	5,776,801
PPP loan forgiveness	(153,724)	-
Unrealized losses on Orchid Island Capital, Inc. common stock	77,861	754,792
Realized and unrealized losses on forward settling TBA securities	-	1,441,406
Changes in operating assets and liabilities:		
Accrued interest receivable	(13,858)	556,646
Due from affiliates	(161,780)	52,970
Other assets	(5,210)	(20,960)
Accrued interest payable	(28,289)	(575,438)
Other liabilities	(481,108)	(489,128)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	1,705,661	(2,646,086)
CASH FLOWS FROM INVESTING ACTIVITIES:		
From mortgage-backed securities investments:		
Purchases	(13,139,464)	(20,823,373)
Sales	-	171,155,249
Principal repayments	7,426,203	8,914,759
Net settlement of forward settling TBA contracts	-	(1,500,000)
Purchases of Orchid Island Capital, Inc. common stock	-	(3,615,712)
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	(5,713,261)	154,130,923
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from repurchase agreements	117,034,000	430,566,397
Principal repayments on repurchase agreements	(110,759,114)	(588,903,397)
Proceeds from long-term debt	-	152,165
Principal repayments on long-term debt	(10,730)	(10,125)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	6,264,156	(158,194,960)
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	2,256,556	(6,710,123)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of the period	10,911,357	12,385,117
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of the period	\$ 13,167,913	\$ 5,674,994
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid (received) during the period for:		
Interest expense	\$ 600,157	\$ 2,194,813
Income taxes	\$ -	\$ 13,465

See Notes to Condensed Consolidated Financial Statements

BIMINI CAPITAL MANAGEMENT, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
June 30, 2021

NOTE 1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Business Description

Bimini Capital Management, Inc., a Maryland corporation ("Bimini Capital" or the "Company") formed in September 2003, is a holding company. The Company operates in two business segments through its principal wholly-owned operating subsidiary, Royal Palm Capital, LLC, which includes its wholly-owned subsidiary, Bimini Advisors Holdings, LLC.

Bimini Advisors Holdings, LLC and its wholly-owned subsidiary, Bimini Advisors, LLC (an investment advisor registered with the Securities and Exchange Commission), are collectively referred to as "Bimini Advisors." Bimini Advisors manages a series of securities ("MBS") portfolio for Orchid Island Capital, Inc. ("Orchid") and receives fees for providing these services. Bimini Advisors also manages the MBS portfolio of Royal Palm Capital, LLC.

Royal Palm Capital, LLC maintains an investment portfolio, consisting primarily of MBS investments and shares of Orchid common stock, for its own benefit. Royal Palm Capital, LLC and its wholly-owned subsidiaries are collectively referred to as "Royal Palm."

COVID-19 Impact

Beginning in March 2020, the global pandemic associated with the novel coronavirus ("COVID-19") and related economic conditions began to impact our financial position and results of operations. As a result of the economic, health and market conditions, the market experienced severe dislocations. This resulted in falling prices of our assets and our reputation as a lender, resulting in material adverse effects on our results of operations and to our financial condition.

The MBS market largely stabilized after the Federal Reserve announced on March 23, 2020 that it would purchase MBS and U.S. Treasury bills in amounts needed to support smooth market functioning. As of March 31, 2020, and at all times since then, we have timely satisfied all margin calls. The MBS market continues to react to the pandemic and the various measures put in place to stabilize the financial or mortgage markets do not respond favorably to any of these actions, or such as interest rate increases, results of operations and financial condition may continue to be materially adversely affected. Although the Company cannot estimate the length or gravity of the impact of the COVID-19 pandemic at this time, it may have a material adverse effect on the Company's results of future operations, financial position, and liquidity during 2021.

Consolidation

The accompanying consolidated financial statements include the accounts of Bimini Capital, Bimini Advisors and Royal Palm. All inter-company accounts and transactions have been eliminated from the consolidated financial statements.

Variable Interest Entities ("VIEs")

A variable interest entity ("VIE") is consolidated 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 4 for a description of the accounting used for this VIE.

The Company obtains interests in VIEs through its investments in mortgage-backed securities. The interests in these VIEs are

passive in nature and are not expected to result in the Company obtaining a controlling financial interest in these VIEs in the future. As a result, the Company does not consolidate these VIEs and accounts for the interest in these VIEs as mortgage-backed securities. See Note 3 for additional information regarding the Company's investments in mortgage-backed securities. The loss for these VIEs is the carrying value of the mortgage-backed securities.

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 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 six and three-month period ended June 30, 2021 are not necessarily indicative of the results that may be expected for the year ending December 31, 2021.

The consolidated balance sheet at December 31, 2020 has been derived from the audited financial statements and 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 2020.

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 consolidated 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 valuation of the investment in Orchid common shares and derivatives, determining the amounts of asset valuation allowances and the computation of the income tax provision or benefit and the deferred tax asset allowances recorded for each accounting period.

Segment Reporting

The Company's operations are classified into two principal reportable segments: the asset management investment portfolio segment and the segment. These segments are evaluated by management in deciding how to allocate resources and in assessing performance. The accounting policies of the operating segments are the same as the Company's accounting policies with the exception that inter-segment revenues and expenses are included in the presentation of segment results. For further information see Note 4.

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 investments. The following table presents the Company's cash, cash equivalents and restricted cash as of December 31, 2020, June 30, 2021 and

	June 30, 2021	December 31,
Cash and cash equivalents	\$ 7,275,488	\$ 2020 7,558,342
Restricted cash	5,892,425	3,353,015
Total cash, cash equivalents and restricted cash	\$ 13,167,913	\$ 10,911,357

The Company maintains cash balances at several banks and excess margin with an exchange clearing member. At times, 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. Restricted cash balances are insured, but are held in separate accounts that are segregated from the general funds of the counterparty. The Company invests only in large, well-known banks and exchange clearing members and believes that it is not exposed to significant credit risk on cash and cash equivalents or restricted cash balances.

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 overhead cost and to reimburse the Company for any direct expenses incurred on its behalf. Revenues from management fees are recognized over the period of time in which the service is performed.

Mortgage-Backed Securities

The Company invests primarily in mortgage pass-through ("PT") mortgage-backed certificates issued by Freddie Mac (MBS), Fannie Mae (RMBS), collateralized mortgage obligations ("CMOs"), interest-only ("IO") securities and inverse interest only ("IIO") securities representing interest in or obligations backed by pools of mortgage-backed loans. We refer to MBS and CMOs as PT MBS securities as structured MBS. 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.

Fair value is defined as 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 liability 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 market quotations, 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 amortized over the term of the security and discount accretion resulting from monthly principal repayments are reflected in the consolidated statements of operations. For IO securities, the income is accrued based on the carrying value and the difference between income accrued and the interest received on the security is characterized as a return on investment. The effective yield is adjusted respectively for future prepayments and the contractual terms of the security. For IIO securities, effective 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, reported as unrealized gains or losses on securities thus captures the net effect of changes in the fair market value of securities caused by market developments and not as a result of principal repayments during the period.

Orchid Island Capital, Inc. Common Stock

The Company accounts for its investment in Orchid common shares at fair value. The change in the fair value and dividends received

on this investment are reflected 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.

Retained Interests in Securitizations

The Company holds retained interests in the subordinated tranches of securities created in securitization transactions. These retained interests currently have a recorded fair value of zero, as the prospect of future cash flows being received is uncertain. Any cash received from the retained interests is reflected in the consolidated statements of operations.

Derivative Financial Instruments

The Company uses derivative instruments to manage interest rate risk, facilitate asset/liability strategies and manage other exposures, and 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, and "to-be-announced" ("TBA") securities transactions, but it may enter into other derivative instruments in the future.

The Company accounts for TBA securities as derivative instruments. Gains and losses associated with TBA securities transactions are reported as gains (losses) on derivative instruments in the accompanying consolidated statements of operations.

Derivative instruments are carried at fair value, and changes in fair value are recorded in the consolidated operations for each derivative. The Company's derivative financial instruments are not designated as hedge accounting relationships, but rather are used as economic hedges of its portfolio assets and liabilities.

Holding derivatives creates exposure to credit risk related to the potential for failure by counterparties to honor their commitments. In the event of default by a counterparty, the Company may have difficulty recovering its collateral and may not receive payments provided for in the agreement. The Company's derivative agreements require it to post or receive collateral to mitigate such risk. In addition, the Company uses only registered central clearing exchanges and well-established commercial banks as counterparties. Counterparty positions with individual counterparties and adjusted posted collateral as required.

Financial Instruments

The fair value of financial instruments for which it is practicable to estimate that value is disclosed, either in the body of the consolidated financial statements or in the accompanying notes. MBS, Orchid common stock and derivative assets and liabilities are recorded at fair value in the consolidated balance sheets. The methods and assumptions used to estimate fair value for these instruments are presented in Note 13 of the consolidated financial statements.

The estimated fair value of cash and cash equivalents, restricted cash, accrued interest receivable, other assets, accrued interest payable and other liabilities generally approximates their carrying value as of June 30, 2021 and December 31, 2020, 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. Further information regarding 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 10 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. Depreciation is included in administrative and other expenses in the consolidated statement of operations.

Repurchase Agreements

The Company finances the acquisition of the majority of its PT MBS through the use of repurchase agreements under master repurchase agreements. Repurchase agreements are accounted for as collateralized financing transactions, which are carried at their contractual amounts, including accrued interest, as specified in the respective agreements.

Earnings Per Share

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, if any, on each share of Class A Common Stock. Accordingly, shares of the Class B Common Stock are included in the computation of basic EPS using the two-class method and, 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

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, 2017 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 the 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. For tax filing purposes, Bimini Capital and its includable subsidiaries, and Royal Palm and its includable subsidiaries, file as separate tax paying entities.

The Company assesses the likelihood, based on their technical merit, that uncertain tax positions will be sustained based on the facts, circumstances and information available at the end of each period. The measurement of uncertain tax positions is adjusted when tax information is available, or when an event occurs that requires a change. The Company recognizes tax positions in its consolidated financial statements only when it is more likely than not that the position will be sustained upon 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 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 March 2020, the FASB issued ASU 2020-04 "Reference Rate Reform (Topic 848) the Effects of Reform on Financial Reporting" (ASU 2020-04) provides optional expedients and exceptions to GAAP requirements on debt instruments, leases, derivatives, and other contracts, related to the expected market transition from the London Interbank Offered Rate ("LIBOR,"), and certain other floating rate benchmark indices, or collectively, IBORs, to alternative reference rates. ASU 2020-04 generally considers contract modifications related to reference rate reform to be an event that does not require contract termination at the modification date nor a reassessment of a previous accounting determination. The guidance in ASU 2020-04 is optional and may be elected over time, through December 31, 2022, as reference rate reform activities occur. The Company does not believe the adoption of this ASU will have a material impact on its consolidated financial statements.

In January 2021, the FASB issued ASU 2021-01 "Reference Rate Reform (Topic 848). ASU 2021-01 expands the scope of ASU 2020-04 to include derivatives and give market participants the ability to apply certain aspects of the contract modification expedients to derivative contracts affected by the discounting transition. In addition, ASU 2021-01 adds implementation guidance to permit a company to apply certain optional expedients to modifications of interest rate indexes used for hedging or contract price alignment of certain derivatives as a result of reference rate reform initiatives and extends optional expedients to account for a derivative contract modified as a continuation of the existing contract and to continue when certain critical terms of a hedging relationship change to modifications made as part of the discounting transition. The reference rate reform guidance is effective immediately and available generally through December 31, 2022, as reference rate reform activities occur. The Company does not believe the adoption of this ASU will have a material impact on its consolidated financial statements.

NOTE 2. ADVISORY SERVICES

Bimini Advisors serves as the manager and advisor for Orchid 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 Orchid's month-end equity, as defined in the management agreement.
- One-twelfth of 1.25% of Orchid's month-end equity that is greater than \$250 million and less than or equal to \$500 million, and
- One-twelfth of 1.00% of Orchid's month-end 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, 2022 and provides for automatic one-year extension options thereafter. Should Orchid terminate the management agreement without cause, it will be obligated to pay Bimini Advisors a termination fee equal to three times the average monthly management fee, as defined in the management agreement, before or on the last day of the automatic renewal term.

The following table summarizes the advisory services revenue from Orchid for the six and three months ended June 30, 2021 and 2020:

(in thousands)

	Six Months Ended June 30,		Three Months Ended June	
	2021	2020	30, 2021	2020
Management fee	\$ 3,412	\$ 2,645	\$ 1,791	\$ 1,268
Allocated overhead	799	695	395	347
Total	\$ 4,211	\$ 3,340	\$ 2,186	\$ 1,615

At June 30, 2021 and December 31, 2020, the net amount due from Orchid was approximately \$5 million, respectively.

NOTE 3. MORTGAGE-BACKED SECURITIES

The following table presents the Company's MBS portfolios as of June 30, 2021 and December 31, 2020:

(in thousands)

	June 30, 2021	December 31, 2020
Fixed-rate MBS	\$ 67,910	\$ 64,902
Interest-Only MBS	1,064	251
Inverse Interest-Only MBS	20	25
Total	\$ 68,994	\$ 65,178

NOTE 4. REPURCHASE AGREEMENTS

The Company pledges certain of its MBS as collateral under repurchase agreements with financial institutions. Interest rates are generally fixed based on prevailing rates corresponding to the terms of the borrowings, and interest is generally paid at the termination of the pledged securities. If the fair value of the pledged securities declines, lenders will typically require the Company to post additional collateral or pay additional borrowings to re-establish agreed upon collateral requirements, referred to as "margin calls." Similarly, if the fair value of the pledged securities increases, lenders may release collateral back to the Company. As of June 30, 2021, the Company had repurchase agreements with the following remaining maturities:

As of June 30, 2021 and December 31, 2020, 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
June 30, 2021					
Fair value of securities pledged, including accrued interest receivable	\$ -	\$ 49,981	\$ 19,208	\$ -	\$ 69,189
Repurchase agreement liabilities associated with these securities	\$ -	\$ 51,764	\$ 19,582	\$ -	\$ 71,346
Net weighted average borrowing rate	-	0.16%	0.14%	-	0.16%
December 31, 2020					
Fair value of securities pledged, including accrued interest receivable	\$ -	\$ 49,096	\$ 8,853	\$ 7,405	\$ 65,354
Repurchase agreement liabilities associated with these securities	\$ -	\$ 49,120	\$ 8,649	\$ 7,302	\$ 65,071
Net weighted average borrowing rate	-	0.25%	0.23%	0.30%	0.25%

In addition, cash pledged to counterparties for repurchase agreements was approximately \$5 million as of June 30, 2021 and December 31, 2020, respectively.

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 and the fair value of the collateral pledged to such lender, including the accrued interest receivable and cash interest payable by the Company as collateral, if any. At June 30, 2021 and December 31, 2020, 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 \$1 billion, respectively. As of June 30, 2021 and December 31, 2020, the Company did not have an amount at risk with any individual counterparty greater than 10% of the Company's equity.

NOTE 5. DERIVATIVE FINANCIAL INSTRUMENTS

Eurodollar and T-Note futures are cash settled futures contracts on an interest rate, with gains and losses to the Company's cash accounts on a daily basis. A minimum balance, or "margin", is required to be maintained on a daily basis. The tables below present information related to the Company's Eurodollar and T-note futures as of June 30, 2021 and December 31, 2020.

(\$ in thousands)

As of June 30, 2021

Expiration Year	Junior Subordinated Debt Funding Hedges			
	Average Contract Notional Amount	Weighted Average Entry Rate	Weighted Average Effective Rate	Open Equity ⁽¹⁾
2021	\$ 1,000	1.00%	0.17%	\$ (4)

(\$ in thousands)

As of December 31, 2020

Expiration Year	Junior Subordinated Debt Funding Hedges			
	Average Contract Notional Amount	Weighted Average Entry Rate	Weighted Average Effective Rate	Open Equity ⁽¹⁾
2021	\$ 1,000	1.02%	0.18%	\$ (8)

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

(Losses) Gains on Derivative Instruments

The table below presents the effect of the Company's derivative financial instruments on the operations for the six and three months ended June 30, 2021 and 2020

(in thousands)

	Six Months Ended June 30,		Three Months Ended June 30,	
	2021	2020	2021	2020
Eurodollar futures contracts (short positions)				
Repurchase agreement funding hedges	\$ -	\$ (2,328)	\$ -	\$ -
Junior subordinated debt funding hedges	-	(517)	-	(2)
T-Note futures contracts (short positions)				
Repurchase agreement funding hedges	-	(1,006)	-	-
Net TBA securities	-	(1,441)	-	-
Losses on derivative instruments	\$ -	\$ (5,292)	\$ -	\$ (2)

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 these instruments fail to perform their obligations under the contracts. The Company is exposed to credit 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 counterparties. In addition, the Company may be required to pledge assets as collateral for and derivatives, whose value is based on the market value, notional amount and remaining term of the derivative contract. In the event of a default by the counterparty, the Company may not receive payments provided for under the agreements, and it may have difficulty recovering its assets pledged as collateral for its derivatives. The cash equivalents pledged as collateral for the Company's derivative instruments are included in restricted cash on the consolidated balance sheets. It is the Company's policy not to offset assets and liabilities associated with open derivative contracts. However, the Chicago Mercantile Exchange ("CME") rules characterize variation margin payments as settled to adjustments to collateral. As a result, derivative assets and liabilities associated with derivatives for which the CME serves as the central clearing party are presented as if these derivatives had been reported as of the reporting date.

NOTE 6. PLEDGED ASSETS

Assets Pledged to Counterparties

The table below summarizes Bimini's assets pledged as collateral under its repurchase agreements and derivative agreements as of June 30, 2021 and December 31, 2020.

(\$ in thousands)

	June 30, 2021			December 31, 2020		
	Repurchase Agreements	Derivative Agreements	Total	Repurchase Agreements	Derivative Agreements	Total
PT MBS - at fair value	\$ 67,910	\$ -	\$ 67,910	\$ 64,902	\$ -	\$ 64,902
Structured MBS - at fair value	1,064	-	1,064	251	-	251
Accrued interest on pledged securities	215	-	215	201	-	201
Restricted cash	5,892	-	5,892	3,352	1	3,353
Total	\$ 75,081	\$ -	\$ 75,081	\$ 68,706	\$ 1	\$ 68,707

Assets Pledged from Counterparties

The table below summarizes cash pledged to Bimini from counterparties under repurchase agreements and derivative agreements as of June 30, 2021 and December 31, 2020. Cash received as margin is recognized in cash and cash equivalents with a corresponding increase in repurchase agreements or other liabilities in the consolidated balance sheets.

(\$ in thousands)

Assets Pledged to Bimini	June 30, 2021	December 31, 2020
Repurchase agreements	\$ 187	\$ 80
Total	\$ 187	\$ 80

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 tables present information regarding those assets and liabilities subject to such arrangements as if the Company had presented them on a net basis as of June 30, 2021 and December 31, 2020.

(in thousands)

Offsetting of Liabilities		Gross Amount Not Offset in the

	Consolidated Balance Sheet					
	Gross Amount of Liabilities		Financial Instruments		Cash	
	Gross Amount of Recognized Liabilities	Offset in the Consolidated Balance Sheet	Consolidated Balance Sheet	Posted as Collateral	Posted as Collateral	Net Amount
June 30, 2021						
Repurchase Agreements	\$ 71,346	\$ -	\$ 71,346	\$(65,454)	\$(5,892)	\$ -
	\$ 71,346	\$ -	\$ 71,346	\$(65,454)	\$(5,892)	\$ -
December 31, 2020						
Repurchase Agreements	\$ 65,071	\$ -	\$ 65,071	\$(61,719)	\$(3,352)	\$ -
	\$ 65,071	\$ -	\$ 65,071	\$(61,719)	\$(3,352)	\$ -

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. 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. LONG-TERM DEBT

Long-term debt at June 30, 2021 and December 31, 2020 is summarized as follows:

(in thousands)

	June 30, 2021	December 31, 2020
Junior subordinated debt	\$ 26,804	\$ 26,804
Note payable	646	657
Paycheck Protection Plan ("PPP") loan	-	152
Total	\$ 27,450	\$ 27,613

Junior Subordinated Debt

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. The net assets of BCTII are the sole assets of BCTII.

As of June 30, 2021 and December 31, 2020, the outstanding principal balance on the junior subordinated debt securities owned to BCTII trust preferred securities and Bimini Capital's BCTII Junior Subordinated Notes that floats at a spread over the prevailing three-month LIBOR rate. As of June 30, 2021, the interest rate was 3.62%. The 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 payment to all present and future senior indebtedness.

BCTII is a VIE because the holders of the equity investment at risk do not have substantive 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 to BCTII, that investment is not considered to be an equity investment at risk. Since Bimini Capital's common share 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 Payable

On October 30, 2019, the Company borrowed \$60,000 from a bank. The note is payable in equal monthly principal and installments of approximately \$4,500 through October 30, 2029. Interest accrues at 4.89% through October 30, 2024. Thereafter, interest accrues based on the weekly average yield to the United States Treasury securities adjusted to a constant maturity rate. The note is secured by a mortgage on the Company's office building.

Paycheck Protection Plan Loan

On April 13, 2020, the Company received approximately \$152,000 through the Paycheck Protection Program ("PPP") of Act in the form of a low interest loan. PPP loans carry a fixed rate of 1% for a term of two years, if not forgiven, in whole or in part. The Small Business Administration notified the Company that, effective as of April 22, 2021, all principal and accrued interest under the PPP is forgiven.

The table below presents the future scheduled principal payments on the Company's long-term debt.

(in thousands)

Last six months of 2021	\$	11
2022		23
2023		24
2024		25
2025		26
After 2025		27,341
Total	\$	27,450

NOTE 9. COMMON STOCK

There were no issuances of Bimini Capital's Class A Common Stock, Class B Common Stock or Class C Common Stock during the six months ended June 30, 2021 and 2020.

Stock Repurchase Plan

On March 26, 2018, the Board of Directors of Bimini Capital Management, Inc. (the "Company") approved a Stock Repurchase Plan. Pursuant to Repurchase Plan, the Company may purchase up to 500,000 shares of its Class A Common Stock from time to time, subject to certain limitations imposed by Rule 10b-18 of the Securities Exchange Act of 1934. Share repurchases may be executed through various means, including, without limitation, open market transactions. The Repurchase Plan does not obligate the Company to purchase any shares. The Repurchase Plan was originally set to expire on November 15, 2018, but it has been extended by the Board of Directors and it is currently set to expire on November 15, 2021.

From the inception of the Repurchase Plan through June 30, 2021, the Company repurchased 70,400 shares at an aggregate cost of approximately \$169.945, including commissions and fees, for a weighted average price of \$2.37 per share. There were no shares repurchased during the six months ended June 30, 2021.

Tender Offer

In July 2021, the Company completed a "modified Dutch auction" tender offer and paid an aggregate of \$1.5 million, excluding fees

and related expenses, to repurchase 812,879 shares of Bimini Capital's Class A common stock at a price of \$1.85 per share. The financial statement impact of the completion of this tender offer will be reported in our September 30, 2021 Form 10-Q filing.

NOTE 10. 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.

On April 22, 2020, the Company received a demand for payment from Citigroup, Inc. in the amount of \$6.1 million related to indemnification provisions of various mortgage loan purchase agreements ("MLPA's") entered into between Citigroup Global Markets Realty Corp and Royal Palm Capital, LLC (f/k/a Opteum Financial Services, LLC) prior to the date Royal Palm's mortgage origination operations ceased in 2019. The demand is based on Royal Palm's alleged breaches of certain representations and warranties in the mortgage purchase agreements. The Company believes the demands are without merit and intends to defend against the demand vigorously. No provision or accrual has been recorded as of June 30, 2021 related to the Citigroup demand.

Management is not aware of any other significant reported or unreported contingencies at June 30, 2021.

NOTE 11. INCOME TAXES

The total income tax provision recorded for the six months ended June 30, 2021 and 2020 was \$5 million, respectively, on consolidated pre-tax book income (loss) of \$10.5 million and \$10.2 million in the six and three months ended 2021 and 2020, respectively. Total income tax (benefit) provision recorded for the three months ended June 30, 2021 and 2020 was \$0.3 million and \$0.1 million, respectively, on consolidated pre-tax book (loss) income of \$1.3 million and \$1.3 million in the three months ended June 30, 2021 and 2020, respectively.

The Company's tax provision is based on a projected effective rate based on annualized amounts applied to actual income to date 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 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 benefit will not be realized in the future. The Company will continue to assess the need for a valuation allowance at each reporting date.

As a result of adverse economic impacts of COVID-19 on its business, the Company performed an assessment of the need for additional valuation allowance against existing deferred tax assets as of March 31, 2020. Following the more likely than not standard, the Company determined that the net operating loss carryforwards and capital loss carryforwards during the three months ended March 31, 2020 were approximately \$1.2 million. Given the rapidly evolving and changing landscape caused by the pandemic, including the potential for new government restrictions on the Delta Variant, the Company will continue to closely monitor the impacts of COVID-19 on the Company's tax assets, and it may re-evaluate valuation allowances in the future as new information becomes available.

NOTE 12. EARNINGS PER SHARE

Shares of Class B common stock, participating and convertible into Class A common stock, are entitled to amount of dividends declared on each share of Class A common stock if, and when, authorized and declared by the Board of Directors. The Class B Common stock is included in the computation of basic EPS using the two-class method, and 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 June 30, 2021 and 2020.

Shares of Class C common stock are not included in the basic EPS computation as these shares do not have conversion 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 June 30, 2021 and 2020.

The table below reconciles the numerator and denominator of EPS for the six and three months ended June 30, 2021 and 2020.

(in thousands, except per-share information)

	Six Months Ended June 30,		Three Months Ended June	
	2021	2020	30, 2021	2020
Basic and diluted EPS per Class A common share:				
Income (loss) attributable to Class A common shares:				
Basic and diluted	\$ 370	\$ (18,813)	\$ (917)	\$ 3,458
Weighted average common shares:				
Class A common shares outstanding at the balance sheet date	11,609	11,609	11,609	11,609
Weighted average shares-basic and diluted	11,609	11,609	11,609	11,609
Income (loss) per Class A common share:				
Basic and diluted	\$ 0.03	\$ (1.62)	\$ (0.08)	\$ 0.30

(in thousands, except per-share information)

	Six Months Ended June 30,		Three Months Ended June	
	2021	2020	30, 2021	2020
Basic and diluted EPS per Class B common share:				
Income (loss) attributable to Class B common shares:				
Basic and diluted	\$ 1	\$ (52)	\$ (3)	\$ 10
Weighted average common shares:				
Class B common shares outstanding at the balance sheet date	32	32	32	32
Weighted average shares-basic and diluted	32	32	32	32
Income (loss) per Class B common share:				
Basic and diluted	\$ 0.03	\$ (1.62)	\$ (0.08)	\$ 0.30

NOTE 13. FAIR VALUE

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price). A fair value measurement should reflect the assumptions that market participants would use in pricing the asset or liability, including the assumptions about the risk inherent in the asset or liability. Required disclosures include stratification of balance sheet amounts measured at fair value based on inputs the Company uses to derive fair value. 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 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.

MBS, Orchid common stock, retained interests and TBA securities were all recorded at fair value on a recurring basis during the six months ended June 30, 2021 and 2020. 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 active markets are not traded for identical assets, 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, and this model resulted in a value of zero at June 30, 2021 and December 31, 2020.

The Company's MBS and TBA securities are valued using Level 2 valuations, and such valuations currently are determined by independent pricing sources and/or third party broker quotes, when available. Because the price estimates may involve certain judgments and assumptions about the appropriate price to use to calculate the fair value, the Company's pricing sources use various valuation techniques to determine the price of the Company's securities. These include observing the most recent market for like or identical assets (including security coupon, maturity, spread pricing techniques to determine market credit spreads (option adjusted spread, zero volatility spread, spread to a benchmark such as a TBA security), and model driven approaches (the discounted cash flow method, Black and Scholes and Binomial models which rely upon observable market rates such as the term structure of interest rates and volatility). The appropriate spread pricing method used is based on market convention. The pricing source determines the spread of recently observed observable markets for assets similar to those being priced. The spread is then adjusted based on various characteristics between the market observation and the asset being priced. Those characteristics include: type of asset, the expected life of the asset, the stability and predictability of the expected future cash flows of the asset, whether the coupon of the asset is fixed or adjustable, the guarantor of the security if applicable, the coupon, the maturity, the issuer, size of the underlying loans, year in which the loans were originated, loan to value ratio, state in which the underlying loans reside, credit score of the underlying borrower if appropriate. The fair value of the security is determined by using the adjusted spread.

The Company's futures contracts are Level 1 valuations, as they are exchange-traded instruments and quoted market prices are readily available. Futures contracts are settled daily. The Company's interest rate swaps and interest rate valuations are Level 2. The fair value of interest rate swaps is determined using a discounted cash flow approach using forward market interest rates and discount rates, which are observable inputs. The fair value of interest rate swaptions is determined using an option pricing model.

The following table presents financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2021 and December 31, 2020.

(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)
June 30, 2021				
Mortgage-backed securities	\$ 68,994	\$ -	\$ 68,994	\$ -
Orchid Island Capital, Inc. common stock	13,470	13,470	-	-
December 31, 2020				
Mortgage-backed securities	\$ 65,178	\$ -	\$ 65,178	\$ -
Orchid Island Capital, Inc. common stock	13,548	13,548	-	-

During the six months ended June 30, 2021 and 2020, there were no transfers of financial assets or liabilities between levels 1, 2 or 3.

NOTE 14. SEGMENT INFORMATION

The Company's operations are classified into two principal reportable segments: the asset management segment and the investment portfolio segment.

The asset management segment includes the investment advisory services provided by Bimini Advisors to Palm. As discussed in Note 2, the revenues of the asset management segment consist of management fees and overheads received pursuant to a management agreement with Orchid. Total revenues received under this management agreement for the six months ended June 30, 2021 and 2020, were approximately \$4 million, respectively, accounting for approximately 60% and 50% of consolidated revenues, respectively.

The investment portfolio segment includes the investment activities conducted by Royal Palm. The investment portfolio segment receives revenue in the form of interest and dividend income on its investments.

Segment information for the six months ended June 30, 2021 and 2020 is as follows:

(in thousands)

	Asset Management	Investment Portfolio	Corporate	Eliminations	Total
2021					
Advisory services, external customers	\$ 4,211	\$ -	\$ -	\$ -	\$ 4,211
Advisory services, other operating segments	72	-	-	(72)	-
Interest and dividend income	-	2,201	-	-	2,201
Interest expense	-	(71)	(499) ^(P)	-	(570)
Net revenues	4,283	2,130	(499)	(72)	5,842
Other income	-	(1,976)	154 ⁽³⁾	-	(1,822)
Operating expenses	(2,230)	(1,251)	-	-	(3,481)
Intercompany expenses	-	(72)	-	72	-
Income (loss) before income taxes	\$ 2,053	\$ (1,169)	\$ (345)	\$ -	\$ 539

	Asset Management	Investment Portfolio	Corporate	Eliminations	Total
2020					
Advisory services, external customers	\$ 3,340	\$ -	\$ -	\$ -	\$ 3,340
Advisory services, other operating segments	84	-	-	(84)	-
Interest and dividend income	-	3,317	-	-	3,317
Interest expense	-	(988)	(632) ^(P)	-	(1,620)
Net revenues	3,424	2,329	(632)	(84)	5,037
Other expenses	-	(11,307)	(516) ^(P)	-	(11,823)
Operating expenses	(1,690)	(1,701)	-	-	(3,391)
Intercompany expenses	-	(84)	-	84	-
Income (loss) before income taxes	\$ 1,734	\$ (10,763)	\$ (1,148)	\$ -	\$ (10,177)

Segment information for the three months ended June 30, 2021 and 2020 is as follows:

(in thousands)

	Asset Management	Investment Portfolio	Corporate	Eliminations	Total
2021					
Advisory services, external customers	\$ 2,186	\$ -	\$ -	\$ -	\$ 2,186
Advisory services, other operating segments	37	-	-	(37)	-
Interest and dividend income	-	1,084	-	-	1,084
Interest expense	-	(31)	(250) ^(P)	-	(281)
Net revenues	2,223	1,053	(250)	(37)	2,989

Other	-	(2,634)	154 ⁽³⁾	-	(2,480)
Operating expenses	(1,125)	(599)	-	-	(1,724)
Intercompany expenses	-	(37)	-	37	-
Income (loss) before income taxes	\$ 1,098	\$ (2,217)	\$ (96)	\$ -	\$ (1,215)

	Asset Management		Investment Portfolio		Corporate	Eliminations	Total
2020							
Advisory services, external customers	\$ 1,615	\$ -	\$ -	\$ -	\$ -	\$ -	1,615
Advisory services, other operating segments	26	-	-	-	(26)	-	-
Interest and dividend income	-	912	-	-	-	-	912
Interest expense	-	(60)	(282) ⁽²⁾	-	-	-	(342)
Net revenues	1,641	852	(282)	(26)	-	-	2,185
Other	-	4,256	(2) ⁽³⁾	-	-	-	4,254
Operating expenses	(1,067)	(618)	-	-	-	-	(1,685)
Intercompany expenses	-	(26)	-	26	-	-	-
Income (loss) before income taxes	\$ 574	\$ 4,464	\$ (284)	\$ -	\$ -	\$ -	4,754

(1) Includes fees paid by Royal Palm to Bimini Advisors for advisory services.

(2) Includes interest on long-term debt.

(3) Includes income recognized on the forgiveness of the PPP loan and gains (losses) on Eurodollar futures contracts entered into as a hedge on annotated notes.

(4) Corporate expenses are allocated based on each segment's proportional share of total revenues.

Assets in each reportable segment as of June 30, 2021 and December 31, 2020 were as follows:

(in thousands)

	Asset Management		Investment Portfolio		Corporate	Total
June 30, 2021	\$ 1,733	\$ 120,020	12,919	\$		134,672
December 31, 2020	1,469	113,764	13,468			128,701

NOTE 15. RELATED PARTY TRANSACTIONS

Relationships with Orchid

At both June 30, 2021 and December 31, 2020, the Company owned 2,595,954 shares of Orchid common stock, approximately 2% and 3.4% of Orchid's outstanding common stock of such date. The Company received dividends on this stock of approximately \$5 million during the six and three months ended June 30, 2021, and approximately \$3 million and \$4 million during the six and three months ended June 30, 2020, 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. Robert J. Dwyer and Frank F. Jaumot, our independent directors, each own 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 and any subsequent Quarterly Reports on Form 10-Q, our actual results may differ materially from those anticipated in such forward-looking statements.

Overview

Bimini Capital Management, Inc. ("Bimini Capital" or the "Company") is a holding company that was formed in September 2003. The Company's principal wholly-owned operating subsidiary is Royal Palm Capital, LLC. We operate in two business segments: the asset management segment, which includes (a) the investment advisory services provided by Royal Palm's wholly-owned subsidiary, Bimini Advisors Holdings, LLC, to Orchid, and (b) the investment portfolio segment, which includes the investment activities conducted by Royal Palm.

Bimini Advisors Holdings, LLC and its wholly-owned subsidiary, Bimini Advisors, LLC (an investment advisor registered with the Securities and Exchange Commission), are collectively referred to as "Bimini Advisors." Bimini Advisors serves as the external manager of the portfolio of Orchid Island Capital, Inc. ("Orchid"). From this arrangement, the Company receives management fees and operating expenses. Pursuant to the terms of the management agreement, Bimini Advisors provides Orchid with its management services, 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.

Royal Palm Capital, LLC (collectively with its wholly-owned subsidiaries referred to as "Royal Palm") maintains an investment portfolio consisting primarily of 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, such as mortgage pass-through certificates issued by Fannie Mae, Freddie Mac or the "GSEs" and collateralized mortgage obligations ("CMOs") issued by the GSEs ("PT MBS") and (ii) structured Agency MBS, such as interest only securities ("IOs"), inverse interest only securities ("IIOs") and principal only securities ("POs"), among other structured Agency MBS. In addition, Royal Palm receives dividends from its investment in Orchid common shares.

Impact of the COVID-19 Pandemic

Beginning in March 2020, the global pandemic associated with the novel coronavirus COVID-19 ("COVID-19") and related economic conditions began to impact our financial position and results of operations. As a result of the economic, health and market turmoil caused by COVID-19, the Agency MBS market experienced severe dislocations. This resulted in falling prices of our Agency MBS and increased margin calls from our repurchase agreement lenders, resulting in material adverse effects on our results of operations and financial statements.

The Agency MBS market largely stabilized after the Federal Reserve (the "Fed") announced on March 23, 2020 that it would purchase U.S. Treasuries in the amounts needed to support smooth market functioning. As of March 31, 2020, and at all times since then, we have timely satisfied all margin calls. The MBS market continues to react to the pandemic and the various measures to stabilize the market. To the extent the financial or mortgage markets do not respond favorably to any of these actions, or such function as intended, our business, results of operations and financial condition may continue to be materially adversely affected. Although the Company cannot estimate the length or gravity of the impact of the COVID-19 pandemic at this time, it may have material adverse effects on the Company's results of future operations, financial position, and liquidity during 2021.

Stock Repurchase Plan

On March 26, 2018, the Board of Directors of the Company approved a Stock Repurchase Plan ("Repurchase Plan"). Pursuant to the Repurchase Plan, we may purchase up to 500,000 shares of the Company's Class A Common Stock from time to time, subject to the limitations imposed by Rule 10b-18 of the Securities Exchange Act of 1934. Share repurchases may be executed through various means including, without limitation, open market transactions. The Repurchase Plan does not obligate the Company to purchase any shares. The Plan was originally set to expire on November 15, 2018, but it has been extended by the Board of Directors and it is currently set to expire on November 15, 2021. The authorization for the Share Repurchase Plan may be terminated, increased or decreased by the Company's Board of Directors in its discretion at any time.

From commencement of the Repurchase Plan, through June 30, 2021, the Company repurchased a total of 70,404 shares at an aggregate cost of approximately 166,945, including commissions and fees, for a weighted average price of \$2.37 per share.

Tender Offer

In July 2021, we completed a "modified Dutch auction" tender offer and paid an aggregate of \$1.5 million, excluding expenses, to repurchase 812,879 shares of our Class A common stock, which were retired, at a price of \$1.85 per share.

Factors that Affect our Results of Operations and Financial Condition

A variety of industry and economic factors (in addition to those related to the COVID-19 pandemic) 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, and supply of, investments in Agency MBS;
- actions taken by the U.S. government, including the presidential administration, the U.S. Federal Reserve (the "Fed"), the Federal Open Market Committee (the "FOMC"), the Federal Housing Finance Agency (the "FHFA") and the U.S. Treasury;
- prepayment rates on mortgages underlying our Agency MBS, and credit trends insofar as they affect prepayment rates 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 or tax rates; 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 six and three months ended June 30, 2021, as compared to the six and three months ended June 30, 2020.

Net Income(Loss) Summary

Consolidated net income for the six months ended June 30, 2021 was \$0.4 million, or \$0.03 basic and diluted income per share of Class A Common Stock, as compared to consolidated net loss of \$18.9 million, or \$1.62 basic and diluted loss per share of Class A Common Stock, for the same six months ended June 30, 2020.

Consolidated net loss for the three months ended June 30, 2021 was \$0.9 million, or \$0.08 basic and diluted loss per share of Class A Common Stock, as compared to consolidated net income of \$3.5 million, or \$0.30 basic and diluted income per share of Class A Common Stock, for the same three months ended June 30, 2020.

The components of net income (loss) for the six and three months ended June 30, 2021 and 2020, along with the changes in those components are presented in the table below:

(in thousands)

	Six Months Ended June 30,			Three Months Ended June 30,		
	2021	2020	Change	2021	2020	Change
Advisory services revenues	\$ 4,211	\$ 3,340	\$ 871	\$ 2,186	\$ 1,615	\$ 571
Interest and dividend income	2,201	3,317	(1,116)	1,084	912	172
Interest expense	(570)	(1,620)	1,050	(281)	(342)	61
Net revenues	5,842	5,037	805	2,989	2,185	804
Other (expense) income	(1,822)	(11,823)	10,001	(2,480)	4,254	(6,734)
Expenses	(3,481)	(3,391)	(90)	(1,724)	(1,685)	(39)
Net income (loss) before income tax provision (benefit)	539	(10,177)	10,716	(1,215)	4,754	(5,969)
Income tax provision (benefit)	(168)	(8,688)	8,520	295	(1,286)	1,581
Net income (loss)	\$ 371	\$ (18,865)	\$ 19,236	\$ (920)	\$ 3,468	\$ (4,388)

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 and TBA hedge short positions to hedge a portion of the interest rate risk on repurchase agreements in a rising rate environment.

We have not designated our derivative financial instruments as hedge accounting relationships, but rather hold them for purposes of 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 and unrealized gains or losses on certain derivative instruments the Company uses that remain on the balance sheet. We believe that adjusting our interest expense for the periods presented by the gains or losses on these instruments would not accurately reflect our economic interest expense for these periods. The reason is that these instruments may cover periods that extend into the future, not just the current period. Any realized or unrealized gains or losses on the instruments reflect the change in market value of the instrument caused by changes in underlying interest rates applicable to the term covered by the instrument, not just the current period.

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 incur. This is because as interest rates move up or down in the future, the gains or losses we ultimately realize, and 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 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 derivative instruments, and the consolidated statements of operations line item, gains (losses) on derivative instruments, in accordance with GAAP for each quarter in 2021 and 2020.

As a result of the market turmoil during the first quarter of 2020 several hedge positions were closed. These were hedges that covered periods well beyond the first quarter of 2020. Accordingly, the open equity hedges were closed will result in adjustments to economic interest expense through the balance sheet of the original hedge periods. Since the Company's portfolio was significantly reduced during the first quarter of 2020, applying the open equity at the time of closure of these hedge instruments to the current, and repurchase agreement interest expense amounts has materially impacted the economic interest amounts reported below.

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

(in thousands)

		Recognized in Statement of Operations (GAAP)	TBA Securities Loss	Futures Contracts
Three Months Ended				
June 30, 2021	\$	-	\$	-
March 31, 2021		-	-	-
December 31, 2020		-	-	-
September 30, 2020		-	-	-
June 30, 2020		(2)	-	(2)
March 31, 2020		(5,291)	(1,441)	(3,850)
Six Months Ended				
June 30, 2021	\$	-	\$	-
June 30, 2020		(5,292)	(1,441)	(3,851)

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

(in thousands)

Three Months Ended	Attributed to Current Period (Non-GAAP)			Attributed to Future Periods (Non-GAAP)			Statement of Operations
	Repurchase Agreements	Long-Term Debt	Total	Repurchase Agreements	Long-Term Debt	Total	
June 30, 2021	\$ (708)	\$ (58)	\$ (766)	\$ 708	\$ 58	\$ 766	-
March 31, 2021	(708)	(58)	(766)	708	58	766	-

December 31, 2020	(615)	(40)	(655)	615	40	655	-
September 30, 2020	(1,065)	(40)	(1,105)	1,065	40	1,105	-
June 30, 2020	(456)	(40)	(496)	456	38	494	(2)
March 31, 2020	(456)	(40)	(496)	(2,879)	(475)	(3,354)	(3,850)
Six Months Ended							
June 30, 2021	\$ (1,416)	\$ (116)	\$ (1,532)	\$ 1,416	\$ 116	\$ 1,532	-
June 30, 2020	(912)	(80)	(992)	(2,423)	(437)	(2,860)	(3,852)

Economic Net Portfolio Interest Income

(in thousands)

Three Months Ended	Interest Expense on Repurchase Agreements			Net Portfolio Interest Income			
	Interest Income	GAAP Basis	Effect of Non-GAAP Hedge ⁽¹⁾	Economic Basis ⁽²⁾	GAAP Basis	Economic Basis ⁽³⁾	
June 30, 2021	\$ 578	\$ 31	\$ (708)	\$ 739	\$ 547	\$ (161)	
March 31, 2021	611	40	(708)	748	571	(137)	
December 31, 2020	597	43	(615)	658	554	(61)	
September 30, 2020	604	43	(1,065)	1,108	561	(504)	
June 30, 2020	523	60	(456)	516	463	7	
March 31, 2020	2,040	928	(456)	1,384	1,112	656	
Six Months Ended							
June 30, 2021	\$ 1,189	\$ 71	\$ (1,416)	\$ 1,487	\$ 1,118	\$ (298)	
June 30, 2020	2,563	988	(912)	1,900	1,575	663	

(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

(3) expense 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)

Three Months Ended	Net Portfolio Interest Income		Interest Expense on Long-Term Debt			Net Interest Income (Loss)	
	GAAP Basis	Economic Basis ⁽¹⁾	GAAP Basis	Effect of Non-GAAP Hedge ⁽²⁾	Economic Basis ⁽³⁾	GAAP Basis	Economic Basis ⁽⁴⁾
June 30, 2021	\$ 547	\$ (161)	\$ 250	\$ (58)	\$ 308	\$ 297	\$ (469)
March 31, 2021	571	(137)	250	(58)	308	321	(445)
December 31, 2020	554	(61)	257	(40)	297	297	(358)
September 30, 2020	561	(504)	261	(40)	301	300	(805)
June 30, 2020	463	7	282	(40)	322	181	(315)
March 31, 2020	1,112	656	350	(40)	390	762	266
Six Months Ended							
June 30, 2021	\$ 1,118	\$ (298)	\$ 500	\$ (116)	\$ 616	\$ 618	\$ (914)
June 30, 2020	1,575	663	632	(80)	712	943	(49)

(1) Calculated by adding the effect of derivative instrument hedges attributed to the period presented to GAAP net portfolio

(2) interest income.

(3) Reflects the effect of derivative instrument hedges for only the period presented.

(4) Calculated by subtracting the effect of derivative instrument hedges attributed to the period presented from GAAP interest

(5) expense calculated by adding the effect of derivative instrument hedges attributed to the period presented to GAAP net interest

income.

Segment Information

We have two operating segments. The asset management segment includes the investment advisory services provided by Bimini and Royal Palm. The investment portfolio segment includes the investment activities conducted by Royal Palm. Segment information for the six months ended June 30, 2021 and 2020 is as follows:

(in thousands)

	Asset Management	Investment Portfolio	Corporate	Eliminations	Total
2021					
Advisory services, external customers	\$ 4,211	\$ -	\$ -	\$ -	4,211
Advisory services, other operating segments	72	-	-	(72)	-
Interest and dividend income	-	2,201	-	-	2,201
Interest expense	-	(71)	(499) ⁽²⁾	-	(570)
Net revenues	4,283	2,130	(499)	(72)	5,842
Other income	-	(1,976)	154 ⁽³⁾	-	(1,822)
Operating expenses	(2,230)	(1,251)	-	-	(3,481)
Intercompany expenses	-	(72)	-	72	-
Income (loss) before income taxes	\$ 2,053	\$ (1,169)	\$ (345)	\$ -	539

	Asset Management	Investment Portfolio	Corporate	Eliminations	Total
2020					
Advisory services, external customers	\$ 3,340	\$ -	\$ -	\$ -	3,340
Advisory services, other operating segments	84	-	-	(84)	-
Interest and dividend income	-	3,317	-	-	3,317
Interest expense	-	(988)	(632) ⁽²⁾	-	(1,620)
Net revenues	3,424	2,329	(632)	(84)	5,037
Other expenses	-	(11,307)	(516) ⁽²⁾	-	(11,823)
Operating expenses	(1,690)	(1,701)	-	-	(3,391)
Intercompany expenses	-	(84)	-	84	-
Income (loss) before income taxes	\$ 1,734	\$ (10,763)	\$ (1,148)	\$ -	(10,177)

Segment information for the three months ended June 30, 2021 and 2020 is as follows:

(in thousands)

	Asset Management	Investment Portfolio	Corporate	Eliminations	Total
2021					
Advisory services, external customers	\$ 2,186	\$ -	\$ -	\$ -	2,186
Advisory services, other operating segments	37	-	-	(37)	-
Interest and dividend income	-	1,084	-	-	1,084
Interest expense	-	(31)	(250) ⁽²⁾	-	(281)
Net revenues	2,223	1,053	(250)	(37)	2,989
Other	-	(2,634)	154 ⁽³⁾	-	(2,480)
Operating expenses	(1,125)	(599)	-	-	(1,724)
Intercompany expenses	-	(37)	-	37	-
Income (loss) before income taxes	\$ 1,098	\$ (2,217)	\$ (96)	\$ -	(1,215)

	Asset Management	Investment Portfolio	Corporate	Eliminations	Total
2020					
Advisory services, external customers	\$ 1,615	\$ -	\$ -	\$ -	1,615
Advisory services, other operating segments	26	-	-	(26)	-
Interest and dividend income	-	912	-	-	912
Interest expense	-	(60)	(282) ⁽²⁾	-	(342)

Net revenues	1,641	852	(282)	(26)	2,185
Other	-	4,256	(2) ⁽³⁾	-	4,254
Operating expenses	(1,067)	(618)	-	-	(1,685)
Intercompany expenses	-	(26)	-	26	-
Income (loss) before income taxes	\$ 574	\$ 4,464	\$(284)	\$ -	\$ 4,754

(1) Includes advisory services revenue received by Bimini Advisors from Royal Palm.

(2) Includes interest on long-term debt.

(3) Includes income recognized on the forgiveness of the PPP loan and gains (losses) on Eurodollar futures contracts entered into and hedged on interest rate swap notes.

(4) Corporate expenses are allocated based on each segment's proportional share of total revenues.

Assets in each reportable segment were as follows:

(in thousands)

	Asset Management	Investment Portfolio	Corporate	Total
June 30, 2021	\$ 1,733	\$ 120,020	\$ 12,919	\$ 134,672
December 31, 2020	1,469	113,764	13,468	128,701

Asset Management Segment

Advisory Services Revenue

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. We receive a monthly management fee in the amount of:

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

In addition, Orchid is obligated to reimburse us for any direct expenses incurred on its behalf and to pay to us an amount equal to a portion of certain overhead costs set forth in the management agreement. The management agreement has been renewed through February 2022 and provides for automatic one-year extension options. Should Orchid terminate the agreement without cause, it will be obligated to pay to us a termination fee equal to three times the average annual management fee as reported in the management agreement, before or on the last day of the automatic renewal term.

The following table summarizes the advisory services revenue received from Orchid in each quarter during 2021 and 2020.

(in thousands)

Three Months Ended	Average Orchid MBS	Average Orchid Equity	Advisory Services		Total
			Management Fee	Overhead Allocation	
June 30, 2021	\$ 4,504,887	\$ 542,679	\$ 1,791	\$ 395	\$ 2,186
March 31, 2021	4,032,716	456,687	1,621	404	2,025
December 31, 2020	3,633,631	387,503	1,384	442	1,826
September 30, 2020	3,422,564	368,588	1,252	377	1,629
June 30, 2020	3,126,779	361,093	1,268	347	1,615
March 31, 2020	3,269,859	376,673	1,377	348	1,725
Six Months Ended					
June 30, 2021	\$ 4,268,801	\$ 499,683	\$ 3,412	\$ 799	\$ 4,211

June 30, 2020	3,198,319	368,883	2,645	695	3,340
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Investment Portfolio Segment

Net Portfolio Interest Income

We define net portfolio interest income as interest income on MBS less interest expense on repurchase agreement six months ended June 30, 2021, we generated \$1.1 million of net portfolio interest income, consisting of \$1.2 million of interest income from MBS assets offset by \$0.1 million of interest expense on repurchase liabilities. For the comparable period ended June 30, 2020, we generated \$1.6 million of net portfolio interest income, consisting of \$2.6 million of interest income from MBS assets offset by \$1.0 million of interest expense on repurchase liabilities. This \$1.4 million decrease in interest income for the six months ended June 30, 2021 a \$24.9 million decrease in average MBS balances, combined with a 200 basis point ("bp") decrease in yields earned on the portfolio. The \$0.9 million decrease in interest expense for the six months ended June 30, 2021 was due to a combination of a \$20.9 million decrease in average repurchase liabilities and a 196 bp decrease in cost of funds.

Our economic interest expense on repurchase liabilities for the six months ended June 30, 2021 and 2020 was \$1.5 million, respectively, resulting in (\$0.3) million and \$0.7 million of economic net portfolio interest income, respectively.

During the three months ended June 30, 2021, we generated approximately \$547,000 of net portfolio interest income, consisting of interest income from MBS assets offset by approximately \$31,000 of interest expense on repurchase liabilities. For the three months ended June 30, 2020, we generated approximately \$523,000 of net portfolio interest income, consisting of interest income from MBS assets offset by approximately \$60,000 of interest expense on repurchase liabilities.

Our economic interest expense on repurchase liabilities for the three months ended June 30, 2021 and 2020 was \$0.7 million and \$0.5 million, respectively, resulting in (\$0.2) million and approximately \$7,000 of economic net portfolio interest income, respectively.

The tables below provide information on our portfolio average balances, interest income, yield on assets, average balances, interest expense, cost of funds, net interest income and net interest rate spread for the six months ended June 30, 2021 and 2020 on both a GAAP and economic basis.

(\$ in thousands)

Three Months Ended	Average MBS Held ^(#)	Interest Income ^(#)	Yield on Average MBS	Average Repurchase Agreements	Interest Expense		Average Cost of Funds		
					GAAP Basis	Economic Basis ^(#)	GAAP Basis	Economic Basis ^(#)	
June 30, 2021	\$ 70,925	\$ 578	3.26%	\$ 72,241	\$ 31	\$ 739	0.17%	4.09%	
March 31, 2021	69,017	611	3.54%	69,104	40	748	0.23%	4.33%	
December 31, 2020	69,161	597	3.45%	67,878	43	658	0.25%	3.88%	
September 30, 2020	62,981	604	3.84%	61,151	43	1,108	0.28%	7.25%	
June 30, 2020	53,630	523	3.90%	51,987	60	516	0.46%	3.97%	
March 31, 2020	136,142	2,040	5.99%	131,156	928	1,384	2.83%	4.22%	
Six Months Ended									
June 30, 2021	\$ 69,971	\$ 1,189	3.40%	\$ 70,672	\$ 71	\$ 1,487	0.20%	4.21%	
June 30, 2020	94,886	2,563	5.40%	91,571	988	1,900	2.16%	4.15%	

(\$ in thousands)

Three Months Ended	Net Portfolio Interest Income		Net Portfolio Interest Spread	
	GAAP Basis	Economic Basis ^(#)	GAAP Basis	Economic Basis ^(#)
June 30, 2021	\$ 547	\$ (161)	3.09%	(0.83)%
March 31, 2021	571	(137)	3.31%	(0.79)%

December 31, 2020	554	(61)	3.20%	(0.42)%
September 30, 2020	561	(504)	3.56%	(3.40)%
June 30, 2020	463	7	3.44%	(0.07)%
March 31, 2020	1,112	656	3.16%	1.77%
Six Months Ended				
June 30, 2021	\$ 1,118	\$ (298)	3.20%	(0.81)%
June 30, 2020	1,575	663	3.24%	1.25%

- (1) Portfolio yields and costs of borrowings presented in the tables above and the tables on pages 29 and 30 are calculated based on the balances of the underlying investment portfolio/repurchase agreement balances and are annualized for the periods presented. Average MBS balances for quarterly periods are calculated using two data points, the beginning and ending balances.
- (2) Economic interest expense and economic net interest expense presented in the tables above and the tables on page 30 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 borrowings divided by average MBS.
- (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

Our interest income was \$1.2 million for the six months ended June 30, 2021 and \$2.6 million for the six months ended June 30, 2020. Average MBS holdings were \$70.0 million and \$94.9 million for the six months ended June 30, 2021 and 2020, respectively. The \$1.4 million decrease in interest income was due to a \$24.9 million decrease in average MBS holdings, combined with a 200 bp decrease in yields.

Our interest income was \$0.6 million for the three months ended June 30, 2021 and \$0.5 million for the three months ended June 30, 2020. Average MBS holdings were \$70.9 million and \$53.6 million for the three months ended June 30, 2021 and 2020, respectively. The increase in interest income was due to a \$17.3 million increase in average MBS holdings, partially offset by a 64 bp decrease in yields.

The tables below present the average portfolio size, income and yields of our respective sub-portfolios, consisting of structured MBS and PT MBS, for the six months ended June 30, 2021 and 2020, and for each quarter during 2021 and 2020.

(\$ in thousands)

Three Months Ended	Average MBS Held			Interest Income			Realized Yield on Average MBS		
	PT	Structured	Total	PT	Structured	Total	PT	Structured	Total
	MBS	MBS		MBS	MBS		MBS	MBS	
June 30, 2021	\$ 70,207	\$ 718	\$ 70,925	\$ 579	\$ (1)	\$ 578	3.30%	(0.11)%	3.26%
March 31, 2021	68,703	314	69,017	605	6	611	3.53%	6.54%	3.54%
December 31, 2020	68,842	319	69,161	598	(1)	597	3.47%	(1.20)%	3.45%
September 30, 2020	62,564	417	62,981	588	16	604	3.76%	15.35%	3.84%
June 30, 2020	53,101	529	53,630	502	21	523	3.78%	16.12%	3.90%
March 31, 2020	135,044	1,098	136,142	2,029	11	2,040	6.01%	3.93%	5.99%
Six Months Ended									
June 30, 2021	\$ 69,455	\$ 516	\$ 69,971	\$ 1,184	\$ 5	\$ 1,189	3.41%	1.92%	3.40%
June 30, 2020	94,073	813	94,886	2,531	32	2,563	5.38%	7.89%	5.40%

Interest Expense on Repurchase Agreements and the Cost of Funds

Our average outstanding balances under repurchase agreements were \$70.7 million and \$91.6 million, generating interest expense of \$0.1 million and \$1.0 million for the six months ended June 30, 2021 and 2020, respectively. Our average cost of funds was 0.70% and 2.16% for the six months ended June 30, 2021 and 2020, respectively. There was a 196 bp decrease in the average cost of funds and a \$20.9 million decrease in average outstanding repurchase agreements during the six months ended June 30, 2021, compared to the six months ended June 30, 2020.

Our economic interest expense was \$1.5 million and \$1.9 million for the six months ended June 30, 2021 and 2020, respectively. There was a 29 bp decrease in the average economic cost of funds to 4.21% for the six months ended June 30, 2021 from 4.15% for the six months ended June 30, 2020. The \$0.4 million decrease in economic interest expense was due to the \$20.9 million decrease in average outstanding repurchase agreements during the six months ended June 30, 2021.

Our average outstanding balances under repurchase agreements were \$72.2 million and \$52.0 million, generating interest expense of \$91,900 and \$60,000 for the three months ended June 30, 2021 and 2020, respectively. Our average cost of funds was 0.17% and 0.46% for three months ended June 30, 2021 and 2020, respectively. There was a 29 bp decrease in the average cost of funds and a \$20.9 million increase in average outstanding repurchase agreements during the three months ended June 30, 2021, compared to the three months ended June 30, 2020.

Our economic interest expense was \$0.7 million and \$0.5 million for the three months ended June 30, 2021 and 2020, respectively. There was a 12 bp increase in the average economic cost of funds to 4.09% for the three months ended June 30, 2021 from 3.97% for the three months ended June 30, 2020.

Because all of our repurchase agreements are short-term, changes in market rates have a more immediate impact on our interest expense. Our average cost of funds calculated on a GAAP basis was 7 bps above the average one-month LIBOR and 1 bp below the average six-month LIBOR for the quarter ended June 30, 2021. Our average economic cost of funds was 399 bps above the average one-month LIBOR and 391 bps above the average six-month LIBOR for the quarter ended June 30, 2021. The average term to maturity of the outstanding repurchase agreements decreased from 33 days at December 31, 2020 to 25 days at June 30, 2021.

The tables below present the average outstanding balances under our repurchase agreements, interest expense and average economic cost of funds, and average one-month and six-month LIBOR rates for the six months ended June 30, 2021 and 2020, and for each quarter, 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
June 30, 2021	\$ 72,241	\$ 31	\$ 739	0.17%	4.09%
March 31, 2021	69,104	40	748	0.23%	4.33%
December 31, 2020	67,878	43	658	0.25%	3.88%
September 30, 2020	61,151	43	1,108	0.28%	7.25%
June 30, 2020	51,987	60	516	0.46%	3.97%
March 31, 2020	131,156	928	1,384	2.83%	4.22%
Six Months Ended					
June 30, 2021	\$ 70,672	\$ 71	\$ 1,487	0.20%	4.21%
June 30, 2020	91,571	988	1,900	2.16%	4.15%

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
June 30, 2021	0.10%	0.18%	0.07%	(0.01)%	3.99%	3.91%
March 31, 2021	0.13%	0.23%	0.10%	0.00%	4.20%	4.10%
December 31, 2020	0.15%	0.27%	0.10%	(0.02)%	3.73%	3.61%
September 30, 2020	0.17%	0.35%	0.11%	(0.07)%	7.08%	6.90%
June 30, 2020	0.55%	0.70%	(0.09)%	(0.24)%	3.42%	3.27%
March 31, 2020	1.34%	1.43%	1.49%	1.40%	2.88%	2.79%
Six Months Ended						

June 30, 2021	0.11%	0.20%	0.09%	0.00%	4.10%	4.01%
June 30, 2020	0.94%	1.06%	1.22%	1.10%	3.21%	3.09%

Dividend Income

We owned 1,520,036 shares of Orchid common stock as of March 31, 2020. We acquired 975,321 additional shares during the three months ended June 30, 2020, and an additional 100,000 shares during the three months ended September 30, 2020, bringing our total ownership to 2,595,357 shares. Orchid paid total dividends of \$0.39 per share and \$0.195 per share during the six and three months ended June 30, 2021, respectively, and \$0.405 per share and \$0.165 per share during the six and three months ended June 30, 2020, respectively. During the six and three months ended June 30, 2021, we received dividends on this common stock investment of approximately \$1.0 million and \$0.5 million, respectively, compared to \$0.8 million and \$0.4 million during the six and three months ended June 30, 2020, respectively.

Long-Term Debt

Junior Subordinated Notes

Interest expense on our junior subordinated debt securities was \$0.5 million and \$0.6 million for the six months ended June 30, 2021 and 2020, respectively. The average rate of interest paid for the six months ended June 30, 2021 was 3.69% comparable to 4.68% for the

Interest expense on our junior subordinated debt securities was \$0.2 million and \$0.3 million for the three month periods ended June 30, 2021 and 2020, respectively. The average rate of interest paid for the three months ended June 30, 2021 was 4.67% compared to 4.67% for the comparable period in 2020.

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 June 30, 2021, the interest rate was 3.62%.

Note Payable

On October 30, 2019, the Company borrowed \$680,000 from a bank. The note is payable in equal monthly installments of approximately \$4,500 through October 30, 2039. Interest accrues at 4.89% through October 30, 2024. Thereafter, interest accrues based on the weekly average yield to the United States Treasury securities adjusted to a constant maturity of 5 years, plus 3.25%. The note is secured by a mortgage on the Company's office building.

Paycheck Protection Plan Loan

On April 13, 2020, the Company received approximately \$152,000 through the Paycheck Protection Program Act ("PPP") of the CARES Act in the form of a low interest loan. The Small Business Administration notified the Company that, effective as of April 22, 2021, all principal and accrued interest under the PPP loan has been forgiven.

Gains or Losses and Other Income

The table below presents our gains or losses and other income for the six and three months ended June 30, 2021 and 2020.

(in thousands)

	Six Months Ended June 30,			Three Months Ended June 30,		
	2021	2020	Change	2021	2020	Change
Realized losses on sales of MBS	\$ -	\$ (5,805)	\$ 5,805	\$ -	\$ -	\$ -
Unrealized (losses) gains on MBS	(1,898)	28	(1,926)	(506)	602	(1,108)

Total (losses) gains on MBS	(1,898)	(5,777)	3,879	(506)	602	(1,108)
Losses on derivative instruments	-	(5,292)	5,292	-	(2)	2
Unrealized (losses) gains on						
Orchid Island Capital, Inc. common stock	(78)	(755)	677	(2,128)	3,653	(5,781)

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 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 six months ended June 30, 2020, we received proceeds of \$171.2 million from the sales of MBS. Most of these sales occurred during the second half of March 2020 as we sold assets in order to maintain our levels of leverage, maintain sufficient cash and liquidity and reduce risk associated with the market turmoil brought about by COVID-19. We did not sell any MBS during the six months ended June 30, 2021.

The fair value of our 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 2021 and 2020.

	5 Year U.S. Treasury Rate ⁽¹⁾	10 Year U.S. Treasury Rate ⁽¹⁾	15 Year Fixed-Rate Mortgage Rate ⁽²⁾	30 Year Fixed-Rate Mortgage Rate ⁽²⁾	Three Month Libor ⁽³⁾
June 30, 2021	0.87%	1.44%	2.27%	2.98%	0.13%
March 31, 2021	0.94%	1.75%	2.39%	3.08%	0.19%
December 31, 2020	0.36%	0.92%	2.22%	2.68%	0.23%
September 30, 2020	0.27%	0.68%	2.39%	2.89%	0.24%
June 30, 2020	0.29%	0.65%	2.60%	3.16%	0.31%
March 31, 2020	0.38%	0.70%	2.89%	3.45%	1.10%

- (1) Historical 5 Year and 10 Year U.S. Treasury Rates are obtained from quoted end of day prices on the Chicago Board Options Exchange.
- (2) Historical 15 Year and 30 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.

Operating Expenses

For the six and three months ended June 30, 2021, our total operating expenses were approximately \$3.5 million and \$1.7 million, respectively, compared to approximately \$3.4 million and \$1.7 million for the six and three months ended June 30, 2020, respectively. The table below presents a breakdown of operating expenses for the six and three months ended June 30, 2021 and 2020.

(in thousands)

	Six Months Ended June 30,			Three Months Ended June 30,		
	2021	2020	Change	2021	2020	Change
Compensation and related benefits	\$ 2,190	\$ 2,147	\$ 43	\$ 1,067	\$ 1,047	\$ 20
Legal fees	77	95	(18)	32	75	(43)
Accounting, auditing and other professional fees	195	251	(56)	102	112	(10)
Directors' fees and liability insurance	378	346	32	190	181	9
Administrative and other expenses	641	552	89	333	270	63
	\$ 3,481	\$ 3,391	\$ 90	\$ 1,724	\$ 1,685	\$ 39

Income Tax Provision

We recorded an income tax provision (benefit) for the six and three months ended June 30, 2021 of approximately \$0.2 million and \$(0.3) million, respectively, on consolidated pre-tax book income (loss) of \$0.5 million and \$(1.2) million, respectively. We recorded an

income tax provision for the six and three months ended June 30, 2020 of approximately \$8.7 million and \$1.3 million, respectively on consolidated pre-tax book (loss) income of \$(10.2) million and \$4.8 million.

As a result of adverse economic impacts of COVID-19 on our business, management performed an assessment of additional valuation allowances against existing deferred tax assets. Following the more-likely-than-not standard that benefits will not be realized in the future, we determined an additional valuation allowance of approximately \$11.2 million was necessary during the three months ended March 31, 2020 for the net operating loss carryforwards and capital loss carryforwards. With the evolving and changing landscape caused by the pandemic, we will continue to closely monitor the impacts of COVID-19 on the Company's ability to realize its deferred tax assets and may increase valuation allowances in the future as new information becomes available.

Financial Condition:

Mortgage-Backed Securities

As of June 30, 2021, our MBS portfolio consisted of \$69.0 million of agency or government MBS at fair value and had average coupon of 3.33%. During the six months ended June 30, 2021, we received principal repayments of \$7.4 million compared to \$8.9 million for the comparable period ended June 30, 2020. The average prepayment speeds for the quarters ended June 30, 2021 and 2020 were 21.9% and 15.3%, respectively.

The following table presents the 3-month constant prepayment rate ("CPR") experienced on our structured and PT MBS 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 below represents the three-month prepayment rate of the securities in the respective asset category.

Three Months Ended	Structured MBS		Total Portfolio (%)
	PT MBS Portfolio (%)	MBS Portfolio (%)	
June 30, 2021	21.0	31.3	21.9
March 31, 2021	18.5	16.4	18.3
December 31, 2020	12.8	24.5	14.4
September 30, 2020	13.0	32.0	15.8
June 30, 2020	12.4	25.0	15.3
March 31, 2020	11.6	18.1	13.7

The following tables summarize certain characteristics of our PT MBS and structured MBS as of June 30, 2021 and December 31, 2020.

(\$ in thousands)

Asset Category	Fair Value	Percentage of Entire Portfolio		Weighted Average Maturity in Months	Longest Maturity
		Weighted Average Coupon	Weighted Average		
June 30, 2021					
Fixed Rate MBS	\$ 67,910	98.4%	3.62%	333	1-Jan-51
Interest-Only MBS	1,064	1.6%	2.16%	346	1-May-51
Inverse Interest-Only MBS	20	0.0%	5.93%	215	15-May-39
Total MBS Portfolio	\$ 68,994	100.0%	3.33%	333	1-May-51
December 31, 2020					
Fixed Rate MBS	\$ 64,902	99.6%	3.89%	333	1-Aug-50
Interest-Only MBS	251	0.4%	3.56%	299	15-Jul-48

Inverse Interest-Only MBS		25	0.0%	5.84%	221	15-May-39
Total MBS Portfolio	\$	65,178	100.0%	3.89%	333	1-Aug-50

(\$ in thousands)

Agency	June 30, 2021		December 31, 2020	
	Fair Value	Percentage of Entire Portfolio	Fair Value	Percentage of Entire Portfolio
Fannie Mae	\$ 45,707	66.2%	\$ 38,946	59.8%
Freddie Mac	23,287	33.8%	26,232	40.2%
Total Portfolio	\$ 68,994	100.0%	\$ 65,178	100.0%

	June 30, 2021	December 31, 2020
Weighted Average Pass-through Purchase Price	\$ 108.84	\$ 109.51
Weighted Average Structured Purchase Price	\$ 4.48	\$ 4.28
Weighted Average Pass-through Current Price	\$ 109.40	\$ 112.67
Weighted Average Structured Current Price	\$ 6.82	\$ 3.20
Effective Duration	3.562	3.309

(1) Effective duration is the approximate percentage change in price for a 100 basis point change in rates. An effective duration of 3.562 indicates that an interest rate increase of 1.0% would be expected to cause a 3.562% decrease in the value of the MBS in our June 30, 2021 portfolio. An effective duration of 3.309 indicates that an interest rate increase of 1.0% would be expected to cause a 3.309% decrease in the value of the MBS in our investment portfolio at December 31, 2020. These figures include the structured securities in the portfolio. The effect of our hedge on effective duration quotes for individual investments are obtained from The Yield Book, Inc.

The following table presents a summary of four portfolio assets acquired during the six months ended June 30, 2021 and 2020.

(\$ in thousands)

	Six Months Ended June 30,					
	2021			2020		
	Total Cost	Average Price	Weighted Average Yield	Total Cost	Average Price	Weighted Average Yield
PT MBS	\$ 12,368	\$ 104.84	1.19%	\$ 20,823	\$ 110.83	2.64%
Structured MBS	772	7.72	3.33%	-	-	-

Our portfolio of PT MBS is typically comprised of adjustable-rate MBS, fixed-rate MBS and hybrid adjustable-rate MBS. We generally seek to acquire low duration assets that offer high levels of protection from mortgage prepayments provided that they are reasonably priced in the market. The stated contractual final maturity of the mortgage loans underlying our portfolio of PT MBS generally ranges up to 30 years. However, the effect of prepayments of the underlying mortgage loan tends to shorten the resulting cash flows from our investments substantially. Prepayments occur for various reasons, including refinancing of underlying mortgages, loan conversions with home sales, and borrowers paying more than their scheduled loan payments, which accelerates the amortization of the loans.

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

Prepayments on the loans underlying our MBS can alter the timing of the cash flows received by us. As a result, we cause the interest rate sensitivity of our 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 related to securities 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 due to expected prepayments.

We face the risk that the market value of our PT MBS assets will increase or decrease at different rates than that of our structured MBS liabilities, including our hedging instruments. Accordingly, we assess our interest rate risk by estimating the duration of our assets and the duration of our liabilities. We generally calculate duration and effective duration using various third-party models quoted from third parties. However, empirical results and various third-party models may produce different duration securities for the same

The following sensitivity analysis shows the estimated impact on the fair value of our interest rate-sensitive investments and hedges as of June 30, 2021, assuming rates instantaneously fall 100 bps, rise 100 bps and rise 200 bps, adjusted to convexity, which is the measure of the sensitivity of our hedge positions and Agency MBS' effective duration to movements in interest rates.

(\$ in thousands)

MBS Portfolio	Fair Value	\$ Change in Fair Value			% Change in Fair Value		
		-100BPS	+100BPS	+200BPS	-100BPS	+100BPS	+200BPS
Fixed Rate MBS	\$ 67,910	\$ 2,287	\$ (3,172)	\$ (6,909)	3.37%	(4.67)%	(10.17)%
Interest-Only MBS	1,064	(274)	194	289	(25.79)%	18.29%	27.21%
Inverse Interest-Only MBS	20	1	(3)	(6)	5.01%	(14.81)%	(30.23)%
Total MBS Portfolio	\$ 68,994	\$ 2,014	\$ (2,981)	\$ (6,626)	2.92%	(4.32)%	(9.60)%

(\$ in thousands)

Eurodollar Futures Contracts	Notional Amount ⁽¹⁾	\$ Change in Fair Value			% Change in Fair Value		
		-100BPS	+100BPS	+200BPS	-100BPS	+100BPS	+200BPS
Junior Subordinated Debt Hedges	\$ 1,000	\$ (5)	\$ 5	\$ 10	(1.00)%	1.00%	2.00%
	\$ 1,000	\$ (5)	\$ 5	\$ 10			
Gross Totals		\$ 2,009	\$ (2,976)	\$ (6,616)			

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

In addition to changes in interest rates, other factors impact the fair value of our 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. As a result, in the event of changes in actual interest rates, the change in the fair value of our assets would likely differ from that shown above and such difference might be material and adverse to our stockholders.

Repurchase Agreements

As of June 30, 2021, we 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 five of these counterparties. We believe these facilities provide in excess capacity of our needs. None of these lenders are affiliated with us. These borrowings are secured by our MBS.

As of June 30, 2021, we had obligations outstanding under the repurchase agreements of approximately \$71.3 million with a weighted average borrowing cost of 0.16%. The remaining maturity of our outstanding repurchase agreement obligations ranged from 6 to 51 days, with a weighted average maturity of 25 days. Securing the repurchase agreement obligation as of June 30, 2021 are MBS with an estimated fair value, including accrued interest, of \$69.2 million and a weighted average maturity of 332 months. Through August 13,

2021, we have been able to maintain our repurchase facilities with comparable terms to those that existed at June 30, 2021 with maturities through October 15, 2021.

The table below presents information about our period-end, maximum and average repurchase agreement obligations for each quarter in 2021 and 2020.

(\$ in thousands)

Three Months Ended	Ending	Maximum	Average	Difference Between Ending	
	Balance of Repurchase Agreements	Balance of Repurchase Agreements	Balance of Repurchase Agreements	Amount	Percent
June 30, 2021	\$ 71,346	\$ 72,372	\$ 72,241	\$ (895)	(1.24)%
March 31, 2021	73,136	76,004	69,104	4,032	5.83%
December 31, 2020	65,071	70,684	67,878	(2,807)	(4.14)%
September 30, 2020	70,685	70,794	61,151	9,534	15.59%
June 30, 2020	51,617	52,068	51,987	(370)	(0.71)%
March 31, 2020	52,357	214,921	131,156	(78,799)	(60.08)%

- (1) The higher ending balance relative to the average balance during the quarter ended September 30, 2020 reflects the increase in the portfolio. During that quarter, the Company's investment in PT MBS increased \$20.4 million.
- (2) The lower ending balance relative to the average balance during the quarter ended March 31, 2020 reflects the Company's response to the COVID-19 pandemic. During that quarter, the Company's investment in PT MBS decreased \$162.4 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 and fulfill margin calls. Our primary immediate sources of liquidity include cash balances, unencumbered assets, the ability to borrow under repurchase agreements, and fees and dividends received from Orchid. Our borrowing capacity will vary over time and the value of our interest earning assets varies. Our investments also generate liquidity on an on-going basis through payments of principal and interest we receive on our MBS portfolio.

The COVID-19 pandemic has adversely affected our liquidity, assets under management and operating results. During March 2020, we significantly reduced our MBS assets to meet margin calls and repay debts. As described elsewhere in this report, since our operating results have stabilized, liquidity has improved and our investments in MBS and Orchid shares have increased.

Our hedging strategy typically involves taking short positions in Eurodollar futures, T-Note futures, TBAs or other instruments. Currently, our hedge positions are limited to 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 do not provide us with a way that we do not receive enough cash through margin calls to offset the Eurodollar related margin calls. If this occurs in sufficient magnitude, the loss of liquidity might force us to reduce the size of the levered portfolio, pledge additional 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 is posted in cash or securities. The margin cut, 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 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 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 generally 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 hedging them in the market. This structured MBS strategy has been a core element of the Company's overall investment strategy since 2008 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 June 30, 2021, we had cash and cash equivalents of \$7.3 million. We generated cash flows of \$8.6 million from principal and interest payments on our MBS portfolio and had average repurchase agreements outstanding of \$70.7 million during the six months ended June 30, 2021. In addition, during the six months ended June 30, 2021, we received approximately \$4.1 million in management fees and expense reimbursements and approximately \$1.0 million in dividends from our investment in Orchid common stock.

In order to generate additional cash to be invested in our MBS portfolio, on October 30, 2019, we obtained a \$680,000 loan secured by a mortgage on the Company's office property. The loan is payable in equal monthly principal and interest installments of \$4,500 through October 30, 2039. Interest accrues at 4.89%, through October 30, 2024. Thereafter, interest is based on the weekly average yield to the United States Treasury securities adjusted to a constant maturity of five years, plus 3.25%. Net loan proceeds were approximately \$651,000. In addition, during 2020, we completed the sale of real property that was not used in the Company's business. The proceeds from this sale were approximately \$462,000 and were invested in our MBS portfolio.

The table below summarizes the effect that certain future contractual obligations existing as of June 30, 2021 will have on cash flows. The figures below reflect forgiveness of all principal and interest under the PPP loan.

(in thousands)

	Obligations Maturing					Total
	Within One Year	One to Three Years	Three to Five Years	More than Five Years		
Repurchase agreements	\$ 71,346	\$ -	\$ -	\$ -	\$ 71,346	
Interest expense on repurchase agreements	43	-	-	-	43	
Junior subordinated notes	-	-	-	26,000	26,000	
Interest expense on junior subordinated notes	996	1,911	1,908	9,030	13,845	
Principal and interest on mortgage loan	54	107	108	717	986	
Totals	\$ 72,439	\$ 2,018	\$ 2,016	\$ 35,747	\$ 112,220	

(1) Interest expense on repurchase agreements, junior subordinated notes and mortgage loan are based on current interest rates as of June 30, 2021 and the remaining term of liabilities existing at that date.

(2) We hold a common equity interest in Bimini Capital Trust II. The amount presented represents our net cash outlay.

Outlook

Orchid Island Capital Inc.

Orchid Island Capital had another strong quarter growing its capital base. Orchid raised net proceeds of approximately \$121.7 million through its "at the market" program. As for Orchid's financial performance, while the economy continued its slow recovery from the COVID-19 pandemic, the interest rate market in the U.S. reversed course during the second quarter as rates rallied throughout the

quarter and even more so into the third quarter. Orchid had positioned its portfolio and hedges quite defensively as the second quarter. Orchid's MBS portfolio underperformed its hedge positions, resulting in a GAAP loss of \$0.17 per share or \$16.9 million. The net effect of the new shares issued, the net loss and dividends paid resulted in Orchid's capital base increasing \$87.6 million during the second quarter. Year to date Orchid has increased its capital base by approximately \$138.5 million, or 33%. As a result, Birm's Advisor's advisory services revenue increased 8% over the first quarter and, as the increased capital base at Orchid was in place for the entire quarter, the run rate entering the third quarter is higher still. Orchid's financial performance and dividends also continue to impact the size of the capital base going forward.

Orchid is obligated to reimburse us for direct expenses paid on its behalf and to pay to us Orchid's pro rata share 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. Our operating results are also impacted by changes in the market value of our holdings of Orchid common shares, but these market value changes do not impact our cash flows from Orchid. The Company increased its holdings of Orchid during the second quarter of 2020, as the shares of Orchid were trading at a significant discount to Orchid's reported book value as of March 31, 2020. The Company currently owns approximately 2.6 million shares of Orchid.

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 be obligated to 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.

Economic Summary

The economy continued its strong recovery from the COVID-19 pandemic during the second quarter of 2021. The cases that occurred during the first quarter of 2021 abated quickly as inoculations of the new vaccines were widely distributed, especially to those most susceptible to the virus. New COVID-19 cases, hospitalizations and deaths from the virus decreased dramatically, allowing the economy to reopen and substantial pent-up demand on the part of consumers to be unleashed. Additional fiscal policy steps taken by the Biden administration, as described below, added to the surge in economic activity.

The economic data released throughout the second quarter provided evidence of the recovery. Retail sales, especially our sales, surged. Home sales grew at a pace that exceeded the early 2000s. Home price increases exceeded levels of the early 2000s as well, eventually leading to a slow down in home sales and price appreciation in the early days of the third quarter. The elevated home prices became an impediment to new sales. As the demand for many goods and services increased, the lingering effects of the pandemic acted to retard supply, leading to price increases. For example, the supply of computer chips in the case of autos and electronics could not keep up with demand. Shortages of commodities like lumber in the case of housing, and labor, constrained the economy's ability to meet demand. Labor remained constrained as workers either were supplementing unemployment insurance available initially under COVID-19 related legislation, were fearful of excess expenses (especially in the case of leisure and hospitality workers) or affected by the lack of access to childcare, and thus unable to return to work. Domestic product, or GDP, expanded at a 6.5% annualized rate during the second quarter of 2021. Importantly, the supply and demand imbalance mentioned above, coupled with an expansion in the monetary base driven by both fiscal and monetary policy (including asset purchases), have driven inflation higher. The consumer price index, or CPI, has accelerated to over 5% on a year-over-year basis for the first time since 2008. The lone disappointment over the period has been job growth, as mentioned above. As we enter the third quarter of 2021, job growth has accelerated, but the rapid emergence of the delta variant of COVID-19 during July may negatively impact job growth.

Legislative Response and the Federal Reserve

Congress passed the CARES Act quickly in response to the pandemic's emergence last spring and followed with additional legislation over the course of months. However, as certain provisions of the CARES Act expired, such as supplemental unemployment insurance last

July, there appeared to be a need for additional stimulus for the economy to deal with the surge in the pandemic that occurred earlier in the year, particularly over the Christmas holiday. As mentioned above, the Federal government eventually passed an additional stimulus package in late December of 2020 and again in March of 2021. In addition, the Fed has provided, and continues to provide support to the markets and the economy as it can within the constraints of its mandate. During the third quarter of 2020, the Fed unveiled a new monetary policy framework focused on average inflation rate targeting that allows the Fed Funds rate to remain quite low even if inflation is expected to temporarily surpass the 2% target level. Further, the Fed will look past the presence of very tight labor markets, should they be present at the time. This marks a significant shift from their prior policy framework, which was focused on the unemployment rate as a key indicator of impending inflation. Adherence to this policy could steepen the U.S. Treasury rate curve as short-term rates could remain low for a considerable period but longer-term rates could rise given the Fed's intention to let inflation average 2% in the future as the economy more fully recovers. The response of U.S. Treasury rates appeared to follow this path in the first quarter of 2021 but it has since reversed since early in the second quarter 2021.

Interest Rates

As economic activity and inflation accelerated during the second quarter of 2021, market participants anticipated interest rates would continue to rise as they had done during the first quarter of the year. This was most evident in the open interest in the Treasury futures – namely the level of contracts shorted. However, interest rates did not continue to rise in the second quarter of 2021. In fact, over the course of the quarter, longer term interest rates declined slowly – by 27.2 bps in the case of the 10-year U.S. Treasury note and 32.5 bps in the case of the 30-year U.S. Treasury bond. Since quarter end, rates have accelerated their decline, especially as the spread of COVID-19 has appeared to spread at an accelerating rate across both the U.S. and the globe. The driver of the move in rates was likely the result of technical factors, as market positioning was so skewed to the short side and there simply were few if any additional sellers. The disappointing job growth figures during the second quarter were also cited as evidence that market participants may have been overly optimistic about the magnitude of the economic recovery. More recently, the rapid spread of the delta COVID-19 is causing market participants to lower their near-term growth estimates – both for the U.S. and globally.

The Fed has played a role in the evolution of interest rates over the course of the quarter as well. The most significant development has been the Fed's insistence, at least from the FOMC leadership, that the inflationary pressures evident in the economy will be transitory. The Fed argues that COVID-19 related supply constraints are driving most price pressures, and that activity related to the reopening of the economy – such as travel, dining out and housing – is causing price pressures related to excessive demand, which should subside as the economy returns to normal levels of activity. Substantial fiscal stimulus also played a role in the Fed's view that direct payments related to the various relief measures passed by Congress were one time in nature and their effect will fade. Market pricing of interest rates, especially long-term rates, seem to indicate the market agrees with this point of view. However, at the FOMC meeting in June, the market was surprised to learn that while the leadership of the Fed maintains this view, not all members of the committee believed that inflation may not be transitory, and that as a result the Fed would have to raise interest rates begin to taper their asset purchases sooner than previously thought. The market interpreted this as a hawkish shift on the part of the Fed, although the leadership of the Fed – especially Chairman Powell has pushed back against this interpretation and insists the Fed's stance has not changed.

The Agency RMBS Market

Performance for the Agency RMBS market for the second quarter trailed most other asset classes, especially so in return. The total Agency RMBS sub-index was 0.33% for the quarter. As mentioned above, at the conclusion of the June FOMC meeting, not all committee members shared the view of the Fed leadership that the removal of accommodation was still far off – or was far from complete. Certain members thought the Fed would have to taper their asset purchases and eventually raise interest rates much sooner. For the Agency RMBS market, this meant Fed purchases of \$40 billion per month higher than most market participants expected. The extremely strong housing market added credence to the notion that the Fed did not need to continue to provide support to the market any longer as well. Given the length of time the Fed has been supporting the Agency RMBS market with banks that are flush with deposits that need to be invested, price levels in the Agency RMBS market were a precursor to this development. While all sectors of the financial markets appear to be priced at the high end of long-term price ranges,

the removal of such a large buyer of Agency RMBS likely would have a negative effect on their valuations. The market has rallied to the level of the Fed purchases of Agency RMBS, leading to the relative under-performance of the Agency RMBS market during the second quarter of 2021.

The second driver of Agency RMBS performance, both for the second quarter of 2021 and beyond, is, as always, the level of prepayments. As the market has rallied – especially long-term rates – rates available to borrowers are now back to levels seen in the last quarter, and burn-out in higher coupon, more seasoned mortgages has been modest. This has been supportive of the specific pool of mortgages held by the Company. Going forward, prepayment activity could accelerate as a result of the FHFA's recent decision to reduce the Adverse Market Refinance Fee effective August 1, 2021, earlier than had been anticipated. The fee was paid by originators in the form of compensation to the GSE's to cover the higher default rates that were anticipated. Originators generally passed the fee on to borrowers, so its removal effectively lowers available mortgage rates by the amount of the fee, or 50 basis points.

Recent Legislative and Regulatory Developments

The Fed conducted large scale overnight repo operations from late 2019 until July 2020 to address disruptions in the Agency MBS financing markets. These operations ceased in July 2020 after the central bank successfully tamed volatile funding costs that had threatened to cause disruption across the financial system.

The Fed has taken a number of other actions to stabilize markets as a result of the impacts of the COVID-19 pandemic. In March of 2020, the Fed announced a \$700 billion asset purchase program to provide liquidity to the U.S. Treasury and Agency MBS markets. The Fed also lowered the Fed Funds rate to a range of 0.0% – 0.25%, after having already lowered the Fed Funds rate by 50 basis points earlier in the month. Later that same month the Fed announced a program to acquire U.S. Treasuries and Agency RMBS in the amounts needed to support market functioning. With these purchases, market conditions improved substantially. Currently, the Fed is committed to purchasing \$80 billion of U.S. Treasuries and \$40 billion of Agency RMBS each month. Chairman Powell and the Fed have reiterated their commitment to this level of asset purchases at every meeting since their meeting on June 30, 2020. At the July 2021 meeting, the Fed began their discussions for adjusting the path and composition of asset purchases, but reiterated the intention to provide notice well in advance of an announcement to reduce the pace of such purchases. Chairman Powell has also maintained that the Fed expects to maintain interest rates at this level until the Fed is confident that the economy has weathered the pandemic and its impact on economic activity and is on track to achieve its maximum employment and price stability goals. The Fed has taken various other steps to support other fixed income markets, to support mortgage servicers and to implement various portions of the Coronavirus Aid, Relief, and Economic Security ("CARES") Act.

The CARES Act was passed by Congress and signed into law on March 27, 2020. This over \$2 trillion COVID-19 relief bill, among other things, provided for direct payments to each American making up to \$75,000 a year, increased unemployment benefits (for up to four months), funding to hospitals and health providers, loans and investments to businesses, states and municipalities, and grants to the airline industry. On April 24, 2020, an additional funding bill was signed into law that provided an additional \$40 billion of aid to small businesses, hospitals, health care providers and additional coronavirus testing efforts. Various provisions of the CARES Act were set to expire in July 2020, including a moratorium on evictions, expanded unemployment benefits, and a moratorium on foreclosures. On August 8, 2020, Executive Order 13945 was issued, directing the Department of Health and Human Services, the Centers for Disease Control and Prevention ("CDC"), the Department of Housing and Urban Development, and the Department of the Treasury to take measures to temporarily halt residential evictions and foreclosures, including through temporary financial assistance.

On December 27, 2020, an additional \$900 billion coronavirus aid package was signed into law as part of the Consolidated Appropriations Act of 2021, providing for extensions of many of the CARES Act policies and programs as well as additional relief. The package provided, among other things, direct payments to most Americans with a gross income of less than \$75,000 or an extension of unemployment benefits through March 14, 2021, funding for procurement of vaccines and health providers, loans to businesses, funding for rental assistance and funding for schools. On January 29, 2021, the CDC issued guidance extending the moratorium on evictions for covered persons through March 31, 2021, which was subsequently extended to July 31, 2021. In addition, on February 9,

2021, the FHFA announced that the foreclosure moratorium begun under the CARES Act for loans backed by Fannie Mae and Freddie Mac was extended until March 31, 2021, which was extended to July 31, 2021. On February 16, 2021, the U.S. Housing and Urban Development Department announced the expansion of the foreclosure moratorium to June 30, 2021, which was extended to July 31, 2021 and again in July, although it no longer applies to all geographic areas.

On March 11, 2021, the \$1.9 trillion American Rescue Plan Act of 2021 was signed into law. This stimulus program furthered the Federal Government's efforts to stabilize the economy and provide assistance to sectors of the population still suffering from the physical and economic effects of the pandemic.

In January 2019, the Trump administration made statements of its plans to work with Congress to overhaul Fannie Mae and Freddie Mac. On September 30, 2019, the FHFA announced that Fannie Mae and Freddie Mac were allowed to increase their capital buffers to \$25 billion and \$20 billion, respectively, from the prior limit of \$3 billion each. This step could ultimately lead to Fannie Mae and Freddie Mac being re-regulated and represents the first concrete step on the road to GSE reform. On June 30, 2020, the FHFA released a new regulatory framework for the GSEs which seeks to implement both a risk-based capital framework and minimum leverage capital. The final rule on the new capital framework for the GSEs was published in the federal register in December 2020. On January 14, 2021, the U.S. Treasury and the FHFA executed letter agreements allowing the GSEs to continue to retain capital up to their regulatory minimums, including buffers, as prescribed in the December rule. These letter agreements provide, in part, (i) there will be no conservatorship until all material litigation is settled and the GSE has common equity Tier 1 capital of at least 3% of its assets, (ii) the GSEs will comply with the FHFA's regulatory capital framework, (iii) higher-risk single-family mortgage acquisitions will be restricted to current levels, and (iv) the U.S. Treasury and the FHFA will establish a timeline and process for future GSE reform. However, no definitive regulatory actions have been released or enacted with respect to ending the conservatorship, unwinding the GSEs, or clarifying the roles of the GSEs in the U.S. mortgage market. On June 23, 2021, President Biden removed the director of the FHFA and appointed a new acting director. With the leadership change at FHFA, some observers anticipate that the Biden administration will begin to unwind the GSEs' conservatorship and that the January 14, 2021, letter agreements between the U.S. Treasury and the FHFA may be renegotiated.

In 2017, policymakers announced that LIBOR will be replaced by December 31, 2021. The directive was spurred by banks' concerns about contributing to the LIBOR panel given the shortage of underlying transactions on which to base LIBOR and the associated with submitting an unfounded level. The ICE Benchmark Administration, in its capacity as administrator of USD LIBOR, announced that it will cease publication of (i) the one-week and two-month USD LIBOR settings immediately following the publication on December 31, 2021, and (ii) the overnight and one, three, six and 12-month USD LIBOR settings immediately following the June 30, 2023. A joint statement by key regulatory authorities calls on banks to cease entering into new contracts using LIBOR as a reference rate by no later than December 31, 2021. The Alternative Reference Rates Committee, a steering committee of large U.S. financial institutions, has proposed replacing USD-LIBOR with a new SOFR, a rate based on U.S. bank deposits. Many banks believe that it may take four to five years to complete the transition to SOFR, for certain, despite the 2021 deadline. The emergence of this new rate carefully as it will potentially become the new benchmark for hedges and a range of interest rate investments. At this time, however, no consensus exists as to what rate or rates may become accepted alternatives to LIBOR.

Effective January 1, 2021, Fannie Mae, in alignment with Freddie Mac, will extend the timeframe for its delinquent for single-family Uniform Mortgage-Backed Securities (UMBS) and Mortgage-Backed Securities (MBS) from four consecutive missed monthly payments to twenty-four consecutive missed monthly payments (i.e., 24 months past due). This new timeframe will apply to single-family pools and newly issued single-family pools and was first reflected when January 2021 factors were released on the fourth business day in February 2021.

For Agency RMBS investors, when a delinquent loan is bought out of a pool of mortgage loans, the removal of the loan from the pool is the same as a total prepayment of the loan. The respective GSEs currently anticipate, however, that delinquent loans will be

repurchased in most cases before the 24-month deadline under one of the following exceptions listed below.

- a loan that is paid in full, or where the related lien is released and/or the note debt is satisfied or forgiven;
- a loan repurchased by a seller/servicer under applicable selling and servicing requirements;
- a loan entering a permanent modification, which generally requires it to be removed from the MBS. During any period, the loan will remain in the MBS until the trial period ends;
- a loan subject to a short sale or deed-in-lieu of foreclosure; or
- a loan referred to foreclosure.

Because of these exceptions, the GSEs currently believe based on prevailing assumptions and market conditions this change will have only a marginal impact on prepayment speeds, in aggregate. Cohort level impacts may vary. For example, more than half of loans referred for foreclosure are historically referred within six months of delinquency. The degree to which speeds are affected depends on delinquency levels, borrower response, and referral to foreclosure timelines.

The scope and nature of the actions the U.S. government or the Fed will ultimately undertake are unknown and will evolve, especially in light of the COVID-19 pandemic, President Biden's new administration and the new Congress in the United States.

Effect on Us

Regulatory developments, movements in interest rates and prepayment rates affect us in many ways, including the following:

Effects on our Assets

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

Lower long-term interest rates can affect the value of our Agency RMBS in a number of ways. If prepayment rates are relatively low (due, in part, to the refinancing problems described above), lower long-term interest rates can increase the value of Agency RMBS. However, because investors typically place a premium on assets with yields that are higher than market yields, lower interest rates may increase asset values in our portfolio, we may not be able to invest new funds in similarly-yielding assets.

If prepayment levels increase, the value of our Agency RMBS affected by such prepayments may decline. This is because a principal prepayment accelerates the effective term of an Agency RMBS, 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 RMBS 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 Agency RMBS most sensitive to increased prepayment rates. Because the holder of an IO or IIO receives no principal payments, the principal balance of IOs and IIOs is 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.

Higher long-term rates can also affect the value of our Agency RMBS. As long-term rates rise, rates available to borrowers also rise. This tends to cause prepayment activity to slow and extend the expected average life of mortgage cash flows. As the expected average

life of the mortgage cashflows increases, coupled with higher discount rates, the value of Agency RMBS declines. Some of the instruments the Company uses to hedge our Agency RMBS assets, such as interest rate futures, swaps and swaptions, are stable life instruments. This means that to the extent we use such instruments to hedge our Agency RMBS assets, our hedges may protect us from price declines, and therefore may negatively impact our book value. It is for this reason we use interest rate only portfolio. As interest rates rise, the expected average life of these securities increases, causing generally positive price movements as the number and size of the cash flows increase the longer the underlying mortgages remain outstanding. This makes these securities desirable hedge instruments for pass-through Agency RMBS.

As described above, the Agency RMBS market began to experience severe dislocations in mid-March 2020 as a result of the health and market turmoil brought about by COVID-19. In March of 2020, the Fed announced that it would purchase Agency RMBS and U.S. Treasuries in the amounts needed to support smooth market functioning, which largely stabilized the Agency RMBS market. The Fed's commitment reaffirmed at all subsequent Fed meetings. At the July 2021 meeting, the Fed began to discuss plans for adjusting the composition of asset purchases, but reiterated its intention to provide notice well in advance of an announcement to reduce the pace of such purchases. If the Fed modifies, reduces or suspends its purchases of Agency RMBS, our investment portfolio may be negatively impacted. Further, the moratorium on foreclosures and evictions described above will likely delay potential defaults on loans that otherwise be bought out of Agency MBS pools as described above. Depending on the ultimate resolution of the moratorium on evictions, when and if it occurs, these loans may be removed from the pool into which they were securitized. If this were to occur, it would be delaying a prepayment on the Company's securities until such time. As the majority of the Company's Agency RMBS assets were acquired at a premium to par, this will tend to increase the realized yield on the asset in question.

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 RMBS with shorter durations. We believe these 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 term interest rates than PT RMBS, particularly PT RMBS backed by fixed-rate mortgages.

Effects on our borrowing costs

We leverage our PT RMBS portfolio and a portion of our structured Agency RMBS with principal balances through the use of short-term repurchase agreement transactions. The interest rates on our debt are determined by the short-term interest rate markets. An increase in the Fed Funds rate or LIBOR would increase our borrowing costs, which could affect our interest rate spread if the corresponding increase in the interest we earn on our assets. This would be most prevalent with respect to our Agency RMBS 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.

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

Summary

In contrast to the twelve months that preceded the second quarter of 2021, COVID-19 did not suppress the performance of the markets and economy in the second quarter. The recovery has been driven by many factors – the emergence and widespread distribution of a very effective vaccine, substantial government stimulus and accommodative monetary policy. The economy recovered rapidly as we moved from a period of pent-up demand to lead to a surge in demand for goods and services, fueled further by multiple rounds of checks and numerous other means of financial support provided by the government. Financial markets are benefiting from favorable financial conditions, abundant liquidity, high risk tolerance and an insatiable demand for returns. The high level of activity and is a driver of price pressures is the lingering effect of the pandemic on labor force participation or lack thereof. A significant part of the price pressure observed during the second quarter was driven by supply shortages, which are in turn

driven by under-staffed producers of various goods and services. This constraint should be slowly removed over the balance of 2021 during a resurgence of the pandemic.

The economic data released during the second quarter tells the story quite well. GDP expanded at a 6.50% annualized rate. The housing market is stronger than in the days before the financial crisis in the late 2000s – both in terms of the number of homes sold and average prices – which in the case of existing home sales are up over 23% year over year in June 2021 versus June 2020. Price pressures are evident, due to the combination of constrained supply channels and robust demand – driven by a strong combination of demand and government stimulus. The CPI increased by well over 5% year over year in June as well. The Fed has insisted pressures are temporary, and the market appears to agree based on the level of long-term U.S. Treasury rates. However, not all members of the FOMC or market participants agree. Since the disagreement stems from the length of time the price pressures in the market, it will be resolved by the mere passage of time.

Returns for the Agency RMBS market trailed most other sectors of the financial markets, including fixed income and equities or high yield. The driver was the prospect the Fed would begin to taper their asset purchases as the economy fully recovers. This was especially the case in June, after the Fed concluded their FOMC meeting and revealed there was divergence in views of committee members regarding the timing of this step. While Fed leadership maintains this step is still well into the future, the robustness of the housing market coupled with the growing divergence of views within the Fed was enough for the markets to begin to price in a reduction in Fed asset purchases. A second factor hurting the sector was the rally in long-term interest rates that confounded many market participants. Rates available to borrowers are back to levels prevalent during the summer of 2020 and refinancing activity has accelerated, delaying once more burn-out for higher coupon, more seasoned loans and driving premiums for specific pools slightly higher.

Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with GAAP. GAAP requires our management to make some subjective decisions and assessments. Our most critical accounting policies involve decisions and assessments which could significantly affect reported assets, liabilities, revenues and expenses. These decisions and assessments can change significantly each reporting period. There have been no changes to the processes used to determine our critical accounting estimates or disclosures reported on Form 10-K for the year ended December 31, 2020.

Capital Expenditures

At June 30, 2021, we had no material commitments for capital expenditures.

Off-Balance Sheet Arrangements

At June 30, 2021, 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 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 (the "Exchange Act"). Based on this evaluation, the CEO and CFO concluded our disclosure controls, 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 to allow timely decisions regarding required disclosure and (2) in providing reasonable assurance that information we must disclose in our periodic reports under the Exchange Act is recorded, processed, summarized and reported within the time periods the SEC's rules and forms.

Changes in Internal Controls over Financial Reporting

There were no material changes in the Company's internal control over financial reporting that occurred during the 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

On April 22, 2020, the Company received a demand for payment from Citigroup, Inc. in the amount of \$33.1 million related to the indemnification provisions of various mortgage loan purchase agreements ("MLPA's") entered into between Citigroup Global Markets Realty Corp and Royal Palm Capital, LLC (f/k/a Opteum Financial Services, LLC) prior to the date Royal Palm's mortgage origination operations ceased in 2007. The demand is based on Royal Palm's alleged breaches of certain representations and warranties made previously. The Company believes the demands are without merit and intends to defend against the demand previously recorded as of June 30, 2021 related to the Citigroup demand.

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

ITEM 1A. RISK FACTORS.

There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K for December 31, 2020, filed with the SEC on March 15, 2021.

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

On March 26, 2018, the Company's Board of Directors authorized the repurchase of up to 500,000 shares of the Company's Class A common stock. The maximum remaining number of shares that may be repurchased under this authorization is 429,596 shares. The authorization, as currently extended, expires on November 15, 2021. The Company did not repurchase any of its common stock during the three months ended June 30, 2021.

The Company did not have any unregistered sales of its equity securities during the three months ended June 30, 2021.

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: August 13, 2021

By: /s/ Robert E. Cauley
Robert E. Cauley
Chairman and Chief Executive Officer

Date: August 13, 2021

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)

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 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: August 13, 2021

/s/ Robert E. Cauley

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

CERTIFICATIONS

I, G. Hunter Haas, 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 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: August 13, 2021

/s/ G. Hunter Haas, IV

G. Hunter Haas, IV
President and Chief Financial Officer

**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 ~~2021~~ ~~2021~~ (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

August 13, 2021

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

**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 June 30, 2021 ("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

August 13, 2021

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

