

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2022

OR

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: 001-34374

ARLINGTON ASSET INVESTMENT CORP.
(Exact name of registrant as specified in its charter)

Virginia

54-1873198

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification No.)

6862 Elm Street, Suite 320

McLean, VA 22101

(Address of Principal Executive Offices) (Zip Code)

(703) 373-0200

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Class A Common Stock	AAIC	NYSE
7.00% Series B Cumulative Perpetual Redeemable Preferred Stock	AAIC PrB	NYSE
8.250% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	AAIC PrC	NYSE
6.000% Senior Notes due 2026	AAIN	NYSE
6.75% Senior Notes due 2025	AIC	NYSE

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act: Yes No

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.

Large accelerated filer Accelerated filer

Non-accelerated filer Small reporting company

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b).

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

The aggregate market value of the registrant's Class A common stock held by non-affiliates computed by reference to the last reported price at which the registrant's Class A common stock was sold on the New York Stock Exchange on June 30, 2022 was \$90.5 million.

As of February 28, 2023, there were 28,360,447 shares of the registrant's Class A common stock outstanding and no shares of the registrant's Class B common stock outstanding.

Documents incorporated by reference: Portions of the registrant's Definitive Proxy Statement for the 2023 Annual Meeting of Shareholders (to be filed with the Securities and Exchange Commission no later than 120 days after the end of the registrant's fiscal year end) are incorporated by reference in this Annual Report on Form 10-K in response to Part II, Item 5 and Part III, Items 10, 11, 12, 13 and 14.

Auditor Firm 238
Id:

Auditor Name: PricewaterhouseCoopers LLP Auditor Location: Washington DC, DC, USA

TABLE OF CONTENTS

	Page
<u>Cautionary Statement About Forward-Looking Information</u>	iii
PART I	
ITEM 1. <u>Business</u>	1
ITEM 1A. <u>Risk Factors</u>	9
ITEM 1B. <u>Unresolved Staff Comments</u>	33
ITEM 2. <u>Properties</u>	34
ITEM 3. <u>Legal Proceedings</u>	34
ITEM 4. <u>Mine Safety Disclosures</u>	34
PART II	
ITEM 5. <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	35
ITEM 6. <u>Reserved</u>	36
ITEM 7. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	37
ITEM 7A. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	55
ITEM 8. <u>Financial Statements and Supplementary Data</u>	58
ITEM 9. <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	58
ITEM 9A. <u>Controls and Procedures</u>	58
ITEM 9B. <u>Other Information</u>	59
ITEM 9C. <u>Disclosure Regarding Foreign Jurisdictions That Prevent Inspections</u>	59
PART III	
ITEM 10. <u>Directors, Executive Officers and Corporate Governance</u>	60
ITEM 11. <u>Executive Compensation</u>	60
ITEM 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	60
ITEM 13. <u>Certain Relationships and Related Transactions, and Director Independence</u>	60
ITEM 14. <u>Principal Accountant Fees and Services</u>	60
PART IV	
ITEM 15. <u>Exhibits and Financial Statement Schedules</u>	60
ITEM 16. <u>Form 10-K Summary</u>	63
<u>Signatures</u>	64
<u>Index to Consolidated Financial Statements of Arlington Asset Investment Corp.</u>	F-1

CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING INFORMATION

When used in this Annual Report on Form 10-K, in future filings with the Securities and Exchange Commission ("SEC") or in press releases or other written or oral communications, statements which are not historical in nature, including those containing words such as "believe," "expect," "anticipate," "estimate," "plan," "continue," "intend," "should," "may" or similar expressions, are intended to identify "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, as such, may involve known and unknown risks, uncertainties and assumptions. The forward-looking statements we make in this Annual Report on Form 10-K include, but are not limited to, statements about the following:

- the availability and terms of, and our ability to deploy, capital and our ability to grow our business through our current strategy focused on acquiring either (i) residential mortgage-backed securities ("MBS") that are either issued by U.S. government agencies or guaranteed as to principal and interest by U.S. government agencies or U.S. government sponsored agencies ("agency MBS"), (ii) mortgage servicing right ("MSR") related assets, or (iii) credit investments that generally consist of mortgage loans secured by either residential or commercial real property or MBS collateralized by such mortgage loans;
- risks related to a resurgence of the coronavirus ("COVID-19"), including the impact on our business, financial condition, liquidity and results of operations due to a significant decrease in economic activity and disruptions in our financing operations, among other factors;
- our ability to qualify and maintain our qualification as a real estate investment trust ("REIT");
- our ability to forecast our tax attributes, which are based upon various facts and assumptions, and our ability to protect and use our net operating losses ("NOLs") and net capital losses ("NCLs") to offset future taxable income, including whether our shareholder rights plan, as amended ("Rights Plan") will be effective in preventing an ownership change that would significantly limit our ability to utilize such losses;
- our business, acquisition, leverage, asset allocation, operational, investment, hedging and financing strategies and the success of, or changes in, these strategies;
- credit risks underlying our assets, including changes in the default rates and management's assumptions regarding default rates on the mortgage loans securing our non-agency MBS;
- the effect of changes in inflation, prepayment rates, interest rates and default rates on our portfolio;
- the effect of governmental regulation and actions on our business, including, without limitation, changes to monetary and fiscal policy and tax laws;
- our ability to quantify and manage risk;
- our ability to roll our repurchase agreements on favorable terms, if at all;
- our liquidity;
- our asset valuation policies;
- our decisions with respect to, and ability to make, future dividends;
- investing in assets other than mortgage investments or pursuing business activities other than investing in mortgage investments;
- our ability to successfully operate our business as a REIT;
- our ability to maintain our exclusion from the definition of "investment company" under the Investment Company Act of 1940, as amended (the "1940 Act");
- the uncertainty and economic impact of a resurgence of the coronavirus ("COVID-19") pandemic; and
- the effect of general economic conditions including the impact of a potential recessionary environment on our business.

Forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account information currently in our possession. These beliefs, assumptions and expectations may change as a result of many possible events or factors, not all of which are known to us or are within our control. If a change occurs, the performance of our portfolio and our business, financial condition, liquidity and results of operations may vary materially from those expressed, anticipated or

contemplated in our forward-looking statements. You should carefully consider these risks, along with the following factors that could cause actual results to vary from our forward-looking statements, before making an investment in our securities:

- the overall environment for interest rates, changes in interest rates, interest rate spreads, the yield curve and prepayment rates, including the timing of changes in the Federal Funds rate by the U.S. Federal Reserve;
- the effect of any changes to the London Interbank Offered Rate (“LIBOR”) and the Secured Overnight Financing Rate (“SOFR”) and establishment of alternative reference rates;
- current conditions and further adverse developments in the residential mortgage market and the overall economy;
- potential risk attributable to our mortgage-related portfolios, including changes in fair value;
- our use of leverage and our dependence on repurchase agreements and other short-term borrowings to finance our mortgage-related holdings;
- the availability of certain short-term liquidity sources;
- competition for investment opportunities;
- U.S. Federal Reserve monetary policy;
- the federal conservatorship of the Federal National Mortgage Association (“Fannie Mae”) and the Federal Home Loan Mortgage Corporation (“Freddie Mac”) and related efforts, along with any changes in laws and regulations affecting the relationship between Fannie Mae and Freddie Mac and the federal government;
- mortgage loan prepayment activity, modification programs and future legislative action;
- changes in, and success of, our acquisition, hedging and leverage strategies, changes in our asset allocation and changes in our operational policies, all of which may be changed by us without shareholder approval;
- failure of sovereign or municipal entities to meet their debt obligations;
- fluctuations of the value of our hedge instruments;
- fluctuating quarterly operating results;
- changes in laws and regulations and industry practices that may adversely affect our business;
- volatility of the securities markets and activity in the secondary securities markets in the United States and elsewhere;
- our ability to qualify and maintain our qualification as a REIT for federal income tax purposes;
- our ability to successfully expand our business into areas other than investing in MBS and our expectations of the returns of expanding into any such areas; and
- the other important factors identified in this Annual Report on Form 10-K under the caption “Item 1A – Risk Factors.”

These and other risks, uncertainties and factors, including those described elsewhere in this Annual Report on Form 10-K, could cause our actual results to differ materially from those projected in any forward-looking statements we make. All forward-looking statements speak only as of the date on which they are made. New risks and uncertainties arise over time and it is not possible to predict those events or how they may affect us. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

PART I

ITEM 1. BUSINESS

Unless the context otherwise requires or indicates, all references in this Annual Report on Form 10-K to “Arlington Asset” refer to Arlington Asset Investment Corp., and all references to “we,” “us,” “our,” and the “Company,” refer to Arlington Asset Investment Corp. and its consolidated subsidiaries.

Our Company

We are an investment firm that focuses primarily on investing in mortgage related assets. Our investment capital is currently allocated between the following asset classes:

- mortgage servicing right (“MSR”) related assets
- credit investments
- agency mortgage-backed securities (“MBS”)

Our MSR related assets represent investments for which the return is based on the economic performance of a pool of specific MSRs. Our credit investments generally include investments in mortgage loans secured by either residential or commercial real property or MBS collateralized by residential or commercial mortgage loans (“non-agency MBS”). Our agency MBS consist of residential mortgage pass-through certificates for which the principal and interest payments are guaranteed by a U.S. government sponsored enterprise (“GSE”), such as Fannie Mae and Freddie Mac.

We also previously allocated investment capital to a strategy of investing in single-family residential (“SFR”) properties that consisted of acquiring, leasing and operating single-family residential homes as rental properties. During 2022, we sold our portfolio of SFR properties and are currently no longer anticipating allocating capital to our SFR investment strategy.

We are a Virginia corporation that was incorporated on November 10, 1997. We are internally managed and do not have an external investment advisor. We have elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). As a REIT, we are required to distribute annually 90% of our REIT taxable income (subject to certain adjustments). So long as we continue to qualify as a REIT, we will generally not be subject to U.S. federal or state corporate income taxes on our taxable income that we distribute to our shareholders on a timely basis. At present, it is our intention to distribute 100% of our taxable income, although we will not be required to do so. We intend to make distributions of our taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year.

Investment Portfolio

We manage our investment portfolio with the goal of obtaining a high risk-adjusted return on capital. We evaluate the rates of return that can be achieved in each asset class and for each individual investment within an asset class in which we invest. We then evaluate opportunities against the returns available in each of our investment alternatives and attempt to allocate our assets and capital with an emphasis toward what we believe to be the highest risk-adjusted return available. We expect this strategy will cause us to have different allocations of capital and leverage in different market environments. In addition, we also may pursue other business activities that would utilize our experience in analyzing investment opportunities and applying similar portfolio management skills. However, investing in other asset classes or pursuing other business activities may be limited by our desire to continue to qualify as a REIT. We may change our investment strategy at any time without the consent of our shareholders; accordingly, in the future, we could make investments or enter into hedging transactions that are different from, and possibly riskier than, the investments and associated hedging transactions described in this Annual Report on Form 10-K.

The following tables summarize our asset and capital allocation of our investment strategies as of December 31, 2022 and 2021, respectively (dollars in thousands):

	December 31, 2022			
	Assets	Invested Capital Allocation ⁽¹⁾	Invested Capital Allocation (%)	Leverage ⁽²⁾
MSR financing receivables	\$ 180,365	\$ 180,365	63%	—
Credit investments ⁽³⁾	167,519	58,485	21%	1.9
Agency MBS ⁽⁵⁾	43,722	45,566	16%	—
Total invested capital	<u>\$ 391,606</u>	<u>284,416</u>	<u>100%</u>	
Cash and other corporate capital, net		19,329		
Total investable capital		<u>\$ 303,745</u>		0.3

		December 31, 2021		
	Assets	Invested Capital Allocation ⁽¹⁾	Invested Capital Allocation (%)	Leverage ⁽²⁾
MSR financing receivables	\$ 125,018	\$ 125,018	43%	0.3
Credit investments ⁽⁴⁾	65,626	44,946	16%	0.5
Agency MBS ⁽⁵⁾	483,927	91,763	32%	4.3
Single-family residential properties	60,889	26,407	9%	1.5
Total invested capital	<u>\$ 735,460</u>	<u>288,134</u>	<u>100%</u>	
Cash and other corporate capital, net		21,987		
Total investable capital		<u>\$ 310,121</u>		1.5

- (1) Our investable capital is calculated as the sum of our shareholders' equity capital plus accumulated depreciation of our single-family residential properties and long-term unsecured debt.
- (2) Our leverage is measured as the ratio of the sum of our repurchase agreement financing, long-term debt secured by SFR properties, net payable or receivable for unsettled securities, net contractual forward purchase or sale price of our to-be-announced ("TBA") commitments and leverage within our MSR financing receivables less our cash and cash equivalents compared to our investable capital.
- (3) Includes our net investment of \$28,904 in variable interest entities with gross assets and liabilities of \$198,511 and \$169,607, respectively, that is consolidated for GAAP financial reporting purposes.
- (4) Includes our net investment of \$9,708 in a variable interest entity with gross assets and liabilities of \$10,218 and \$510, respectively, that is consolidated for GAAP financial reporting purposes.
- (5) Agency MBS assets include the fair value of the agency MBS which underlie our TBA forward purchase and sale commitments. In accordance with GAAP, our TBA forward commitments are reflected on the consolidated balance sheets as derivative assets and liabilities at fair value in the financial statement line items "other assets" and "other liabilities". As of December 31, 2022 and 2021, the fair value of the underlying agency MBS that underlie our net long (short) positions in TBA commitments had a fair value of \$(399,818) and \$0 with a carrying value of \$5,630 and \$109, respectively.

Mortgage Servicing Right Related Assets

An MSR provides a mortgage servicer with the right to service a pool of residential mortgage loans in exchange for a portion of the interest payments made on the underlying residential mortgage loans. This amount typically ranges from 25 to 50 basis points times the unpaid principal balance ("UPB") of the residential mortgage loans, plus ancillary income and custodial interest. An MSR is made up of two components: a basic fee and an excess servicing spread. The basic fee is the amount of compensation for the performance of servicing duties (including advance obligations), and the excess servicing spread is the amount that exceeds the basic fee. Ownership of an MSR requires the owner to be a licensed mortgage servicer. An owner of an excess servicing spread is not required to be licensed, and is not required to assume any servicing duties, advance obligations or liabilities associated with the loan pool underlying the MSR unless otherwise specified through agreement.

We do not hold the requisite licenses to purchase or hold MSRs directly. However, we have entered into agreements with a licensed, GSE approved residential mortgage loan servicer that enable us to garner the economic return of an investment in an MSR purchased by the mortgage servicing counterparty through an MSR financing transaction. Under the terms of the arrangement, for an MSR acquired by the mortgage servicing counterparty, (i) we purchase the excess servicing spread from the mortgage servicer counterparty, entitling us to monthly distributions of the servicing fees collected by the mortgage servicing counterparty in excess of 12.5 basis points per annum (and to distributions of corresponding proceeds of sale of the MSRs), and (ii) we fund the balance of the MSR purchase price to the parent company of the mortgage servicing counterparty and, in exchange, have an unsecured right to payment of certain amounts determined by reference to the MSR, generally equal to the servicing fee revenue less the excess servicing spread and the costs of servicing (and to distributions of corresponding proceeds of sale of the MSRs), net of fees earned by the mortgage servicing counterparty and its affiliates including an incentive fee equal to a percentage of the total return of the MSR in excess of a hurdle rate of return. Under the arrangement, we are obligated to provide funds to the mortgage servicing counterparty to fund the counterparty's advances of payments on the serviced pool of mortgage loans. The mortgage servicing counterparty is required to return to us subsequent servicing advances collected from the underlying borrowers or reimbursed by the GSEs. The mortgage servicing counterparty is entitled to reimbursement from the GSEs of any servicing advances that are not subsequently collected from the underlying borrowers.

Our investments in the excess servicing spread component of an MSR are considered mortgages on real property for REIT qualification purposes. However, our investments in the basic fee component of an MSR

are not considered mortgages on real property for REIT qualification purposes. Accordingly, we invest in the basic fee component of an MSR in our taxable REIT

subsidiary ("TRS"). As a result, any income we earn on the basic fee component of an MSR would be subject to corporate income tax.

The MSRs that underly our MSR related assets are comprised solely of residential mortgage loans guaranteed by Fannie Mae or Freddie Mac. We target pools of loans that are recently originated or have a low coupon that will generally exhibit a lower propensity for prepayment in a rising rate environment. The MSRs underlying our MSR related assets are purchased by our mortgage servicing counterparty in either bulk purchases in the secondary market or through flow agreements with various loan originators.

Credit Investments

Our targeted credit investments generally include the following:

- mortgage loans secured by residential real property
- mortgage loans secured by commercial real property
- non-agency MBS collateralized by residential mortgage loans
- non-agency MBS collateralized by commercial mortgage loans
- asset-backed securities ("ABS") collateralized by solar panel loans

The principal and interest of such credit investments are not guaranteed by a GSE or a U.S government agency. Accordingly, these investments carry a significantly higher level of credit exposure relative to the credit exposure of agency MBS. The credit investments in which we may invest may be non-investment grade or not rated by major rating agencies.

Residential Mortgage Loans

Residential mortgage loans are secured by one to four family residential properties and are generally classified as being either a qualified or non-qualified mortgage. A qualified mortgage is a mortgage that meets certain requirements for lender protection and secondary trading under the Dodd-Frank Wall Street Reform and Consumer Protection Act ("the Dodd-Frank Act"). In general, a qualified mortgage (i) contains less risky loan features, such as interest-only periods, negative amortization or balloon payments, (ii) has debt-to-income ratio limits, (iii) has limits on origination points and fees, and (iv) has certain legal protections for lenders. Qualified mortgages may or may not meet the underwriting standards of a U.S. government agency or GSE. In general, non-qualified mortgage loans carry a higher credit risk than qualified mortgage loans.

Residential mortgage loans may also consist of either performing or distressed loans. Performing residential mortgage loans are loans that are generally current and may consist of GSE eligible mortgage loans, non-qualified mortgage loans, or loans originally underwritten to GSE or another program's guidelines but are either undeliverable to a GSE or ineligible for a program due to certain underwriting or compliance errors. Distressed residential mortgage loans may include seasoned re-performing, non-performing and other delinquent mortgage loans that would generally be purchased at a discount to the principal amount outstanding.

Residential Business Purpose Loans

Residential business purpose loans ("BPL") are mortgage loans made to professional real estate investors secured by first lien positions in non-owner occupied residential real estate. Residential business purpose loans are used by the borrower to fund the acquisition, renovation, rehabilitation, development and/or improvement of a residential property for investment or sale. The repayment of the mortgage loans is often largely based on the ability of the borrower to sell the mortgaged property or to convert the property for rental purposes and obtain refinancing in the form of a longer-term loan. The loans generally consist of fixed-rate, short-term, interest-only mortgage loans with the full amount of principal due at maturity. Residential BPLs are also used to fund investments in single-family rental properties. The repayment of loans for single-family rental properties are generally based upon the rental income received by the borrower or upon the sale of the property.

Commercial Mortgage Loans

Commercial mortgage loans are secured by commercial real property such as office, retail, multifamily, industrial, hospitality or healthcare facilities. The commercial mortgage loans in which we invest typically have a first lien in the underlying real property; however, we may also invest in loans that have a second lien or that are considered mezzanine loans. Commercial mortgage loans generally require the payment of interest monthly at a fixed-rate or floating rate based on a benchmark such as LIBOR, SOFR or the prime rate plus a spread and generally mature between three and ten years and may require periodic principal amortization with a balloon principal payment at maturity. Commercial mortgage loans typically have various covenants including financial covenants based on the performance of the property securing the loan.

Non-agency MBS

Our credit investments also include investments in securitization trusts not issued or guaranteed by a U.S. government agency or GSE that are collateralized by a pool of either residential or commercial mortgage loans, which we refer to as non-agency MBS. In some instances, non-agency commercial MBS may be backed by a single mortgage loan secured by one or more commercial real properties. In addition, non-agency MBS also may include a re-securitization of MBS.

Non-agency MBS are generally issued by a securitization trust referred to as either a Real Estate Mortgage Investment Conduit ("REMIC") or a grantor trust. The securitization trust will generally issue both senior and subordinated interests. Senior securities are those interests in a securitization that have the first right to cash flows and are last in line to absorb losses, and, therefore, have the least amount of credit risk in a securitization transaction. In general, most, if not all, principal collected from the underlying mortgage loan pool is used to pay down the senior securities until certain performance tests are satisfied. If certain performance tests are satisfied, principal payments are allocated, generally on a pro rata basis, between the senior securities and the subordinated securities. Conversely, the most subordinate securities are those interests in a securitization that have the last right to cash flows and are first in line to absorb losses. Subordinate securities absorb the initial credit losses from a securitization structure, thus protecting the senior securities. Subordinate securities generally receive interest payments even if they do not receive principal payments. Our non-agency MBS may also include interest-only ("I/O") or principal-only ("P/O") strips issued by a securitization trusts. Holders of the I/O strips are entitled to only receive the interest payments of the underlying mortgages loans in the securitization trust while holders of the P/O strips are entitled to only receive the principal payments of the underlying mortgage loans in the securitization trust.

Non-agency MBS may be supported by one or more forms of private (i.e., non-governmental) credit enhancement. These credit enhancements provide an extra layer of loss coverage in the event that losses are incurred upon foreclosure sales or other liquidations of underlying mortgaged properties in amounts that exceed the equity holder's equity interest in the property. Forms of credit enhancement include limited issuer guarantees, reserve funds, private mortgage guaranty pool insurance, overcollateralization and subordination. Subordination is a form of credit enhancement frequently used and involves the issuance of classes of MBS that are subordinate to senior class MBS and, accordingly, are the first to absorb credit losses realized on the underlying mortgage loans. In addition, non-agency MBS are generally purchased at a discount to par value, which may provide further protection to credit losses of the underlying mortgage loan collateral.

Solar Panel Loans or ABS Collateralized by Solar Panel Loans

Solar panel loans are sustainable home improvement loans primarily used to finance the acquisition and installation of solar panels and related energy storage systems and equipment in residential homes. The loans are an obligation of the homeowner and are secured by the solar panels and related energy storage systems and equipment. The loans generally bear interest at fixed rates and have maturities of up to 25 years. The borrower may qualify for solar income tax credits for which the borrower is typically incentivized to use any proceeds towards the repayment of the outstanding principal balance of the solar panel loans. Our investments in solar panel loans generally would not qualify as investments in real property or mortgages on real property. Accordingly, our ability to invest in solar panel loans would be limited by our desire to qualify as a REIT.

Agency MBS

Agency MBS consist of residential pass-through certificates that are securities representing undivided interests in "pools" of mortgage loans secured by residential real property. The monthly payments of both principal and interest of the securities are guaranteed by a U.S. government agency or GSE to holders of the securities, in effect "passing through" the monthly payments made by the individual borrowers on the mortgage loans that underlie the securities plus "guarantee payments" made in the event of any defaults on such mortgage loans, net of fees paid to the issuer/guarantor and servicers of the underlying mortgage loans, to the holders of the securities. Mortgage pass-through certificates distribute cash flows from the underlying collateral on a pro rata basis among the holders of the securities. Although the principal and interest payments are guaranteed by a U.S. government agency or GSE to the security holder, the market value of the agency MBS is not guaranteed by a U.S. government agency or GSE.

The agency MBS in which we primarily invest are issued by Fannie Mae and Freddie Mac. Fannie Mae and Freddie Mac are stockholder-owned corporations chartered by Congress with a public mission to provide liquidity, stability, and affordability to the U.S. housing market. Fannie Mae and Freddie Mac are currently regulated by the Federal Housing Finance Agency ("FHFA"), the U.S. Department of Housing and Urban Development ("HUD"), the SEC, and the U.S. Department of the Treasury ("U.S. Treasury") and are currently operating under the conservatorship of the FHFA. The U.S. Treasury has agreed to support the continuing operations of Fannie Mae and Freddie Mac with any necessary capital contributions while in conservatorship. However, the U.S. government does not guarantee the securities, or other obligations, of Fannie Mae or Freddie Mac.

We also may invest in agency MBS issued by the Government National Mortgage Association ("Ginnie Mae"). Ginnie Mae is a wholly-owned corporate instrumentality of the United States within HUD. Ginnie Mae guarantees the timely payment of the principal and interest on certificates that represent an interest in a pool of mortgages insured by the Federal Housing Administration ("FHA"), or partially guaranteed by the Department of Veterans Affairs and other loans eligible for inclusion in mortgage pools underlying Ginnie Mae certificates. Section 306(g) of the Housing Act provides that the full faith and

credit of the United States is pledged to the payment of all amounts which may be required to be paid under any guaranty by Ginnie Mae.

Fannie Mae, Freddie Mac and Ginnie Mae operate in the secondary mortgage market. They provide funds to the mortgage market by purchasing residential mortgages from primary mortgage market institutions, such as commercial banks, savings and loan associations, mortgage banking companies, seller/servicers, securities dealers and other investors. Through the mortgage securitization process, they package mortgage loans into guaranteed MBS for sale to investors, such as us, in the form of pass-through certificates and guarantee the payment of principal and interest on the securities or on the underlying loans held within the securitization trust in exchange for guarantee fees. The underlying loans of Fannie Mae and Freddie Mac agency MBS must meet certain underwriting standards established by Fannie Mae and Freddie Mac (referred to as "conforming loans") and may be fixed or adjustable rate loans with original terms to maturity generally up to 30 years.

Agency MBS differ from other forms of traditional fixed-income securities which normally provide for periodic payments of interest in fixed amounts with principal payments at maturity. Instead, agency MBS provide for a monthly payment that consists of both interest and principal. In addition, outstanding principal on the agency MBS may be prepaid, without penalty, at par at any time due to prepayments on the underlying mortgage loans. These differences can result in significantly greater price and yield volatility than is the case with more traditional fixed-income securities.

As of December 31, 2022, our agency MBS portfolio was comprised of securities collateralized by pools of fixed-rate mortgages that have original terms to maturity of 30 years. In the future, we may also invest in agency MBS collateralized by adjustable-rate mortgage loans ("ARMs"), hybrid ARMs, or loans with original terms to maturity of 15 or 20 years.

We purchase and sell agency MBS either in initial offerings or in the secondary market through broker-dealers or similar entities. We may also utilize to-be-announced ("TBA") forward contracts in order to invest in agency MBS or to hedge our investments. A TBA security is a forward contract for the purchase or the sale of agency securities at a predetermined price, face amount, issuer, coupon and stated maturity on an agreed-upon future date, but the particular agency securities to be delivered are not identified until shortly before the TBA settlement date. We may also choose, prior to settlement, to move the settlement of these securities out to a later date by entering into an offsetting position (referred to as a "pair off"), net settling the paired off positions for cash, and simultaneously entering into a similar TBA contract for a later settlement date, which is commonly collectively referred to as a "dollar roll" transaction.

Financing Strategy

We use leverage to finance a portion of our investment portfolio and to seek to increase potential returns to our shareholders. To the extent that revenue derived from our investment portfolio exceeds our interest expense and other costs of the financing, our net income will be greater than if we had not borrowed funds and had not invested in the assets. Conversely, if the revenue from our investment portfolio does not sufficiently cover the interest expense and other costs of the financing, our net income will be less or our net loss will be greater than if we had not borrowed funds.

We closely monitor the leverage (debt-to-equity ratio) of our investment portfolio. Our leverage may vary from time to time depending upon several factors, including changes in the value of the underlying investment and hedge portfolio, changes in investment allocation between our investment strategies, the timing and amount of investment purchases or sales, and our assessment of risk and returns.

For our investments in MSR related assets, at our election and direction, we could have our mortgage servicing counterparty utilize leverage on the MSRs that are subject to our MSR financing receivables to finance the purchase of additional MSRs to increase potential returns to us through a credit facility that our mortgage servicing counterparty has with a third-party lender. Any draws under the credit facility would be secured by the MSRs subject to our MSR financing receivables. Under its credit facility, our mortgage servicing counterparty can obtain advances up to a fixed percentage of the fair value of the MSR collateral value. In general, if the fair value of the pledged MSR collateral declines and the lender demands additional collateral from our mortgage servicing counterparty through a margin call, we would be required to provide additional funds to meet such margin call. Accordingly, our MSR financing receivables can have embedded leverage to the extent we request our mortgage servicing counterparty to utilize leverage.

We may finance our agency MBS and credit investments using short-term secured borrowings structured as repurchase agreements. Under our repurchase agreements, we are subject to daily margin calls in the event the estimated fair value of existing pledged collateral declines and such lenders demand additional collateral. To mitigate our risk associated with daily margin calls on less liquid credit investments, we generally seek to limit the amount of our use of repurchase agreement financing secured by credit investments.

When we engage in a repurchase transaction, we initially sell securities to the counterparty under a master repurchase agreement in exchange for cash from the counterparty. The counterparty is obligated to resell the same securities back to us at the end of the term of the repurchase agreement, which typically is 30 to 60 days, but may have maturities as short as one day or as long as one year. Amounts available to be borrowed under our repurchase agreements are dependent upon lender collateral requirements and the lender's determination of the fair value of the securities pledged as collateral, which fluctuates with changes in interest rates, credit quality and liquidity conditions within the investment banking, mortgage finance and real estate industries. In addition, our

counterparties apply a “haircut” to our pledged collateral, which means our collateral is valued, for the purposes of the repurchase transaction, at less than market value. Under our repurchase agreements, we typically pay a fixed interest rate. These transactions are accounted for as secured financings, and we present the investment securities and related funding on our consolidated balance sheets.

We may also finance the acquisition of agency MBS by entering into TBA dollar roll transactions in which we would sell a TBA contract for current month settlement and simultaneously purchase from the same counterparty a similar TBA contract for a forward settlement date. Prior to the forward settlement date, we may choose to roll the position out to a later date by entering into an offsetting TBA position, net settling the paired off positions for cash, and simultaneously entering into a similar TBA contract for a later settlement date. In such transactions, the TBA contract purchased for a forward settlement date is priced at a discount to the TBA contract sold for settlement/pair-off in the current month. This difference (or discount) is referred to as the “price drop.” As discussed in Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—“Non-GAAP Core Operating Income,” we believe this price drop is the economic equivalent of net interest carry income (interest income less implied financing cost) earned from the underlying agency MBS over the roll period, which is commonly referred to as “dollar roll income.” Consequently, dollar roll transactions represent a form of off-balance sheet financing. In evaluating our overall leverage at risk, we consider both our on-balance and off-balance sheet financing.

In general, we seek term securitization debt financing for our targeted investments in residential or commercial mortgage loans within our credit investment strategy for which the financing obligation is non-recourse to us and for which we are not obligated to pledge additional margin. Our investments in non-agency MBS carry implicit financing leverage through the securitized debt that is issued by the underlying trust. In certain of our investments in non-agency MBS, we may be deemed to be the primary beneficiary of a securitization trust that is a variable interest entity (“VIE”) through our ownership interest in the trust requiring us to consolidate the trust’s asset and liabilities for financial reporting purposes. In such a situation, the debt issued by the securitization trust is non-recourse to us and our risk of loss is limited to our investment in the trust.

We have also issued, and may issue in the future, long-term unsecured notes as an additional source of financing.

Risk Management Strategy

In conducting our business, we are exposed to market risks, including interest rate, prepayment, extension, spread, credit, liquidity and regulatory risks. We attempt to manage these risks through the use of interest rate hedging instruments, investment allocation, asset selection and monitoring our overall leverage levels. We use a variety of strategies to manage a portion of our exposure to these risks to the extent we believe to be prudent, taking into account our investment strategy, the cost of any hedging transactions and our intention to qualify as a REIT. As a result, we may not hedge certain risks if we believe that bearing such risks enhances our return relative to our risk/return profile.

Competition

Our success depends, in large part, on our ability to acquire our targeted investments at favorable returns. In acquiring these assets, we compete with mortgage finance and specialty finance companies, real estate funds, savings and loan associations, banks, mortgage bankers, insurance companies, mutual funds, institutional investors, REITs, investment banking firms, other lenders, the U.S. Treasury, Fannie Mae, Freddie Mac, other governmental bodies and other entities. In addition, there are numerous entities with similar asset acquisition objectives and others may be organized in the future which may increase competition for the available supply of our targeted mortgage investments that meet our investment objectives. Additionally, our investment strategy is dependent on the amount of financing available to us, which may also be impacted by competing borrowers. Our investment strategy will be adversely impacted if we are not able to secure financing on favorable terms, if at all. In addition, competition is intense for the recruitment and retention of qualified professionals. Our ability to continue to compete effectively in our businesses will depend upon our continued ability to attract new professionals and retain and motivate our existing professionals. For a further discussion of the competitive factors affecting our business, see “Item 1A – Risk Factors” in this Annual Report on Form 10-K.

Our Tax Status

We have elected to be taxed as a REIT under the Internal Revenue Code. As a REIT, we are required to distribute annually 90% of our REIT taxable income (subject to certain adjustments). So long as we continue to qualify as a REIT, we will generally not be subject to U.S. federal or state corporate income taxes on our taxable income that we distribute to our shareholders on a timely basis. Any amounts not distributed are subject to U.S. federal and state corporate taxes. At present, it is our intention to distribute 100% of our taxable income, although we will not be required to do so. We intend to make distributions of our taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year.

Qualification and taxation as a REIT depends upon our ability to continually meet requirements imposed upon REITs by the Internal Revenue Code, including satisfying certain organizational requirements, an annual distribution requirement and quarterly asset and annual income tests. The REIT asset and income tests are significant to our operations as they restrict the extent to which we can invest in certain types of securities and conduct certain hedging activities within the REIT.

Income Tests

To qualify as a REIT, we must satisfy two gross income requirements on an annual basis:

1. At least 75% of our gross income for each taxable year generally must be derived from investments in real property or mortgages on real property.
2. At Least 95% of our gross income for each taxable year generally must be derived from some combination of income that qualifies under the 75% gross income test described above, as well as other dividends, interest, gains from the sale or disposition of stock or securities, which need not have any relation to real property.

Interest income and gains from the disposition of obligations secured by mortgages on real property, such as agency MBS, constitute qualifying income for purposes of the 75% gross income test described above. There is no direct authority with respect to the qualification of income or gains from TBAs for the 75% gross income test; however, we treat income and gains from commitments to purchase TBAs as qualifying income under the 75% gross income test based on an opinion of legal counsel.

Income earned by a TRS is not attributable to the REIT. As a result, income that might not be qualifying income for the purpose of the income tests applicable to a REIT could be earned by a TRS without affecting our status as a REIT. A TRS is an entity that is taxable as a corporation in which we directly or indirectly own the stock and that elects with us to be treated as a TRS.

Income and gains from instruments that we use to hedge the interest rate risk associated with our borrowings incurred, or to be incurred, to acquire real estate assets will generally be excluded from both gross income tests, provided that specified requirements are met. To the extent that we enter into hedging instruments that are not a hedge of our interest rate risk associated with our borrowings incurred to acquire real estate assets or are not properly designated as such, the gross income and gains from such hedging transactions will likely be treated as nonqualifying income for purposes of the 75% gross income test and may also be treated as nonqualifying income for purposes of the 95% gross income test. However, we may conduct such hedging activities through a TRS, the income of which may be subject to income tax rather than participating in the arrangements directly through the REIT.

Asset Tests

At the close of each calendar quarter, we must satisfy five gross asset tests relating to the nature of our assets:

1. At least 75% of the value of our assets must be represented by some combination of real estate assets, cash, cash items, U.S. Government securities, stock in other REITs and debt instruments of publicly offered REITs, and, under some circumstances, temporary investments in stock or debt instruments purchased with new capital. For this purpose, interests in mortgage loans secured by real property such as agency MBS are treated as real estate assets. Assets that do not qualify for purposes of the 75% asset test are subject to the additional tests described below.
2. The value of any one issuer's securities that we own may not exceed 5% of the value of our total assets.
3. We may not own more than 10% of any issuer's outstanding securities, as measured by either voting power or value. The 5% and 10% asset tests do not apply to securities of TRSs and qualified REIT subsidiaries and the 10% test does not apply to "straight debt" having specified characteristics and to certain other securities.
4. The aggregate value of all securities of all TRSs that we hold may not exceed 20% of the value of our total assets.
5. No more than 25% of the total value of our assets may be represented by certain non-mortgage debt instruments issued by publicly offered REITs.

If we should fail to satisfy the income or asset tests, such a failure would not cause us to lose our REIT qualification if we were able to eliminate the discrepancy within a specified cure period, in the case of the asset tests, satisfy certain relief provisions and pay any applicable penalty taxes and other fines. Please refer to the "Risks Related to Taxation" in "Item 1A - Risk Factors" of this Form 10-K for further discussion of REIT qualification requirements and related items.

Net Operating Loss and Net Capital Loss Carryforwards

As of December 31, 2022, we had estimated NOL carryforwards of \$162.5 million that can be used to offset future taxable ordinary income and reduce our future distribution requirements. NOL carryforwards totaling \$14.6 million expire in 2028 and NOL carryforwards totaling \$147.9 million have no expiration period. As of December 31, 2022, we also had estimated NCL carryforwards of \$155.7 million that can be used to offset future net capital gains. The scheduled expirations of our NCL carryforwards are \$110.3 million in 2023, \$14.2 million in 2026 and \$31.2 million in 2027. Our estimated NOL and NCL carryforwards as of December 31, 2022 are subject to potential adjustments up to the time of filing our income tax returns.

Our ability to use our NOLs, NCLs and built-in losses would be limited if we experienced an "ownership change" under Section 382 of the Internal Revenue Code. In general, an "ownership change" would occur if there is a cumulative change in the ownership of our Class A Common Stock (our "common stock") of more than 50% by one or more "5% shareholders" during a three-year period.

Our Board of Directors adopted and our shareholders approved a shareholder rights agreement and the first amendment thereto, in an effort to protect against a possible limitation on our ability to use our NOL carryforwards, NCL carryforwards, and built-in losses under Sections 382 and 383 of the Internal Revenue Code. The Rights Plan was adopted to dissuade any person or group from acquiring 4.9% or more of our outstanding common stock without the approval of our Board of Directors and triggering an “ownership change” as defined by Section 382.

Government Regulation

We intend to operate so as to be excluded from regulation under the 1940 Act. We rely on Section 3(c)(5)(C) of the 1940 Act, which provides an exclusion for entities that are “primarily engaged in purchasing or otherwise acquiring . . . interests in real estate.” Section 3(c)(5)(C) as interpreted by the staff of the SEC provides an exclusion from registration for a company if at least 55% of its assets, on an unconsolidated basis, consist of qualified assets such as whole loans and whole pool agency certificates, and if at least 80% of its assets, on an unconsolidated basis, are real estate related assets. We will need to ensure not only that we qualify for an exclusion or exemption from regulation under the 1940 Act, but also that each of our subsidiaries qualifies for such an exclusion or exemption. We intend to maintain our exclusion by monitoring the value of our interests in our subsidiaries. We may not be successful in this regard.

If we fail to maintain our exclusion or secure a different exclusion or exemption if necessary, we may be required to register as an investment company, or we may be required to acquire or dispose of assets in order to meet our exemption. Any such asset acquisitions or dispositions may include assets that we would not acquire or dispose of in the ordinary course of business, may be at unfavorable prices and result in a decline in the price of our common stock. If we are required to register under the 1940 Act, we would become subject to substantial regulation with respect to our capital structure (including our ability to use leverage), management, operations, transactions with affiliated persons (as defined in the 1940 Act), and portfolio composition, including restrictions with respect to diversification and industry concentration and other matters. Accordingly, registration under the 1940 Act could limit our ability to follow our current investment and financing strategies and result in a decline in the price of our common stock.

Available Information

Our SEC filings are available to the public from commercial document retrieval services and at the internet website maintained by the SEC at <http://www.sec.gov> and on our website at <http://www.arlingtonasset.com> under “Investor Relations.”

Our website address is <http://www.arlingtonasset.com>. We make available free of charge through our website this Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as well as the annual report to shareholders and Section 16 reports on Forms 3, 4 and 5 as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the SEC. In addition, our Bylaws, Statement of Business Principles (our code of ethics), Corporate Governance Guidelines, and the charters of our Audit, Compensation, and Nominating and Governance Committees are available on our website and are available in print, without charge, to any shareholder upon written request in writing c/o our Secretary at 6862 Elm Street, Suite 320, McLean, Virginia 22101. Information on our website should not be deemed to be a part of this report or incorporated into any other filings we make with the SEC.

Human Capital Resources

As of December 31, 2022, we had nine employees. We endeavor to maintain workplaces that are free from discrimination or harassment on the basis of color, race, sex, national origin, ethnicity, religion, age, disability, sexual orientation, gender identification or expression or any other status protected by applicable law. Our basis for recruitment, hiring, development, training, compensation and advancement is qualifications, performance, skills and experience. Our employees are fairly compensated, without regard to gender, race and ethnicity and are routinely recognized for outstanding performance. Our compensation program is designed to attract and retain talent.

ITEM 1A. RISK FACTORS

Summary of Risk Factors

Risks Related to our Investing and Financing Activities

- Risks related to changes in interest rates.
- Risks related to hedging.
- Risks related to declines in the market values of our investment portfolio.
- Risks related to the significant leverage involved in our investing.
- Risks related to increases in borrowing costs.
- Risks related to the maturity of our fixed-rate assets and short-term borrowings.
- Risks related to the need for additional collateral and increased margin requirements.
- Risks related to the potential lack of adequate financing through repurchase agreements.
- Risks related to underperforming yields on new assets.
- Risks related to our agency MBS investments, Fannie Mae and Freddie Mac.
- Risks related to the volatility of the value of our MSR related assets.
- Risks related to the relationship between interest rate changes and prepayment.
- Risks related to changes in prepayment rates.
- Risks related to TBA dollar roll transactions.
- Risks related to our use of repurchase agreements.
- Risks related to potential default on obligations under our repurchase agreements.
- Risks related to current indebtedness levels.
- Risks related to the elimination of LIBOR.
- Risks related to limitations on our access to capital.
- Risks related to due diligence of potential investments.
- Risks related to our credit investments.
- Risks related to servicers and third-party service providers.
- Risks related to concentration of credit risk.
- Risks related to subordinated tranches of non-agency MBS.
- Risks related to mortgage loan investments secured by healthcare properties.
- Risks related to MSR related assets.
- Risks related to the subjectivity of fair value assumptions.
- Risks related to potential changes in strategies, asset allocation and operation policies.
- Risks related to entering into new lines of business.
- Risks related to the involvement of our Board in our investment, financing and hedging decisions.
- Risks related to a highly-competitive market for investment opportunities.

Risks Related to our Business and Structure

- Risks related to our Rights Plan.
- Risks related to ownership limits in our charter.
- Risks related to the trading price of our securities.
- Risks related to fluctuations in quarterly operating results.
- Risks related to lack of minimum dividend payment levels.
- Risks related to indemnification obligations.
- Risks related to the 1940 Act and potential regulations as an investment company.
- Risks related to potential regulation as a commodity pool operator.
- Risks related to competition for personnel.
- Risks related to communications and information systems operated by third parties.
- Risks related to cybersecurity attacks.
- Risks related to future issuances of additional debt securities or other equity securities.
- Risks related to future sales of common stock.
- Risks related to a resurgence of COVID-19.
- Risks related to future cash dividends on our common stock.

Risks Related to Taxation

- Risks related to potential failure to qualify as a REIT.

- Risks related to complying with REIT requirements.
- Risks related to REIT distribution requirements.
- Risks related to net capital losses.
- Risks related to additional tax liabilities.
- Risks related to liquidation of assets.
- Risks related to potential failure of assets subject to repurchase agreements to be treated as owned.
- Risks related to the treatment of our TBAs.
- Risks related to prohibited transactions.
- Risks related to distributions to tax-exempt investors.
- Risks related to certain financing activities and their negative tax consequences.
- Risks related to stock ownership limits.
- Risks related to our TRSs.
- Risks related to new legislation or administrative or judicial action.
- Risks related to our ability to deduct interest expense.
- Risks related to our utilization of NOL and NCL carryforwards.
- Risks related to our potential to elect to no longer be taxed as a REIT.
- Risks related to ownership change.
- Risks related to preserving the ability to use our NOLs and NCLs.

Investing in our company involves various risks, including the risk that you might lose your entire investment. Our results of operations depend upon many factors including our ability to implement our business strategy, the availability of opportunities to acquire assets, the level and volatility of interest rates, the cost and availability of short- and long-term credit, financial market conditions and general economic conditions.

The following discussion concerns the material risks associated with our business. These risks are interrelated, and you should consider them as a whole. Additional risks and uncertainties not presently known to us may also materially and adversely affect the value of our capital stock and our ability to pay dividends to our shareholders. In connection with the forward-looking statements that appear in this Annual Report on Form 10-K, including these risk factors and elsewhere, you should carefully review the section entitled "Cautionary Statement About Forward-Looking Information."

Risks Related to our Investing and Financing Activities

We may change our investment strategy, hedging strategy, asset allocation and operational policies without shareholder consent, which may result in riskier investments and may adversely affect our results of operations and the market value of our securities.

We may change our investment strategy, hedging strategy, asset allocation and operational policies at any time without the consent of our shareholders, which could result in our making investment or hedge decisions that are different from, and possibly riskier than, the investments and hedges described in this Annual Report on Form 10-K. A change in our investment or hedging strategy may increase our exposure to interest rate and real estate market fluctuations. A change in our asset allocation could result in us making investments in securities, assets or business different from those described in this Annual Report on Form 10-K. Our Board of Directors oversees our operational policies, including those with respect to our acquisitions, growth, operations, indebtedness, capitalization and distributions and approves transactions that deviate from these policies without a vote of, or notice to, our shareholders. Operational policy changes could adversely affect the market value of our securities and our ability to make distributions to our shareholders. Investing in assets or businesses other than our historical investment strategies may not be successful and could adversely affect our results of operations and the market value of our securities.

We may enter into new lines of business, acquire other companies or engage in other strategic initiatives, each of which may result in additional risks and uncertainties in our businesses.

We may pursue growth through acquisitions of other companies or other strategic initiatives that may require approval by our Board of Directors, stockholders, or both. To the extent we pursue strategic investments or acquisitions, undertake other strategic initiatives or consider new lines of business, we will face numerous risks and uncertainties, including risks associated with:

- the availability of suitable opportunities;
- the level of competition from other companies that may have greater financial resources;
- our ability to value potential acquisition opportunities accurately and negotiate acceptable terms for those opportunities;
- the required investment of capital and other resources;
- the lack of availability of financing and, if available, the terms of any financings;
- the possibility that we have insufficient expertise to engage in such activities profitably or without incurring inappropriate amounts of risk;
- the diversion of management's attention from our core businesses;
- assumption of liabilities in any acquired business;
- the disruption of our ongoing businesses;
- the increasing demands on or issues related to combining or integrating operational and management systems and controls;
- compliance with additional regulatory requirements; and
- costs associated with integrating and overseeing the operations of the new businesses.

Entry into certain lines of business may subject us to new laws and regulations with which we are not familiar, or from which we are currently exempt, and may lead to increased litigation and regulatory risk. In addition, if a new business generates insufficient revenues or if we are unable to efficiently manage our expanded operations, our results of operations will be adversely affected. Our strategic initiatives may include joint ventures, in which case we will be subject to additional risks and uncertainties in that we may be dependent upon, and subject to liability, losses or reputational damage relating to, systems, controls and personnel that are not under our control.

Our Board of Directors does not approve each of our investment, financing and hedging decisions.

Our Board of Directors oversees our operational policies and periodically reviews our investment guidelines and our investment portfolio. However, our Board of Directors does not review all of our proposed investments. In addition, in conducting periodic reviews, our Board of Directors may rely primarily on information provided to them by our management. Furthermore, transactions entered into or structured for us by our management may be difficult or impossible to unwind by the time they are reviewed by our Board of Directors.

Changes in interest rates and adverse market conditions could negatively affect the value of our investments and increase the cost of our borrowings, which may adversely affect our results of operations.

Our investment portfolio includes fixed-rate agency MBS with long-term maturities. The majority of our funding is in the form of repurchase agreements with short-term maturities with an interest rate that resets upon maturity and rolling the repurchase agreement financing to a new maturity date. We are exposed to interest rate risk that fluctuates based on changes in the level or volatility of interest rates and in the shape and slope of the yield curve. Under a normal yield curve, long-term interest rates are higher relative to short-term interest rates. In certain instances, the yield curve can become inverted when the short-term interest rates are higher than the long-term interest rates.

A significant risk associated with our portfolio of mortgage-related assets is the risk that both long-term and short-term interest rates will increase significantly. If long-term rates were to increase significantly, the market value of fixed-rate agency MBS would decline and the duration and weighted average life of these MBS would increase. We could realize a loss in the future if the agency MBS in our portfolio are sold. If short-term interest rates were to increase, the financing costs on the repurchase agreements we enter into in order to finance the purchase of MBS would increase, thereby decreasing net interest margin if all other factors remain constant.

Hedging against interest rate exposure may not completely insulate us from interest rate risk and may adversely affect our earnings.

We engage in certain hedging transactions to limit our exposure from the adverse effects of changes in interest rates on the borrowing costs of our short-term financing agreements and the value of our fixed-rate agency MBS investment portfolio, and

therefore may expose our company to the risks associated with such transactions. We have historically entered into and may enter into interest rate swap agreements, U.S. Treasury note futures, Eurodollar futures, interest rate swap futures, options on U.S. Treasury note futures, options on agency MBS, TBAs or may pursue other hedging strategies. Our hedging activities are generally designed to limit certain exposures and not to eliminate them. Hedging against a decline in the values of our portfolio positions does not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline. Such hedging transactions may also limit the opportunity for gain if the values of the portfolio positions should increase. Moreover, it may not be possible to hedge against an interest rate fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at an acceptable price.

There are no perfect hedging strategies, and interest rate hedging may fail to protect us from loss. The success of our hedging transactions depends on our ability to accurately predict movements of interest rates and credit spreads. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, we may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss. Furthermore, our hedging strategies may adversely affect us because hedging activities involve costs that we incur regardless of the effectiveness of the hedging activity, which may decrease our net interest margin. Our hedging activity will vary in scope based on the level and volatility of interest rates and principal prepayments, the amount of leverage, the type of MBS held, the form and tenor of financing arrangements, and other changing market conditions.

Interest rate hedging may fail to protect or could adversely affect us because, among other things:

- interest rate hedging can be expensive, particularly during periods of rising and volatile interest rates;
- available interest rate hedging may not correspond directly with the interest rate risk for which protection is sought;
- the duration of the hedge may not match the duration of the related asset or liability;
- the amount of income that a REIT may earn from hedging transactions other than hedging transactions that satisfy certain requirements of the Internal Revenue Code or that are done through a TRS is limited by federal tax provisions governing REITs;
- the value of our interest rate hedges declines due to interest rate fluctuations, lapse of time or other factors; and
- the party owing money in the hedging transaction may default on its obligation to pay.

Our hedging activity may adversely affect our earnings and result in volatile fluctuations in the fair value of our hedges, net income and book value per share.

Our hedging strategies are generally not designed to mitigate spread risk.

When the market spread widens between the yield on our mortgage assets and benchmark interest rates, our net book value could decline if the fair value of our mortgage assets falls by more than the offsetting fair value increases on our hedging instruments tied to the underlying benchmark interest rates or if the fair value of our mortgage assets do not increase as much as the fair value decreases on our hedging instruments. We refer to this scenario as an example of "spread risk" or "basis risk." The spread risk associated with our mortgage assets and the resulting fluctuations in fair value of these securities can occur independently of changes in benchmark interest rates and may relate to other factors impacting the mortgage and fixed income markets, such as actual or anticipated monetary policy actions by the Federal Reserve, market liquidity, changes in expected prepayments, or changes in required rates of return on different assets. Consequently, while we use various interest rate hedging instruments to attempt to protect against moves in interest rates, such instruments typically will not protect our net book value against spread risk, which could adversely affect our financial condition and results of operations.

Declines in the market values of our investment portfolio may adversely affect our financial condition, results of operations, and market price of your investments in our securities.

Certain of our investments are recorded at fair value with changes in fair value reported in net income. As a result, a decline in the fair value of our investments would reduce our net income and book value per share. Fair values for our investments can be volatile. The fair values can change rapidly and significantly, and changes can result from various factors, including changes in interest rates, actual and perceived risk, supply, demand, expected prepayment rates, and actual and projected credit performance. Declines in the market values of our investment portfolio would adversely affect our financial condition, results of operations, and market price of your investments in our securities.

Our investment strategy involves significant leverage, which could adversely affect our financial condition and results of operations.

We may increase our investment exposure by funding a portion of new investments with repurchase agreements or other borrowing arrangements. To the extent that revenue derived from such levered assets exceeds our interest expense, hedging expense and other costs of the financing, our net income will be greater than if we had not borrowed funds and had not invested in such assets on a leveraged basis. Conversely, if the revenue from our investment do not sufficiently cover the interest expense, hedging expense and other costs of the financing, our net income will be less or our net loss will be greater than if we had not borrowed funds. Because of the credit and interest rate risks inherent in our investment strategies, we closely monitor the leverage of our investment portfolio. From time to time, our leverage ratio may increase or decrease due to several factors, including changes in the value of the underlying portfolio, changes in investment allocations and the timing and amount of acquisitions.

An increase in our borrowing costs relative to the interest we receive on our assets may adversely affect our profitability.

As our repurchase agreements and other short-term borrowings mature, we must either enter into new borrowings or liquidate certain of our investments at times when we might not otherwise choose to do so. Lenders may also seek to use a maturity date as an opportune time to demand additional terms or increased collateral requirements that could be adverse to us and harm our operations. Due to the short-term nature of our repurchase agreements used to finance our investments, our borrowing costs are particularly sensitive to changes in short-term interest rates. An increase in short-term interest rates when we seek new borrowings would reduce the spread between our returns on our assets and the cost of our borrowings and may adversely affect our liquidity position, business, financial condition and results of operations.

Differences in the stated maturity of our fixed-rate assets and short-term borrowings may adversely affect our profitability.

We rely primarily on short-term borrowings to acquire fixed-rate securities with long-term maturities. The relationship between short-term and longer-term interest rates is often referred to as the "yield curve." Ordinarily, short-term interest rates are lower than longer-term interest rates. If short-term interest rates rise disproportionately relative to longer-term interest rates, resulting in a "flattening" of the yield curve, our borrowing costs may increase more rapidly than the interest income earned on our assets. Because our investments generally bear interest at longer-term rates than we pay on our borrowings under our repurchase agreements, a flattening of the yield curve would tend to decrease our net interest income and the market value of our investment portfolio. Additionally, to the extent cash flows from investments that return principal are reinvested, the spread between the yields on the new investments and available borrowing rates may decline, which would likely decrease our net income. It is also possible that short-term interest rates may exceed longer-term interest rates (a yield curve "inversion"), in which event, our borrowing costs may exceed our interest income and we could incur operating losses and our ability to make distributions to our shareholders could be hindered.

Our lenders may require us to provide additional collateral, especially when the market values for our investments decline, which may restrict us from leveraging our assets as fully as desired, and reduce or eliminate our liquidity and adversely affect our results of operations and financial condition.

We currently use repurchase agreements to finance our investments in agency MBS and other mortgage assets. Our repurchase agreements allow the lenders, to varying degrees, to determine a new market value of the collateral to reflect current market conditions. If the market value of the securities pledged or sold by us to a funding source declines in value, as occurred with great regularity during the onset of the COVID-19 pandemic, we may be required by the lender to provide additional collateral or pay down a portion of the funds advanced on minimal notice, which is known as a margin call. Posting additional collateral will reduce our liquidity and limit our ability to leverage our assets, which could adversely affect our business. Additionally, in order to satisfy a margin call, we may be required to liquidate assets at a disadvantageous time, which could cause us to incur further losses and adversely affect our results of operations and financial condition. In the event we do not have sufficient liquidity to satisfy these margin calls, lending institutions can accelerate our indebtedness, increase our borrowing rates, liquidate our collateral and terminate our ability to borrow. Such a situation would likely result in a rapid deterioration of our financial condition and possibly necessitate a filing for protection under the bankruptcy code.

Clearing facilities or exchanges upon which some of our hedging instruments are traded may increase margin requirements on our hedging instruments in the event of adverse economic developments.

Our interest rate hedging agreements typically require that we pledge collateral on such agreements. We exchange collateral with the counterparties to our interest rate hedging instruments at least on a daily basis based upon daily changes in fair value (also known as "variation margin") as measured by the central clearinghouse through which those instruments are cleared. In addition, the central clearinghouse requires market participants to deposit and maintain an "initial margin" amount which is

determined by the clearinghouse and is generally intended to be set at a level sufficient to protect the clearinghouse from the maximum estimated

single-day price movement in that market participant's contracts. The clearing exchanges have the sole discretion to determine the value of the instruments. In the event of a margin call, we must generally provide additional collateral on the same business day. In response to events having or expected to have adverse economic consequences or which create market uncertainty, clearing facilities or exchanges upon which our hedging instruments are traded may require us to pledge additional collateral against our hedging instruments. In the event that future adverse economic developments or market uncertainty result in increased margin requirements for our hedging instruments, it could materially adversely affect our liquidity position, business, financial condition and results of operations.

If we fail to maintain adequate financing or to renew or replace existing borrowings upon maturity, we will be limited in our ability to implement our investing activities, which will adversely affect our results of operations and may, in turn, negatively affect the market value of your investment in our securities.

We depend upon repurchase agreement financing to purchase agency MBS and other mortgage assets and reach our target leverage ratio. We cannot assure you that sufficient repurchase agreement financing will be available to us in the future on terms that are acceptable to us. Our lenders also may revise their eligibility requirements for the types of assets they are willing to finance or the terms of such financings based on, among other factors, the regulatory environment and their perceived risk. If we fail to obtain adequate funding or to renew or replace existing funding upon maturity, we will be limited in our ability to implement our business strategy, which will adversely affect our results of operations and may, in turn, negatively affect the market value of your investments in our securities.

New assets we acquire may not generate yields as attractive as yields on our current assets, resulting in a decline in our earnings over time.

We receive monthly cash flows consisting of principal and interest payments from many of our assets. Principal payments reduce the size of our current portfolio (i.e., reduce the amount of our long-term assets) and generate cash for us. We may also sell assets from time to time as part of our portfolio management and capital reallocation strategies. In order to maintain or grow our portfolio size and our earnings, we must reinvest in new assets a portion of the cash flows we receive from principal repayments and asset sales. New investment opportunities may not generate the same investment returns as our current investment portfolio. If the assets we acquire in the future earn lower returns than the assets we currently own, our reported earnings will likely decline over time as the older assets pay down, are called, or are sold.

Our agency MBS investments that are guaranteed by Fannie Mae and Freddie Mac are subject to the risk that these GSEs may not be fully able to satisfy their guarantee obligations or that these guarantee obligations may be repudiated, which would adversely affect the value of our investment portfolio and our ability to sell or finance these securities.

All of the agency MBS in which we invest depend on a steady stream of payments on the mortgages underlying the MBS. The interest and principal payments we receive on agency MBS issued by Fannie Mae or Freddie Mac are guaranteed by these GSEs, but are not guaranteed by the U.S. government. To the extent these GSEs are not able to fully satisfy their guarantee obligations or that these guarantee obligations are repudiated or otherwise defaulted upon, the value of our investment portfolio and our ability to sell or finance these securities would be adversely affected.

The conservatorship of Fannie Mae and Freddie Mac and related efforts, along with any changes in laws and regulations affecting the relationship between Fannie Mae and Freddie Mac and the federal government, may adversely affect our business.

The interest and principal payments we receive on agency MBS issued by Fannie Mae or Freddie Mac are guaranteed by these GSEs and not guaranteed by the full faith and credit of the U.S. government. Fannie Mae and Freddie Mac are currently regulated by the FHFA, HUD, SEC and U.S. Treasury, and are currently operating under the conservatorship of the FHFA, which is a statutory process pursuant to which the FHFA operates Fannie Mae and Freddie Mac in an effort to stabilize the entities. As part of these actions, the U.S. Treasury has agreed to support the continuing operations of Fannie Mae and Freddie Mac with any necessary capital contributions up to a maximum capital commitment to each GSE while in conservatorship. Although the U.S. Treasury has committed to support the positive net worth of Fannie Mae and Freddie Mac, the two GSEs could default on their guarantee obligations, which would materially and adversely affect the value of our agency MBS.

In addition, the future roles of Fannie Mae and Freddie Mac could be significantly reduced or eliminated and the nature of their guarantees could be eliminated or considerably limited relative to historical measurements. Any changes to the nature of the guarantees provided by Fannie Mae and Freddie Mac could redefine what constitutes agency MBS, have broad adverse market implications and negatively impact us. The FHFA and both houses of Congress have each discussed and considered separate measures intended to restructure the U.S. housing finance system and the operations of Fannie Mae and Freddie Mac. The passage of any additional new legislation affecting Fannie Mae and Freddie Mac may create market uncertainty and reduce the actual or perceived credit quality of securities issued or guaranteed by the U.S. government through a new or existing successor entity to Fannie

Mae and Freddie Mac. If the charters of Fannie Mae and Freddie Mac were revoked, it is unclear what effect, if any, this would have on the value of the existing Fannie Mae and Freddie Mac agency MBS. We anticipate debate and discussion on residential housing and mortgage reform to continue; however, we cannot be certain if any housing and/or mortgage-related legislation will emerge from committee, be approved by Congress, or be affected by any executive actions and, if so, what the effect will be on our business.

The value of our MSR related assets may vary substantially with changes in interest rates.

The values of our MSR related assets are highly sensitive to changes in interest rates. The value of MSRs typically increases when interest rates rise and decreases when interest rates decline due to the effect those changes in interest rates have on prepayment estimates. Subject to qualifying and maintaining our qualification as a REIT, we may pursue various hedging strategies to seek to reduce our exposure to adverse changes in interest rates. Our hedging activity will vary in scope based on the level and volatility of interest rates, the type of assets held and other changing market conditions. Interest rate hedging may fail to protect or could adversely affect us. To the extent we do not utilize hedging instruments to hedge against changes in the fair value of our MSR related assets, our balance sheet, results of operations and cash flows would be susceptible to significant volatility due to changes in the fair value of, or cash flows from, those assets as interest rates change.

Changes in prepayment rates may adversely affect our profitability and are difficult to predict.

Our investment portfolio includes securities backed by pools of residential mortgage loans. For securities backed by pools of residential mortgage loans, we receive income, generally, from the payments that are made by the borrowers of the underlying mortgage loans. When borrowers prepay their mortgage loans at rates that are faster or slower than expected, it results in prepayments that are faster or slower than expected on our investments. These faster or slower than expected payments may adversely affect our profitability.

We may purchase securities that have a higher interest rate than the then-prevailing market interest rate. In exchange for this higher interest rate, we may pay a premium to par value to acquire such securities. In accordance with GAAP, we amortize this premium as a reduction to interest income under the contractual interest method so that a proportional amount of the unamortized premium is amortized as principal prepayments occur. If a security is prepaid in whole or in part at a faster rate than originally expected, we will amortize the purchased premium at a faster pace resulting in a lower effective return on our investment than originally expected.

We also may purchase securities that have a lower interest rate than the then-prevailing market interest rate. In exchange for this lower interest rate, we may pay a discount to par value to acquire such securities. In accordance with GAAP, we accrete this discount as an increase to interest income under the contractual interest method so that a proportional amount of the unamortized discount is accreted as principal prepayments occur. If a security is prepaid in whole or in part at a slower rate than originally expected, we will accrete the purchased discount at a slower pace resulting in a lower effective return on our investment than originally expected.

Moreover, if prepayment rates decrease due to a rising interest rate environment, the average life or duration of our fixed-rate assets will generally be extended. This could have a negative impact on our results from operations, as the maturities of our interest rate hedges are fixed and will, therefore, cover a smaller percentage of our funding exposure on our MBS assets to the extent that the average lives of the mortgages underlying such MBS increase due to slower prepayments.

Prepayments also significantly affect the value of MSRs. An MSR entitles the holder to receive a servicing fee equal to a percentage of the unpaid principal balance of the mortgage loans with the value of an MSR based on expected future cash flows expected to be received from servicing the loans including expected future servicing fees. To the extent the underlying mortgage loan principal balances are prepaid or expected to be prepaid at a faster rate, the expected future cash flows from servicing would be expected to be lower and the value of the MSR would be expected to decline. The value of our MSR financing receivables are based on the value of a related MSR. Accordingly, an increase in prepayments can result in a reduction in the value and income we may earn of our MSR financing receivables and negatively affect our profitability.

Homeowners tend to prepay mortgage loans more quickly when interest rates decline. Although prepayment rates generally increase when interest rates fall and decrease when interest rates rise, changes in prepayment rates are difficult to predict. Prepayments may also occur as the result of an improvement in the borrower's ability to refinance the loan as a result of home price appreciation or wage growth. Prepayments can also occur when borrowers sell the property and use the sale proceeds to prepay the mortgage as part of a physical relocation or when borrowers default on their mortgages and the mortgages are prepaid from the proceeds of a foreclosure sale of the property. Fannie Mae and Freddie Mac will generally, among other conditions, purchase mortgages that are 120 days or more delinquent from holders of such mortgages when the cost of guarantee payments to such holders, including advances of interest at the loan coupon rate, exceeds the cost of holding the nonperforming loans in their portfolios. Consequently, prepayment rates also may be affected by conditions in the housing and financial markets, which may result in increased delinquencies on mortgage loans, the GSEs' cost of capital, general economic conditions and the relative interest rates on fixed and adjustable rate

loans, which could lead to an acceleration of the payment of the related principal. Furthermore, changes in the GSEs' policies regarding the repurchase of delinquent loans can materially impact prepayment rates. In addition, the introduction of new government programs could increase the availability of mortgage credit to a large number of homeowners in the United States, which could impact the prepayment rates for the entire residential mortgage MBS market. Any new programs or changes to existing programs could cause substantial uncertainty around the magnitude of changes in prepayment speeds.

Faster or slower than expected prepayments may adversely affect our profitability and cash available for distribution to our shareholders and are difficult to predict.

Market conditions may disrupt the historical relationship between interest rate changes and prepayment trends, which would make it more difficult for us to analyze our investment portfolio.

Our success depends on our ability to analyze the relationship of changing interest rates on prepayments of the mortgage loans that underlie our agency MBS and our MSR related investments. Changes in interest rates and prepayments affect the market price of agency MBS and MSR related investments that we intend to purchase and any MBS or MSR related investments that we hold at a given time. As part of our overall portfolio risk management, we analyze interest rate changes and prepayment trends separately and collectively to assess their effects on our investment portfolio. In conducting our analysis, we depend on certain assumptions based upon historical trends with respect to the relationship between interest rates and prepayments under normal market conditions. Dislocations in the residential mortgage market and other developments may change the way that prepayment trends have historically responded to interest rate changes and, consequently, may negatively impact our ability to (i) assess the impact of future changes in interest rates and prepayments on the market value of our investment portfolio, (ii) implement our hedging strategies, and (iii) implement techniques to reduce our prepayment rate volatility would be significantly affected. If we are unable to accurately forecast interest and prepayment rates, our financial position and results of operations could be materially adversely affected.

It may be uneconomical to "roll" our TBA dollar roll transactions or we may be unable to meet margin calls on our TBA commitments, which could negatively affect our financial condition and results of operations.

We may utilize TBA dollar roll transactions as a means of investing in and financing agency MBS. TBA contracts enable us to purchase or sell, for future delivery, agency MBS with certain principal and interest terms and certain types of collateral, but the particular agency MBS to be delivered are not identified until shortly before the TBA settlement date. Prior to settlement of the TBA commitment, we may choose to move the settlement of the securities out to a later date by entering into an offsetting position (referred to as a "pair off"), net settling the paired off positions for cash, and simultaneously purchasing a similar TBA for a later settlement date, collectively referred to as a "dollar roll." The agency MBS purchased for a forward settlement date under the TBA commitment are typically priced at a discount to agency MBS for settlement in the current month. This difference (or discount) is referred to as the "price drop." As discussed under Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations— "Non-GAAP Core Operating Income," we believe this price drop is the economic equivalent of net interest carry income on the underlying agency MBS over the roll period (interest income less implied financing cost), which is commonly referred to as "dollar roll income." Consequently, dollar roll transactions and such forward purchases of agency MBS represent a form of off-balance sheet financing.

Under certain market conditions, TBA dollar roll transactions may result in negative carry income whereby the agency MBS purchased for a forward settlement date under the TBA commitment are priced at a premium to agency MBS for settlement in the current month. Under such conditions, it may be uneconomical to roll our TBA positions prior to the settlement date and we could have to take physical delivery of the underlying securities and settle our obligations for cash. We may not have sufficient funds or alternative financing sources available to settle such obligations.

In addition, our TBA commitments are subject to master securities forward transaction agreements published by SIFMA as well as supplemental terms and conditions with each counterparty. Under the terms of these agreements, we may be required to pledge collateral to our counterparty in the event the fair value of our agency MBS commitments decline and such counterparty demands collateral through a margin call.

Negative carry income on TBA dollar roll transactions or failure to procure adequate financing to settle our obligations or meet margin calls under our TBA commitments could result in defaults or force us to sell assets under adverse market conditions or through foreclosure and adversely affect our financial condition and results of operations.

Our use of repurchase agreements may give our lenders greater rights in the event that either we or any of our lenders file for bankruptcy, which may make it difficult for us to recover our collateral.

Our borrowings under repurchase agreements may qualify for special treatment under the bankruptcy code, giving our lenders the ability to avoid the automatic stay provisions of the bankruptcy code and take possession of and liquidate our collateral under the repurchase agreements without delay if we file for bankruptcy. Furthermore, the special treatment of repurchase agreements under the

bankruptcy code may make it difficult for us to recover our pledged assets in the event that any of our lenders file for bankruptcy. Thus, the use of repurchase agreements exposes our pledged assets to risk in the event of a bankruptcy filing by either our lenders or us. In addition, if the lender is a broker or dealer subject to the Securities Investor Protection Act of 1970 or an insured depository institution subject to the Federal Deposit Insurance Act, our ability to exercise our rights to recover our investment under a repurchase agreement or to be compensated for any damages resulting from the lender's insolvency may be further limited by those statutes.

If the lending institution under one or more of our repurchase agreements defaults on its obligation to resell the underlying security back to us at the end of the agreement term, we will lose money on our repurchase transactions.

When we engage in a repurchase transaction, we initially sell securities to a counterparty under a master repurchase agreement in exchange for cash from the counterparty. The counterparty is obligated to resell the same securities back to us at the end of the term of the repurchase agreement, which typically is 30 to 60 days, but may have terms from one day to up to one year or more. The cash we receive when we initially sell the collateral is less than the value of the collateral, which is referred to as the "haircut." If the counterparty in a repurchase transaction defaults on its obligation to resell the securities back to us, we will incur a loss on the transaction equal to the amount of the haircut (assuming no change in the value of the securities). Losses incurred on our repurchase transactions would adversely affect our operating results and the market price of our securities.

If we default on our obligations under our repurchase agreements, we may be unable to establish a suitable replacement facility on acceptable terms or at all.

If we default on one of our obligations under a repurchase agreement, the counterparty may terminate the agreement and cease entering into any other repurchase agreements with us. In that case, we would likely need to establish a replacement repurchase facility with another financial institution in order to continue to leverage the assets in our investment portfolio and to carry out our investment strategy. We may be unable to establish a suitable replacement repurchase facility on acceptable terms or at all.

Despite current indebtedness levels, we may still be able to incur substantially more debt, which could have important consequences to you.

As of December 31, 2022, we had total unsecured indebtedness (excluding payables, derivative liabilities and repurchase agreement financing) of \$87.7 million, which includes \$34.9 million in principal amount of our 6.75% Senior Notes due 2025 (the "Senior Notes due 2025"), \$37.8 million in principal amount of our 6.00% Senior Notes due 2026 (the "Senior Notes due 2026" and, collectively with the Senior Notes due 2025, the "Senior Notes") and \$15.0 million in principal amount of subordinated unsecured long-term debentures due between 2033 and 2035. Our level of indebtedness could have important consequences to you, because:

- it could affect our ability to satisfy our financial obligations;
- a substantial portion of our cash flows from operations will have to be dedicated to interest and principal payments and may not be available for operations, expansion, acquisitions or general corporate or other purposes;
- it may impair our ability to obtain additional debt or equity financing in the future;
- it may limit our ability to refinance all or a portion of our indebtedness on or before maturity;
- it may limit our flexibility in planning for, or reacting to, changes in our business and industry;
- it may make it more difficult to meet REIT distribution requirements; and
- it may make us more vulnerable to downturns in our business, our industry or the economy in general.

Our operations may not generate sufficient cash to enable us to service our debt. If we fail to make payment on the Senior Notes, we could default on the Senior Notes.

The elimination of LIBOR may affect our financial results.

On March 5, 2021, the FCA, which regulates LIBOR, announced that all LIBOR tenors relevant to us will cease to be published or will no longer be representative after June 30, 2023. The FCA's announcement coincides with the March 5, 2021 announcement of LIBOR's administrator, the IBA, indicating that, as a result of not having access to input data necessary to calculate LIBOR tenors relevant to us on a representative basis after June 30, 2023, IBA would have to cease publication of such LIBOR tenors immediately after the last publication on June 30, 2023. These announcements mean that any of our LIBOR-based financial instruments that extend beyond June 30, 2023 will need to be converted to a replacement rate.

The U.S. Federal Reserve and the Federal Reserve Bank of New York jointly convened the ARRC, a steering committee comprised of private sector entities, each with an important presence in markets

including banking and financial sector regulators. The ARCC's initial objectives were to identify risk-free alternative reference rates for USD LIBOR, identify best practices for contract robustness and create an implementation plan. The ARRC has recommended SOFR and, in some cases, the forward-looking term rate based on SOFR published by CME Group Benchmark Administration Limited ("CME Term SOFR") plus, in each case, a recommended spread adjustment, as LIBOR's replacement.

The U.S. federal government enacted the Adjustable Interest Rate (LIBOR) Act ("LIBOR Act") to provide for uniform nationwide solution for certain contracts that do not have clear and practical provisions for replacing LIBOR after June 30, 2023. On December 16, 2022, the Federal Reserve Board implemented a final rule that implements the LIBOR Act and identifies replacement benchmark rates based on SOFR to replace overnight, one-month, three-month, six-month and 12-month LIBOR in U.S. contracts that do not mature before LIBOR ends and that lack adequate fallback provisions that would replace LIBOR with a practicable replacement benchmark rate. The final rule also restates the safe harbor protections contained in the LIBOR Act for selection or use of the replacement benchmark rate selected by the Federal Reserve Board and clarifies who would be considered a determining person able to choose to use the replacement benchmark rate selected by the Federal Reserve Board for certain LIBOR contracts.

Any of our LIBOR-based borrowings that extend beyond June 30, 2023 will need to be converted to a replacement rate. There are significant differences between LIBOR and SOFR, such as LIBOR being an unsecured lending rate while SOFR is a secured lending rate, and SOFR is an overnight rate while LIBOR reflects term rates at different maturities. If our LIBOR-based borrowings are converted to SOFR, the differences between LIBOR and SOFR, plus the recommended spread adjustment, could result in interest costs that are higher than if LIBOR remained available, which could have a material adverse effect on our operating results. Although SOFR is the ARRC's recommended replacement rate, it is also possible that lenders may instead choose alternative replacement rates that may differ from LIBOR in ways similar to SOFR or in other ways that would result in higher interest costs for us. Furthermore, lenders may select alternative rates sooner than June 30, 2023, either in amendments to existing facilities or as we decide to enter into new facilities. It is possible that not all of our assets and liabilities will transition away from LIBOR at the same time, and it is possible that not all of our assets and liabilities will transition to the same alternative reference rate, in each case increasing the difficulty of hedging. We and other market participants have less experience understanding and modeling SOFR-based assets and liabilities than LIBOR-based assets and liabilities, increasing the difficulty of investing, hedging, and risk management. The process of transition involves operational risks. We are still evaluating the potential effect of LIBOR's end on our borrowing costs and other operations, which remains uncertain given the varying replacement rates and timing.

We are party to various financial instruments which include LIBOR as a reference rate that mature or expire after June 30, 2023. As of December 31, 2022, these financial instruments include preferred stock and unsecured notes issued by us.

At this time, it is not possible to predict the effect of any such changes, any establishment of alternative reference rates or any other reforms to LIBOR that may be implemented in the U.K. or elsewhere. While we expect one- and three-month LIBOR to be available in substantially their current form through June 2023, if sufficient banks decline to make submissions to IBA, it is possible that these LIBOR tenors will become unavailable prior to that point. Uncertainty as to the nature of such potential changes, alternative reference rates or other reforms may adversely affect the market for, or value of, any securities, loans, derivatives and other financial obligations on which the interest or dividend is determined by reference to LIBOR, which could negatively impact our overall financial condition or results of operations. More generally, any of the above changes or any other consequential changes to LIBOR or any other "benchmark" as a result of international, national or other proposals for reform or other initiatives or investigations, or any further uncertainty in relation to the timing and manner of implementation of such changes, could have a material adverse effect on the value of and return on any securities based on or linked to a "benchmark."

Limitations on our access to capital could impair our liquidity and our ability to conduct our business.

Liquidity, or ready access to funds, is essential to our business. Failures of similar businesses have often been attributable in large part to insufficient liquidity. Liquidity is of particular importance to our business and perceived liquidity issues may affect our counterparties' willingness to engage in transactions with us. Our liquidity could be impaired due to circumstances that we may be unable to control, such as a general market disruption, the payment of significant legal defense and indemnification costs, expenses, damages or settlement amounts, or an operational problem that affects us or third parties. Further, our ability to sell assets may be impaired if other market participants are seeking to sell similar assets at the same time or the market is experiencing significant volatility. Our inability to maintain adequate liquidity would materially harm our business and operations.

Our due diligence of potential investments may not reveal all of the liabilities associated with those investments and may not reveal aspects of the investments which could lead to lower expected investment returns or investment losses.

Before making certain investments, we may undertake due diligence efforts with respect to various aspects of the acquisition, including investigating the strengths and weaknesses of the originator or issuer of the asset and verifying certain aspects of the underlying securities, loans or properties themselves as well as other factors and characteristics that may be material to the performance of the

investment. In making the assessment and otherwise conducting due diligence, we rely on resources available to us

and, in some cases, third party information. There can be no assurance that any due diligence process that we conduct will uncover relevant facts that could be determinative of whether or not an investment will be successful.

Our credit investments subject us to a potential high risk of loss.

Investments in mortgage-related assets where repayment of principal and interest is not guaranteed by a U.S. government agency or GSE subject us to the potential risk of loss of principal and/or interest due to delinquency, foreclosure and related losses on the underlying mortgage loans.

Residential mortgage loans underlying non-agency residential MBS are secured by residential property and are subject to risks of delinquency, foreclosure and loss. The ability of a borrower to repay a loan secured by residential property is dependent upon the income or assets of the borrower. A number of factors may impair a borrower's ability to repay the loan, including: loss of employment; divorce; illness; acts of God; acts of war or terrorism; adverse changes in national and local economic and market conditions; changes in laws and regulations, fiscal policies and zoning ordinances and the related costs of complying with such laws and regulations, fiscal policies and ordinances; costs of remediation and liabilities associated with environmental conditions such as mold; and the potential for uninsured or under-insured property losses.

Business purpose residential mortgage loans are loans to professional real estate investors secured by non-owner occupied residential property that are also subject to risks of delinquency, foreclosure and loss. The properties that secure these mortgage loans often require construction, repair, or rehabilitation and are not income producing. The repayment of the mortgage loans is often largely based on the ability of the borrower to sell the mortgaged property or to convert the property for rental purposes and obtain refinancing in the form of a longer-term loan. The risks of delinquency and foreclosure on these residential properties may be greater than similar risks associated with loans made on the security of single-family, owner-occupied, residential property. The borrower's ability to repay our mortgage loans will depend, to a great extent, on the borrower's ability to complete the construction, repair or rehabilitation of the property in a timely and cost efficient manner as well as the value of the property at the maturity date of the loan. In the event of any default under a mortgage loan held by us, we will bear a risk of loss to the extent of any deficiency between the value of the collateral and the outstanding principal and accrued interest of the mortgage loan, and any such losses could have a material adverse effect on our cash flow from operations and our ability to make distributions to our shareholders.

Commercial mortgage loans are secured by commercial property and are subject to risks of delinquency and foreclosure, and risks of loss that are greater than similar risks associated with loans made on the security of residential property. The ability of a borrower to repay a loan secured by an income-producing property typically is dependent primarily upon the successful operation of such property rather than upon the existence of independent income or assets of the borrower. If the net operating income of the property is reduced, the borrower's ability to repay the loan may be impaired. Net operating income of an income producing property can be affected by, among other things: tenant mix; success of tenant businesses; property management decisions; property location and condition; competition from comparable types of properties; changes in laws that increase operating expense or limit rents that may be charged; any need to address environmental contamination at the property; the occurrence of any uninsured casualty at the property; changes in national, regional or local economic conditions or specific industry segments; declines in regional or local real estate values; declines in regional or local rental or occupancy rates; increases in interest rates; real estate tax rates and other operating expenses; changes in governmental rules, regulations and fiscal policies, including environmental legislation; acts of God, acts of war or terrorism, a pandemic, social unrest and civil disturbances. These risks may be more pronounced during times of market volatility and negative economic conditions.

We depend on third-party service providers, including mortgage servicers, for a variety of services related to our non-agency MBS, mortgage loan investments and MSR related assets. We are, therefore, subject to the risks associated with third-party service providers.

We depend on a variety of third-party service providers related to our non-agency MBS, mortgage loan investments and MSR related assets. We rely on the mortgage servicers who service the mortgage loans backing our non-agency MBS to, among other things, collect principal and interest payments on the underlying mortgages and perform loss mitigation services. We also rely on administrative agents who service the mortgage loans that we may directly invest in. Mortgage servicers and other service providers to our MBS, such as trustees, bond insurance providers and custodians, may not perform in a manner that promotes our interests.

Our MSR related assets are dependent upon the mortgage servicer counterparty performing the actual servicing of the mortgage loans. The duties and obligations of the mortgage servicer are defined through contractual agreements, which generally provide for the possibility of termination of the mortgage servicer in the absolute discretion of Fannie Mae or Freddie Mac. Our MSR related assets could also be materially and adversely affected if the mortgage servicer is unable to service the underlying mortgage loans due to a failure to comply with applicable laws and regulations, failure to perform its loss mitigation duties, a downgrade in its servicer rating, the failure to perform adequately in its external audits, or a failure in or performance of its operational systems or infrastructure.

Economic disruptions may result in liquidity pressures on servicers and other third-party vendors that we rely upon. For instance, as a result of an increase in mortgagors requesting relief in the form of forbearance plans and/or other loss mitigation, servicers and other parties responsible in capital markets securitization transactions for funding advances with respect to delinquent mortgagor payments of principal and interest may begin to experience financial difficulties if mortgagors do not make monthly payments. The negative impact of an economic disruption on the business and operations of such servicers or other parties responsible for funding such advances could be significant.

The failure of servicers to effectively service the mortgage loans underlying the non-agency MBS in our investment portfolio could materially and adversely affect us.

Most securitizations of mortgage loans require a servicer to manage collections on each of the underlying loans. Both default frequency and default severity of loans may depend upon the quality of the servicer. If servicers are not vigilant in encouraging borrowers to make their monthly payments, the borrowers may be far less likely to make these payments, which could result in a higher frequency of default. If servicers take longer to liquidate non-performing assets, loss severities may tend to be higher than originally anticipated. Additionally, servicers can perform loan modifications, which could potentially impact the value of our securities. The failure of servicers to effectively service the mortgage loans underlying the non-agency MBS in our investment portfolio could negatively impact the value of our investments and our performance. Servicer quality is of prime importance in the default performance of non-agency MBS. If a servicer goes out of business, the transfer of servicing takes time and loans may become delinquent because of confusion or lack of attention. When servicing is transferred, previously advanced principal and interest is often recaptured rapidly by the new servicer, which may have an adverse effect on non-agency MBS credit support. In the case of pools of securitized loans, servicers may be required to advance interest on delinquent loans to the extent the servicer deems those advances recoverable. In the event the servicer does not advance funds, interest may be interrupted, even on more senior securities. Servicers may also advance more than is in fact recoverable once a defaulted loan is disposed, and the loss to the trust may be greater than the outstanding principal balance of that loan (greater than 100% loss severity).

Our investment portfolio may be concentrated in terms of credit risk.

Our investment portfolio may at times be concentrated in certain property types that are subject to higher risk of foreclosure, or secured by properties concentrated in a limited number of geographic locations. To the extent that our portfolio is concentrated in any one region or type of asset, downturns relating generally to such region or type of asset may result in defaults on a number of our assets within a short time period, which may reduce our net income and the value of our shares and accordingly reduce our ability to pay dividends to our stockholders. Our portfolio may contain other concentrations of risk, and we may fail to identify, detect or hedge against those risks, resulting in large or unexpected losses. This risk may be more pronounced during times of market volatility and negative economic conditions.

Our investments may include subordinated tranches of non-agency MBS, which are subordinate in right of payment to more senior securities.

Our investments may include subordinated tranches of non-agency MBS, which are subordinated classes of securities in a structure collateralized by a pool of mortgage loans and, accordingly, are among the first to bear the loss upon a restructuring or liquidation of the underlying collateral and the last to receive payment of interest and principal. Additionally, estimated fair values of these subordinated interests tend to be more sensitive to changes in economic conditions than more senior securities. As a result, such subordinated interests generally are less actively traded and may not provide holders thereof with liquid investments. When we invest in securities that are illiquid, are unrated, have a higher risk of default or are difficult to value, such securities may be considered speculative, and their capacity to pay principal and interest in accordance with the terms of their issue is not certain.

Our mortgage loan investments secured by healthcare properties exposes us to additional risk of loss.

We have a mortgage loan investment that is secured by the real property of healthcare facilities and guaranteed by the operator of the facilities. The revenues of the operators are primarily driven by occupancy, private pay rates and Medicare and Medicaid reimbursements. Expenses of these facilities are primarily driven by the costs of labor, food, utilities, taxes, insurance and rent. To the extent that any decrease in revenue or increase in operating expenses result in the facilities not generating enough cash to make payments to us, we would have to rely on the creditworthiness of the guarantor and the value of the collateral. To the extent the value of the property is reduced, we may need to reduce the fair value of our mortgage loan investment and we could incur a realized loss upon the disposition of the investment.

The healthcare industry is highly competitive. The operators of the facilities securing our mortgage loan investments compete on a local and regional basis with other properties and healthcare providers that provide comparable services. We cannot be certain

that the operators of the facilities securing our investments will be able to achieve and maintain occupancy levels and rates that will enable them to meet our borrower's obligations to us.

The operators and healthcare facilities securing our investments may also face litigation and may experience rising liability and insurance costs. Litigation brought by individual patients and advocacy groups against operators of facilities can result in large damage awards of alleged abuses and may result in material increases in the costs incurred by operators, including increases to their costs of liability and medical malpractice insurance.

The operators and healthcare facilities are also subject to varying levels of federal, state, local and industry-regulated licensures, certification and inspection laws, regulations and standards. The failure to comply with any of these laws, regulations, or standards could result in loss of accreditation, denial of reimbursements, imposition of fines, suspension, decertification or exclusion from federal and state healthcare programs, loss of licensure or closure of the facility. The operators and healthcare facilities rely on reimbursement from third-party payors, including Medicare and Medicaid programs, for their revenues. Changes in the reimbursement rates or methods of payment of insurance companies and Medicare and Medicaid programs could have a material adverse effect on the operators and healthcare facilities securing our mortgage loan investment.

Our investments in MSR related assets expose us to additional risk of loss if our counterparty were unable to satisfy its obligation to us.

We have investments in MSR related assets that expose us to additional risk of loss. We do not hold the requisite licenses to purchase or hold MSRs directly. However, we have entered into agreements with a licensed, GSE approved residential mortgage loan servicer that enable us to garner the economic return of an investment in an MSR purchased by the mortgage servicing counterparty through an MSR financing transaction. Under the terms of the arrangement, for an MSR acquired by the mortgage servicing counterparty (i) we purchase the "excess servicing spread" from the mortgage servicer counterparty, entitling us to monthly distributions of the servicing fees collected by the mortgage servicing counterparty in excess of 12.5 basis points per annum (and to distributions of corresponding proceeds of sale of the MSRs), and (ii) we fund the balance of the MSR purchase price to the parent company of the mortgage servicing counterparty (the "basic fee") and, in exchange, have an unsecured right to payment of certain amounts determined by reference to the MSR, generally equal to the servicing fee revenue less the excess servicing spread and the costs of servicing (and to distributions of corresponding proceeds of sale of the MSRs), net of fees earned by the mortgage servicing counterparty and its affiliates including an incentive fee. Under GAAP, we account for transactions executed under this arrangement as financing transactions and reflect the associated financing receivables in the line item "MSR financing receivables" on our consolidated balance sheets.

The counterparty to our agreements has the approvals from Fannie Mae and Freddie Mac and the requisite state licenses to hold and manage MSRs. While we are the owner of the "excess servicing spread" of the MSR, the mortgage servicing counterparty is the legal owner of the MSR and our right to receive proceeds on our MSR financing receivable from the basic fee component part of the transaction is an unsecured obligation of the mortgage servicing counterparty. If the counterparty were to default under its obligation to return any of the proceeds from the MSR financing receivable to us, we could realize a loss on our mortgage servicing related asset that could adversely affect our financial condition and results of operations.

The underlying mortgage loans related to the MSRs the counterparty purchases are subject and subordinate in all respects to the interests of Fannie Mae and Freddie Mac, which includes the right of the applicable agency to terminate the mortgage servicing counterparty with or without cause, the right to sell, retain or have transferred the related MSRs, and the right to direct the sale or transfer process of the related MSRs. A default by the mortgage servicing counterparty in its capacity as servicer relating to its obligations under any acknowledge agreement with an agency, pooling and servicing agreement, agency requirements and/or failure of the servicer to perform its obligations related to any MSR could result in a loss of value of our excess servicing spread of the MSR and a loss in value of our MSR financing receivable that references the MSR. In addition to being subject to regulations by the related agency, mortgage servicers are also subject to extensive federal, state and local laws, regulations and administrative decisions that failure to comply with expose the servicer to fines, damages and losses. In its capacity as servicer, the mortgage servicing counterparty also operates in a highly litigious industry that subject it to potential lawsuits related to billing and collections practices, modification protocols or foreclosure practices. If the MSRs that are referenced to our contractual arrangements are terminated or transferred or if our counterparty incurred significant losses, such mortgage servicing counterparty to our MSR financing receivables may not be able to satisfy its obligation to us which could adversely affect our financial condition and results of operations.

Our investments in MSR related assets may expose us to additional risk of leverage that could adversely affect our financial condition, liquidity and results of operations.

Pursuant to our MSR financing receivables, we are entitled to an unsecured right of payment determined by reference to a pool of specific MSRs owned by the mortgage servicing counterparty. At our election and direction, the mortgage servicing counterparty could utilize leverage on the MSRs that are subject to our MSR financing receivables to finance the purchase of additional MSRs to increase potential returns to us. The lender providing the leverage to our mortgage servicing counterparty would have a secured

interest in the MSRs pledged under a credit facility between the lender and our mortgage servicing counterparty. Under the credit facility, if the fair value of the pledged MSR collateral declines and the lender demands additional collateral from our mortgage servicing counterparty through a margin call, we would be required to provide the mortgage servicing counterparty with additional funds to meet such margin call. If we were unable to satisfy such margin call, the lender could liquidate the MSR collateral position that are referenced to our MSR financing receivable to satisfy the loan obligation which would adversely affect our financial condition, liquidity and results of operations.

We may have to fund servicing advances under our MSR related assets that could adversely affect our liquidity and financial condition.

An owner of an MSR is obligated to fund servicing advances for the payment of principal and interest due to the third-party owners of the loans, property taxes and insurance premiums, legal expenses and other protective advances that have not yet been received from the individual borrowers. Under the arrangements of our MSR financing receivables, we are required to fund to the mortgage servicing counterparty any servicing advances that it is required to fund as the owner of the referenced MSR. These advances may be subject to delays in recovery and may not be recoverable under certain circumstances. During periods of economic disruption, there is a greater possibility that mortgage loan borrowers could request forbearance of their monthly mortgage payments. In addition, agencies and other federal and state regulators may require servicers to grant forbearance under these circumstances. If a borrower is granted forbearance, the owner of the MSR would be required to fund the servicing advances. If we had to fund servicing advances under our mortgage servicing related assets, our liquidity and financial condition could be adversely affected.

Our investments are recorded at fair value based upon assumptions that are inherently subjective, and our results of operations and financial condition could be adversely affected if our determinations regarding the fair value of our investments are materially higher than the values that we ultimately realize upon their disposal.

We measure the fair value of certain of our investments quarterly, in accordance with guidance set forth in FASB Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements and Disclosures*. Ultimate realization of the value of an asset depends to a great extent on economic and other conditions that are beyond our control. Further, fair value is only an estimate based on good faith judgment of the price at which an investment can be sold because market prices of investments can only be determined by negotiation between a willing buyer and seller. If we were to liquidate a particular asset, the realized value may be more than or less than the amount at which such asset is valued. Accordingly, the value of our securities could be adversely affected by our determinations regarding the fair value of our investments, whether in the applicable period or in the future. Additionally, such valuations may fluctuate over short periods of time.

Our determination of the fair value of our investments includes prices based on estimates provided by third-party pricing sources including pricing services and dealers. In general, these pricing sources heavily disclaim their valuations. Our credit and MSR related investments trade infrequently and may be considered illiquid. Our determination of the fair value of certain of our credit and MSR related investments are based on significant unobservable inputs based on various assumptions made by our management or third-party pricing services. These significant unobservable inputs may include assumptions regarding future interest rates, prepayment rates, discount rates, costs of servicing, default rates, loss-given-default rates and the timing of credit losses. These assumptions are inherently subjective and involve a high degree of management judgment, and our determinations of fair value may differ materially from the values that would have been used if a public market for these investments existed. Depending on the complexity and liquidity of an investment, valuations of the same investment can vary substantially from one pricing service to another. Our results of operations for a given period could be adversely affected if our determinations regarding the fair market value of these investments are materially different than the values that we ultimately realize upon their disposal.

We operate in a highly-competitive market for investment opportunities, which could make it difficult for us to purchase or originate investments at attractive yields and thus have an adverse effect on our business, results of operations and financial condition.

We gain access to investment opportunities only to the extent that they become known to us. Gaining access to investment opportunities is highly competitive. Many of our competitors are substantially larger than us and have considerably greater financial, technical and marketing resources, more long-standing relationships, broader product offerings and other advantages. Some of our competitors may have a lower cost of funds and access to funding sources that are not available to us. As a result of this competition, we may not be able to purchase or originate our target investments at attractive yields, which could have an adverse effect on our business, results of operations and financial condition.

Risks Related to our Business and Structure

Our Rights Plan could inhibit a change in our control.

We have a Rights Plan designed to protect against a possible limitation on our ability to use our NOLs, NCLs and built-in losses by dissuading investors from aggregating ownership of our common stock and triggering an “ownership change” for purposes of Sections 382 and 383 of the Internal Revenue Code. Under the terms of the Rights Plan, in general, if a person or group acquires or commences a tender or exchange offer for beneficial ownership of 4.9% or more of the outstanding shares of our common stock upon a determination by our Board of Directors (an “Acquiring Person”), all of our other Class A common shareholders will have the right to purchase securities from us at a discount to such securities’ fair market value, thus causing substantial dilution to the Acquiring Person. The Rights Plan and any outstanding rights will expire at the earliest of (i) June 4, 2025, (ii) the time at which the rights are redeemed or exchanged pursuant to the Rights Plan, (iii) the repeal of Section 382 and 383 of the Internal Revenue Code or any successor statute if the Board of Directors determines that the Rights Plan is no longer necessary for the preservation of the applicable tax benefits, or (iv) the beginning of a taxable year to which the Board of Directors determines that no applicable tax benefits may be carried forward. Our Board of Directors and shareholders may in the future approve an amendment to extend the expiration period of the Rights Plan.

The Rights Plan may have the effect of inhibiting or impeding a change in control not approved by our Board of Directors and, notwithstanding its purpose, could adversely affect our shareholders’ ability to realize a premium over the then-prevailing market price for our common stock in connection with such a transaction. In addition, because our Board of Directors can prevent the Rights Plan from operating, in the event our Board of Directors approves of an Acquiring Person, the Rights Plan gives our Board of Directors significant discretion over whether a potential acquirer’s efforts to acquire a large interest in us will be successful. Consequently, the Rights Plan could impede transactions that would otherwise benefit our shareholders.

The ownership limits in our charter may discourage a takeover or business combination that may benefit our shareholders.

To assist us in qualifying as a REIT, among other purposes, our Articles of Incorporation generally limits, unless waived by our board of directors, the beneficial or constructive ownership of any class of our stock by any person to no more than 9.9% in value or the number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our stock. This and other restrictions on ownership and transfer of our shares of stock contained in our Articles of Incorporation may discourage a change of control of us and may deter individuals or entities from making tender offers for our common stock on terms that might be financially attractive to you or which may cause a change in our management. In addition to deterring potential transactions that may be favorable to our stockholders, these provisions may also decrease your ability to sell our common stock because they make purchases of our common stock less attractive.

The trading price of our securities may be adversely affected by factors outside of our control.

Any negative changes in the public’s perception of the prospects for our business or the types of assets in which we invest could depress our stock price regardless of our results. The following factors, among others, could contribute to the volatility of the price of our capital stock:

- actual or unanticipated variations in our quarterly results;
- changes in our financial estimates by securities analysts;
- conditions or trends affecting companies that make investments similar to ours;
- changes in interest rate environments and the mortgage market that cause our borrowing costs to increase, our reported yields on our investment portfolio to decrease or that cause the value of our investment portfolio to decrease;
- changes in the residential real estate market;
- changes in the market valuations of our investments;
- negative changes in the public’s perception of the prospects of investment or financial services companies;
- changes in the regulatory environment in which our business operates or changes in federal fiscal or monetary policies;
- dilution resulting from new equity issuances;
- general economic conditions such as a recession, or interest rate or currency rate fluctuations; and
- additions or departures of our key personnel.

Many of these factors are beyond our control.

We have not established a minimum dividend payment level and we cannot assure you of our ability to pay dividends in the future.

The declaration, amount and payment of any future dividends on shares of common stock will be at the sole discretion of our Board of Directors.

As a REIT, we are required to distribute annually 90% of our REIT taxable income (subject to certain adjustments). So long as we continue to qualify as a REIT, we will generally not be subject to U.S. federal or state corporate income taxes on our REIT taxable income that we distribute to our shareholders on a timely basis. At present, it is our intention to distribute 100% of our REIT taxable income, although we will not be required to do so. We intend to make distributions of our REIT taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year. As of December 31, 2022, we had estimated NOL carryforwards of \$162.5 million that can be used to offset future REIT taxable income and reduce our future distribution requirements. As of December 31, 2022, we also had estimated NCL carryforwards of \$155.7 million that can be used to offset future net capital gains.

We have not established a minimum dividend payment level and the amount of future dividends, if any, may fluctuate. Our ability to pay dividends may be adversely affected by the risk factors described herein. All distributions will be made at the discretion of our Board of Directors. Our Board of Directors' determination to declare a dividend is based upon multiple factors, including REIT distribution requirements, current financial results, overall economic and market conditions, ongoing liquidity needs, opportunities to return capital to shareholders through accretive stock repurchases, available returns on new investments, and such other factors as our Board of Directors deems relevant from time to time. Our Board of Directors did not declare a dividend on our common stock for any quarter during 2022, and it is uncertain when our Board of Directors will determine to declare future dividends, if any, on our common stock. Accordingly, the timing and amount, if any, of future cash distributions to common stock shareholders is uncertain which may also negatively impact the market price of our common stock.

Indemnification obligations to certain of our current and former directors and officers may increase the costs to us of legal proceedings involving our company.

Our charter contains a provision that limits the liability of our directors and officers to us and our shareholders for money damages, except for liability resulting from willful misconduct or a knowing violation of the criminal law or any federal or state securities law. Our charter also requires us to indemnify our directors and officers in connection with any liability incurred by them in connection with any action or proceeding (including any action by us or in our right) to which they are or may be made a party by reason of their service in those or other capacities if the conduct in question was in our best interests and the person was acting on our behalf or performing services for us, unless the person engaged in willful misconduct or a knowing violation of the criminal law. The Virginia Stock Corporation Act requires a Virginia corporation (unless its charter provides otherwise, which our charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he is made a party by reason of his service in that capacity.

In addition, we have entered into indemnification agreements with certain of our current and former directors and officers under which we are generally required to indemnify them against liability incurred by them in connection with any action or proceeding to which they are or may be made a party by reason of their service in those or other capacities, if the conduct in question was in our best interests and the person was conducting themselves in good faith (subject to certain exceptions, including liabilities arising from willful misconduct, a knowing violation of the criminal law or receipt of an improper benefit).

In the future, we may be the subject of indemnification assertions under our charter, Virginia law or these indemnification agreements by our current and former directors and officers who are or may become party to any action or proceeding. We maintain directors' and officers' insurance policies that may limit our exposure and enable us to recover a portion of any amounts paid with respect to such obligations. However, if our coverage under these policies is reduced, denied, eliminated or otherwise not available to us, our potential financial exposure would be increased. The maximum potential amount of future payments we could be required to make under these indemnification obligations could be significant. Amounts paid pursuant to our indemnification obligations could adversely affect our financial results and the amount of cash available for distribution to our shareholders.

Loss of our exclusion from regulation as an investment company under the 1940 Act would adversely affect us and may reduce the market price of our securities.

We currently rely on Section 3(c)(5)(C) of the 1940 Act for our exclusion from the registration requirements of the 1940 Act. This provision requires that 55% of our assets, on an unconsolidated basis, consist of qualifying assets, such as agency whole pool certificates, and 80% of our assets, on an unconsolidated basis, consist of qualifying assets or real estate-related assets. We will need to ensure not only that we qualify for an exclusion or exemption from regulation under the 1940 Act, but also that each of our



subsidiaries qualifies for such an exclusion or exemption. We intend to maintain our exclusion by monitoring the value of our interests in our subsidiaries. We may not be successful in this regard.

If we fail to maintain our exclusion and another exclusion or exemption is not available, we may be required to register as an investment company, or we may be required to acquire or dispose of assets in order to meet our exemption. Any such asset acquisitions or dispositions may include assets that we would not acquire or dispose of in the ordinary course of business, may be at unfavorable prices and result in a decline in the price of our securities. If we are required to register as an investment company under the 1940 Act, we would become subject to substantial regulation with respect to our capital structure (including our ability to use leverage), management, operations, transactions with affiliated persons (as defined in the 1940 Act), and portfolio composition, including restrictions with respect to diversification and industry concentration and other matters. Accordingly, registration under the 1940 Act could limit our ability to follow our current investment and financing strategies and result in a decline in the price of our securities.

Failure to obtain and maintain an exemption from being regulated as a commodity pool operator could subject us to additional regulation and compliance requirements and may result in fines and other penalties which could materially adversely affect our business, financial condition and results of operations.

The Dodd-Frank Act established a comprehensive new regulatory framework for derivative contracts commonly referred to as “swaps.” As a result, any investment fund that trades in swaps or other derivatives may be considered a “commodity pool,” which would cause its operators (in some cases the fund’s directors) to be regulated as “commodity pool operators,” or CPOs. Under rules adopted by the U.S. Commodity Futures Trading Commission (“CFTC”) for which the compliance date generally was December 31, 2012 as to those funds that become commodity pools solely because of their use of swaps, CPOs must by then have filed an application for registration with the National Futures Association (“NFA”) and have commenced and sustained good faith efforts to comply with the Commodity Exchange Act and CFTC’s regulations with respect to capital raising, disclosure, reporting, recordkeeping and other business conduct applicable for their activities as CPOs as if the CPOs were in fact registered in such capacity (which also requires compliance with applicable NFA rules). However, the CFTC’s Division of Swap Dealer and Intermediary Oversight issued a no-action letter saying, although it believes that mortgage REITs are properly considered commodity pools, it would not recommend that the CFTC take enforcement action against the operator of a mortgage REIT who does not register as a CPO if, among other things, the mortgage REIT limits the initial margin and premiums required to establish its swaps, futures and other commodity interest positions to not more than five percent (5%) of its total assets, the mortgage REIT limits the net income derived annually from those commodity interest positions which are not qualifying hedging transactions to less than five percent (5%) of its gross income, and interests in the mortgage REIT are not marketed to the public as or in a commodity pool or otherwise as or in a vehicle for trading in the commodity futures, commodity options or swaps markets.

We use hedging instruments in conjunction with our investment portfolio and related borrowings to reduce or mitigate risks associated with changes in interest rates, yield curve shapes and market volatility. These hedging instruments may include interest rate swaps, interest rate swap futures, Eurodollar futures, U.S. Treasury note futures and options on futures. We do not currently engage in any speculative derivatives activities or other non-hedging transactions using swaps, futures or options on futures. We do not use these instruments for the purpose of trading in commodity interests, and we do not consider our company or its operations to be a commodity pool as to which CPO registration or compliance is required. We have claimed the relief afforded by the above-described no-action letter. Consequently, we will be restricted to operating within the parameters discussed in the no-action letter and will not enter into hedging transactions covered by the no-action letter if they would cause us to exceed the limits set forth in the no-action letter. However, there can be no assurance that the CFTC will agree that we are entitled to the no-action letter relief claimed.

The CFTC has substantial enforcement power with respect to violations of the laws over which it has jurisdiction, including their anti-fraud and anti-manipulation provisions. For example, the CFTC may suspend or revoke the registration of or the no-action relief afforded to a person who fails to comply with commodities laws and regulations, prohibit such a person from trading or doing business with registered entities, impose civil money penalties, require restitution and seek fines or imprisonment for criminal violations. In the event that the CFTC staff does not provide the no action letter relief we requested or if the CFTC otherwise determines that CPO registration and compliance is required of us, we may be obligated to furnish additional disclosures and reports, among other things. Further, a private right of action exists against those who violate the laws over which the CFTC has jurisdiction or who willfully aid, abet, counsel, induce or procure a violation of those laws. In the event that we fail to comply with statutory requirements relating to derivatives or with the CFTC’s rules thereunder, including the mortgage REIT no-action letter described above, we may be subject to significant fines, penalties and other civil or governmental actions or proceedings, any of which could have a materially adverse effect on our business, financial condition and results of operations.

We face competition for personnel, which could adversely affect our business and in turn negatively affect our operating results and the market price of our securities.

We are dependent on the highly-skilled, and often highly-specialized, individuals we employ. Retention of specialists to manage our portfolio is particularly important to our prospects. Competition for the recruiting and retention of employees may increase elements of our compensation costs. We may not be able to recruit and hire new employees with our desired qualifications in a timely manner. Our incentives may be insufficient to recruit and retain our employees. We currently do not have employment agreements with any of our senior officers and other key professionals. We cannot guarantee that we will continue to have access to members of our senior management team or other key professionals. Increased compensation costs or failure to recruit and retain qualified employees could materially and adversely affect our operating results and the market price of our securities.

We are highly dependent upon communications and information systems operated by third parties, and systems failures could significantly disrupt our business, which may, in turn, negatively affect our operating results and the market price of our securities.

Our business is highly dependent upon communications and information systems that allow us to monitor, value, buy, sell, finance and hedge our investments. Many of these systems are primarily operated by third parties and, as a result, we have limited ability to ensure their continued operation. Furthermore, in the event of systems failure or interruption, we will have limited ability to affect the timing and success of systems restoration. Any failure or interruption of our systems or third-party trading or information systems could cause delays or other problems in our securities trading activities, which could have a material adverse effect on our operating results and negatively affect the market price of our securities and our ability to pay dividends to our shareholders.

We face risks relating to cybersecurity attacks that could cause loss of confidential information and other business disruptions.

We rely extensively on computer systems to process transactions and manage our business, and our business is at risk from, and may be impacted by, third-party action including cybersecurity attacks, service provider or vendor error, or malfeasance or other intentional or unintentional acts by third parties and bad actors, including third-party providers. These could include attempts to gain unauthorized access to our data and computer systems. Attacks can be both individual and/or highly organized attempts by sophisticated hacking organizations. Due to the greater use of remote working environments as a result of the COVID-19 pandemic, there is an elevated risk of such events occurring. We employ a number of measures to prevent, detect and mitigate these threats, which include password encryption, frequent password change events, firewall detection systems, anti-virus software and frequent backups; however, there can be no guarantee that such efforts will be successful in preventing a cybersecurity attack. A cybersecurity attack could compromise the confidential information of our employees, borrowers and vendors. A successful attack could disrupt and otherwise adversely affect our business operations and financial prospects, damage our reputation and involve significant legal and/or financial liabilities and penalties, including through lawsuits by third-parties.

If we issue additional debt securities or other equity securities that rank senior to our common stock, our operations may be restricted and we will be exposed to additional risk and the market price of our securities could be adversely affected.

If we decide to issue additional debt securities in the future, it is likely that such securities will be governed by an indenture or other instrument containing covenants restricting our operating flexibility and inhibit our ability to make required distributions. Additionally, any convertible or exchangeable or other securities registered pursuant to our shelf registration statement that we issue in the future may have rights, preferences and privileges more favorable than those of our common stock. Also, additional shares of preferred stock, if issued, could have a preference on liquidating distributions or a preference on dividend payments that could limit our ability to make a dividend distribution to the holders of our common stock. We, and indirectly our shareholders, will bear the cost of issuing and servicing such securities. Holders of debt securities may be granted specific rights, including but not limited to, the right to hold a perfected security interest in certain of our assets, the right to accelerate payments due under the indenture, rights to restrict dividend payments, and rights to approve the sale of assets. Such additional restrictive covenants, operating restrictions and preferential dividends could have a material adverse effect on our operating results and negatively affect the market price of our securities and our ability to pay distributions to our shareholders.

Future sales of shares of our common stock may depress the price of our shares.

We cannot predict the effect, if any, of future sales of our common stock or the availability of shares for future sales on the market price of our common stock. Any sales of a substantial number of our shares in the public market, or the perception that sales might occur, may cause the market price of our shares to decline.

We may experience significant fluctuations in quarterly operating results.

Our revenues and operating results may fluctuate from quarter to quarter and from year to year due to a combination of factors, many of which are beyond our control, including the market value of the investments we acquire, the performance of our hedging instruments, prepayment rates, credit performance of our investments, current events and changes in interest rates. As a result, we may fail to meet profitability or dividend expectations, which could negatively affect the market price of our securities and our ability to pay dividends to our shareholders.

A resurgence of COVID-19 or similar pandemic could cause severe disruptions in the U.S. and global economies that could adversely affect our business, financial conditions, liquidity and results of operations.

The COVID-19 outbreak caused significant volatility and disruption in the global financial markets that negatively affected our business. Although global efforts to contain the spread of COVID-19 have reduced the impact of the pandemic on global economies and financial markets, new COVID-19 variants or another highly infectious or contagious disease could emerge that could once again cause significant volatility and disruption to financial markets that could adversely affect our business, financial conditions, liquidity and results of operations. The extent of such effects will depend on future developments which are highly uncertain and cannot be predicted, including the geographic spread of the virus, the overall severity of the disease, the duration of the outbreak, mutations and new variants of the virus, the measures that may be taken by various governmental authorities in response to the outbreak and the possible further impacts on the global economy.

In particular, the resurgence of COVID-19 or similar pandemic presents the following risks and uncertainties to our business:

- A significant decrease in economic activity and/or resulting decline in the real estate market could have an adverse effect on the value of our investments in mortgages. Mortgage borrowers may experience difficulties meeting their obligations or seek to forbear payment on or refinance their mortgage loans to avail themselves of lower rates. Elevated levels of delinquency or default would have an adverse impact on the value of our mortgage investments.
- We may also experience more difficulty in our financing operations. COVID-19 caused mortgage REITs to experience severe disruptions in financing operations (including the cost, attractiveness and availability of financing), in particular the ability to utilize repurchase financing and the margin requirements related to such financing. We could experience an unwillingness or inability of our potential lenders to provide us with or to renew financing, increased margin calls, and/or additional capital requirements. These conditions could force us to sell our assets at inopportune times or otherwise cause us to potentially revise our strategic business initiatives, which could adversely affect our business.
- The availability of key personnel necessary to conduct our business.
- Governments have adopted, and may continue to adopt, policies, laws and plans intended to address the COVID-19 pandemic and adverse developments in the credit, financial, mortgage and rental markets. We cannot assure you that these programs will be effective, sufficient or otherwise have a positive impact on our business and could potentially have a negative impact on our business.
- The analytical models and data we use to value our investments may be more prone to inaccuracies in light of unprecedeted conditions created by a resurgence of COVID-19 or similar pandemic.

Risks Related to Taxation

Our failure to qualify as a REIT would result in higher taxes and reduced cash available for distribution to our stockholders.

We have elected to be taxed as a REIT for U.S. federal income tax purposes, and we intend to operate so that we will qualify as a REIT. U.S. federal income tax laws governing REITs are complex, and interpretations of the U.S. federal income tax laws governing qualification as a REIT are limited. Qualifying as a REIT requires us to meet various tests regarding the nature of our assets and our income, the ownership of our outstanding stock, and the amount of our distributions on an ongoing basis.

Our ability to satisfy the asset tests depends upon the characterization and fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. Our compliance with the REIT income and quarterly asset requirements also depends upon our ability to successfully manage the composition of our income and assets on an ongoing basis. Although we intend to operate so that we will qualify as a REIT, given the highly complex nature of the rules governing REITs, the ongoing importance of factual determinations, and the possibility of future changes in our circumstances, no assurance can be given that we will so qualify for any particular year.

If we fail to qualify as a REIT in any calendar year, we would be required to pay U.S. federal income tax on our REIT taxable income at regular corporate rates, and dividends paid to our stockholders would not be deductible by us in computing our taxable

income. Further, if we fail to qualify as a REIT, we might need to borrow money or sell assets in order to pay any resulting tax. Our payment of income tax would decrease the amount of our income available for distribution to our stockholders. Furthermore, if we fail to qualify or maintain our qualification as a REIT, we no longer would be required to distribute substantially all of our REIT taxable income to our stockholders. Unless our failure to qualify as a REIT was subject to relief under U.S. federal tax laws, we could not re-elect to qualify as a REIT for four taxable years following the year in which we failed to qualify.

Complying with the REIT requirements can be difficult and may cause us to forgo otherwise attractive opportunities.

To qualify as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our shares. We may be required to make distributions to our stockholders at disadvantageous times or when we do not have funds readily available for distribution, and may be unable to pursue otherwise attractive investments in order to satisfy the source-of-income or asset-diversification requirements for qualifying as a REIT. Thus, compliance with the REIT requirements may hinder our ability to operate solely on the basis of maximizing profits.

The REIT distribution requirements could adversely affect our ability to execute our business strategies.

We generally must distribute annually at least 90% of our REIT taxable income, excluding any net capital gain. We may use our net operating loss carryforward to reduce our REIT distribution requirement. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our taxable income, we will be subject to U.S. federal corporate income tax, and may be subject to state and local income tax, on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our stockholders in a calendar year is less than a minimum amount specified under U.S. federal income tax laws. We intend to make distributions to our stockholders to comply with the requirements of the Internal Revenue Code and to avoid paying corporate income tax. However, differences in timing between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the distribution requirements of the Internal Revenue Code.

From time to time, we may be required to recognize taxable income from our assets in advance of our receipt of cash flow on or proceeds from disposition of such assets. Also, our ability, or the ability of our subsidiaries, to deduct interest may be limited under Section 163(j) of the Internal Revenue Code. For example, if we purchase MBS at a discount, we generally are required to accrete the discount into taxable income prior to receiving the cash proceeds of the accreted discount at maturity. In addition, we may be required under the terms of indebtedness that we incur to use cash received from interest payments to make principal payments on that indebtedness, with the effect of recognizing income but not having a corresponding amount of cash available for distribution to our stockholders. Additionally, if we incur capital losses in excess of capital gains, such net capital losses are not allowed to reduce our taxable income for purposes of determining our distribution requirement. They may be carried forward for a period of up to five years and applied against future capital gains subject to the limitation of our ability to generate sufficient capital gains, which cannot be assured.

If we do not have other funds available, we could be required to (i) sell assets in adverse market conditions, (ii) borrow on unfavorable terms, (iii) distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt, or (iv) distribute taxable dividends that are payable in cash or shares of our common stock at the election of each stockholder, to make distributions sufficient to enable us to pay out enough of our taxable income to satisfy the REIT distribution requirement and to avoid the corporate income tax and 4% excess tax in a particular year. Thus, compliance with the REIT requirements may hinder our ability to grow, which could adversely affect the value of our common stock.

Net capital losses do not reduce our REIT distribution requirements, which may result in distribution requirements in excess of economic earnings.

As a REIT, we generally must distribute annually at least 90% of our REIT taxable income, excluding any net capital gain. If we incur capital losses in excess of capital gains, such net capital losses are not allowed to reduce our taxable income for purposes of determining our distribution requirement. They may be carried forward for a period of up to five years and applied against future capital gains subject to the limitation of our ability to generate sufficient capital gains, which cannot be assured. Accordingly, if we generate a net capital loss during the year, the minimum amount of our REIT taxable income that we are required to distribute could exceed our net earnings for the year resulting in a reduction of our shareholders' equity capital.

The difference in character between our gains and losses on our agency MBS and our interest rate hedging transactions could make this situation more likely to occur. The gains and losses on the sale of our agency MBS generally are characterized as capital for U.S. federal income tax purposes. However, our income and losses from interest rate hedging transactions that are designated as hedges generally are characterized as ordinary for U.S. federal income tax purposes. In general, to the extent that interest rates rise, the value of our interest rate hedging instruments increase in value while the value of our fixed-rate agency MBS decrease in value.

As a result, we could realize annual ordinary income from our interest rate hedges that would not be offset, for purposes of the REIT distribution requirements, by annual net capital losses on our fixed-rate agency MBS. This could lead to a required distribution to our shareholders in excess of our net earnings, which could result in a reduction in our shareholders' equity.

Even if we qualify as a REIT, we may face tax liabilities that reduce our cash flow.

Even if we qualify for taxation as a REIT, we may be subject to certain U.S. federal, state and local taxes on our income and assets, including taxes on any undistributed income, tax on income from certain activities conducted as a result of a foreclosure, and state or local income, property and transfer taxes, such as mortgage recording taxes, and other taxes. In addition, in order to meet the REIT qualification requirements, or to avoid the imposition of a 100% tax that applies to certain gains derived by a REIT from dealer property or inventory, we may hold certain assets through, and derive a significant portion of our taxable income and gains in, TRSs. Such subsidiaries are subject to corporate level income tax at regular rates. Any of these taxes would decrease cash available for distribution to our stockholders.

Liquidation of assets may jeopardize our REIT qualification.

To qualify as a REIT, we must comply with requirements regarding our assets and our sources of income. If we are compelled to liquidate our investments to repay obligations to our lenders, we may be unable to comply with these requirements, ultimately jeopardizing our qualification as a REIT, or we may be subject to a 100% tax on any resultant gain if we sell assets that are treated as dealer property or inventory.

The failure of assets subject to repurchase agreements to be treated as owned by us for U.S. federal income tax purposes could adversely affect our ability to qualify as a REIT.

We have entered and may in the future enter into repurchase agreements that are structured as sale and repurchase agreements pursuant to which we nominally sell certain of our assets to a counterparty and simultaneously enter into an agreement to repurchase these assets at a later date in exchange for a purchase price. Economically, these agreements are financings that are secured by the assets sold pursuant thereto. We believe that we are treated for REIT asset and income test purposes as the owner of the assets that are the subject of any such sale and repurchase agreement notwithstanding that such agreements may transfer record ownership of the assets to the counterparty during the term of the agreement. It is possible, however, that the IRS could assert that we did not own the assets during the term of the sale and repurchase agreement, in which case we could fail to qualify as a REIT.

Complying with the REIT requirements may limit our ability to hedge effectively.

The REIT provisions of the Internal Revenue Code could substantially limit our ability to hedge our assets and operations. Under current law, any income that we generate from transactions intended to hedge our interest rate or currency risks will be excluded from gross income for purposes of the REIT 75% and 95% gross income tests if (i) the instrument hedges risk of interest rate or currency fluctuations on indebtedness incurred or to be incurred to carry or acquire real estate assets, (ii) the instrument hedges risk of currency fluctuations with respect to any item of income or gain that would be qualifying income under the REIT 75% or 95% gross income tests, or (iii) the instrument was entered into to "offset" certain instruments described in clauses (i) or (ii) of this sentence and certain other requirements are satisfied and such instrument is properly identified under applicable Treasury Regulations. Income from hedging transactions that do not meet these requirements is likely to constitute nonqualifying income for purposes of both the REIT 75% and 95% gross income tests. As a result of these rules, we may have to limit our use of hedging techniques that might otherwise be advantageous to us or implement those hedges through a TRS. This could increase the cost of our hedging activities because a TRS would be subject to tax on gains or expose us to greater risks associated with interest rate fluctuations or other changes than we would otherwise want to bear.

Uncertainty exists with respect to the treatment of our TBAs for purposes of the REIT asset and income tests.

We purchase and sell agency MBS through TBAs and recognize income or gains from the disposition of those TBAs, through dollar roll transactions or otherwise, and may continue to do so in the future. While there is no direct authority with respect to the qualification of TBAs as real estate assets or U.S. Government securities for purposes of the REIT 75% asset test or the qualification of income or gains from dispositions of TBAs as gains from the sale of real property or other qualifying income for purposes of the REIT 75% gross income test, we treat our TBAs under which we contract to purchase a TBA agency MBS ("long TBAs") as qualifying assets for purposes of the REIT 75% asset test, and we treat income and gains from our long TBAs as qualifying income for purposes of the REIT 75% gross income test, based on an opinion of counsel substantially to the effect that (i) for purposes of the REIT asset tests, our ownership of a long TBA should be treated as ownership of real estate assets, and (ii) for purposes of the REIT 75% gross income test, any gain recognized by us in connection with the settlement of our long TBAs should be treated as gain from the sale or disposition of an interest in mortgages on real property. Opinions of counsel are not binding on the IRS, and no assurance

can be given that the IRS will not successfully challenge the conclusions set forth in such opinions. In addition, it must be emphasized that the opinion of counsel is based on various assumptions relating to our TBAs and is conditioned upon fact-based representations and covenants made by our management regarding our TBAs. No assurance can be given that the IRS would not assert that such assets or income are not qualifying assets or income. If the IRS were to successfully challenge the opinion of counsel, we could be subject to a penalty tax or we could fail to remain qualified as a REIT if a sufficient portion of our assets consists of TBAs or a sufficient portion of our income consists of income or gains from the disposition of TBAs.

The tax on prohibited transactions will limit our ability to engage in transactions, including certain methods of securitizing MBS, that would be treated as sales for U.S. federal income tax purposes.

A REIT's net income from prohibited transactions is subject to a 100% tax with no offset for losses. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, but including mortgage loans, held primarily for sale to customers in the ordinary course of business. We might be subject to this tax if we dispose of or securitize MBS in a manner that was treated as dealer activity for U.S. federal income tax purposes. Therefore, in order to avoid the prohibited transactions tax, we may choose not to engage in certain sales or securitization structures or to implement such transactions through a TRS, even though the transactions might otherwise be beneficial to us.

Distributions to tax-exempt investors, or gains on sale of our common stock by tax-exempt investors, may be classified as unrelated business taxable income.

Neither ordinary nor capital gain distributions with respect to our common stock nor gain from the sale of our common stock are anticipated to constitute unrelated business taxable income to a tax-exempt investor. However, there are certain exceptions to this rule. For example, if (i) all or a portion of our assets are subject to the rules relating to "taxable mortgage pools" or we hold residual interests in a REMIC; (ii) we are a "pension held REIT;" (iii) a tax-exempt stockholder has incurred debt to purchase or hold our common stock; or (iv) a tax-exempt stockholder is classified as a social club, voluntary employee benefit association, supplemental unemployment benefit trust or a qualified group legal services plan, then a portion of our distributions to tax-exempt stockholders and, in the case of stockholders described in clauses (iii) and (iv), gains realized on the sale of our common stock by tax-exempt stockholders may be subject to U.S. federal income tax as unrelated business taxable income under the Internal Revenue Code.

Certain financing activities may subject us to U.S. federal income tax and could have negative tax consequences for our shareholders.

We currently do not intend to enter into any transactions that could result in our, or a portion of our assets, being treated as a taxable mortgage pool for U.S. federal income tax purposes. If we enter into such a transaction in the future we will be taxable at the highest corporate income tax rate on a portion of the income arising from a taxable mortgage pool, referred to as "excess inclusion income," that is allocable to the percentage of our shares held in record name by disqualified organizations (generally tax-exempt entities that are exempt from the tax on unrelated business taxable income, such as state pension plans and charitable remainder trusts and government entities).

If we were to realize excess inclusion income, IRS guidance indicates that the excess inclusion income would be allocated among our shareholders in proportion to our dividends paid. Excess inclusion income cannot be offset by losses of our shareholders. If the shareholder is a tax-exempt entity and not a disqualified organization, then this income would be fully taxable as unrelated business taxable income under Section 512 of the Internal Revenue Code. If the shareholder is a foreign person, it would be subject to U.S. federal income tax at the maximum tax rate and withholding will be required on this income without reduction or exemption pursuant to any otherwise applicable income tax treaty.

The stock ownership limits applicable to us that are imposed by the Internal Revenue Code for REITs may restrict our business combination opportunities.

In order for us to maintain our qualification as a REIT under the Internal Revenue Code, not more than 50% in value of our outstanding shares may be owned, directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include certain entities) at any time during the last half of each taxable year after our first taxable year.

In addition to the limitations on ownership under our Rights Plan, our Amended and Restated Articles of Incorporation contain customary "ownership limitation" provisions that are designed to protect our ability to qualify as a REIT. Pursuant to our Amended and Restated Articles of Incorporation, no person may own, or deemed to own by virtue of the attribution provisions of the Internal Revenue Code, in excess of (i) 9.9% of the number of the outstanding shares of our common stock, (ii) 9.9% in number of the outstanding shares of any class or series of our preferred stock, and (iii) 9.9% of the aggregate value of the outstanding shares of our equity stock. Our Board of Directors may, in its sole discretion, with respect to any person, (i) grant an exemption from this 9.9% stock ownership limitation, and (ii) establish different ownership limitations for any such person.

Such stock ownership limits might delay or prevent a transaction or a change in our control that might involve a premium price for our common stock or otherwise be in the best interests of our stockholders.

A REIT cannot invest more than 20% of its total assets in the stock or securities of one or more TRSs.

A TRS is a corporation, other than a REIT or a qualified REIT subsidiary, in which a REIT owns the stock and with which the REIT jointly elects TRS status. The term also includes a corporate subsidiary in which the TRS owns more than a 35% interest.

A REIT may own up to 100% of the stock of one or more TRSs. A TRS may earn income that would not be qualifying income if it was earned directly by the parent REIT. Overall, at the close of any calendar quarter, no more than 20% of the value of a REIT's assets may consist of stock or securities of one or more TRSs.

The stock and securities of our TRSs are expected to represent less than 20% of the value of our total assets. Furthermore, we intend to monitor the value of our investments in the stock and securities of our TRSs to ensure compliance with the above-described limitation. We cannot assure you, however, that we will always be able to comply with the limitation so as to maintain REIT status.

TRSs are subject to tax at the regular corporate rates, are not required to distribute dividends, and the amount of dividends a TRS can pay to its parent REIT may be limited by REIT gross income tests.

A TRS must pay income tax at regular corporate rates on any income that it earns. Our TRSs will pay corporate income tax on their taxable income, and their after-tax net income will be available for distribution to us. In certain circumstances, the ability of our TRSs to deduct interest expense for federal income tax may be limited. Such income, however, is not required to be distributed.

Moreover, the annual gross income tests that must be satisfied to ensure REIT qualification may limit the amount of dividends that we can receive from our TRSs and still maintain our REIT status. Generally, not more than 25% of our gross income can be derived from non-real estate related sources, such as dividends from a TRS. If, for any taxable year, the dividends we received from our TRSs, when added to our other items of non-real estate related income, represented more than 25% of our total gross income for the year, we could be denied REIT status, unless we were able to demonstrate, among other things, that our failure of the gross income test was due to reasonable cause and not willful neglect.

The limitations imposed by the REIT gross income tests may impede our ability to distribute assets from our TRSs to us in the form of dividends. Certain asset transfers may, therefore, have to be structured as purchase and sale transactions upon which our TRSs recognize a taxable gain.

If interest accrues on indebtedness owed by a TRS to its parent REIT at a rate in excess of a commercially reasonable rate, or if transactions between a REIT and a TRS are entered into on other than arm's-length terms, the REIT may be subject to a penalty tax.

If interest accrues on an indebtedness owed by a TRS to its parent REIT at a rate in excess of a commercially reasonable rate, the REIT is subject to tax at a rate of 100% on the excess of (i) interest payments made by a TRS to its parent REIT over (ii) the amount of interest that would have been payable had interest accrued on the indebtedness at a commercially reasonable rate. A tax at a rate of 100% is also imposed on any transaction between a TRS and its parent REIT to the extent the transaction gives rise to deductions to the TRS that are in excess of the deductions that would have been allowable had the transaction been entered into on arm's-length terms. While we will scrutinize all of our transactions with our TRSs in an effort to ensure that we do not become subject to these taxes, there is no assurance that we will be successful. We may not be able to avoid application of these taxes.

New legislation or administrative or judicial action, in each instance potentially with retroactive effect, could make it more difficult or impossible for us to qualify as a REIT.

The present U.S. federal income tax treatment of REITs may be modified, possibly with retroactive effect, by legislative, judicial or administrative action at any time, which could affect the U.S. federal income tax treatment of an investment in our common stock. The U.S. federal tax rules that affect REITs are under review constantly by persons involved in the legislative process, the IRS and the U.S. Treasury Department, which results in statutory changes as well as frequent revisions to Treasury regulations and interpretations. Revisions in U.S. federal tax laws and interpretations thereof could cause us to change our investments and commitments, which could also affect the tax considerations of an investment in our stock. We cannot predict the long-term effect of any recent law changes or any future law changes on REITs and their stockholders. Any such changes could have an adverse effect on the market value of our securities or our ability to make dividends to our shareholders.

The ability of our Board of Directors to revoke or otherwise terminate our REIT election without stockholder approval may cause adverse consequences to our stockholders.

Our charter provides that our Board of Directors may revoke or otherwise terminate our REIT election, without the approval of our stockholders, upon the requisite vote of our Board of Directors. If we cease to qualify as a REIT, we would become subject to U.S. federal income tax on our net taxable income and we generally would no longer be required to distribute any of our net taxable income to our stockholders, which may have adverse consequences on the total return to our stockholders.

We may not be able to generate future taxable income to fully utilize NOL and NCL carryforwards.

As of December 31, 2022, we had an estimated NOL carryforward of \$162.5 million that can be used to offset future taxable ordinary income and reduce our future distribution requirements. Estimated NOL carryforwards totaling \$14.6 million expire in 2028 and NOL carryforwards totaling \$147.9 million have no expiration period. As of December 31, 2022, we also had NCL carryforwards of \$155.7 million that can be used to offset future net capital gains. The scheduled expirations of our NCL carryforwards are \$110.3 million in 2023, \$14.2 million in 2026 and \$31.2 million in 2027. We can utilize our NCL carryforward to reduce our net capital gain income that would be subject to income taxes to the extent it is not distributed to our shareholders. Utilizing our NOL and NCL carryforwards may allow us to reduce our required distributions to shareholders or income tax liability which would allow us to retain future taxable income as capital. However, we may not generate sufficient taxable income of the appropriate tax character to fully utilize these carryforwards prior to their expiration. To the extent that our NOL or NCL carryforwards expire unutilized, we may not fully realize the benefit of these tax attributes which could lead to higher annual distribution requirements or tax liabilities.

Our ability to use our tax benefits could be substantially limited if we experience an “ownership change.”

Our NOL and NCL carryforwards and certain recognized built-in losses may be limited by Sections 382 and 383 of the Internal Revenue Code if we experience an “ownership change.” In general, an “ownership change” occurs if 5% shareholders increase their collective ownership of the aggregate amount of the outstanding shares of our company by more than 50 percentage points looking back over the relevant testing period. If an ownership change occurs, our ability to use our NOLs, NCLs and certain recognized built-in losses to reduce our REIT distribution requirement or taxable income in a future year would be limited to a Section 382 limitation equal to the fair market value of our stock immediately prior to the ownership change multiplied by the long-term tax-exempt interest rate in effect for the month of the ownership change. In the event of an ownership change, NOLs and NCLs that exceed the Section 382 limitation in any year will continue to be allowed as carryforwards for the remainder of the carryforward period and such losses can be used to offset taxable income for years within the carryforward period subject to the Section 382 limitation in each year. However, if the carryforward period for any NOL or NCL were to expire before that loss had been fully utilized, the unused portion of that loss would be lost. Our use of new NOLs or NCLs arising after the date of an ownership change would not be affected by the Section 382 limitation (unless there were another ownership change after those new losses arose).

We have a Rights Plan designed to protect against the occurrence of an ownership change. The Rights Plan is intended to act as a deterrent to any person or group acquiring 4.9% or more of our outstanding common stock without the approval of our Board of Directors. See “Risks Related to our Business and Structure – Our Rights Plan could inhibit a change in our control” for information on our Rights Plan. The Rights Plan and any outstanding rights will expire at the earliest of (i) June 4, 2025, (ii) the time at which the rights are redeemed or exchanged pursuant to the Rights Plan, (iii) the repeal of Section 382 and 383 of the Internal Revenue Code or any successor statute if the Board of Directors determines that the Rights Plan is no longer necessary for the preservation of the applicable tax benefits, or (iv) the beginning of a taxable year to which the Board of Directors determines that no applicable tax benefits may be carried forward.

In addition, the Rights Plan does not protect against all transactions that could cause an ownership change, such as public issuances and repurchases of shares of our common stock. The Rights Plan may not be successful in preventing an ownership change within the meaning of Sections 382 and 383 of the Internal Revenue Code, and we may lose all or most of the anticipated tax benefits associated with our prior losses.

Based on our knowledge of our stock ownership, we do not believe that an ownership change has occurred since our losses were generated. Accordingly, we believe that at the current time there is no annual limitation imposed on our use of our NOLs and NCLs to reduce future taxable income. The determination of whether an ownership change has occurred or will occur is complicated and depends on changes in percentage stock ownership among shareholders. Other than the Rights Plan, there are currently no restrictions on the transfer of our stock that would discourage or prevent transactions that could cause an ownership change, although we may adopt such restrictions in the future. As discussed above, the Rights Plan is intended to discourage transactions that could cause an ownership change. In addition, we have not obtained, and currently do not plan to obtain, a ruling from the Internal Revenue Service, regarding our conclusion as to whether our losses are subject to any such limitations. Furthermore, we may decide in the future that it is necessary or in our interest to take certain actions that could

result in an ownership change. Therefore, no assurance can be provided as to whether an ownership change has occurred or will occur in the future.

Preserving the ability to use our NOLs and NCLs may cause us to forgo otherwise attractive opportunities.

Limitations imposed by Sections 382 and 383 of the Internal Revenue Code may discourage us from, among other things, repurchasing our stock or issuing additional stock to raise capital or to acquire businesses or assets. Accordingly, our desire to preserve our NOLs and NCLs may cause us to forgo otherwise attractive opportunities.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

As of December 31, 2022, we do not own any property. Our executive and administrative office is located at 6862 Elm Street, Suite 320, McLean, Virginia 22101. We lease our office space.

ITEM 3. LEGAL PROCEEDINGS

We are from time to time involved in civil lawsuits, legal proceedings and arbitration matters that we consider to be in the ordinary course of our business. There can be no assurance that these matters individually or in the aggregate will not have a material adverse effect on our financial condition or results of operations in a future period. We are also subject to the risk of litigation, including litigation that may be without merit. As we intend to actively defend such litigation, significant legal expenses could be incurred. An adverse resolution of any future litigation against us could materially affect our financial condition, results of operations and liquidity. Furthermore, we operate in highly-regulated markets that currently are under intense regulatory scrutiny, and we have received, and we expect in the future that we may receive, inquiries and requests for documents and information from various federal, state and foreign regulators. We believe that the continued scrutiny of MBS, structured finance, and derivative market participants increases the risk of additional inquiries and requests from regulatory or enforcement agencies and other parties. We cannot provide any assurance that these inquiries and requests will not result in further investigation of or the initiation of a proceeding against us or that, if any such investigation or proceeding were to arise, it would not materially adversely affect our Company.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed on the NYSE under the symbol “AAIC.” As of January 31, 2023, there were approximately 100 record holders of our common stock. However, most of the shares of our common stock are held by brokers and other institutions on behalf of shareholders.

We have elected to be taxed as a REIT under the Internal Revenue Code. As a REIT, we are required to distribute annually 90% of our REIT taxable income (subject to certain adjustments). So long as we continue to qualify as a REIT, we will generally not be subject to U.S. federal or state corporate income taxes on our taxable income that we distribute to our shareholders on a timely basis. At present, it is our intention to distribute 100% of our taxable income, although we will not be required to do so. We intend to make distributions of our taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year. We have not established a minimum dividend payment level and our ability to pay dividends may be adversely affected for the reasons described in “Item 1A Risk Factors.” All distributions to shareholders will be made at the discretion of our Board of Directors and will depend upon our earnings, financial condition, maintenance of our REIT status and other factors as our Board of Directors may deem relevant from time to time.

In addition, holders of our Series B Preferred Stock and Series C Preferred Stock are entitled to receive cumulative cash dividends at a specified rate of each of their liquidation preference before holders of our common stock are entitled to receive any dividends.

Securities Authorized for Issuance Under Equity Compensation Plans

Information about securities authorized for issuance under our equity compensation plans is incorporated by reference from our Definitive Proxy Statement for the 2023 Annual Meeting of Shareholders.

Purchases of Equity Securities by the Issuer

On July 31, 2020, we announced that our Board of Directors authorized an increase to our share repurchase program (the “Repurchase Program”) pursuant to which we may repurchase up to 18,000,000 shares of our common stock. As of December 31, 2022, we had repurchased 7,804,296 shares of our common stock and there remain available for repurchase 10,195,704 shares of our common stock under the Repurchase Program.

The following table presents information with respect to our purchases of our common stock during the three months ended December 31, 2022, by us or any “affiliated purchaser” affiliated with us, as defined in Rule 10b-18(a)(3) under the Exchange Act:

Settlement Date	Total Number of Shares Purchased	Average Net Price Paid Per Share	Total Number of Shares Repurchased as Part of Repurchase Program	Maximum Number of Shares that May Yet be Purchased Under the Repurchase Program
October 1, 2022 – October 31, 2022	225,700	\$ 2.86	225,700	10,335,085
November 1, 2022 – November 30, 2022	139,381	3.09	139,381	10,195,704
December 1, 2022 – December 31, 2022	—	—	—	10,195,704
Total	<u>365,081</u>	\$ 2.95	<u>365,081</u>	10,195,704

On March 20, 2020, our Board of Directors authorized us to repurchase up to \$25 million in the aggregate of our Series B Preferred Stock, Series C Preferred Stock, Senior Notes due 2023 and Senior Notes due 2025. As of December 31, 2022, we had repurchased an aggregate of \$8.0 million of Preferred Stock and Senior Notes and had remaining authorization to repurchase up to \$17.0 million of such securities.

The following table presents information with respect to our purchases of our Series C Preferred Stock during the three months ended December 31, 2022 by us or any “affiliated purchaser” affiliated with us, as defined in Rule 10b-18(a)(3) under the Exchange Act:

Settlement Date	Total Number of Shares Purchased	Average Net Price Paid Per Share	Total Number of Shares Repurchased as Part of Repurchase Program	Maximum Number of Shares that May Yet be Purchased Under the Repurchase Program ⁽¹⁾
October 1, 2022 - October 31, 2022	5,690	\$ 18.25	5,690	N/A
November 1, 2022 - November 30, 2022	—	—	—	N/A
December 1, 2022 - December 31, 2022	2,000	21.27	2,000	N/A
Total	<u>7,690</u>	\$ 19.04	<u>7,690</u>	N/A

ITEM 6. RESERVED

Reserved.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are an investment firm that currently focuses primarily on investing in mortgage related assets. Our investment capital is currently allocated between the following asset classes:

- mortgage servicing right (“MSR”) related assets
- credit investments
- agency mortgage-backed securities (“MBS”)

Our MSR related assets represent investments for which the return is based on the economic performance of a pool of specific MSRs. Our credit investments generally include investments in mortgage loans secured by either residential or commercial real property or MBS collateralized by residential or commercial mortgage loans (“non-agency MBS”). Our agency MBS consist of residential mortgage pass-through certificates for which the principal and interest payments are guaranteed by a U.S. government sponsored enterprise (“GSE”), such as the Federal National Mortgage Association (“Fannie Mae”) and the Federal Home Loan Mortgage Corporation (“Freddie Mac”).

We also previously allocated investment capital to a strategy of investing in single-family residential (“SFR”) properties that consisted of acquiring, leasing and operating single-family residential homes as rental properties. During 2022, we sold our portfolio of SFR properties and are currently no longer anticipating allocating capital to our SFR investment strategy.

We may also invest in other asset classes that our management team believes may offer attractive risk adjusted returns outside the real estate or mortgage asset classes.

We are internally managed and do not have an external investment advisor.

Factors that Affect our Results of Operations and Financial Condition

Our business is materially affected by a variety of industry and economic factors, including:

- conditions in the global financial markets and economic conditions generally;
- changes in interest rates and prepayment rates;
- conditions in the real estate and mortgage markets;
- actions taken by the U.S. government, U.S. Federal Reserve, the U.S. Treasury and foreign central banks;
- changes in laws and regulations and industry practices; and
- other market developments.

Current Market Conditions and Trends

The 10-year U.S. Treasury rate was 3.87% as of December 31, 2022, a 236 basis point increase from the prior year end. The interest rate curve, measured as the spread between the 2-year and 10-year U.S. Treasury, inverted to a negative 56 basis points as of December 31, 2022 as the increases in the short-term interest rates have outpaced the rise in long-term interest rates. With the rise in the 10-year U.S. Treasury rate, residential mortgage rates increased significantly evidenced by the Fannie Mae average primary mortgage rate increasing by 331 basis points during 2022 to 6.42% as of December 31, 2022. The spread between the current coupon agency MBS and the 10-year swap rate widened 106 basis points during 2022. The rate of inflation continued to increase significantly during 2022 with the Consumer Price Index rising to a peak of 9.1% for the twelve month period ending June 30, 2022, one of the largest increases in over 40 years, before falling to 6.5% for the twelve month period ending December 31, 2022.

In order to address the persistently high inflation, the U.S. Federal Reserve has continued to take actions with the objective of lowering inflation by significantly raising interest rates. During 2022, the Federal Open Market Committee (“FOMC”) raised its target range for the federal funds rate at each of its scheduled meetings for a total increase of 425 basis points to a target range of 4.25% to 4.50% at its last meeting on December 14, 2022. In addition, the FOMC announced that it will continue reducing its holdings of Treasury securities and agency debt and agency MBS. As of December 31, 2022, the market is expecting additional hikes totaling approximately 50 basis points in the next six months followed by rate cuts of approximately 25 basis points in the latter half of 2023 based on federal funds futures.

Prepayment speeds in the fixed-rate residential mortgage market decreased during 2022 primarily due to the rise in the primary mortgage rate driven by the increase in the 10-year U.S. Treasury rate. Pay-up premiums on agency MBS, which represent the price premium of agency MBS backed by specified pools over a TBA security, decreased during 2022 as a result of declining prepayment

concerns. The spread between the market yield on agency MBS and benchmark interest rates widened during 2022 resulting in agency MBS underperforming relative to interest rate hedges. Conversely, valuation multiples of MSRs increased during 2022 driven primarily by declining prepayment speed expectations.

Housing price gains continue to remain historically high although they have begun to decelerate as evidenced by the Standard & Poor's CoreLogic Case-Shiller U.S. National Home Price NSA index reporting a 7.7% annual gain in November 2022, the fifth consecutive month of declining home prices. As the Federal Reserve continues to likely increase interest rates, more expensive mortgage financing along with a challenging macroeconomic environment may cause housing prices to continue to decelerate in the near future.

The following table presents certain key market data as of the dates indicated:

	December 31, 2021	March 31, 2022	June 30, 2022	September 30, 2022	December 31, 2022	Change - 2021 to 2022
30-Year FNMA Fixed Rate MBS ⁽¹⁾						
2.0%	\$ 102.09	\$ 95.20	\$ 89.89	\$ 83.80	\$ 84.63	\$ (17.46)
3.0%	103.64	97.55	93.11	86.81	87.71	(15.93)
3.5%	105.32	99.75	96.17	89.83	90.82	(14.50)
4.0%	106.41	101.58	98.62	92.68	93.77	(12.64)
4.5%	107.22	103.25	100.39	95.18	96.31	(10.91)
5.0%	109.06	105.16	102.07	97.34	98.52	(10.55)
Investment Spreads						
FNMA Current Coupon vs. 10-year Swap Rate	49 bps	108 bps	129 bps	180 bps	155 bps	106 bps
30 Year Fixed Mortgage Rate						
Freddie Mac Average Primary Mortgage Rate	3.11%	4.67%	5.70%	6.70%	6.42%	331 bps
U.S. Treasury Rates ("UST")						
2-year UST	0.73%	2.33%	2.95%	4.28%	4.43%	370 bps
5-year UST	1.26%	2.46%	3.04%	4.09%	4.00%	274 bps
10-year UST	1.51%	2.34%	3.01%	3.83%	3.87%	236 bps
2-year to 10-year UST Spread	78 bps	1 bps	6 bps	-45 bps	-56 bps	-134 bps
Interest Rate Swap Rates						
2-year Swap	0.94%	2.55%	3.28%	4.55%	4.71%	377 bps
5-year Swap	1.37%	2.52%	3.08%	4.14%	4.02%	265 bps
10-year Swap	1.58%	2.41%	3.09%	3.88%	3.84%	226 bps
2-year Swap to 2-year UST Spread	21 bps	22 bps	33 bps	27 bps	28 bps	7 bps
10-year Swap to 10-year UST Spread	7 bps	7 bps	8 bps	5 bps	-3 bps	-10 bps
London Interbank Offered Rates ("LIBOR") and Secured Overnight Financing Rate ("SOFR")						
1-month LIBOR	0.10%	0.45%	1.79%	3.14%	4.39%	429 bps
3-month LIBOR	0.21%	0.96%	2.29%	3.75%	4.77%	456 bps
1-month Term SOFR	0.05%	0.30%	1.69%	3.04%	4.36%	431 bps
Twelve Month Percent Change in Consumer Price Index ("CPI")						
Consumer Price Index for All Urban Consumers	7.00%	8.50%	9.10%	8.20%	6.50%	-50 bps

(1) Generic 30-year FNMA TBA price information, sourced from Bloomberg, is provided for illustrative purposes only and is not meant to be reflective of the fair value of securities held by the Company.

Recent Regulatory Activity

Elimination of LIBOR

On March 5, 2021, the FCA, which regulates LIBOR, announced that all LIBOR tenors relevant to us will cease to be published or will no longer be representative after June 30, 2023. The FCA's announcement coincides with the March 5, 2021 announcement of LIBOR's administrator, the IBA, indicating that, as a result of not having access to input data necessary to calculate LIBOR tenors relevant to us on a representative basis after June 30, 2023, IBA would have to cease publication of such LIBOR tenors immediately after the last publication on June 30, 2023. These announcements mean that any of our LIBOR-based financial instruments that extend beyond June 30, 2023 will need to be converted to a replacement rate.

The U.S. Federal Reserve and the Federal Reserve Bank of New York jointly convened the ARRC, a steering committee comprised of private sector entities, each with an important presence in markets effected by LIBOR, and official-sector entities, including banking and financial sector regulators. The ARCC's initial objectives were to identify risk-free alternative reference rates for USD LIBOR, identify best practices for contract robustness and create an implementation plan. The ARRC has recommended

SOFR and, in some cases, the forward-looking term rate based on SOFR published by CME Group Benchmark Administration Limited ("CME Term SOFR") plus, in each case, a recommended spread adjustment, as LIBOR's replacement.

The U.S. federal government enacted the Adjustable Interest Rate (LIBOR) Act ("LIBOR Act") to provide for uniform nationwide solution for certain contracts that do not have clear and practical provisions for replacing LIBOR after June 30, 2023. On December 16, 2022, the Federal Reserve Board implemented a final rule that implements the LIBOR Act and identifies replacement benchmark rates based on SOFR to replace overnight, one-month, three-month, six-month and 12-month LIBOR in U.S. contracts that do not mature before LIBOR ends and that lack adequate fallback provisions that would replace LIBOR with a practicable replacement benchmark rate. The final rule also restates the safe harbor protections contained in the LIBOR Act for selection or use of the replacement benchmark rate selected by the Federal Reserve Board and clarifies who would be considered a determining person able to choose to use the replacement benchmark rate selected by the Federal Reserve Board for certain LIBOR contracts.

Any of our LIBOR-based borrowings that extend beyond June 30, 2023 will need to be converted to a replacement rate. We are party to various financial instruments which include LIBOR as a reference rate that mature or expire after June 30, 2023. As of December 31, 2022, these financial instruments include preferred stock and unsecured notes issued by us.

As of December 31, 2022, we had \$15.0 million of junior subordinated debt outstanding that require quarterly interest payments at three-month LIBOR plus a spread of 2.25% to 3.00% and matures between 2033 and 2035. Under the terms of the indenture agreement for the notes, if the publication of LIBOR is not available, the current fallback is for the independent calculation agent to obtain quotations for what LIBOR should be from major banks in the interbank market. If the calculation agent is unable to obtain such quotations, then the LIBOR in effect for future interest payments would be LIBOR in effect for the immediately preceding interest payment period. We expect the LIBOR Act to automatically invalidate such polling provisions and provide a safe harbor for those, like the calculation agent, who are contractually responsible for determining LIBOR replacements if the agent replaces LIBOR with the SOFR-based rate selected by the Federal Reserve. Accordingly, we expect that the calculation agent will select the SOFR-based rate selected by Federal Reserve in its final rule.

As of December 31, 2022, we had 957,133 shares of Series C Preferred Stock outstanding with a liquidation preference of \$23.9 million. The Series C Preferred Stock is entitled to receive a cumulative cash dividend (i) from and including the original issue to, but excluding, March 30, 2024 at a fixed rate of 8.250% per annum of the \$25.00 per share liquidation preference, and (ii) from and including March 30, 2024, at a floating rate equal to three-month LIBOR plus a spread of 5.664% per annum of the \$25.00 liquidation preference. Under the terms of our Articles of Incorporation, if the publication of LIBOR is not available, the current fallback is for us to obtain quotations for what LIBOR should be from major banks in the interbank market. If we are unable to obtain such quotations, we are required to appoint an independent calculation agent, which will determine LIBOR based on sources it deems reasonable in its sole discretion. If the calculation agent is unable or unwilling to determine LIBOR, then the LIBOR in effect for future dividend payments would be LIBOR in effect for the immediately preceding dividend payment period. We expect all of these provisions to be invalidated by the LIBOR Act. We expect to appoint an independent calculation agent to determine whether there is an industry accepted substitute or successor base rate to three-month LIBOR. If the calculation agent determines that there is an industry accepted substitute or successor base rate, the calculation agent shall use such substitute or successor base rate. We expect that the calculation agent will select the SOFR-based rate selected by Federal Reserve in its final rule.

Portfolio Overview

The following table summarizes our asset and capital allocation of our investment strategies as of December 31, 2022 (dollars in thousands):

	December 31, 2022			
	Assets	Invested Capital Allocation ⁽¹⁾	Invested Capital Allocation (%)	Leverage ⁽²⁾
MSR financing receivables	\$ 180,365	\$ 180,365	63%	—
Credit investments ⁽³⁾	167,519	58,485	21%	1.9
Agency MBS ⁽⁴⁾	43,722	45,566	16%	—
Total invested capital	\$ 391,606	284,416	100%	
Cash and other corporate capital, net		19,329		
Total investable capital		\$ 303,745		0.3

(1) Our investable capital is calculated as the sum of our shareholders' equity capital and long-term unsecured debt.

(2) Our leverage is measured as the ratio of the sum of our repurchase agreement financing, net payable or receivable for unsettled securities, net contractual forward purchase or sale price of our TBA commitments and leverage within our MSR financing receivables less our cash and cash equivalents compared to our investable capital.

(3) Includes our net investment of \$28,904 in VIEs with gross assets and liabilities of \$198,511 and \$169,607, respectively, that is consolidated for GAAP financial reporting purposes.

- (4) Agency MBS assets include the fair value of the agency MBS which underlie our TBA forward purchase and sale commitments. In accordance with GAAP, our TBA forward commitments are reflected on the consolidated balance sheets as derivative assets and liabilities at fair value in the financial statement line items "other assets" and "other liabilities". As of December 31, 2022, the fair value of the underlying agency MBS that underlie our net short position in TBA commitments had a fair value of \$(399,818) with a net carrying value of \$5,630.

MSR Financing Receivables

As of December 31, 2022, we had \$180.4 million of MSR financing receivable investments at fair value. We are party to agreements with a licensed, GSE approved residential mortgage loan servicer that enable us to garner the economic return of an investment in an MSR purchased by the mortgage servicing counterparty. The arrangement allows us to participate in the economic benefits of investing in an MSR without holding the requisite licenses to purchase or hold MSRs directly. The transactions are accounted for as a financing receivable in our consolidated financial statements. The following tables present further information about our MSR financing receivable investments as of December 31, 2022 (dollars in thousands):

Amortized Cost Basis ⁽¹⁾		Unrealized Gain		Fair Value	
\$	134,469	\$	45,896	\$	180,365

(1) Represents capital investments plus accretion of interest income net of cash distributions.

MSR Financing Receivable Underlying Reference Amounts:

MSRs	Financing	Advances Receivable	Cash and Other Net Receivables	Counterparty Incentive Fee Accrual	MSR Financing Receivables	Implicit Leverage
\$ 184,107	\$ (7,863)	\$ 6,046	\$ 10,643	\$ (12,568)	\$ 180,365	0.04

Underlying Reference MSRs:

Holder of Loans	Unpaid Principal Balance	Weighted-Average Note Rate	Weighted-Average Servicing Fee	Weighted-Average Loan Age	Price	Multiple ⁽¹⁾	Fair Value
Fannie Mae	\$ 12,547,523	3.09%	0.25%	24 months	1.35%	5.41	\$ 169,839
Freddie Mac	\$ 1,023,446	3.72%	0.25%	22 months	1.39%	5.58	\$ 14,268
Total/weighted-average	\$ 13,570,969	3.14%	0.25%	24 months	1.36%	5.42	\$ 184,107

(1) Calculated as the underlying MSR price divided by the weighted-average servicing fee.

Credit Investment Portfolio

The following table presents information about our credit investments as of December 31, 2022 (dollars in thousands):

	Market Price	Fair Value ⁽¹⁾	Financing	Invested Capital ⁽²⁾	Leverage
Commercial MBS	\$ 98.93	\$ 98,933	\$ 88,953	\$ 10,188	8.7
Commercial mortgage loan	100.00	29,264	20,485	8,931	2.3
Residential MBS - interest-only ⁽³⁾	10.76	24,036	—	24,036	—
Residential MBS ⁽³⁾	64.66	1,048	—	1,048	—
Business purpose residential MBS ⁽⁴⁾	91.75	7,244	—	7,244	—
Corporate asset-backed loan ⁽⁵⁾	100.00	4,914	—	4,958	—
Solar ABS	41.10	2,080	—	2,080	—
Total/weighted-average	\$ 167,519	\$ 109,438	\$ 58,485		1.9

(1) For non-commercial credit investments in securities, includes contractual accrued interest receivable.

(2) Invested capital includes investment accrued interest receivable and financing accrued interest payable.

(3) Residential MBS - interest-only and residential MBS, in combination, reflect our net investment at fair value of \$25,084 in a VIE with gross assets and liabilities of \$194,490 and \$169,406, respectively, that is consolidated for GAAP financial reporting purposes.

(4) Includes our net investment of \$3,820 in a VIE with gross assets and liabilities of \$4,021 and \$201, respectively, that is consolidated for GAAP financial reporting purposes.

(5) The corporate asset-backed loan was repaid in full on January 17, 2023.

Our classes of credit investments as of December 31, 2022 are summarized as follows:

Commercial MBS – We hold two AAA rated senior position commercial MBS which are summarized as follows:

- A senior position commercial MBS with a fair value of \$49.6 million and an unpaid principal balance of \$50.0 million. The investment has 30.9% in subordinated credit support and is secured primarily by a first lien mortgage loan on a 153 room full-service hotel ("The Mark Hotel") located in New York, New York. The security carries a variable coupon rate of one-month term SOFR plus 2.70%.
- A senior position commercial MBS with a fair value of \$49.3 million and an unpaid principal balance of \$50.0 million. The investment has 43.7% in subordinated credit support and is secured primarily by a first lien mortgage loan on a super-regional mall ("The Streets at Southpoint") located in Durham, North Carolina. The security carries a variable coupon rate of one-month term SOFR plus 3.00%.

Commercial mortgage loan – Our commercial mortgage loan investment is a \$29.3 million participation in an unrated \$86.6 million first lien mortgage loan secured by 42 midwestern health care facilities. The mortgage loan is guaranteed by the parent operating company. The loan carries a variable note rate of one-month term SOFR plus 5.61% and matures on March 23, 2023.

Residential MBS – Our residential MBS investments are an excess interest-only strip and a small first loss position in a securitized pool of performing non-qualified mortgage loans. The underlying collateral pool is comprised of 512 first lien mortgage loans with an original weighted average loan-to-value ratio of 69.2%. The weighted average note rate of the underlying mortgage loans was 4.77% as of December 31, 2022. At initial issuance, 64% of the underlying mortgage loans carried a fixed note rate. The delinquency rate of the underlying mortgage loans was 1.3% as of December 31, 2022.

Business purpose residential MBS – We hold residual interests in two securitized pools of business purpose residential mortgage loans with a combined fair value of \$7.2 million. As of December 31, 2022, the underlying collateral pools are comprised of 28 first lien mortgage loans or foreclosed real estate with an unpaid principal balance of \$7.5 million. The underlying collateral pools as of December 31, 2022 represented less than 5% of the original collateral pools. We expect substantial realization of the remaining value to occur within the next several quarters.

Corporate asset-backed loan – As of December 31, 2022, we held a \$4.9 million loan stemming from a corporate asset-backed line of credit. The \$4.9 million loan was repaid in full on January 17, 2023.

Solar ABS – We hold a first loss position in a securitized pool of loans for the purchase and installation of solar panels on residential real estate with a fair value of \$2.1 million and unpaid principal balance of \$5.1 million. As of December 31, 2022, the underlying collateral pool was comprised of 9,557 loans with an unpaid principal balance of \$355 million and a delinquency rate of 1.8%.

Agency MBS Investment Portfolio

Our agency MBS investment portfolio consisted of the following as of December 31, 2022 (dollars in thousands):

	Fair Value
Agency MBS	\$ 443,540
Net short TBA Position	(399,818)
Total agency MBS investment portfolio	<u>\$ 43,722</u>

Our agency MBS consisted of the following as of December 31, 2022 (dollars in thousands):

	Unpaid Principal Balance	Net Unamortized Purchase Premium (Discounts)	Amortized Cost Basis	Net Unrealized Gain (Loss)	Fair Value	Market Price	Coupon	Weighted Average Expected Remaining Life	
								3.0%	4.0%
3.0%	\$ 69,223	\$ (2,492)	\$ 66,731	\$ (5,651)	\$ 61,080	\$ 88.24	3.00%	10.0	
4.0%	194,587	1,165	195,752	(12,568)	183,184	94.14	4.00%	9.1	
4.5%	206,509	(3,937)	202,572	(3,303)	199,269	96.49	4.50%	9.5	
5.5%	7	—	7	—	7	103.53	5.50%	6.1	

Total/weighted-average	\$ 470,326	\$ (5,264)	\$ 465,062	\$ (21,522)	\$ 443,540	\$ 94.30	4.07%	9.4
------------------------	------------	------------	------------	-------------	------------	----------	-------	-----

	Unpaid Principal Balance	Net Unamortized Purchase Premium s (Discounts)	Amortized Cost Basis	Net Unrealized Gain (Loss)	Fair Value	Market Price	Coupon	Weighted Average Expected Remaining Life
Fannie Mae	\$ 253,120	\$ (3,813)	\$ 249,307	\$ (10,294)	\$ 239,013	\$ 94.43	4.09%	9.2
Freddie Mac	217,206	(1,451)	215,755	(11,228)	204,527	94.16	4.06%	9.6
Total/weighted-average	\$ 470,326	\$ (5,264)	\$ 465,062	\$ (21,522)	\$ 443,540	\$ 94.30	4.07%	9.4

The actual annualized prepayment rate for our agency MBS was 6.81% for the year ended December 31, 2022 compared to 6.87% for the year ended December 31, 2021. As of December 31, 2022, our agency MBS was comprised of securities specifically selected for their relatively lower propensity for prepayment, which includes approximately 29% and 18% in specified pools of high loan-to-value and low balance loans, respectively, while the remainder includes specified pools of loans originated in certain geographical areas. Weighted average pay-up premiums on our agency MBS portfolio, which represent the estimated price premium of agency MBS backed by specified pools over a TBA agency MBS, were approximately 0.28 percentage point as of December 31, 2022.

As of December 31, 2022, our agency MBS investment portfolio also included a net short TBA position. In accordance with GAAP, we account for our TBA positions as derivative instruments. Information about our net short TBA positions as of December 31, 2022 is as follows (dollars in thousands):

	Notional Amount:	Long (Short) Position⁽¹⁾	Implied Cost Basis⁽²⁾	Implied Fair Value⁽³⁾	Net Carrying Amount⁽⁴⁾
3.0% 30-year MBS sale commitments	\$ (70,000)	\$ (62,828)	\$ (61,516)	\$ 1,312	
4.0% 30-year MBS sale commitments	(150,000)	(142,255)	(140,830)	1,425	
4.5% 30-year MBS sale commitments	(205,000)	(200,365)	(197,472)	2,893	
Total net long (short) agency TBA positions	\$ (425,000)	\$ (405,448)	\$ (399,818)	\$ 5,630	

(1) Notional amount represents the unpaid principal balance of the underlying agency MBS.

(2) Implied cost basis represents the contractual forward price for the underlying agency MBS.

(3) Implied fair value represents the current fair value of the underlying agency MBS.

(4) Net carrying amount represents the difference between the implied cost basis and the implied fair value of the underlying agency MBS. This amount is reflected on the Company's consolidated balance sheets as a component of "other assets" and "other liabilities".

Results of Operations

Net Operating Income

Net operating income primarily represents the interest and other income recognized from our investments in financial assets and rent revenues recognized from SFR properties net of the interest expense incurred from repurchase agreement financing arrangements or other short and long-term borrowing transactions and SFR property operating expenses.

Net operating income does not include TBA agency MBS dollar roll income (expense), which we believe represents the economic equivalent of net interest income (expense) earned (incurred) from our investments in non-specified fixed-rate agency MBS, nor does it include the net interest income or expense of our interest rate swap agreements, which are not designated as hedging instruments for financial reporting purposes. In our consolidated statements of comprehensive income, TBA agency MBS dollar roll income (expense) and the net interest income or expense from our interest rate swap agreements are reported as a component of the overall periodic change in the fair value of derivative instruments within the line item "investment and derivative gain (loss), net."

Investment and Derivative Gain (Loss), Net

"Investment and derivative gain (loss), net" primarily consists of periodic changes in the fair value (whether realized or unrealized) of our investments in financial assets, periodic changes in the fair value (whether realized or unrealized) of derivative instruments and realized gain on sale of SFR properties.

General and Administrative Expenses

“Compensation and benefits expense” includes base salaries, annual cash incentive compensation, and non-cash stock-based compensation. Annual cash incentive compensation is based on meeting estimated annual performance measures and discretionary components. Non-cash stock-based compensation includes expenses associated with stock-based awards granted to employees, including performance share units that are earned only upon the attainment of Company performance measures over the relevant measurement period.

“Other general and administrative expenses” primarily consists of the following:

- professional services expenses, including accounting, legal, and consulting fees;
- insurance expenses, including liability and property insurance;
- occupancy and equipment expense, including rental costs for our facilities, and depreciation and amortization of equipment and software;
- Board of Director fees; and
- other operating expenses, including information technology expenses, business development costs, public company reporting expenses, proxy solicitation expenses, corporate registration fees, banking fees, fees and commissions on interest rate derivative instruments, local license taxes, office supplies and other miscellaneous expenses.

Comparison of the years ended December 31, 2022 and 2021

The following table presents summary financial information for the years ended December 31, 2022 and 2021, respectively (dollars in thousands, except per share amounts):

	Year Ended December 31,	
	2022	2021
Interest and other income	\$ 43,283	\$ 25,530
Rent revenues from single-family residential properties	6,173	259
Interest expense	(21,511)	(8,206)
Single-family residential property operating expenses	(6,073)	(629)
Net operating income	21,872	16,954
Investment and derivative gain (loss), net	2,587	(13,199)
General and administrative expenses	(14,915)	(11,704)
Income (loss) before income taxes	9,544	(7,949)
Income tax provision	4,118	1,566
Net income (loss)	5,426	(9,515)
Dividend on preferred stock	(2,784)	(2,916)
Net income (loss) available (attributable) to common stock	2,642	(12,431)
Diluted earnings (loss) per common share	\$ 0.09	\$ (0.38)
Weighted-average diluted common shares outstanding	<u>29,243</u>	<u>32,312</u>

Interest and Other Income

Interest and other income increased \$17.8 million, or 69.8%, from \$25.5 million for the year ended December 31, 2021 to \$43.3 million for the year ended December 31, 2022. The increase from the comparative periods is primarily the result of a higher average investment balance in higher yielding MSR financing receivables as well as a higher average investment balance in mortgage loans of consolidated VIEs.

The components of interest and other income are summarized in the following tables for the periods indicated (dollars in thousands):

	Year Ended December 31,					
	2022			2021		
	Average Balance	Interest & Other Income	Yield	Average Balance	Interest & Other Income	Yield
Agency MBS	373,19 \$ 3	\$ 11,920	3.19%	682,29 1	\$ 10,634	1.56%
Credit investments	101,43 2	7,512	7.41%	69,345	5,058	7.29%
Mortgage loans of consolidated VIEs	236,59 1	7,570	3.20%	44,811	2,908	6.49%
MSR financing receivables	105,43 8	15,419	14.62%	65,754	6,282	9.55%
Other	2,113	862		4,739	648	
Total	818,76 \$ 7	\$ 43,283	5.29%	866,94 0	\$ 25,530	2.94%

The effects of changes in the composition of our investments in financial assets on interest and other income are summarized below (dollars in thousands):

	Year Ended December 31, 2022		
	vs.		
	Year Ended December 31, 2021		
	Rate	Volume	Total Change
Agency MBS	\$ 6,104	\$ (4,818)	\$ 1,286
Credit investments	(1,296)	3,750	2,454
Mortgage loans of consolidated VIEs	(7,779)	12,441	4,662
MSR financing receivables	5,346	3,791	9,137
Other	573	(359)	214
Total	\$ 2,948	\$ 14,805	\$ 17,753

Rent Revenues from SFR Properties

We began to acquire SFR properties pursuant to our SFR property rental investment strategy in September 2021. The homes we purchased may have required minor refurbishment prior to a tenant occupying the property. In addition, there was typically a lease marketing period prior to a new tenant occupying the home. In general, the time period between the date of settlement of the home purchase and the date the house was occupied by a tenant averaged between 30 to 60 days. Accordingly, the timing of the earnings benefit to us was dictated by the pace of home purchases, the level of any property level refurbishments and the length of the lease marketing period.

During the year ended December 31, 2022, we sold all our SFR rental properties in two separate transactions in August 2022 and December 2022. Going forward, we do not anticipate allocating capital to our SFR investment strategy.

For the years ended December 31, 2022 and 2021, we had rental income of \$6.2 million and \$0.3 million, respectively.

Interest Expense

Interest expense increased \$13.3 million, or 162.2%, from \$8.2 million for the year ended December 31, 2021 to \$21.5 million for the year ended December 31, 2022. The increase from the comparative periods is primarily the result of higher interest rates on repurchase agreement financings, the addition of long-term debt secured by SFR properties and a higher average balance in secured debt of consolidated VIEs, partially offset by lower interest rates on secured debt of consolidated VIEs.

The components of interest expense are summarized in the following tables for the periods indicated (dollars in thousands):

	Year Ended December 31,					
	2022			2021		
	Average Balance	Interest Expense	Cost	Average Balance	Interest Expense	Cost
Repurchase agreements	388,89 \$ 0	\$ 8,983	2.28%	575,61 5	\$ 1,483	0.25%

Long-term debt secured by SFR properties	73,179	2,202	2.97%	4,843	151	3.08%
Long-term unsecured debt	86,204	5,742	6.66%	81,486	5,112	6.27%
Secured debt of consolidated VIEs	220,315	4,584	2.08%	31,552	1,460	4.63%
Total	<u>768,588</u>	<u>\$ 21,511</u>	2.78%	<u>693,496</u>	<u>\$ 8,206</u>	1.18%

The effects of changes in the composition of our debt obligations on interest expense are summarized below (dollars in thousands):

	Year Ended December 31, 2022 vs. Year Ended December 31, 2021		
	Rate	Volume	Total Change
Repurchase agreements	\$ 7,969	\$ (469)	\$ 7,500
Long-term debt secured by SFR properties	(70)	2,121	2,051
Long-term unsecured debt	334	296	630
Secured debt of consolidated VIEs	(5,616)	8,740	3,124
Total	\$ 2,617	\$ 10,688	\$ 13,305

SFR Properties Operating Expenses

We began to acquire SFR properties pursuant to our SFR property rental investment strategy in September 2021. During the period prior to a lease commencement date as well as subsequently, we incurred property costs such as real estate taxes, insurance, homeowner association fees and depreciation. For the year ended December 31, 2022, we had property operating expenses of \$6.1 million, including \$2.2 million of depreciation expense. For the year ended December 31, 2021, we had property operating expenses of \$0.6 million, including \$0.3 million of depreciation expense.

Investment and Derivative Gain (Loss), Net

As prevailing longer-term interest rates increase (decrease), the fair value of and MSR financing receivables and TBA sale commitments generally increase (decrease). Conversely, the fair value of our investments in fixed-rate agency MBS and TBA purchase commitments generally decreases (increases) in response to increases (decreases) in prevailing interest rates. We may enter into interest rate derivative hedging instruments intended to economically hedge changes attributable to changes in benchmark interest rates to either our agency MBS or MSR financing receivables. While our interest rate derivative hedging instruments are designed to mitigate the sensitivity of the fair value of either our agency MBS or MSR financing receivables to fluctuations in interest rates, they are not generally designed to mitigate the sensitivity of our net book value to spread risk, which is the risk of an increase of the market spread between the market yield on our agency MBS and MSR financing receivables and the benchmark yield on U.S. Treasury securities or interest rate swaps. Accordingly, changes in the spread between the market yields of agency MBS or MSR financing receivables and benchmark interest rates may result in a net gain or loss in the fair value of our investments and interest rate hedging instruments.

During the year ended December 31, 2022, we sold all of our SFR properties in two separate transactions for a total net gain of \$16.2 million.

The following table presents information about the gains and losses recognized due to the changes in the fair value of our investments and interest rate hedging instruments for the periods indicated (dollars in thousands):

	Year Ended December 31,	
	2022	2021
Loss on agency MBS investments, net	\$ (53,887)	\$ (28,365)
Gain on credit investments, net	3,898	2,762
Gain on sale of SFR properties, net	16,211	—
Gain on MSR financing receivables, net	31,712	14,183
TBA commitments, net:		
TBA dollar roll income	253	4,143
Other loss from TBA commitments, net	(7,509)	(11,586)
Total loss on TBA commitments, net	(7,256)	(7,443)
Interest rate derivatives:		
Net interest expense on interest rate swaps	(103)	(2,929)
Other gain from interest rate derivative instruments, net	12,846	8,318
Total gain on interest rate derivatives, net	12,743	5,389
Other investments, net	(834)	275
Investment and derivative gain (loss), net	\$ 2,587	\$ (13,199)

General and Administrative Expenses

General and administrative expenses increased by \$3.2 million from \$11.7 million for the year ended December 31, 2021 to \$14.9 million for the year ended December 31, 2022. The increase from the comparative periods is primarily due to an increase in compensation and benefits expense primarily as a result of an increase in performance based management incentive compensation.

Income Tax Provision

Our TRSs are subject to U.S. federal and state corporate income taxes. As a result, for the years ended December 31, 2022 and 2021, we recognized a provision for income taxes of \$4.1 million and \$1.6 million, respectively, on the pre-tax net income of our TRSs. As noted in “Non-GAAP Earnings Available for Distribution” below, our computation of non-GAAP earnings available for distribution includes a provision for income taxes on the earnings available for distribution of our TRSs. TRS earnings available for distribution is comprised of net interest income generated by TRSs net of the TRSs’ general and administrative expenses. In our consolidated financial statements of comprehensive income prepared in accordance with GAAP, the “income tax provision (benefit)” includes (i) the income tax provision for TRS earnings available for distribution and (ii) an income tax provision for (or benefit from) periodic increases (or decreases) in the fair value of the investments of our TRSs, which are recognized in net income as a component of “investment and derivative gain (loss) net.” Below is a reconciliation of the income tax provision for TRS earnings available for distribution, a non-GAAP financial measure, to the income tax provision determined in accordance with GAAP for the periods indicated (dollars in thousands):

	For the Year Ended December 31,	
	2022	2021
Income tax provision for TRS earnings available for distribution	\$ 1,502	\$ 286
Income tax provision for TRS investment gain, net	2,616	1,280
GAAP income tax provision	\$ 4,118	\$ 1,566

Non-GAAP Earnings Available for Distribution

In addition to the results of operations determined in accordance with GAAP, we also report a non-GAAP financial measure “earnings available for distribution” (formerly core operating income). We define earnings available for distribution as net income available to common stock determined in accordance with GAAP adjusted for the following items:

- Plus (less) realized and unrealized losses (gains) on investments and derivatives
- Plus (less) income tax provision (benefit) for TRS realized and unrealized gains and losses on investments and derivatives
- Plus TBA dollar roll income
- Plus (less) interest rate swap net interest income (expense)
- Plus depreciation of single-family residential properties
- Plus stock-based compensation

Realized and unrealized gains and losses recognized with respect to our mortgage related investments and economic hedging instruments, which are reported in line item “investment and derivative gain (loss), net” of our consolidated statements of comprehensive income, other than TBA dollar roll income and interest rate swap net interest income or expense, are excluded from the computation of earnings available for distribution as such gains on losses are not reflective of the economic interest income earned or interest expense incurred from our interest-bearing financial assets and liabilities during the indicated reporting period. Because our long-term-focused investment strategy for our mortgage related investment portfolio is to generate a net spread on the leveraged assets while prudently hedging periodic changes in the fair value of those assets attributable to changes in benchmark interest rates, we generally expect the fluctuations in the fair value of our mortgage related investments and economic hedging instruments to largely offset one another over time. In addition, certain of our investments are held by our TRS which is subject to U.S. federal and state corporate income taxes. In calculating earnings available for distribution, any income tax provision or benefit associated with gains or losses on our mortgage related investments and economic hedging instruments are also excluded from earnings available for distribution.

TBA dollar roll income (expense) represents the economic equivalent of net interest income (expense) generated from our transactions in non-specified fixed-rate agency MBS, executed through sequential series of forward-settling purchase and sale transactions that are settled on a net basis (known as “dollar roll” transactions). Dollar roll income (expense) is generated (incurred) as a result of delaying, or “rolling,” the settlement of a forward-settling purchase (sale) of a TBA agency MBS by entering into an offsetting “spot” sale (purchase) with the same counterparty prior to the settlement date, net settling the “paired-off” positions in cash, and contemporaneously entering another forward-settling purchase (sale) with the same counterparty of a TBA agency MBS of the same essential characteristics for a later settlement date at a price discount relative to the spot sale (purchase). The price discount of

the forward-settling purchase (sale) relative to the contemporaneously executed spot sale (purchase) reflects compensation to the seller for the interest income (inclusive of expected prepayments) that, at the time of sale, is expected to be foregone as a result of relinquishing beneficial ownership of the MBS from the settlement date of the spot sale until the settlement date of the forward purchase, net of implied repurchase financing costs. We calculate dollar roll income (expense) as the excess of the spot sale (purchase) price over the forward-settling purchase (sale) price and recognize this amount ratably over the period beginning on the settlement date of the sale (purchase) and ending on the settlement date of the forward purchase (sale). In our consolidated statements of comprehensive income prepared in accordance with GAAP, TBA agency MBS dollar roll income (expense) is reported as a component of the overall periodic change in the fair value of TBA forward commitments within the line item "investment and derivative gain (loss), net."

We utilize interest rate swap agreements to economically hedge a portion of our exposure to variability in future interest cash flows, attributable to changes in benchmark interest rates, associated with future roll-overs of our short-term repurchase agreement financing arrangements. Accordingly, the net interest income earned or expense incurred (commonly referred to as "net interest carry") from our interest rate swap agreements in combination with repurchase agreement interest expense recognized in accordance with GAAP represents our effective "economic interest expense." In our consolidated statements of comprehensive income prepared in accordance with GAAP, the net interest income earned or expense incurred from interest rate swap agreements is reported as a component of the overall periodic change in the fair value of derivative instruments within the line item "investment and derivative gain (loss), net."

The following table provides a reconciliation of GAAP net income (loss) available (attributable) to common stock to non-GAAP earnings available for distribution for the periods indicated (amounts in thousands):

	For the Year Ended December 31,	
	2022	2021
Net income (loss) available (attributable) to common stock	\$ 2,642	\$ (12,431)
Add (less):		
Investment and derivative (gain) loss, net	(2,587)	13,199
Income tax provision for TRS investment gain	2,616	1,280
Depreciation of single-family residential properties	2,176	299
Stock-based compensation expense	3,537	2,083
Add back:		
TBA dollar roll income	253	4,143
Interest rate swap net interest expense	(103)	(2,929)
Non-GAAP earnings available for distribution	\$ 8,534	\$ 5,644
Non-GAAP earnings available for distribution per diluted common share	\$ 0.29	\$ 0.17
Weighted average diluted common shares outstanding	29,243	32,626

Earnings available for distribution is used by management to evaluate the financial performance of our long-term-focused, net interest spread-based investment strategy and core business activities over periods of time as well as assist with the determination of the appropriate level of periodic dividends to common stockholders. In addition, we believe that earnings available for distribution assists investors in understanding and evaluating the financial performance of our long-term-focused, net interest spread-based investment strategy and core business activities over periods of time as well as our earnings capacity.

A limitation of utilizing this non-GAAP financial measure is that the effect of accounting for all events or transactions in accordance with GAAP does, in fact, reflect the financial results of our business and these effects should not be ignored when evaluating and analyzing our financial results. In addition, our calculation of earnings available for distribution may not be comparable to other similarly titled measures of other companies. Therefore, we believe that earnings available for distribution should be considered as a supplement to, and in conjunction with, net income and comprehensive income determined in accordance with GAAP. Furthermore, there may be differences between earnings available for distribution and taxable income determined in accordance with the Internal Revenue Code. As a REIT, we are required to distribute at least 90% of our REIT taxable income (subject to certain adjustments) to qualify as a REIT and all of our taxable income in order to not be subject to any U.S. federal or state corporate income taxes. Accordingly, earnings available for distribution may not equal our distribution requirements as a REIT.

Liquidity and Capital Resources

Liquidity is a measurement of our ability to meet potential cash requirements including ongoing commitments to repay borrowings, fund investments, meet margin calls on our short-term borrowings and hedging instruments, and for other general business purposes. Our primary sources of funds for liquidity consist of existing cash balances, short-term borrowings (for example, repurchase agreements), principal and interest payments from our mortgage investments and proceeds from sales of mortgage investments. Other sources of liquidity include proceeds from the offering of common stock, preferred stock, debt securities, or other securities registered pursuant to our effective shelf registration statement filed with the Securities and Exchange Commission ("SEC").

Liquidity, or ready access to funds, is essential to our business. Perceived liquidity issues may affect our counterparties' willingness to engage in transactions with us. Our liquidity could be impaired due to circumstances that we may be unable to control, such as a general market disruption or an operational problem that affects us or third parties. Further, our ability to sell assets may be impaired if other market participants are seeking to sell similar assets at the same time. If we cannot obtain funding from third parties our results of operations could be negatively impacted.

As of December 31, 2022, our debt-to-equity leverage ratio was 3.5 to 1 measured as the ratio of the sum of our total debt to our stockholders' equity as reported on our consolidated balance sheet. In evaluating our liquidity and leverage ratios, we also monitor our "at risk" leverage ratio. Our "at risk" leverage ratio is measured as the ratio of the sum of our repurchase agreement financing, net payable or receivable for unsettled securities, net contractual forward price of our TBA commitments, leverage within our MSR financing receivable less our cash and cash equivalents compared to our investable capital. Our investable capital is calculated as the sum of our stockholders' equity and long-term unsecured debt. As of December 31, 2022, our "at risk" leverage ratio was 0.3 to 1.

As of December 31, 2022, our liquid assets totaled \$46.5 million consisting of cash and cash equivalents of \$28.0 million and settled unencumbered agency MBS of \$18.5 million at fair value.

Sources of Funding

We believe that our existing cash balances, net investments in mortgage investments, cash flows from operations, borrowing capacity, and other sources of liquidity will be sufficient to meet our cash requirements for at least the next twelve months. We may, however, seek debt or equity financings, in public or private transactions, to provide capital for corporate purposes and/or strategic business opportunities, including possible acquisitions, joint ventures, alliances or other business arrangements which could require substantial capital outlays. Our policy is to evaluate strategic business opportunities, including acquisitions and divestitures, as they arise. There can be no assurance that we will be able to generate sufficient funds from future operations, or raise sufficient debt or equity on acceptable terms, to take advantage of investment opportunities that become available. Should our needs ever exceed these sources of liquidity, we believe that most of our investments could be sold, in most circumstances, to provide cash. However, we may be required to sell our assets in such instances at depressed prices.

Cash Flows

As of December 31, 2022, our cash totaled \$30.2 million, which included cash and cash equivalents of \$28.0 million and restricted cash of consolidated VIEs of \$2.2 million, representing a net increase of \$8.4 million from \$21.8 million as of December 31, 2021. Cash used in operating activities of \$1.4 million during 2022 was attributable primarily to net interest income less our general and administrative expenses. Cash used in investing activities of \$17.5 million during 2022 was primarily from purchases of new agency MBS, credit securities, MSR financing receivables and SFR properties, partially offset by proceeds generated by sales of agency MBS, credit securities, and SFR properties and receipt of principal payments from agency MBS, loans and mortgage loans of consolidated VIEs and distributions from MSR financing receivables. Cash provided by financing activities of \$27.3 million during 2022 was primarily generated from proceeds from repurchase agreements and long-term unsecured debt secured by SFR properties, partially offset by net repayments of secured debt of consolidated VIEs, repurchases of our common and preferred stock, and repayments of long-term debt secured by SFR properties.

Debt Capital

Repurchase Agreements

We have short-term financing facilities that are structured as repurchase agreements with various financial institutions to fund our mortgage investments. We have obtained, and believe we will be able to continue to obtain, short-term financing in amounts and at interest rates consistent with our financing objectives. Funding for mortgage investments through repurchase agreements continues to be available to us at rates we consider to be attractive from multiple counterparties.

Our repurchase agreements to finance our acquisition of MBS include provisions contained in the standard master repurchase agreement as published by the Securities Industry and Financial Markets Association ("SIFMA") and may be amended and supplemented in accordance with industry standards for repurchase facilities. Certain of our repurchase agreements include financial

covenants, with which the failure to comply would constitute an event of default. Similarly, each repurchase agreement includes events of insolvency and events of default on other indebtedness as similar financial covenants. As provided in the standard master repurchase agreement as typically amended, upon the occurrence of an event of default or termination, the applicable counterparty has the option to terminate all repurchase transactions under such counterparty's repurchase agreement and to demand immediate payment of any amount due from us.

Our repurchase agreement to finance our acquisition of mortgage loans is subject to a master repurchase agreement between our wholly-owned subsidiary, for which we provide a full guarantee of performance, and a third party lender. The agreement contains financial covenants including our maintenance of a minimum level of net worth, liquidity and profitability, with which the failure to comply would constitute an event of default. Similarly, the agreement includes events of insolvency and events of default on other indebtedness as similar financial covenants. Upon the occurrence of an event of default or termination, the counterparty has the option to terminate all other indebtedness arrangements with us and to demand immediate payment of any amount due from us.

Under our repurchase agreements, we may be required to pledge additional assets to our repurchase agreement counterparties in the event the estimated fair value of the existing pledged collateral under such agreements declines and such lenders demand additional collateral (commonly referred to as a

"margin call"), which may take the form of additional securities or cash. Margin calls on repurchase agreements collateralized by our mortgage investments primarily result from events such as declines in the value of the underlying mortgage collateral caused by factors such as rising interest rates, higher prepayments or higher actual or expected credit losses. Our repurchase agreements generally provide that valuations for mortgage investments securing our repurchase agreements are to be obtained from a generally recognized source agreed to by both parties. However, in certain circumstances and under certain of our repurchase agreements, our lenders have the sole discretion to determine the value of the mortgage investments securing our repurchase agreements. In such instances, our lenders are required to act in good faith in making determinations of value. Our repurchase agreements generally provide that in the event of a margin call, we must provide cash or additional securities on the same business day that the margin call is made if the lender provides us notice prior to the margin notice deadline on such day.

To date, we have not had any margin calls on our repurchase agreements that we were not able to satisfy with either cash or additional pledged collateral. However, should we encounter increases in interest rates, prepayments or expected credit losses, margin calls on our repurchase agreements could result in a material adverse change in our liquidity position.

Our repurchase agreement counterparties apply a "haircut" to the value of the pledged collateral, which means the collateral is valued, for the purposes of the repurchase agreement transaction, at less than fair value. Upon the renewal of a repurchase agreement financing at maturity, a lender could increase the "haircut" percentage applied to the value of the pledged collateral, thus reducing our liquidity.

Our repurchase agreements generally mature within 30 to 60 days, but may have maturities as short as one day and as long as one year. In the event that market conditions are such that we are unable to continue to obtain repurchase agreement financing for our mortgage investments in amounts and at interest rates consistent with our financing objectives, we may liquidate such investments and may incur significant losses on any such sales of mortgage investments.

The following table provides information regarding our outstanding repurchase agreement borrowings as of date and period indicated (dollars in thousands):

Agency MBS repurchase financing:		
Repurchase agreements outstanding	\$	406,072
Agency MBS collateral, at fair value		425,023
Net amount ⁽¹⁾		18,951
Weighted-average rate		4.47%
Weighted-average term to maturity		12.0 days
Non-agency MBS repurchase financing:		
Repurchase agreements outstanding	\$	88,953
MBS collateral, at fair value		98,933
Net amount ⁽¹⁾		9,980
Weighted-average rate		5.02%
Weighted-average term to maturity		20.0 days
Mortgage loans repurchase financing:		
Repurchase agreements outstanding	\$	20,485
Mortgage loans collateral, at fair value		29,264
Net amount ⁽¹⁾		8,779
Weighted-average rate		6.84%
Weighted-average term to maturity		235.0 days
Total mortgage investments repurchase financing:		
Repurchase agreements outstanding	\$	515,510
Mortgage investments collateral, at fair value		553,220
Net amount ⁽¹⁾		37,710
Weighted-average rate		4.66%
Weighted-average term to maturity		22.2 days
Maximum amount outstanding at any month-end during the period	\$	515,510

(1) Net amount represents the value of collateral in excess of corresponding repurchase obligation. The amount of collateral at-risk is limited to the outstanding repurchase obligation and not the entire collateral balance.

To limit our exposure to counterparty risk, we diversify our repurchase agreement funding across multiple counterparties and by counterparty region. As of December 31, 2022, we had outstanding repurchase agreement balances with 8 counterparties and have master repurchase agreements in place with a total of 14 counterparties located throughout North America, Europe and Asia. As of December 31, 2022, no more than 4.6% of our stockholders' equity was at risk with any one counterparty, with the top five counterparties representing approximately 15.0% of our stockholders' equity.

Long-Term Unsecured Debt

As of December 31, 2022, we had \$86.4 million of total long-term debt, net of unamortized debt issuance costs of \$1.3 million. Our Senior Notes due 2025 with a principal amount of \$34.9 million outstanding as of December 31, 2022 accrue and require payment of interest quarterly at an annual rate of 6.75% and mature on March 15, 2025. Our Senior Notes due 2026 with a principal amount of \$37.8 million outstanding as of December 31, 2022 accrue and require payment of interest quarterly at an annual rate of 6.00% and mature on August 1, 2026. Our trust preferred debt with a principal amount of \$15.0 million outstanding as of December 31, 2022 accrue and require the payment of interest quarterly at three-month LIBOR plus 2.25% to 3.00% and mature between 2033 and 2035. Our Senior Notes due 2025 and trust preferred debt may be redeemed in whole or part at any time and from time to time at our option at a redemption price equal to the principal amount plus accrued and unpaid interest. Our Senior Notes due 2026 may be redeemed in whole or in part at any time and from time to time at our option on or after August 1, 2023 at a redemption price equal to the principal amount plus accrued and unpaid interest.

Derivative Instruments

In the normal course of our operations, we are a party to financial instruments that are accounted for as derivative financial instruments including (i) interest rate hedging instruments such as interest rate swaps, U.S. Treasury note futures, put and call options on U.S. Treasury note futures, Eurodollar futures, interest rate swap futures, options on agency MBS, and TBA sale commitments and (ii) derivative instruments that economically serve as investments such as TBA purchase sale commitments.

Interest Rate Hedging Instruments

We exchange cash variation margin with the counterparties to our interest rate hedging instruments at least on a daily basis based upon daily changes in fair value as measured by the central clearinghouse through which those derivatives are cleared. In addition, the central clearinghouse requires market participants to deposit and maintain an "initial margin" amount which is

determined by the clearinghouse and is generally intended to be set at a level sufficient to protect the clearinghouse from the maximum estimated single-day price movement in that market participant's contracts. However, the futures commission merchants ("FCMs") through which we conduct trading of our cleared and exchanged-traded hedging instruments may require incremental initial margin in excess of the clearinghouse's requirement. The clearing exchanges have the sole discretion to determine the value of our hedging instruments for the purpose of setting initial and variation margin requirements or otherwise. In the event of a margin call, we must generally provide additional collateral on the same business day. To date, we have not had any margin calls on our hedging agreements that we were not able to satisfy. However, if we encounter significant decreases in long-term interest rates, margin calls on our hedging agreements could result in a material adverse change in our liquidity position.

As of December 31, 2022, we had outstanding interest rate swaps with the following aggregate notional amount and corresponding initial margin held in collateral deposit with the FCM (in thousands):

	December 31, 2022	
	Notional Amount	Collateral Deposit
Interest rate swaps	\$ 60,000	\$ 1,823

The FCMs through which we conduct trading of our hedging instruments may limit their exposure to us (due to an inherent one business day lag in the variation margin exchange process) by applying a maximum "ceiling" on their level of risk, either overall and/or by instrument type. The FCMs generally use the amount of initial margin that we have posted with them as a measure of their level of risk exposure to us. We currently have FCM relationships with two large financial institutions. To date, among our two FCM arrangements, we have had sufficient excess capacity above and beyond what we believe to be a sufficient and appropriate hedge position. However, if our FCMs substantially lowered their risk exposure thresholds, we could experience a material adverse change in our liquidity position and our ability to hedge appropriately.

TBA Dollar Roll Transactions

TBA dollar roll transactions represent a form of off-balance sheet financing accounted for as derivative instruments. In a TBA dollar roll transaction, we do not intend to take physical delivery of the underlying agency MBS and will generally enter into an offsetting position and net settle the paired-off positions in cash. However, under certain market conditions, it may be uneconomical for us to roll our TBA contracts into future months and we may need to take or make physical delivery of the underlying securities. If we were required to take physical delivery to settle a long TBA contract, we would have to fund our total purchase commitment with cash or other financing sources and our liquidity position could be negatively impacted.

Margin Requirements for Agency MBS Purchase and Sale Commitments

Our commitments to purchase and sell agency MBS, including TBA commitments, are subject to master securities forward transaction agreements published by SIFMA as well as supplemental terms and conditions with each counterparty. Under the terms of these agreements, we may be required to pledge collateral to our counterparty in the event the fair value of the agency MBS underlying our purchase and sale commitments change and such counterparty demands collateral through a margin call. Margin calls on agency MBS commitments are generally caused by factors such as rising interest rates or prepayments. Our agency MBS commitments provide that valuations for our commitments and any pledged collateral are to be obtained from a generally recognized source agreed to by both parties. However, in certain circumstances, our counterparties have the sole discretion to determine the value of the agency MBS commitment and any pledged collateral. In such instances, our counterparties are required to act in good faith in making determinations of value. In the event of a margin call, we must generally provide additional collateral on the same business day.

MSR Financing Receivable Commitments

We are party to agreements with a licensed, GSE approved residential mortgage loan servicer that enables us to garner the economic return of an investment in an MSR purchased by the mortgage servicing counterparty through an MSR financing transaction. We have committed to invest a total minimum of \$50 million of capital with the counterparty with \$25 million of the minimum commitment expiring on December 31, 2023 and \$25 million of the minimum commitment expiring on April 1, 2024. As of December 31, 2022, we have fully funded the total minimum commitment. At any time prior to the minimum commitment expiration dates, we have the option to request the mortgage servicing counterparty to sell the related MSR investments and repay us amounts owed to us under the MSR financing transaction less a minimum fee the mortgage servicing counterparty would have earned over the remaining original commitment periods.

At our election, we can request the mortgage servicing counterparty utilize leverage on the MSRs to which our MSR financing receivables are referenced to finance the purchase of additional MSRs to increase potential returns to us. As of December 31, 2022, our mortgage servicing counterparty has a \$100 million credit facility that is secured by its MSRs including MSRs to which our MSR financing receivables are referenced. As of December 31, 2022, our mortgage servicing counterparty had drawn \$33.9

million and had \$66.1 million of availability under its credit facility. As of December 31, 2022, we had the ability to utilize approximately 73% of our mortgage servicing counterparty's available undrawn capacity under its credit facility. In general, our mortgage servicing counterparty can obtain advances of up to 60% of the fair value of the MSR collateral value pledged. Under our mortgage servicing counterparty's credit facility, if the fair value of the pledged MSR collateral declines and the lender demands additional collateral from our mortgage servicing counterparty through a margin call, we would be required to provide the mortgage servicing counterparty with additional funds to meet such margin call. If we were unable to satisfy such margin call, the lender could liquidate the MSR collateral position to which our MSR financing receivables are referenced to satisfy the loan obligation, thereby reducing the value of our MSR financing receivables. Draws under the facility bear interest at term SOFR plus 2.90% with a SOFR floor of 1.60% and a maturity date of April 28, 2023 with a one-year borrower extension option.

Under the arrangement, we are obligated to provide funds to the mortgage servicing counterparty to fund its advances of payments on the serviced pool of mortgage loans within the referenced MSR. The mortgage servicing counterparty is required to return to us any subsequent servicing advances collected or reimbursed by the GSEs. At our option, we could request the mortgage servicing counterparty to fund any servicing advances with draws under its credit facility, subject to available borrowing capacity, while we would be required to fund such financing costs.

As of December 31, 2022, our mortgage servicing counterparty has drawn \$33.9 million of financing under its credit facility, including \$7.9 million attributable to us, collateralized by an estimated \$301.3 million of MSRs, including \$20.4 million attributable to us, and \$7.9 million of servicer advances, including \$0.7 million attributable to us.

Investment Commitments

As of December 31, 2022, we are a party to a participation agreement pursuant to which we have committed to fund up to \$30 million of a \$130 million revolving credit facility that matures on July 7, 2024. Under the terms of the participation agreement, we are obligated to fund the last \$30 million of advances under the revolving credit facility. As of December 31, 2022, our unfunded commitment was \$25.1 million. On February 27, 2023, our \$30 million commitment was terminated.

Equity Capital

Common Equity Distribution Agreements

We are party to separate common equity distribution agreements with equity sales agents JMP Securities LLC, B. Riley FBR, Inc., JonesTrading Institutional Services LLC and Ladenburg Thalmann & Co. Inc. pursuant to which we may offer and sell, from time to time, shares of our common stock. Pursuant to the common equity distribution agreements, shares of our common stock may be offered and sold through the equity sales agents in transactions that are deemed to be "at the market" offerings as defined in Rule 415 under the Securities Act of 1933, including sales made directly on the NYSE or sales made to or through a market maker other than on an exchange or, subject to the terms of a written notice from us, in privately negotiated transactions. As of December 31, 2022, we had 11,302,160 shares of common stock available for sale under the common equity distribution agreements.

Preferred Stock

As of December 31, 2022, we had Series B Preferred Stock outstanding with a liquidation preference of \$9.5 million. The Series B Preferred Stock is publicly traded on the New York Stock Exchange under the ticker symbol "AAIC PrB." The Series B Preferred Stock has no stated maturity, is not subject to any sinking fund and will remain outstanding indefinitely unless repurchased or redeemed by us. Holders of Series B Preferred Stock have no voting rights, except under limited conditions and are entitled to receive a cumulative cash dividend at a rate of 7.00% per annum of their \$25.00 per share liquidation preference (equivalent to \$1.75 per annum per share). Shares of Series B Preferred Stock are redeemable at \$25.00 per share, plus accumulated and unpaid dividends (whether or not authorized or declared) exclusively at our option. Dividends are payable quarterly in arrears on the 30th day of each December, March, June and September, when and as declared. We have declared and paid all required quarterly dividends on our Series B Preferred Stock to date.

As of December 31, 2022, we had Series C Preferred Stock outstanding with a liquidation preference of \$23.9 million. The Series C Preferred Stock is publicly traded on the New York Stock Exchange under the ticker symbol "AAIC PrC." The Series C Preferred Stock has no stated maturity, is not subject to any sinking fund and will remain outstanding indefinitely unless repurchased or redeemed by us. Holders of Series C Preferred Stock have no voting rights except under limited conditions and will be entitled to receive cumulative cash dividends (i) from and including the original issue date to, but excluding, March 30, 2024 at a fixed rate equal to 8.250% per annum of the \$25.00 per share liquidation preference (equivalent to \$2.0625 per annum per share) and (ii) from and including March 30, 2024, at a floating rate equal to three-month LIBOR plus a spread of 5.664% per annum. Shares of Series C Preferred Stock are redeemable at \$25.00 per share, plus accumulated and unpaid dividends (whether or not authorized or declared) exclusively at our option commencing on March 30, 2024 or earlier upon the occurrence of a change in control or under circumstances where it is necessary to preserve our qualification as a REIT. Under certain circumstances upon a change of control, the Series C Preferred Stock is convertible into shares of our common stock. Dividends are payable quarterly in arrears on the 30th day of March,

June, September and December of each year, when and as declared. We have declared and paid all required quarterly dividends on our Series C Preferred Stock to date.

Preferred Equity Distribution Agreement

We are party to an amended and restated equity distribution agreement with JonesTrading Institutional Services LLC and Ladenburg Thalmann & Co. Inc., pursuant to which we may offer and sell, from time to time, shares of our Series B Preferred Stock. Pursuant to the Series B preferred equity distribution agreement, shares of our Series B Preferred Stock may be offered and sold through the preferred equity sales agents in transactions that are deemed to be “at the market” offerings as defined in Rule 415 under the Securities Act of 1933, including sales made directly on the NYSE or sales made to or through a market maker other than on an exchange or, subject to the terms of a written notice from us, in privately negotiated transactions.

As of December 31, 2022, we had 1,602,566 shares of Series B Preferred Stock available for sale under the Series B preferred equity distribution agreement.

REIT Distribution Requirements

We have elected to be taxed as a REIT under the Internal Revenue Code. As a REIT, we are required to distribute annually 90% of our REIT taxable income (subject to certain adjustments) to our shareholders. So long as we continue to qualify as a REIT, we will generally not be subject to U.S. federal or state corporate income taxes on our taxable income that we distribute to our shareholders on a timely basis. At present, it is our intention to distribute 100% of our taxable income, although we will not be required to do so. We intend to make distributions of our taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year.

As of December 31, 2022, we had estimated NOL carryforwards of \$162.5 million that can be used to offset future taxable ordinary income and reduce our future distribution requirements. As of December 31, 2022, we also had estimated NCL carryforwards of \$155.7 million that can be used to offset future net capital gains.

Off-Balance Sheet Arrangements and Other Commitments

As of December 31, 2022 and 2021, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance, or special purpose entities or VIEs, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes that have, or are reasonably likely to have, a material current or future effect on our financial condition. Our economic interests held in unconsolidated VIEs are generally limited in nature to those of a passive holder of beneficial interests in securitized financial assets. As of December 31, 2022 and 2021, we had consolidated for financial reporting purposes two and one, respectively, securitization trusts for which we determined that our investments provided us with both (i) the power to direct the activities that most significantly impact the economic performance of the VIE and (ii) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. We were not required to consolidate for financial reporting purposes any other VIEs as of December 31, 2022 and 2021, as we did not have the power to direct the activities that most significantly impact the economic performance of such entities. For further information about our consolidated VIE, see “Note 9. Consolidation of Variable Interest Entities” to our consolidated financial statements under “Item 8 – Financial Statements and Supplementary Data.”

As of December 31, 2022 and 2021, we had not guaranteed any obligations of unconsolidated entities. As of December 31, 2022 and 2021, we had not entered into any commitment or intent to provide funding to unconsolidated entities other than the aforementioned asset-backed revolving credit facility funding commitment.

Critical Accounting Estimates

The preparation of financial statements in accordance with GAAP requires us to make estimates and assumptions that affect amounts reported in the consolidated financial statements. Although we base these estimates and assumptions on historical experience and all other information available as of the time that the financial statements are prepared, such estimates frequently require management to exercise significant subjective judgment about matters that are inherently uncertain. Actual results may differ from these estimates, which could have a significant and potentially adverse effect on our financial condition, results of operations and cash flows. A summary of our significant accounting policies is included in “Note 3. Summary of Significant Accounting Policies” in the Notes to Consolidated Financial Statements.

Our most critical accounting estimates, which are those accounting estimates that require the highest degree of management judgment due to the inherent level of estimation uncertainty, relate to the fair value measurement and interest income recognition for our investments in credit securities and MSR financing receivables.

Fair Value Measurement of Certain Credit Investments and MSR Financing Receivables

Credit investments – Our investments in non-agency MBS secured by pools of business-purpose residential mortgage loans trade infrequently and, therefore, the measurement of their fair value requires the use of significant unobservable inputs. To measure the fair value of the non-agency MBS secured by pools of business-purpose residential mortgage loans, we exercise significant judgment to develop assumptions about the future performance of each loan, which includes determining loan-level probabilities of default and loss-given-default. We use our best efforts to corroborate these assumptions with evidence such as historical collateral performance data, our evaluation of historical collateral performance data for other loans with similar risk characteristics, available information about the fair value of the underlying properties and observed completed or pending transactions in similar loans or real estate foreclosure sales, to the extent reasonably available. The following tables present the significant assumptions about the future performance of the business-purpose residential mortgage loans underlying our non-agency MBS investments, including our net investment in a VIE that is consolidated for external reporting purposes, as of December 31, 2022:

	Weighted-average	Range
Annualized default rate	36.0%	0.0% – 100.0%
Loss-given-default	14.7%	0.0% – 18.4%

Our investments in the subordinate and excess interest-only positions in a securitized pool of non-qualified residential mortgage loans trade infrequently and, therefore, the measurement of their fair value requires the use of significant unobservable inputs. To measure the fair value of these investments, the Company uses an income approach by preparing an estimate of the present value of the amount and timing of the cash flows expected to be collected from each security over its expected remaining life. To prepare the estimate of cash flows expected to be collected, the Company uses significant judgment to develop assumptions about the future performance of the pool of residential mortgage loans that serve as collateral, including assumptions about the timing and amount of credit losses and prepayments. The significant unobservable inputs to the fair value measurement include the estimated rate of prepayment, rate of default and loss-given-default for the underlying pool of mortgage loans as well as the discount rate, which represents a market participant's current required rate of return for a similar instrument. The following table presents the weighted-average of the significant inputs to the fair value measurement of the subordinate and excess interest-only debt obligations of its consolidated VIE of residential mortgage loans as of December 31, 2022:

	Subordinate Debt Obligation	Excess Interest-Only Debt Obligations
Annualized voluntary prepayment rate	10.0%	10.0%
Annualized default rate	0.5%	0.5%
Loss-given-default	17.5%	17.5%
Discount rate	7.8%	17.7%

In general, significant increases (decreases) in default, loss severity, prepayment or discount rate assumptions, in isolation, would result in a significantly lower (higher) fair value measurement. However, it is often difficult to generalize the interrelationships between these significant inputs and the actual results could differ considerably on an individual security basis. Each significant input is closely analyzed to ascertain its reasonableness in light of reasonably available corroborating evidence. The assumptions that we apply are specific to each individual asset. Although we rely on our internal calculations to estimate the fair value of these assets, we consider indications of value from actual sales of similar securities, to the extent available, to assist in the valuation process and calibrate our models.

To measure the fair value of our commercial mortgage loan investment, we use an income approach by preparing an estimate of the present value of the expected future cash flows of the loan over its expected remaining life, discounted at a current market rate. The significant unobservable inputs to the fair value measurement of our mortgage loan investment are the estimated probability of default and the discount rate, which is based on current market yields and interest rate spreads for a similar loan. As of December 31, 2022, the estimated probability of default and discount rate for our mortgage loan investment was 0% and 10.0%, respectively.

MSR financing receivables – Our MSR financing receivables primarily derive their value from the MSRs to which they are referenced. While trades of MSRs occur regularly, MSRs trade relatively less frequently than other highly liquid assets such as agency MBS. Accordingly, significant judgment is required in measuring the fair value of MSRs, including the development of the significant assumptions used in performing that measurement. To assist in our measurement of our MSR financing receivables, we use a nationally recognized, independent third-party mortgage analytics and valuation firm to estimate the fair value of the underlying MSRs from which our MSR financing receivables primarily derive their value. The third-party valuation firm estimates the fair value of the underlying MSRs using a discounted cash flow analysis using their proprietary prepayment models and market analysis. We

corroborate the third-party valuation firm's estimate of the fair value of the underlying MSRs and evaluate the estimate for reasonableness. The significant unobservable inputs to the fair value measurement of the underlying MSRs include the following:

- the discount rate, which represents a market participant's current required rate of return for similar MSRs;
- expected rates of prepayment within the serviced pools of mortgage loans; and
- annual per-loan cost of servicing.

The following table presents the significant unobservable inputs to the fair value measurement of the MSRs underlying our MSR financing receivables as of December 31, 2022:

	December 31, 2022
Discount rate	8.5%
Annualized prepayment rate	7.0%
Annual per-loan cost of servicing (current loans)	\$ 65.00

Pursuant to our MSR financing receivable arrangements, upon the consummation of three-year performance periods ending December 31, 2023 and April 1, 2024, our mortgage servicing counterparty is entitled to an incentive fee payment equal to a percentage of the total return of the underlying MSRs in excess of a hurdle rate of return. Accordingly, the fair value of our MSR financing receivables reflects the present value of any expected incentive fee payment that would be owed to our counterparty. The present value of the expected incentive fee payment is estimated based upon the timing and amount of capital contributions from (and cash distributions to) us to (from) our mortgage servicing counterparty to date as well as the future expected cash flows from the MSR financing receivables over the remaining performance periods, which is derived from the current fair value of the underlying reference MSRs. Given the significant management judgment required to estimate the fair value of our MSR financing receivables and their underlying components, our return from such investments may, ultimately, differ materially from these estimates.

Interest Income Recognition for Investments in Certain Credit Securities and MSR Financing Receivables

We recognize interest income for certain of our investments in credit securities and MSR financing receivables by applying the prospective level-yield methodology required by GAAP for financial assets that are either not of high credit quality at the time of acquisition or can be contractually prepaid or otherwise settled in such a way that we would not recover substantially all of our recorded investment. The amount of periodic interest income recognized is determined by applying the investment's effective interest rate to its amortized cost basis (or "reference amount"). At the time of acquisition, the investment's effective interest rate is calculated by solving for the single discount rate that equates the present value of our best estimate of the amount and timing of the cash flows expected to be collected from the investment to our purchase cost. To prepare our best estimate of cash flows expected to be collected, we exercise significant judgment with consideration of current information and events to develop a number of assumptions about the future performance of the pool of mortgage loans that serve as collateral or as a reference asset for our investment, including assumptions about the timing and amount of prepayments and credit losses. These assumptions require a high degree of management judgment as they represent forecasts about future events for which the ultimate outcome is inherently uncertain. If our periodic estimate of future cash flows is higher than those actually received in future periods, we may recognize non-cash interest income over certain portions of the security's holding period that exceeds the level of effective interest income that will ultimately be realized. We use our best efforts to corroborate the significant assumptions underlying our estimates of future cash flows with evidence such as historical collateral performance data for the specific pool of assets collateralizing our investments as well as our evaluation of historical collateral performance data for other assets collateralized or referenced to asset pools with similar risk characteristics, to the extent reasonably available.

Recently Issued Accounting Pronouncements

Refer to "Note 3. Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements for a summary of recently issued accounting pronouncements and their effect on our consolidated financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the exposure to loss resulting from changes in market factors such as interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. The primary market risks that we are exposed to are interest rate risk, prepayment risk, extension risk, spread risk, credit risk, liquidity risk and regulatory risk.

Interest Rate Risk

We are exposed to interest rate risk in our agency MBS and MSR related assets. Our investments in mortgage investments are also financed with short-term borrowing facilities, such as repurchase agreements, which are interest rate sensitive financial instruments. Our exposure to interest rate risk fluctuates based upon changes in the level and volatility of interest rates, mortgage prepayments, and in the shape and slope of the yield curve, among other factors. Through the use of interest rate hedging instruments, we attempt to economically hedge a portion of our exposure to changes, attributable to changes in benchmark interest rates, in agency MBS fair values and future interest cash flows on our short-term financing arrangements. Our primary interest rate hedging instruments include interest rate swaps as well as U.S. Treasury note futures, options on U.S. Treasury note futures, options on agency MBS and TBA sale commitments.

Changes in both short- and long-term interest rates affect us in several ways, including our financial position. As interest rates rise, the value of fixed-rate agency MBS may be expected to decline, prepayment rates may be expected to decrease and duration may be expected to extend, while the values of our interest rate hedging instruments and MSR financing receivables are generally expected to increase due to lower expectations of prepayments in the referenced pools of mortgage loans. Conversely, if interest rates decline, the value of fixed-rate agency MBS is generally expected to increase while the value of our interest rate hedging instruments and MSR related assets are expected to decline. We manage our interest rate risk through investment allocation between our agency MBS and MSR related assets and the utilization of interest rate hedging instruments.

The tables that follow illustrate the estimated change in fair value for our current investments in agency MBS, MSR financing receivable and derivative instruments under several hypothetical scenarios of interest rate movements. For the purposes of this illustration, interest rates are defined by the U.S. Treasury yield curve. Changes in fair value are measured as percentage changes from their respective fair values presented in the column labeled "Value." Our estimate of the change in the fair value of agency MBS is based upon the same assumptions we use to manage the impact of interest rates on the portfolio. The interest rate sensitivity of our agency MBS and TBA commitments is derived from The Yield Book, a third-party model. The interest rate sensitivity of our MSR financing receivable is derived from an internal model. Actual results could differ significantly from these estimates. The effective durations are based on observed fair value changes, as well as our own estimate of the effect of interest rate changes on the fair value of the investments, including assumptions regarding prepayments based, in part, on age and interest rate of the mortgages underlying the agency MBS, prior exposure to refinancing opportunities, and an overall analysis of historical prepayment patterns under a variety of historical interest rate conditions.

The interest rate sensitivity analyses illustrated by the tables that follow have certain limitations, most notably the following:

- The 50 and 100 basis point upward and downward shocks to interest rates that are applied in the analyses represent parallel shocks to the forward yield curve. The analyses do not consider the sensitivity of stockholders' equity to changes in the shape or slope of the forward yield curve.
- The analyses assume that spreads remain constant and, therefore, do not reflect an estimate of the impact that changes in spreads would have on the value of our MBS investments or our LIBOR- or SOFR-based derivative instruments, such as our interest rate swap agreements.
- The analyses assume a static portfolio and do not reflect activities and strategic actions that management may take in the future to manage interest rate risk in response to significant changes in interest rates or other market conditions.
- The yield curve that results from applying an instantaneous parallel decrease in interest rates may reflect an interest rate of less than 0% in certain points of the curve. The results of the analyses included in the tables below reflect the effect of these negative interest rates.
- The analyses do not reflect an estimated changes in our income tax provision.
- The analyses do not reflect any estimated changes in the fair value of our credit investments.

These analyses are not intended to provide a precise forecast. Actual results could differ materially from these estimates (dollars in thousands, except per share amounts).

	December 31, 2022		
	Value	Value with 50 Basis Point Increase in Interest Rates	Value with 50 Basis Point Decrease in Interest Rates
Agency MBS	\$ 443,540	\$ 432,852	\$ 453,192
TBA commitments	5,630	15,262	(2,911)
MSR financing receivables	180,365	183,526	177,422
Interest rate swaps	8	(1,371)	1,387
Equity available to common stock ⁽¹⁾	183,920	184,646	183,467
Equity available to common stock percent change		0.39%	(0.25%)

	December 31, 2022		
	Value	Value with 100 Basis Point Increase in Interest Rates	Value with 100 Basis Point Decrease in Interest Rates
Agency MBS	\$ 443,540	\$ 421,404	\$ 461,688
TBA commitments	5,630	25,741	(10,242)
MSR financing receivables	180,365	186,438	173,925
Interest rate swaps	8	(2,750)	2,766
Equity available to common stock ⁽¹⁾	183,920	185,210	182,514
Equity available to common stock percent change		0.70%	(0.76%)

(1) Equity available to common stock is calculated as total equity less the preferred stock liquidation preference.

Spread Risk

Our mortgage investments expose us to “spread risk.” Spread risk, also known as “basis risk,” is the risk of an increase in the spread between market participants’ required rate of return (or “market yield”) on our mortgage investments and prevailing benchmark interest rates, such as the U.S. Treasury or interest rate swap rates.

The spread risk inherent to our investments in agency MBS and the resulting fluctuations in fair value of these securities can occur independent of changes in prevailing benchmark interest rates and may relate to other factors impacting the mortgage and fixed income markets, such as actual or anticipated monetary policy actions by the U. S. Federal Reserve, liquidity, or changes in market participants’ required rates of return on different assets. While we use interest rate hedging instruments to attempt to mitigate the sensitivity of our net book value to changes in prevailing benchmark interest rates, such instruments are generally not designed to mitigate spread risk inherent to our investment in agency MBS. Consequently, the value of our agency MBS and, in turn, our net book value, could decline independent of changes in interest rates.

The tables that follow illustrate the estimated change in fair value for our investments in agency MBS and TBA commitments under several hypothetical scenarios of agency MBS spread movements. Changes in fair value are measured as percentage changes from their respective fair values presented in the column labeled “Value.” The sensitivity of our agency MBS and TBA commitments to changes in MBS spreads is derived from The Yield Book, a third-party model. The analysis to follow reflects an assumed spread duration for our investment in agency MBS of 4.6 years, which is a model-based assumption that is dependent upon the size and composition of our investment portfolio as well as economic conditions present as of December 31, 2022.

These analyses are not intended to provide a precise forecast. Actual results could differ materially from these estimates (dollars in thousands, except per share amounts).

	December 31, 2022		
	Value	Value with 10 Basis Point Increase in Agency MBS Spreads	Value with 10 Basis Point Decrease in Agency MBS Spreads
Agency MBS	\$ 443,540	\$ 441,034	\$ 446,046
TBA commitments	5,630	7,921	3,338
Equity available to common stock ⁽¹⁾	183,920	183,705	184,134
Equity available to common stock percent change		(0.12)%	0.12%

	December 31, 2022		
	Value	Value with 25 Basis Point Increase in Agency MBS Spreads	Value with 25 Basis Point Decrease in Agency MBS Spreads
Agency MBS	\$ 443,540	\$ 437,275	\$ 449,805
TBA commitments	5,630	11,359	(99)
Equity available to common stock ⁽¹⁾	183,920	183,384	184,456
Equity available to common stock percent change		(0.29)%	0.29%

(1) Equity available to common stock is calculated as total equity less the preferred stock liquidation preference.

Credit Risk

Unlike our agency MBS investments, our credit investments do not carry a credit guarantee from a GSE or government agency. Accordingly, our credit investments expose us to credit risk. Credit risk, sometimes referred to as non-performance or non-payment risk, is the risk that we will not receive, in full, the contractually required principal or interest cash flows stemming from our investments due to an underlying borrower's or issuer's default on their obligation. Upon a mortgage loan borrower's default, a foreclosure sale or other liquidation of the underlying mortgaged property will result in a credit loss if the liquidation proceeds fall short of the mortgage loan's unpaid principal balance and unpaid accrued interest.

Some of our credit investments have credit enhancements that mitigate our exposure to the credit risk of the underlying mortgage loans. Credit losses incurred on the underlying mortgage loans collateralizing our investments in non-agency MBS are allocated on a "reverse sequential" basis. Accordingly, any credit losses realized on the underlying mortgage loans are first absorbed by the beneficial interests subordinate to our non-agency MBS, if any, to the extent of their respective principal balance, prior to being allocated to our investments.

Other of our non-agency MBS investments represent "first loss" positions. Accordingly, for such investments, credit losses realized on the underlying pool of mortgage loans are first allocated to our security, to the extent of its principal balance, prior to being allocated to the respective securitization's more senior credit positions.

We accept exposure to credit risk at levels we deem prudent within our overall investment strategy and our evaluation of the potential risk-adjusted returns. We attempt to manage our exposure to credit risk through prudent asset selection resulting from pre-acquisition due diligence, on-going performance monitoring subsequent to acquisition, and the disposition of assets for which we identify negative credit trends.

There is no guarantee that our attempts to manage our credit risk will be successful. We could experience substantial losses if the credit performance of the mortgage loans to which we are exposed falls short of our expectations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required by this item appears in a subsequent section of this report. See "Index to Arlington Asset Investment Corp. Consolidated Financial Statements" on page F-1.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, our CEO and CFO have concluded that as of December 31, 2022, our disclosure controls and procedures, as designed and implemented, (i) were effective in ensuring that information is made known to our management, including our CEO and CFO, by our officers and employees, as appropriate to allow timely decisions regarding required disclosure and (ii) were effective in ensuring that information the Company must disclose in its reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods prescribed by the SEC's rules and forms.

Management's Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2022. In making this assessment, the Company's management used criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control-Integrated Framework* (2013 version). Based on management's assessment, the Company's management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2022.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the year ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Part III, Item 10 of this Annual Report on Form 10-K will be provided in the Definitive Proxy Statement relating to our 2023 Annual Meeting of Shareholders (our 2023 Proxy Statement) and is hereby incorporated by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Part III, Item 11 of this Annual Report on Form 10-K will be provided in our 2023 Proxy Statement and is hereby incorporated by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Part III, Item 12 of this Annual Report on Form 10-K will be provided in our 2023 Proxy Statement and is hereby incorporated by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by Part III, Item 13 of this Annual Report on Form 10-K will be provided in our 2023 Proxy Statement and is hereby incorporated by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by Part III, Item 14 of this Annual Report on Form 10-K will be provided in our 2023 Proxy Statement and is hereby incorporated by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) (1) *Financial Statements.* The Arlington Asset Investment Corp. consolidated financial statements for the year ended December 31, 2022, included in "Item 8 - Financial Statements and Supplementary Data", of this Annual Report on Form 10-K, are incorporated by reference into this Part IV, Item 15:

- Report of Independent Registered Public Accounting Firm (page F-2)
- Consolidated Balance Sheets as of December 31, 2022 and 2021 (page F-4)
- Consolidated Statements of Comprehensive Income for the years ended December 31, 2022 and 2021 (page F-5)
- Consolidated Statements of Changes in Equity for the years ended December 31, 2022 and 2021 (page F-6)
- Consolidated Statements of Cash Flows for the years ended December 31, 2022 and 2021 (page F-7)
- Notes to Consolidated Financial Statements (page F-8)

(2) *Financial Statement Schedules.* All schedules are omitted because they are not required or because the information is shown in the financial statements or notes thereto.

- (3) *Exhibits*

Exhibit Number	Exhibit Title
3.01	<u>Amended and Restated Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed on November 9, 2009).</u>
3.02	<u>Articles of Amendment to the Amended and Restated Articles of Incorporation designating the shares of 7.00% Series B Cumulative Perpetual Redeemable Preferred Stock, \$0.01 par value per share (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form 8-A filed on May 9, 2017).</u>
3.03	<u>Articles of Amendment to the Amended and Restated Articles of Incorporation of Arlington Asset Investment Corp. designating the Company's 8.250% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, par value</u>

**Exhibit
Number**

Exhibit Title

	\$0.01 per share (incorporated by reference to Exhibit 3.3 to the Company's Registration Statement on Form 8-A filed on March 11, 2019).
3.04	Articles of Amendment to the Amended and Restated Articles of Incorporation of Arlington Asset Investment Corp. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 25, 2019).
3.05	Amended and Restated Bylaws, as amended (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 28, 2011).
3.06	Amendment No. 1 to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on February 4, 2015).
3.07	Amendment No. 2 to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on October 26, 2016).
3.08	Amendment No. 3 to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on January 17, 2019).
3.09	Amendment No. 4 to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 13, 2019).
4.01	Indenture governing the Senior Debt Securities by and between the Company and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (File No. 333-235885) filed on January 10, 2020).
4.02	Indenture governing the Subordinated Debt Securities by and between the Company and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3 (File No. 333-235885) filed on January 10, 2020).
4.03	Indenture dated as of May 1, 2013 between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on May 1, 2013).
4.04	First Supplemental Indenture dated as of May 1, 2013 between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed on May 1, 2013).
4.05	Form of Senior Note. (incorporated by reference to Exhibit 4.6 to the Company's Registration Statement on Form S-3 (File No. 333-235885) filed on January 10, 2020).
4.06	Form of Subordinated Note. (incorporated by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-3 (File No. 333-235885) filed on January 10, 2020).
4.07	Form of Certificate for Class A common stock (incorporated by reference to Exhibit 4.01 of the Annual Report on Form 10-K filed on February 24, 2010).
4.08	Shareholder Rights Agreement, dated June 5, 2009 (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on June 5, 2009).
4.09	First Amendment to Shareholder Rights Agreement, dated as of April 13, 2018 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on April 13, 2018).
4.10	Second Supplemental Indenture, dated as of March 18, 2015, between the Company, Wells Fargo Bank, National Association, as Trustee and The Bank of New York Mellon, as Series Trustee (incorporated by reference to Exhibit 4.3 to the Company's Form 8-A filed on March 18, 2015).
4.11	Form of 6.75% Notes due 2025 (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on March 17, 2015).
4.12	Form of specimen certificate representing the shares of 7.00% Series B Perpetual Redeemable Preferred Stock (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A filed on May 9, 2017).
4.13	Form of specimen certificate representing the shares of 8.250% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A filed on March 11, 2019).
4.14	Description of Registrant's Securities (incorporated by reference to Exhibit 4.15 to the Company's Annual Report on Form 10-K filed on February 24, 2020).
4.15	First Supplemental Indenture dated as of July 15, 2021 between the Company and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form 8-A filed on July 15, 2021).
4.16	Form of 6.000% Senior Notes Due 2026 (incorporated by reference to Exhibit 4.6 to the Company's Registration Statement on Form 8-A filed on July 15, 2021).
4.17	Second Amendment to Shareholder Rights Agreement, dated as of April 11, 2022 (incorporated by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K filed on April 12, 2022).
10.01	Friedman, Billings, Ramsey Group, Inc. 2004 Long-Term Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on April 29, 2004).*

**Exhibit
Number****Exhibit Title**

10.02	Friedman, Billings, Ramsey Group, Inc. 1997 Stock and Annual Incentive Plan (incorporated by reference to Exhibit 10.06 to Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-39107) filed by Friedman, Billings, Ramsey Group, Inc. on December 19, 1997).*
10.03	Friedman, Billings, Ramsey Group, Inc. Non-Employee Director Stock Compensation Plan (incorporated by reference to Exhibit 10.07 to Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-39107) filed by Friedman, Billings, Ramsey Group, Inc. on December 19, 1997).*
10.04	Friedman, Billings, Ramsey Group, Inc. Amended and Restated Non-Employee Director Stock Compensation Plan (incorporated by reference to Exhibit 10.04 to the Company's Annual Report on Form 10-K filed on February 23, 2012).*
10.05	Arlington Asset Investment Corp. 2011 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 6, 2011).*
10.06	Arlington Asset Investment Corp. 2014 Long-Term Incentive Plan (incorporated by reference to the Company's Registration Statement on Form S-8 filed on July 15, 2014).*
10.07	Arlington Asset Investment Corp. 2021 Long-Term Incentive Plan (incorporated by reference to Annex A of the Company's Definitive Proxy Statement on Schedule 14A filed on April 29, 2021).*
10.08	Form of Restricted Stock Award Agreement under Arlington Asset Investment Corp. 2021 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed on June 17, 2021).*
10.09	Form of Deferred Stock Unit Award Agreement under Arlington Asset Investment Corp. 2021 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed on June 17, 2021).*
10.10	Form of Performance Restricted Stock Unit Award Agreement under Arlington Asset Investment Corp. 2021 Long-Term Incentive Plan (incorporated by reference to the Company's Current Report on Form 8-K filed on June 17, 2021).*
10.11	Form of Change in Control Continuity Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 27, 2017).*
10.12	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.08 to the Company's Annual Report on Form 10-K, filed on February 23, 2012).*
10.13	Equity Distribution Agreement, dated February 22, 2017, by and between the Company and JMP Securities LLC (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed on February 22, 2017).
10.14	Equity Distribution Agreement, dated February 22, 2017, by and between the Company and FBR Capital Markets & Co. (incorporated by reference to Exhibit 1.2 to the Company's Current Report on Form 8-K filed on February 22, 2017).
10.15	Equity Distribution Agreement, dated February 22, 2017, by and between the Company and JonesTrading Institutional Services LLC (incorporated by reference to Exhibit 1.3 to the Company's Current Report on Form 8-K filed on February 22, 2017).
10.16	Equity Distribution Agreement, dated February 22, 2017, by and between the Company and Ladenburg Thalmann & Co. Inc. (incorporated by reference to Exhibit 1.4 to the Company's Current Report on Form 8-K filed on February 22, 2017).
10.17	Amendment No. 1 to the Equity Distribution Agreement, dated August 10, 2018, by and between the Company and JMP Securities LLC (incorporated by reference to Exhibit 1.5 to the Company's Current Report on Form 8-K filed on August 10, 2018).
10.18	Amendment No. 1 to the Equity Distribution Agreement, dated August 10, 2018, by and between the Company and B. Riley FBR, Inc. (incorporated by reference to Exhibit 1.6 to the Company's Current Report on Form 8-K filed on August 10, 2018).
10.19	Amendment No. 1 to the Equity Distribution Agreement, dated August 10, 2018, by and between the Company and JonesTrading Institutional Services LLC (incorporated by reference to Exhibit 1.7 to the Company's Current Report on Form 8-K filed on August 10, 2018).
10.20	Amendment No. 1 to the Equity Distribution Agreement, dated August 10, 2018, by and between the Company and Ladenburg Thalmann & Co. Inc. (incorporated by reference to Exhibit 1.8 to the Company's Current Report on Form 8-K filed on August 10, 2018).
10.21	Amended and Restated Equity Distribution Agreement, dated March 21, 2019, by and among the Company and JonesTrading Institutional Services LLC, B. Riley FBR, Inc., Compass Point Research & Trading, LLC and Ladenburg Thalmann & Co. Inc. (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed on March 21, 2019).
10.22	Amendment No. 1 to the Amended and Restated Equity Distribution Agreement, dated as of July 21, 2021, by and among Arlington Asset Investment Corp. and JonesTrading Institutional Services LLC and Ladenburg Thalmann & Co. Inc. (incorporated by reference to Exhibit 1.2 to the Company's Current Report on Form 8-K filed on July 21, 2021).
10.23	Retirement and Consulting Agreement dated June 6, 2019, by and between Arlington Asset Investment Corp. and Eric F. Billings (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 6, 2019).
21.01	List of Subsidiaries of the Registrant.†
23.01	Consent of PricewaterhouseCoopers LLP.†

Exhibit Number	Exhibit Title
24.01	Power of Attorney (included on the signature page to this Annual Report on Form 10-K and incorporated by reference herein). †
31.01	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. †
31.02	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. †
32.01	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. †
32.02	Certification of 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	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document**
101.SCH	Inline XBRL Taxonomy Extension Schema Document**
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document**
104	The cover page from the Company's Annual Report on Form 10-K for the year ended December 31, 2022, has been formatted in Inline XBRL.

† Filed herewith.

* Compensatory plan or arrangement.

** Submitted electronically herewith. Attached as Exhibit 101 are the following materials from the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets at December 31, 2022 and December 31, 2021; (ii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2022 and 2021; (iii) Consolidated Statements of Changes in Equity for the years ended December 31, 2022 and 2021; and (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2022 and 2021.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

SIGNATURES

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

ARLINGTON ASSET INVESTMENT CORP.

Date: March 31, 2023

By: /s/ RICHARD E. KONZMANN

Richard E. Konzmann
Executive Vice President, Chief Financial Officer and Treasurer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints J. Rock Tonkel, Jr. and Richard E. Konzmann and each of them as their true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for them and in their name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K for the fiscal year ended December 31, 2022, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ J. ROCK TONKEL, JR.	President, Chief Executive Officer and Director J. ROCK TONKEL, JR. (Principal Executive Officer)	March 31, 2023
/s/ RICHARD E. KONZMANN	Executive Vice President, Chief Financial Officer and Treasurer RICHARD E. KONZMANN (Principal Financial Officer)	March 31, 2023
/s/ BENJAMIN J. STRICKLER	Vice President, Chief Accounting Officer and Controller BENJAMIN J. STRICKLER (Principal Accounting Officer)	March 31, 2023
/s/ DANIEL E. BERCE	Chairman of the Board DANIEL E. BERCE	March 31, 2023
/s/ DAVID W. FAEDER	Director DAVID W. FAEDER	March 31, 2023
/s/ MELINDA H. MCCLURE	Director MELINDA H. MCCLURE	March 31, 2023
/s/ RALPH S. MICHAEL III	Director RALPH S. MICHAEL III	March 31, 2023

ANTHONY P. NADER III

FINANCIAL STATEMENTS OF ARLINGTON ASSET INVESTMENT CORP.

Index to Arlington Asset Investment Corp. Consolidated Financial Statements

	Pag e
<u>Report of Independent Registered Public Accounting Firm</u>	F-2
<u>Consolidated Balance Sheets as of December 31, 2022 and 2021</u>	F-4
<u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2022 and 2021</u>	F-5
<u>Consolidated Statements of Changes in Equity for the years ended December 31, 2022 and 2021</u>	F-6
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2022 and 2021</u>	F-7
<u>Notes to Consolidated Financial Statements</u>	F-8

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Arlington Asset Investment Corp.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Arlington Asset Investment Corp. and its subsidiaries (the “Company”) as of December 31, 2022 and 2021, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, including the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Fair Value of the Mortgage Servicing Rights used to value the MSR Financing Receivables

As described in Notes 7 and 13 to the consolidated financial statements, the Company elected to account for its MSR financing receivables at fair value. The Company’s MSR financing receivables are classified within Level 3 of the fair value hierarchy. The Company uses a nationally recognized, independent third-party mortgage analytics and valuation firm to estimate the fair value of the underlying MSRs from which the Company’s MSR financing receivables primarily derive their value of \$180.4 million as of December 31, 2022. The third-party valuation firm estimates the fair value of the underlying MSRs using a discounted cash flow analysis using their proprietary prepayment models and market analysis. The Company corroborates the third-party valuation firm’s estimate of the fair value of the underlying MSRs and evaluates the estimate for reasonableness. The significant unobservable inputs to the fair value measurement of the underlying MSRs include the discount rate, expected rates of prepayment and annual per-loan cost of servicing.

The principal considerations for our determination that performing procedures relating to the fair value of the mortgage servicing rights used to value the MSR financing receivables is a critical audit matter are (i) the significant judgment by management, including the use of a specialist, in estimating the fair value of MSRs used to value the MSR financing receivables, which in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence related to the

fair value of MSRs and the assumptions related to the discount rate, expected rates of prepayment and annual per-loan cost of servicing used by management and its specialist and (ii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. The work of management's specialist was used in performing the procedures to evaluate the reasonableness of the estimate of the fair value of MSRs. As a basis for using this work, the specialist's qualifications were understood and the Company's relationship with the specialist was assessed. The procedures performed also included evaluation of the methods and assumptions used by the specialist, tests of the data used by the specialist, and an evaluation of the specialist's findings. These procedures also included, among others, the involvement of professionals with specialized skill and knowledge to assist in evaluating the methods and assumptions related to the discount rate, expected rates of prepayment and annual per-loan cost of servicing used by the specialist.

/s/ PricewaterhouseCoopers LLP

Washington, DC
March 31, 2023

We have served as the Company's auditor since
2002.

ARLINGTON ASSET INVESTMENT CORP.

CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except share amounts)

	December 31,	
	2022	2021
ASSETS		
Cash and cash equivalents (includes \$296 and \$2,118, respectively, from consolidated VIEs)	\$ 28,021	\$ 20,543
Restricted cash	—	1,132
Restricted cash of consolidated VIEs	2,191	111
Sold securities receivable	—	28,219
Agency mortgage-backed securities, at fair value	443,540	483,927
MSR financing receivables, at fair value	180,365	125,018
Credit securities, at fair value	104,437	26,222
Mortgage loans, at fair value	29,264	29,697
Mortgage loans of consolidated VIEs, at fair value	193,957	7,442
Single-family residential real estate (net of \$0- and \$299, respectively, of accumulated depreciation)	—	60,889
Deposits	1,823	4,549
Other assets (includes \$2,067 and \$547, respectively, from consolidated VIEs)	18,720	15,287
Total assets	\$ 1,002,318	\$ 803,036
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Repurchase agreements	\$ 515,510	\$ 446,624
Secured debt of consolidated VIEs, at fair value	169,345	508
Long-term unsecured debt	86,405	85,994
Long-term debt secured by single-family properties	—	39,178
Other liabilities (includes \$262 and \$2, respectively, from consolidated VIEs)	13,718	6,605
Total liabilities	784,978	578,909
Commitments and contingencies (Note 15)		
Stockholders' Equity:		
Series B Preferred stock, \$0.01 par value, 379,668 and 373,610 shares issued and outstanding, respectively (liquidation preference of \$9,492 and \$9,340, respectively)	9,001	8,852
Series C Preferred stock, \$0.01 par value, 957,133 and 1,117,034 shares issued and outstanding, respectively (liquidation preference of \$23,928 and \$27,926, respectively)	23,820	27,356
Class A common stock, \$0.01 par value, 450,000,000 shares authorized, 28,186,827 and 30,676,931 shares issued and outstanding, respectively	282	307
Additional paid-in capital	2,024,298	2,030,315
Accumulated deficit	(1,840,061)	(1,842,703)
Total stockholders' equity	217,340	224,127
Total liabilities and stockholders' equity	\$ 1,002,318	\$ 803,036
	December 31, 2022	December 31, 2021
Assets and liabilities of consolidated VIEs:		
Cash and restricted cash	\$ 2,487	\$ 2,229
Mortgage loans, at fair value	193,957	7,442
Other assets	2,067	547
Secured debt, at fair value	(169,345)	(508)
Other liabilities	(262)	(2)
Net investment in consolidated VIEs	\$ 28,904	\$ 9,708

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollars in thousands except per share amounts)

	Year Ended December 31,	
	2022	2021
Interest income		
MSR financing receivables	\$ 15,419	\$ 6,282
Agency mortgage-backed securities	11,920	10,634
Credit securities and loans	7,512	5,058
Mortgage loans of consolidated VIEs	7,570	2,908
Other	862	648
Total interest and other income	<u>43,283</u>	<u>25,530</u>
Rent revenues from single-family properties	6,173	259
Interest expense		
Repurchase agreements	8,983	1,483
Long-term debt secured by single-family properties	2,202	151
Long-term unsecured debt	5,742	5,112
Secured debt of consolidated VIEs	4,584	1,460
Total interest expense	<u>21,511</u>	<u>8,206</u>
Single-family property operating expenses	6,073	629
Net operating income	<u>21,872</u>	<u>16,954</u>
Investment and derivative gain (loss), net	2,587	(13,199)
General and administrative expenses		
Compensation and benefits	9,845	6,979
Other general and administrative expenses	5,070	4,725
Total general and administrative expenses	<u>14,915</u>	<u>11,704</u>
Income (loss) before income taxes	9,544	(7,949)
Income tax provision	4,118	1,566
Net income (loss)	5,426	(9,515)
Dividend on preferred stock	(2,784)	(2,916)
Net income (loss) available (attributable) to common stock	<u>\$ 2,642</u>	<u>\$ (12,431)</u>
Basic earnings (loss) per common share	<u>\$ 0.09</u>	<u>\$ (0.38)</u>
Diluted earnings (loss) per common share	<u>\$ 0.09</u>	<u>\$ (0.38)</u>
Weighted-average common shares outstanding (in thousands)		
Basic	28,717	32,312
Diluted	<u>29,243</u>	<u>32,312</u>

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Dollars in thousands)

	Series B Preferr ed Stock (#)	Series B Prefer red Amoun t (\$)	Series C Preferred Stock (#)	Series C Preferr ed Amoun t (\$)	Class A Common Stock (#)	Class A Amou nt (\$)	Additional Paid-In Capital	Accumulat ed Deficit	Total
Balances, December 31, 2020	336,27 3	\$ 7,933	1,117,03 4	\$ 27,356	33,517,01 8	\$ 335	\$ 2,040,91 8	\$ (1,830,27 2)	\$ 246,270
Net loss	—	—	—	—	—	—	—	\$ (9,515)	(9,515)
Issuance of Class A common stock under stock- based compensation plans	—	—	—	—	487,104	4	(4)	—	—
Forfeiture of Class A common stock under stock- based compensation plans	—	—	—	—	(22,000)	—	—	—	—
Repurchase of Class A common stock	—	—	—	—	(3,242,37 1)	(32)	(12,443)	—	(12,475)
Repurchase of Class A common stock under stock-based compensation plans	—	—	—	—	(62,820)	—	(239)	—	(239)
Issuance of preferred stock	37,337	919	—	—	—	—	—	—	919
Stock-based compensation	—	—	—	—	—	—	2,083	—	2,083
Dividends declared	—	—	—	—	—	—	—	(2,916)	(2,916)
Balances, December 31, 2021	373,61 0	\$ 8,852	1,117,03 4	\$ 27,356	30,676,93 1	\$ 307	\$ 2,030,31 5	\$ (1,842,70 3)	\$ 224,127

	Series B Preferr ed Stock (#)	Series B Prefer red Amoun t (\$)	Series C Preferred Stock (#)	Series C Preferr ed Amoun t (\$)	Class A Common Stock (#)	Class A Amount (\$)	Additional Paid-In Capital	Accumulat ed Deficit	Total
Balances, December 31, 2021	373,61 0	\$ 8,852	1,117,03 4	\$ 27,35 6	30,676,93 1	\$ 307	\$ 2,030,31 5	\$ (1,842,70 3)	\$ 224,127
Net income	—	—	—	—	—	—	—	5,426	5,426
Issuance of Class A common stock under stock- based compensation plans	—	—	—	—	404,746	4	(4)	—	—
Forfeiture of Class A common stock under stock- based compensation plans	—	—	—	—	(12,167)	—	—	—	—
Repurchase of Class A common stock	—	—	—	—	(2,794,57 4)	(29)	(9,287)	—	(9,316)
Repurchase of Class A common stock under stock-based compensation plans	—	—	—	—	(88,109)	—	(263)	—	(263)
Issuance of preferred stock	6,058	149	—	—	—	—	—	—	149
Repurchase of preferred stock	—	—	(159,901)	(3,53 6)	—	—	—	—	(3,536)
Stock-based compensation	—	—	—	—	—	—	3,537	—	3,537
Dividends declared	—	—	—	—	—	—	—	(2,784)	(2,784)
Balances, December 31, 2022	379,66 8	\$ 9,001	957,133	\$ 23,82 0	28,186,82 7	\$ 282	\$ 2,024,29 8	\$ (1,840,06 1)	\$ 217,340

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)

	Year Ended December 31,	
	2022	2021
Cash flows from operating activities		
Net income (loss)	\$ 5,426	\$ (9,515)
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities		
Investment and derivative (gain) loss, net	(2,587)	13,199
Net discount accretion	(11,747)	(4,791)
Other	5,932	2,472
Changes in operating assets		
Interest receivable	(957)	1,145
Other assets	37	(47)
Changes in operating liabilities		
Interest payable and other liabilities	1,562	2,163
Accrued compensation and benefits	959	65
Net cash (used in) provided by operating activities	<u>(1,375)</u>	<u>4,691</u>
Cash flows from investing activities		
Purchases of agency mortgage-backed securities	(674,581)	(607,659)
Purchases of credit securities	(128,779)	(51,934)
Purchases of MSR financing receivables	(83,393)	(101,808)
Purchases of single-family residential real estate	(135,997)	(61,188)
Purchases of loans	(4,914)	(29,967)
Proceeds from sales of agency mortgage-backed securities	654,294	830,524
Proceeds from sales of credit securities	18,788	54,545
Proceeds from sales of single-family residential real estate	157,857	—
Receipt of principal payments on agency mortgage-backed securities	34,230	64,982
Receipt of principal payments on credit securities	8,179	367
Receipt of principal payments on loans	433	45,271
Receipt of principal payments on mortgage loans of consolidated VIEs	40,453	87,746
Receipt of distributions on MSR financing receivables	75,177	5,667
Restricted cash balance of VIE upon consolidation	9,637	—
Proceeds from (payments for) derivatives and deposits, net	2,523	(204)
Other	8,623	5,526
Net cash (used in) provided by investing activities	<u>(17,470)</u>	<u>241,868</u>
Cash flows from financing activities		
Proceeds from (repayments of) repurchase agreements, net	68,886	(208,588)
Repayments of secured debt of consolidated VIEs	(43,711)	(93,319)
Repurchase of common stock	(9,316)	(12,475)
Repurchase of preferred stock	(3,535)	—
Proceeds from issuance of preferred stock	149	919
Proceeds from long-term debt secured by single-family properties	99,371	39,164
Issuance of long-term unsecured debt	—	36,305
Redemption of long-term unsecured debt	—	(23,821)
Repayments of long-term debt secured by single-family properties	(81,790)	—
Repurchase of long-term unsecured debt	—	(7)
Dividends paid	(2,783)	(2,916)
Net cash provided by (used in) financing activities	<u>27,271</u>	<u>(264,738)</u>
Net increase (decrease) in cash, cash equivalents and restricted cash	8,426	(18,179)
Cash, cash equivalents and restricted cash, beginning of year	21,786	39,965
Cash, cash equivalents and restricted cash, end of year	<u>\$ 30,212</u>	<u>\$ 21,786</u>
Supplemental cash flow information		
Cash payments for interest	\$ 19,162	\$ 7,907
Cash payments for income taxes	\$ 2,604	\$ —
Non-cash investing activity		
Assets of VIE upon consolidation	\$ 287,282	\$ —
Third-party assumption of long-term debt secured by single-family properties sold	\$ 56,810	\$ —
Non-cash financing activity		
Liabilities of VIE upon consolidation	\$ 266,697	\$ —

The accompanying notes are an integral part of these consolidated financial statements.

ARLINGTON ASSET INVESTMENT CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in thousands, except per share amounts)

Note 1. Organization and Nature of Operations

Arlington Asset Investment Corp. ("Arlington Asset") and its consolidated subsidiaries (unless the context otherwise provides, collectively, the "Company") is an investment firm that focuses primarily on investing in mortgage related assets and residential real estate. The Company's investment capital is currently allocated between mortgage servicing rights ("MSR") related assets, credit investments and agency mortgage-backed securities ("MBS").

The Company's MSR related assets represent investments for which the return is based on the economic performance of a pool of specific MSRs. The Company's credit investments generally include investments in mortgage loans secured by either residential or commercial real property or MBS collateralized by residential or commercial mortgage loans ("non-agency MBS") or asset-backed securities ("ABS") collateralized by residential solar panel loans. The Company's agency MBS consist of residential mortgage pass-through certificates for which the principal and interest payments are guaranteed by a U.S. government sponsored enterprise ("GSE"), such as the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac").

The Company also previously allocated investment capital to a strategy of investing in single-family residential ("SFR") properties that consisted of acquiring, leasing and operating single-family residential homes as rental properties. During 2022, the Company sold its portfolio of SFR properties and is currently no longer anticipating allocating capital to its SFR investment strategy.

The Company is a Virginia corporation. The Company is internally managed and does not have an external investment advisor.

The Company has elected to be taxed as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). As a REIT, the Company is required to distribute annually 90% of its REIT taxable income (subject to certain adjustments). So long as the Company continues to qualify as a REIT, it will generally not be subject to U.S. Federal or state corporate income taxes on its taxable income that it distributes to its shareholders on a timely basis. At present, it is the Company's intention to distribute 100% of its taxable income, although the Company will not be required to do so. The Company intends to make distributions of its taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year.

Note 2. Basis of Presentation

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and include the accounts of Arlington Asset and all other entities in which the Company has a controlling financial interest. All intercompany accounts and transactions have been eliminated in consolidation.

The preparation of financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect amounts reported in the consolidated financial statements. Although the Company bases these estimates and assumptions on historical experience and all other reasonably available information that the Company believes to be relevant under the circumstances, such estimates frequently require management to exercise significant subjective judgment about matters that are inherently uncertain. Actual results may differ materially from these estimates.

Certain prior period amounts in the consolidated financial statements and the accompanying notes may have been reclassified to conform to the current year's presentation. These reclassifications had no impact on the previously reported net income, total assets or total liabilities.

Note 3. Summary of Significant Accounting Policies

Cash Equivalents

Cash equivalents include demand deposits with banks, money market accounts and highly liquid investments with original maturities of three months or less. As of December 31, 2022 and 2021, approximately 84% and 67%, respectively, of the Company's cash equivalents were invested in money market funds that invest primarily in U.S. Treasuries and other securities backed by the U.S. government.

Investment Security Purchases and Sales

Purchases and sales of investment securities are recorded on the settlement date of the transfer unless the trade qualifies as a “regular-way” trade and the associated commitment qualifies for an exemption from the accounting guidance applicable to derivative instruments. A regular-way trade is an investment security purchase or sale transaction that is expected to settle within the period of time following the trade date that is prevalent or traditional for that specific type of security. Any amounts payable or receivable for unsettled security trades are recorded as “sold securities receivable” or “purchased securities payable” in the consolidated balance sheets.

Interest Income Recognition for Investments in Agency MBS, Mortgage Loans of Consolidated VIEs and Credit Securities of High Credit Quality

The Company recognizes interest income for its investments in agency MBS, mortgage loans of consolidated variable interest entities (“VIEs”) and credit securities that are considered to be of high credit quality (that is, those with a Standard & Poor’s rating of AA or higher or an equivalent rating from another rating agency) by applying the “interest method” permitted by GAAP, whereby purchase premiums and discounts are amortized and accreted, respectively, as an adjustment to contractual interest income accrued at each investment’s stated interest rate. The interest method is applied at the individual instrument level based upon each instrument’s effective interest rate. The Company calculates each instrument’s effective interest rate at the time of purchase or initial recognition by solving for the discount rate that equates the present value of that instrument’s remaining contractual cash flows (assuming no principal prepayments) to its purchase cost. Because each instrument’s effective interest rate does not reflect an estimate of future prepayments, the Company refers to this manner of applying the interest method as the “contractual effective interest method.” When applying the contractual effective interest method, as principal prepayments occur, a proportional amount of the unamortized premium or unaccreted discount is recognized in interest income such that the contractual effective interest rate on any remaining security or loan balance is unaffected.

For mortgage loans of consolidated VIEs, the Company ceases the accrual of interest income (i.e., places the loan in non-accrual status) when it believes collectability of principal and interest in full is not reasonably assured, which generally occurs when a loan is three or more monthly payments past due, unless the loan is well secured and in the process of collection based upon an individual loan assessment. Upon placing a loan in non-accrual status, any previously accrued but uncollected interest is derecognized and a corresponding reduction to current period interest income is recorded. While a loan is in non-accrual status, the Company recognizes interest income only when interest payments occur.

Interest Income Recognition for Investments in Other Credit Securities and MSR Financing Receivables

The Company recognizes interest income for its investments in credit securities (other than those considered to be of high credit quality) and MSR financing receivables by applying the prospective level-yield methodology required by GAAP for financial assets that are either not of high credit quality at the time of acquisition or can be contractually prepaid or otherwise settled in such a way that the Company would not recover substantially all of its recorded investment. The amount of periodic interest income recognized is determined by applying the investment’s effective interest rate to its amortized cost basis (or “reference amount”). At the time of acquisition, the investment’s effective interest rate is calculated by solving for the single discount rate that equates the present value of the Company’s best estimate of the amount and timing of the cash flows expected to be collected from the investment to its purchase cost. To prepare its best estimate of cash flows expected to be collected, the Company develops a number of assumptions about the future performance of the pool of loans that serve as collateral for its investment, including assumptions about the timing and amount of prepayments and credit losses. For investments in MSR financing receivables, the Company’s estimate of cash flows expected to be collected reflects all components of its mortgage servicing counterparty’s payment obligation, which is comprised of cash flows referenced to the monthly net cash flows of the underlying reference pool of MSRs net of (i) the counterparty’s periodic interest payments and principal repayments related to advances obtained via its third-party secured financing facility collateralized by MSRs to which the Company’s MSR financing receivables are referenced and (ii) fees payable to the counterparty. In each subsequent quarterly reporting period, the amount and timing of cash flows expected to be collected from the investment are re-estimated based upon current information and events. The following table provides a description of how periodic changes in the estimate of cash flows expected to be collected affect interest income recognition prospectively for investments in credit securities and MSR financing receivables:

Effect on Interest Income Recognition for Investments in Credit Securities and MSR Financing Receivables:

Scenario:

A positive change in cash flows occurs.

Actual cash flows exceed prior estimates and/or a positive change occurs in the estimate of expected remaining cash flows.

A revised effective interest rate is calculated and applied prospectively such that the positive change in cash flows is recognized as incremental interest income over the remaining life of the investment.

An adverse change in cash flows occurs.

Actual cash flows fall short of prior estimates and/or an adverse change occurs in the estimate of expected remaining cash flows.

The amount of periodic interest income recognized over the remaining life of the investment will be reduced accordingly. Generally, the investment's effective interest rate is reduced accordingly and applied on a prospective basis. However, if the revised effective interest rate is negative, the investment's existing effective interest rate is retained while the reference amount to which the existing effective interest rate will be prospectively applied is reduced to the present value of cash flows expected to be collected, discounted at the investment's existing effective interest rate.

Earnings (Loss) Per Share

Basic earnings (loss) per share includes no dilution and is computed by dividing net income or loss applicable to common stock by the weighted-average number of common shares outstanding for the respective period. Diluted earnings per share includes the impact of dilutive securities such as unvested shares of restricted stock, restricted stock units, and performance share units. The following table presents the computations of basic and diluted earnings (loss) per share for the periods indicated:

(Shares in thousands)	Year Ended December 31,	
	2022	2021
Basic weighted-average common shares outstanding	28,717	32,312
Performance share units, unvested restricted stock units, and unvested restricted stock	526	—
Diluted weighted-average common shares outstanding	29,243	32,312
Net income (loss) available (attributable) to common stock	\$ 2,642	\$ (12,431)
Basic earnings (loss) per common share	\$ 0.09	\$ (0.38)
Diluted earnings (loss) per common share	\$ 0.09	\$ (0.38)

The diluted loss per share for the year ended December 31, 2021 did not include the antidilutive effect of 314,376 shares of unvested shares of restricted stock, restricted stock units, and performance share units.

Other Significant Accounting Policies

The Company's other significant accounting policies are described in the following notes:

Investments in agency MBS, subsequent measurement	Note 4
Investments in credit securities, subsequent measurement	Note 5
Loans held for investment, subsequent measurement	Note 6
Investments in MSR financing receivables, subsequent measurement	Note 7
Investments in single-family residential properties	Note 8
Consolidation of variable interest entities	Note 9
Borrowings	Note 10
To-be-announced agency MBS transactions, including "dollar rolls"	Note 11
Derivative instruments	Note 11
Balance sheet offsetting	Note 12
Fair value measurements	Note 13
Income taxes	Note 14
Stock-based compensation	Note 17

Recent Accounting Pronouncements

The following table provides a brief description of recently issued accounting pronouncements and their actual or expected effect on the Company's consolidated financial statements:

Standard	Description	Date of Adoption	Effect on the Consolidated Financial Statements
Recently Issued Accounting Guidance Not Yet Adopted			
ASU Nos. 2020-04, 2021-01, and 2022-06, <i>Reference Rate Reform (Topic 848)</i>	<p>The amendments in these updates provide optional practical expedients and exceptions for applying GAAP to the modification of receivables, debt or lease contracts as well as cash flow and fair value hedge accounting relationships that reference a rate, such as the London Interbank Offered Rate ("LIBOR"), that is expected to be discontinued because of reference rate reform.</p> <p>The practical expedients and exceptions provided by these updates are effective from March 12, 2020 through December 31, 2024.</p>	Not yet adopted.	<p>To date, any modifications due to reference rate reform have not had a material impact to the Company.</p> <p>The Company has not elected to apply hedge accounting for financial reporting purposes.</p> <p>The Company does not currently expect the adoption of ASU Nos. 2020-04, 2021-01 and 2022-06 to have a material effect on its consolidated financial statements.</p>

Note 4. Investments in Agency MBS

The Company has elected to classify its investments in agency MBS as trading securities. Accordingly, the Company's investments in agency MBS are reported in the accompanying consolidated balance sheets at fair value. As of December 31, 2022 and 2021, the fair value of the Company's investments in agency MBS was \$443,540 and \$483,927, respectively. As of December 31, 2022 and 2021, all of the Company's investments in agency MBS represent undivided (or "pass-through") beneficial interests in specified pools of fixed-rate mortgage loans.

All periodic changes in the fair value of agency MBS that are not attributed to interest income are recognized as a component of "investment and derivative gain (loss), net" in the accompanying consolidated statements of comprehensive income. The following table provides additional information about the gains and losses recognized as a component of "investment and derivative gain (loss), net" in the Company's consolidated statements of comprehensive income for the periods indicated with respect to investments in agency MBS:

	Year Ended December 31,	
	2022	2021
Net gains (losses) recognized in earnings for:		
Agency MBS still held at period end	\$ (21,522)	\$ (15,116)
Agency MBS sold during the period	(32,365)	(13,249)
Total	\$ (53,887)	\$ (28,365)

The Company also invests in and finances fixed-rate agency MBS on a generic pool basis through sequential series of to-be-announced security transactions commonly referred to as "dollar rolls." Dollar rolls are accounted for as a sequential series of derivative instruments. Refer to "Note 11. Derivative Instruments" for further information about dollar rolls.

Note 5. Investments in Credit Securities

The Company has elected to classify its investments in credit securities as trading securities. Accordingly, the Company's investments in credit securities are reported in the accompanying consolidated balance sheets at fair value. As of December 31, 2022 and 2021, the fair value of the Company's investments in credit securities was \$104,437 and \$26,222, respectively. As of December 31, 2022, the Company's investments in credit securities primarily consist of non-agency MBS collateralized by pools of business purpose residential mortgage loans or commercial mortgage loans and ABS collateralized by pools of residential solar panel loans.

All periodic changes in the fair value of credit securities that are not attributed to interest income are recognized as a component of "investment and derivative gain (loss), net" in the accompanying consolidated statements of comprehensive income. The following

table provides additional information about the gains and losses recognized as a component of “investment and derivative gain (loss), net” in the Company’s consolidated statements of comprehensive income for the periods indicated with respect to investments in credit securities:

	Year Ended December 31,	
	2022	2021
Net gains (losses) recognized in earnings for:		
Credit securities still held at period end	\$ (3,383)	\$ (375)
Credit securities sold during the period	(1,036)	1,511
Total	<u>\$ (4,419)</u>	<u>\$ 1,136</u>

Note 6. Loans Held for Investment

As of December 31, 2022 and 2021, the Company held a loan secured by a first lien position in healthcare facilities and guaranteed by the operator of the facilities with an outstanding principal balance of \$29,264 and \$29,697, respectively. The loan bears interest at a floating note rate equal to SOFR plus 5.61%. The original maturity date of the loan was March 23, 2022 with a one-year extension available at the option of the borrower. On March 23, 2022, the borrower exercised its one-year extension option resulting in a new maturity date of March 23, 2023. The loan has monthly principal amortization based upon a 30-year amortization schedule with the remaining principal balance due at loan maturity.

As of December 31, 2022 and 2021, the Company was party to a participation agreement pursuant to which the Company has committed to fund up to \$30,000 of a \$130,000 revolving credit facility that matures on July 7, 2024. Under the terms of the participation agreement, the Company funds the last \$30,000 of advances under the revolving credit facility. Any draws under the revolving credit facility bear interest at SOFR plus 3.86% with a SOFR floor of 1.00% and are secured by a first lien on all accounts receivable and a second lien on all other assets of the borrower. The borrower is also required to pay an unused commitment fee of 0.50%. As of December 31, 2022 and 2021, the Company’s funded loan advances were \$4,914 and \$0, respectively, which are included in the line item “other assets” in the accompanying consolidated balance sheets. As of December 31, 2022 and 2021, the Company’s unfunded commitment was \$25,086 and \$30,000, respectively. Subsequent to December 31, 2022, the Company’s loan advances were repaid in full.

The Company has elected to account for its loans held for investment at fair value on a recurring basis with periodic changes in fair value recognized as a component of “investment and derivative gain (loss), net” in the accompanying consolidated statements of comprehensive income. As of December 31, 2022 and 2021, the Company’s loans held for investment were \$34,178 and \$29,697, respectively, at fair value. The Company recognizes interest income on its loans held for investment based upon the effective interest rate of the loans which is equal to the contractual note rate of each loan.

Note 7. Investments in MSR Financing Receivables

The Company does not hold the requisite licenses to purchase or hold MSRs directly. However, the Company has entered into agreements with a licensed, GSE approved residential mortgage loan servicer that enable the Company to garner the economic return of an investment in an MSR purchased by the mortgage servicing counterparty through an MSR financing transaction. Under the terms of the arrangement, for an MSR acquired by the mortgage servicing counterparty (i) the Company purchases the “excess servicing spread” from the mortgage servicer counterparty, entitling the Company to monthly distributions of the servicing fees collected by the mortgage servicing counterparty in excess of 12.5 basis points per annum (and to distributions of corresponding proceeds of sale of the MSRs), and (ii) the Company funds the balance of the MSR purchase price to the parent company of the mortgage servicing counterparty and, in exchange, has an unsecured right to payment of certain amounts determined by reference to the MSR, generally equal to the servicing fee revenue less the excess servicing spread and the costs of servicing (and to distributions of corresponding proceeds of sale of the MSRs), net of fees earned by the mortgage servicing counterparty and its affiliates including an incentive fee equal to a percentage of the total return of the MSR in excess of a hurdle rate of return. The Company has committed to invest a total minimum of \$50,000 in capital with the counterparty with \$25,000 of the minimum commitment expiring on December 31, 2023 and \$25,000 of the minimum commitment expiring on April 1, 2024. As of December 31, 2022, the Company has fully funded its minimum capital commitment.

Under the arrangement, the Company is obligated to provide funds to the mortgage servicing counterparty to fund the counterparty’s advances of payments on the serviced pool of mortgage loans. The mortgage servicing counterparty is required to return to the Company subsequent servicing advances collected from the underlying borrowers. The mortgage servicing counterparty is entitled to reimbursement from the GSEs of any servicing advances that are not subsequently collected from the underlying borrowers. As of December 31, 2022 and 2021, the Company had provided funds of \$6,046 and \$3,731, respectively, to its mortgage servicing counterparty related to the counterparty’s servicing advances made pursuant to the MSRs to which the Company’s MSR financing receivables are referenced.

As a means to increase potential returns to the Company, at the Company's election, it can request the mortgage servicing counterparty utilize leverage on the MSRs to which the Company's MSR financing receivables are referenced to finance the purchase of additional MSRs. As of December 31, 2022 and 2021, the Company's counterparty had drawn \$7,863 and \$40,398, respectively, of financing secured by the MSRs to which the Company's MSR financing receivables are referenced.

The Company accounts for transactions executed under its arrangement with the mortgage servicing counterparty as financing transactions and reflects the associated financing receivables in the line item "MSR financing receivables" on its consolidated balance sheets. The Company has elected to account for its MSR financing receivables at fair value with changes in fair value that are not attributed to interest income recognized as a component of "investment and derivative gain (loss), net" in the accompanying consolidated statements of comprehensive income. As described in further detail in "Note 3. Summary of Significant Accounting Policies," the Company recognizes interest income for MSR financing receivables by applying the prospective level-yield methodology required by GAAP for financial assets that are either not of high credit quality at the time of acquisition or can be contractually prepaid or otherwise settled in such a way that the Company would not recover substantially all of its recorded investment.

As of December 31, 2022 and 2021, the fair value of the Company's investments in MSR financing receivables was \$180,365 and \$125,018, respectively. The following table presents activity related to the carrying value of the Company's investments in MSR financing receivables for the periods indicated:

	Year Ended December 31,	
	2022	2021
Balance at period beginning	\$ 125,018	\$ 9,346
Capital investments	83,392	100,873
Capital distributions	(75,176)	(5,666)
Accretion of interest income	15,419	6,282
Changes in valuation inputs and assumptions	31,712	14,183
Balance at period end	<u>\$ 180,365</u>	<u>\$ 125,018</u>

Note 8. Investments in Single-Family Residential Properties

The Company previously allocated investment capital to a strategy of investing in SFR properties that consisted of acquiring, leasing and operating single-family residential homes as rental properties. During 2022, the Company sold its portfolio of SFR properties and is currently no longer anticipating allocating capital to its SFR investment strategy. The Company conducted its SFR investment strategy through a wholly-owned subsidiary, McLean SFR Investment, LLC ("McLean SFR").

To execute its strategy of investing in SFR properties, the Company entered into an agreement with a third-party investment advisory firm to identify, acquire and manage investments in SFR properties on behalf of the Company. Under the terms of the agreement, the Company had committed to fund up to \$55,000 of capital to fund the acquisition of SFR properties. On January 18, 2023, the Company's capital commitment amount was reduced to zero as a result of its sale of its remaining portfolio of SFR properties on December 1, 2022. Under the terms of its agreement, the Company is obligated to pay the third-party firm a minimum fee plus an incentive fee equal to a percentage of the total investment return in excess of a hurdle rate of return. If the Company were to terminate the agreement with the third-party investment firm, the Company would incur a termination fee equal to a fixed amount less inception to date minimum fees paid to the third-party firm. As of December 31, 2022, the Company expects to terminate its agreement with the third-party investment firm. Accordingly, the Company accrued a termination fee as of December 31, 2022.

The Company's investments in SFR properties were initially recognized on the settlement date of their acquisition at cost. The Company allocated the initial acquisition cost of each property to land and building on the basis of their relative fair values at the time of acquisition. To determine the relative fair value of land and building at the time of acquisition, the Company used available market data, such as property specific county tax assessment records.

Subsequent to the acquisition of a property, expenditures which improved or extended the life of the property were capitalized as a component of the property's cost basis. Expenditures for ordinary maintenance and repairs were recognized as an expense as incurred and were reported as a component of "single-family property operating expenses" in the Company's consolidated statements of comprehensive income.

The Company subsequently recognized depreciation of each property's buildings and capitalized improvements over the expected useful lives of those assets. The Company calculated depreciation on a straight-line basis over a useful life of 27.5 years for buildings and useful lives ranging from five to 27.5 years for capitalized improvements. The Company reported depreciation expense as a component of "single-family property operating expenses" in the Company's consolidated statements of comprehensive income.

Pursuant to its SFR investment strategy, the Company leased its SFR properties to tenants who occupied the properties. The leases generally had terms of one year or more and were classified as operating leases. Rental revenue, net of any concessions, was

recognized over the term of each lease on a straight-line basis. If the Company determined that collectability of lease payments was not probable, any lease receivables previously recognized were reversed and rental revenue was limited to cash received.

Costs directly associated with the origination of a lease, such as a commission paid to a property manager when a lease agreement was obtained, were deferred at the commencement of the lease and subsequently recognized ratably as an expense over the lease term, consistent with the recognition of rental revenue from the lease. The ratable expense recognition of lease direct costs was reported as a component of “single-family property operating expenses” in the Company’s consolidated statements of comprehensive income. In addition to the expense items previously mentioned, “single-family property operating expenses” also included accruals for, but not limited to, third-party property management fees, local real estate tax assessments, utilities, homeowners’ association dues and property insurance.

The Company evaluated its SFR properties for impairment whenever circumstances indicated that their carrying amounts may not be recoverable. Significant indicators of potential impairment included, but were not limited to, declines in home values, adverse changes in rental or occupancy rates and relevant unfavorable changes in the broader economy. If indicators of potential impairment existed, the Company performed a recoverability test by comparing the property’s net carrying amount to its estimate of the undiscounted future net cash flows expected to be obtained from the use and eventual disposition of the property. If the property’s carrying amount exceeded the Company’s estimate of the undiscounted future net cash flows expected to be obtained from the property, the Company would have recognized an impairment loss equal to the amount that the property’s net carrying amount exceeded the property’s estimated fair value.

From time to time, the Company identified SFR properties to be sold. At the time that any such properties were identified, the Company performed an evaluation to determine whether or not such properties should be classified as held for sale. Factors considered as part of the Company’s held for sale evaluation process included whether the following conditions had been met: (i) the Company had committed to a plan to sell a property; (ii) the property was immediately available for sale in its present condition; (iii) an active program to locate a buyer and other actions required to complete the plan to sell a property had been initiated; (iv) the sale of a property was probable within one year (generally determined based upon listing for sale); (v) the property was being actively marketed for sale at a price that was reasonable in relation to its current fair value; and (vi) actions required to complete the plan indicated that it is unlikely that significant changes to the plan would be made or that the plan would be withdrawn. To the extent that these factors were all present, the Company ceased depreciating the property, measured the property at the lower of its carrying amount or its fair value less estimated costs to sell, and presented the property separately on its consolidated balance sheets.

On August 19, 2022, the Company completed a sale of 371 SFR properties for a gross sale price of \$130,026 for a gain of \$14,391 that is net of accrued incentive fees to the Company’s third-party investment firm.

On December 1, 2022, the Company completed a sale of McLean SFR, which included all of the Company’s remaining investments in SFR properties and its long-term debt facility secured by SFR properties, for a gross sale price of \$87,050, including the assumption of the debt liability (see Note 10 “Borrowings”), for a gain of \$1,789 that is net of accrued incentive fees and termination fees to the Company’s third-party investment advisory firm.

During the year ended December 31, 2022 and 2021, the Company recognized \$2,176 and \$299, respectively, of depreciation expense related to its SFR properties. The following table summarizes the Company’s net carrying amount of its SFR properties by component as of the dates indicated:

	December 31, 2022	December 31, 2021
Investments in single-family residential real estate:		
Land	\$ —	\$ 10,128
Buildings and improvements	—	51,060
Investments in single-family residential real estate, at cost	—	61,188
Less: accumulated depreciation	—	(299)
Investments in single-family residential real estate, net	<u>\$ —</u>	<u>\$ 60,889</u>

Note 9. Consolidation of Variable Interest Entities

The vehicles that issue the Company’s investments in securitized mortgage assets are considered VIEs. The Company is required to consolidate any VIE in which it holds a variable interest if it determines that it holds a controlling financial interest in the VIE and is, therefore, determined to be the primary beneficiary of the VIE. The Company is determined to be the primary beneficiary of a VIE in which it holds a variable interest if it both (i) holds the power to direct the activities that most significantly impact the VIE’s economic performance and (ii) has the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. The economic performance of the trusts that issue the Company’s investments in securitized mortgage assets is most significantly impacted by the performance of the mortgage loans that are held by the trusts. The party that is determined to have the most power to direct the loss mitigation actions that are taken with respect to delinquent or otherwise troubled mortgage loans held

by the trust is, therefore, deemed to hold the most power to direct the activities that most significantly impact the trust's economic performance. As a passive investor, the Company does not have the power to direct the loss mitigation activities of most of the trusts that have issued its securitized mortgage assets.

On September 30, 2020, the Company acquired for \$10,693 an investment that represents a majority interest in the first loss position of a securitized pool of business purpose residential mortgage loans. As majority holder of the first loss position, the Company is required to approve any material loss mitigation action proposed by the servicer with respect to a troubled loan. The Company also has the option (but not the obligation) to purchase delinquent loans from the trust. As a result of these contractual rights, the Company determined that it is the party with the most power to direct the loss mitigation activities and, therefore, the economic performance of the trust. As holder of the majority of the first loss position issued by the trust, the Company has the obligation to absorb losses or the right to receive benefits that could potentially be significant to the trust. Accordingly, the Company determined that it is the primary beneficiary of the trust and consolidated the trust's assets and liabilities owed to third parties onto its consolidated balance sheets.

On February 3, 2022, the Company acquired for \$20,585 investments in the first loss position and the excess interest-only strip of a securitized pool of recently originated, performing "non-qualified" residential mortgage loans. The Company's investment in the excess interest-only strip provides it with the option (but not the obligation) to purchase delinquent loans from the trust. As a result of this contractual right, the Company determined that it has the power to circumvent the loss mitigation activities that would otherwise be performed by the servicer and, therefore, is the party with the most power to impact the economic performance of the trust. As a result of its investments, the Company also has the obligation to absorb losses or the right to receive benefits that could potentially be significant to the trust. Accordingly, the Company determined that it is the primary beneficiary of the trust and consolidated the trust's assets and liabilities owed to third parties onto its consolidated balance sheets.

The carrying values of the assets and liabilities of the consolidated VIEs, net of elimination entries, are as follows as of the dates indicated:

	December 31, 2022		
	VIE of Business Purpose Residential Mortgage Loans	VIE of Residential Mortgage Loans	Total
Cash of consolidated VIEs	\$ 296	\$ —	\$ 296
Restricted cash of consolidated VIEs ⁽¹⁾	16	2,175	2,191
Mortgage loans of consolidated VIEs, at fair value	2,320	191,637	193,957
Other assets of consolidated VIEs	1,389	678	2,067
Secured debt of consolidated VIEs, at fair value	(200)	(169,145)	(169,345)
Other Liabilities of consolidated VIEs	(1)	(261)	(262)
Net investment in consolidated VIEs	\$ 3,820	\$ 25,084	\$ 28,904

(1) Restricted cash represents cash collected by the trust that must be used solely to satisfy the liabilities of the VIE owed to third-parties in the month following collection.

	December 31, 2021		
	VIE of Business Purpose Residential Mortgage Loans	VIE of Residential Mortgage Loans	Total
Cash of consolidated VIEs	\$ 2,118	\$ —	\$ 2,118
Restricted cash of consolidated VIEs ⁽¹⁾	111	—	111
Mortgage loans of consolidated VIEs, at fair value	7,442	—	7,442
Other assets of consolidated VIEs	547	—	547
Secured debt of consolidated VIEs, at fair value	(508)	—	(508)
Other Liabilities of consolidated VIEs	(2)	—	(2)
Net investment in consolidated VIEs	\$ 9,708	\$ —	\$ 9,708

(1) Restricted cash represents cash collected by the trust that must be used solely to satisfy the liabilities of the VIE owed to third-parties in the month following collection.

The debt of the Company's consolidated VIEs have recourse solely to the assets of the respective VIE; it has no recourse to the general credit of the Company.

Consolidated VIE of Business Purpose Residential Mortgage Loans

The pool of business purpose residential mortgage loans and the third-party held debt obligations of the consolidated VIE had aggregate unpaid principal balances of \$2,462 and \$210, respectively, as of December 31, 2022. The pool of business purpose residential mortgage loans and the third-party held debt obligations of the consolidated VIE had aggregate unpaid principal balances of \$7,687 and \$520, respectively, as of December 31, 2021. The trust is contractually entitled to receive monthly interest payments on each underlying mortgage loan net of a loan-specific servicing and asset management fee that is not remitted to the trust but is, rather, retained by the servicer. As of December 31, 2022 and 2021, the weighted average net note rate to which the VIE was entitled was 6.02% and 6.05%, respectively.

The pool of business purpose residential mortgage loans held by the consolidated VIE consists of fixed-rate, short-term, interest-only mortgage loans (with the full amount of principal due at maturity) made to professional real estate investors and are secured by first lien positions in non-owner occupied residential real estate. The properties that secure these mortgage loans often require construction, repair or rehabilitation. The repayment of the mortgage loans is often largely based on the ability of the borrower to sell the mortgaged property or to convert the property for rental purposes and obtain refinancing in the form of a longer-term loan.

Consolidated VIE of Residential Mortgage Loans

The pool of mortgage loans and the third-party held debt obligations of the consolidated VIE had aggregate unpaid principal balances of \$227,901 and \$227,596, respectively, as of December 31, 2022. As of December 31, 2022, the weighted average contractual interest rates of the loans and consolidated debt held by third parties were 4.77% and 1.38%, respectively.

The pool of mortgage loans of the consolidated VIE consists of performing, first lien “non-qualified” residential mortgage loans. “Non-qualified” residential mortgage loans are loans that do not fully comply with the “ability-to-repay” rule and related guidelines of the Truth-in-Lending Act established by the Consumer Finance Protection Bureau pursuant to the authority granted under the Dodd-Frank Act. A “qualified” residential mortgage loan (i.e., a residential mortgage loan that fully complies with the “ability-to-repay” rule of the Truth-in-Lending Act) must meet certain debt-to-income ratio requirements and cannot have certain features, such as an interest-only period, negative amortization, balloon payments or terms longer than 30 years. Qualified mortgage loans have limited upfront fees and points and, generally, cannot have prepayment penalties except for limited circumstances. Lenders of qualified mortgage loans are afforded certain legal protections not available to non-qualified mortgage loan lenders.

Accounting for Consolidated VIEs

The Company has elected to account for the mortgage loans and debt of its consolidated VIEs at fair value with changes in fair value that are not attributed to interest income or interest expense, respectively, recognized as a component of “investment and derivative gain (loss), net” in the accompanying consolidated statements of comprehensive income.

As described in further detail in “Note 3. Summary of Significant Accounting Policies,” the Company recognizes interest income for the mortgage loans of its consolidated VIEs by applying the “interest method” permitted by GAAP, whereby the premium or discount recognized at the initial recognition of each loan is amortized or accreted as an adjustment to contractual interest income accrued at the loan’s contractual interest rate. The Company ceases the accrual of interest income for a mortgage loan (i.e., places the loan in non-accrual status) when it believes collectability of principal and interest in full is not reasonably assured, which generally occurs when a loan is three or more monthly payments past due, unless the loan is well secured and in the process of collection based upon an individual loan assessment. Upon placing a loan in non-accrual status, any previously accrued but uncollected interest is derecognized and a corresponding reduction to current period interest income is recorded.

The following table presents information about the accrual status of the loans of the Company’s consolidated VIE of business purpose residential mortgage loans as of December 31, 2022:

	Aggregate Unpaid Principal Balance	Difference
	Aggregate Fair Value	
Less than 90 days past due and in accrual status	\$ —	\$ —
90 days or more past due and in non-accrual status	2,320	2,462
Total mortgage loans of consolidated VIE	<u>\$ 2,320</u>	<u>\$ 2,462</u>
		(142)

The following table presents information about the accrual status of the loans of the Company’s consolidated VIE of residential mortgage loans as of December 31, 2022:

	Aggregate Fair Value	Aggregate Unpaid Principal Balance	Difference
Less than 90 days past due and in accrual status	\$ 190,842	\$ 226,955	\$ (36,113)
90 days or more past due and in non-accrual status	795	946	(151)
Total mortgage loans of consolidated VIE	\$ 191,637	\$ 227,901	\$ (36,264)

Note 10. Borrowings

Repurchase Agreements

The Company finances the purchase of mortgage investments through repurchase agreements, which are accounted for as collateralized borrowing arrangements. In a repurchase transaction, the Company sells a mortgage investment to a counterparty under a master repurchase agreement in exchange for cash and concurrently agrees to repurchase the same asset at a future date in an amount equal to the cash initially exchanged plus an agreed-upon amount of interest. Mortgage investments sold under agreements to repurchase remain on the Company's consolidated balance sheets because the Company maintains effective control over such assets throughout the duration of the arrangement. Throughout the contractual term of a repurchase agreement, the Company recognizes a "repurchase agreement" liability on its consolidated balance sheets to reflect the obligation to repay to the counterparty the proceeds received upon the initial transfer of the mortgage investment. The difference between the proceeds received by the Company upon the initial transfer of the mortgage investment and the contractually agreed-upon repurchase price is recognized as interest expense ratably over the term of the repurchase arrangement.

Amounts borrowed pursuant to repurchase agreements are equal in value to a specified percentage of the fair value of the pledged collateral. The Company retains beneficial ownership of the pledged collateral throughout the term of the repurchase agreement. The counterparty to the repurchase agreements may require that the Company pledge additional securities or cash as additional collateral to secure borrowings when the value of the collateral declines.

The Company's MBS repurchase agreement arrangements generally carry a fixed rate of interest and are short-term in nature with contract durations generally ranging from 30 to 60 days, but may be as short as one day or as long as one year. The Company's mortgage loan repurchase agreement arrangement has a maturity date of August 23, 2023 and an interest rate that resets monthly at a rate equal to SOFR plus 2.61%. Under the terms of the Company's mortgage loan repurchase agreement, the Company may request extensions of the maturity date of the agreement for up to 364 days, subject to the lender's approval.

As of December 31, 2022 and 2021, the Company had no amount at risk with a single repurchase agreement counterparty or lender greater than 10% of equity. The following table provides information regarding the Company's outstanding repurchase agreement borrowings as of the dates indicated:

	December 31, 2022	December 31, 2021
Agency MBS repurchase financing:		
Repurchase agreements outstanding	\$ 406,072	\$ 425,836
Agency MBS collateral, at fair value ⁽¹⁾	425,023	447,979
Net amount ⁽²⁾	18,951	22,143
Weighted-average rate	4.47%	0.14%
Weighted-average term to maturity	12.0 days	13.0 days
Non-agency MBS repurchase financing:		
Repurchase agreements outstanding	\$ 88,953	\$ —
MBS collateral, at fair value	98,933	—
Net amount ⁽²⁾	9,980	—
Weighted-average rate	5.02%	—
Weighted-average term to maturity	20.0 days	—
Mortgage loans repurchase financing:		
Repurchase agreements outstanding	\$ 20,485	\$ 20,788
Mortgage loans collateral, at fair value	29,264	29,697
Net amount ⁽²⁾	8,779	8,909
Weighted-average rate	6.84%	2.60%
Weighted-average term to maturity	235.0 days	319.0 days
Total mortgage investments repurchase financing:		
Repurchase agreements outstanding	\$ 515,510	\$ 446,624
Mortgage investments collateral, at fair value ⁽¹⁾	553,220	477,676
Net amount ⁽²⁾	37,710	31,052
Weighted-average rate	4.66%	0.25%
Weighted-average term to maturity	22.2 days	27.2 days



- (1) As of December 31, 2021, includes \$28,219 at sale price of unsettled agency MBS sale commitments which is included in the line item "sold securities receivable" in the accompanying consolidated balance sheets.
- (2) Net amount represents the value of collateral in excess of corresponding repurchase obligation. The amount of collateral at-risk is limited to the outstanding repurchase obligation and not the entire collateral balance.

The following table provides information regarding the Company's outstanding repurchase agreement borrowings during the years ended December 31, 2022 and 2021:

	December 31, 2022	December 31, 2021
Weighted-average outstanding balance	\$ 388,890	\$ 575,615
Weighted-average rate	2.28%	0.25%

Long-Term Unsecured Debt

As of December 31, 2022 and 2021, the Company had \$86,405 and \$85,994, respectively, of outstanding long-term unsecured debentures, net of unamortized debt issuance costs of \$1,276 and \$1,687, respectively. The Company's long-term unsecured debentures consisted of the following as of the dates indicated:

	December 31, 2022			December 31, 2021		
	Senior Notes Due 2025	Senior Notes Due 2026	Trust Preferred Debt	Senior Notes Due 2025	Senior Notes Due 2026	Trust Preferred Debt
Outstanding Principal	\$ 34,931	\$ 37,750	\$ 15,000	\$ 34,931	\$ 37,750	\$ 15,000
Annual Interest Rate	6.75%	6.000% 2.25 - 3.00 %	LIBOR+	6.75%	6.000% 2.25 - 3.00 %	LIBOR+
Interest Payment Frequency	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly
Weighted-Average Interest Rate	6.75%	6.000%	6.83%	6.75%	6.000%	2.87%
Maturity	March 15, 2025	August 1, 2026	2033 - 2035	March 15, 2025	August 1, 2026	2033 - 2035

During the year ended December 31, 2021, the Company repurchased \$7 in principal balance of Senior Notes due 2023 for a purchase price of \$7. There were no repurchases of Senior Notes due 2025 and Senior Notes due 2026 during the years ended December 31, 2022 and 2021.

On July 15, 2021, the Company completed a public offering of \$37,750 of 6.00% Senior Notes due 2026 and received net proceeds of \$36,570 after deducting underwriter discounts. On August 6, 2021, the Company redeemed all \$23,821 in principal amount of its outstanding Senior Notes due 2023 at a redemption price of 100% of the principal amount plus unpaid interest thereon.

The Senior Notes due 2025 and the Senior Notes due 2026 are publicly traded on the New York Stock Exchange under the ticker symbols "AIC" and "AAIN," respectively. The Senior Notes due 2025 and Trust Preferred Debt may be redeemed in whole or in part at any time and from time to time at the Company's option at a redemption price equal to the principal amount plus accrued and unpaid interest. The Senior Notes due 2026 may be redeemed in whole or in part at any time and from time to time at the Company's option on or after August 1, 2023 at a redemption price equal to the principal amount plus accrued and unpaid interest. The indenture governing the Senior Notes contains certain covenants, including limitations on the Company's ability to merge or consolidate with other entities or sell or otherwise dispose of all or substantially all of the Company's assets.

Long-Term Debt Secured by Single-family Residential Real Estate

On September 28, 2021, McLean SFR, a wholly-owned subsidiary of Arlington Asset, entered into a loan agreement with a third-party lender to fund McLean SFR's purchases of SFR properties. As a result of the sale of McLean SFR on December 1, 2022, the obligations under the loan agreement were assumed by the acquirer of McLean SFR (see Note 8 "Investments in Single-Family Residential Properties").

Under the terms of the loan agreement, loan advances were available to be drawn up to 74% of the fair value of eligible SFR properties up to a maximum loan amount of \$150,000. Advances under the loan agreement were able to be drawn during the advance period, which would end on the earlier of the date the outstanding principal balance equals the maximum loan amount or March 28, 2023. The outstanding principal balance was due on October 9, 2026 and advances under the loan agreement bore interest at a fixed rate of 2.76%. The loan was secured by a first priority interest in all the assets of McLean SFR and a first priority pledge of the equity interest of McLean SFR. As of December 31, 2021, the outstanding balance was \$39,178, net of unamortized debt issuance costs of \$264.

Note 11. Derivative Instruments

In the normal course of its operations, the Company is a party to financial instruments that are accounted for as derivative instruments. Derivative instruments are recorded at fair value as either “other assets” or “other liabilities” in the consolidated balance sheets, with all periodic changes in fair value reflected as a component of “investment and derivative gain (loss), net” in the consolidated statements of comprehensive income. Cash receipts or payments related to derivative instruments are classified as investing activities within the consolidated statements of cash flows.

Types and Uses of Derivative Instruments

Interest Rate Hedging Instruments

The Company is party to interest rate hedging instruments that are intended to economically hedge changes, attributable to changes in benchmark interest rates, in agency MBS and MSR financing receivable fair values and future interest cash flows on the Company’s short-term financing arrangements. Interest rate hedging instruments may include centrally cleared interest rate swaps, exchange-traded instruments, such as U.S. Treasury note futures, Eurodollar futures, interest rate swap futures and options on futures, and non-exchange-traded instruments such as options on agency MBS. While the Company uses its interest rate hedging instruments to economically hedge a portion of its interest rate risk, it has not designated such contracts as hedging instruments for financial reporting purposes.

The Company exchanges cash “variation margin” with the counterparties to its interest rate hedging instruments on a daily basis based upon daily changes in fair value as measured by the Chicago Mercantile Exchange (“CME”), the central clearinghouse through which those instruments are cleared. In addition, the CME requires market participants to deposit and maintain an “initial margin” amount which is determined by the CME and is generally intended to be set at a level sufficient to protect the CME from the maximum estimated single-day price movement in that market participant’s contracts. However, futures commission merchants may require “initial margin” in excess of the CME’s requirement. Receivables recognized for the right to reclaim cash initial margin posted in respect of interest rate hedging instruments are included in the line item “deposits” in the accompanying consolidated balance sheets.

The daily exchange of variation margin associated with a centrally cleared or exchange-traded hedging instrument is legally characterized as the daily settlement of the instrument itself, as opposed to a pledge of collateral. Accordingly, the Company accounts for the daily receipt or payment of variation margin associated with its interest rate swaps and futures as a direct reduction to the carrying value of the derivative asset or liability, respectively. The carrying amount of interest rate swaps and futures reflected in the Company’s consolidated balance sheets is equal to the unsettled fair value of such instruments; because variation margin is exchanged on a one-day lag, the unsettled fair value of such instruments generally represents the change in fair value that occurred on the last trading day of the reporting period.

To-Be-Announced Agency MBS Transactions, Including “Dollar Rolls”

In addition to interest rate hedging instruments that are used for interest rate risk management, the Company is a party to derivative instruments that economically serve as investments, such as forward commitments to purchase fixed-rate “pass-through” agency MBS on a non-specified pool basis, which are known as to-be-announced (“TBA”) securities. A TBA security is a forward commitment for the purchase or sale of a fixed-rate agency MBS at a predetermined price, face amount, issuer, coupon, and stated maturity for settlement on an agreed upon future date. The specific agency MBS that will be delivered to satisfy the TBA trade is not known at the inception of the trade. The specific agency MBS to be delivered is determined 48 hours prior to the settlement date. The Company accounts for TBA securities as derivative instruments because the Company cannot assert that it is probable at inception and throughout the term of an individual TBA commitment that its settlement will result in physical delivery of the underlying agency MBS, or the individual TBA commitment will not settle in the shortest time period possible.

The Company’s agency MBS investment portfolio may include net purchase (or “net long”) positions in TBA securities, which are primarily the result of executing sequential series of “dollar roll” transactions. The Company executes dollar roll transactions as a means of investing in and financing non-specified fixed-rate agency MBS. Such transactions involve effectively delaying (or “rolling”) the settlement of a forward purchase of a TBA agency MBS by entering into an offsetting sale with the same counterparty prior to the settlement date, net settling the “paired-off” positions in cash, and contemporaneously entering, with the same counterparty, another forward purchase of a TBA agency MBS of the same characteristics for a later settlement date. TBA securities purchased for a forward settlement month are generally priced at a discount relative to TBA securities sold for settlement in the current month. This discount, often referred to as the dollar roll “price drop,” reflects compensation for the net interest income (interest income less financing costs) that is foregone as a result of economically relinquishing beneficial ownership of the MBS for the duration of the dollar roll (also known as “dollar roll income”). By executing a sequential series of dollar roll transactions, the Company is able to create the economic experience of investing in an agency MBS, financed with a repurchase agreement, over a period of time. Forward purchases and sales of TBA securities are accounted for as derivative instruments in the Company’s financial

statements. Accordingly, dollar roll income is recognized as a component of “investment and derivative gain (loss), net” along with all other periodic changes in the fair value of TBA commitments.

In addition to transacting in net long positions in TBA securities for investment purposes, the Company may also, from time to time, transact in net sale (or “net short”) positions in TBA securities for the purpose of economically hedging a portion of the sensitivity of the fair value of the Company’s investments in agency MBS to changes in interest rates.

In addition to TBA transactions, the Company may, from time to time, enter into commitments to purchase or sell specified agency MBS that do not qualify as regular-way security trades. Such commitments are also accounted for as derivative instruments.

Under the terms of commitments to purchase or sell TBAs or specified agency MBS, the daily exchange of variation margin may occur based on changes in the fair value of the underlying agency MBS if a party to the transaction demands it. Receivables recognized for the right to reclaim cash collateral posted by the Company in respect of agency MBS purchase or sale commitments is included in the line item “deposits” in the accompanying consolidated balance sheets. Liabilities recognized for the obligation to return cash collateral received by the Company in respect of agency MBS purchase or sale commitments is included in the line item “other liabilities” in the accompanying consolidated balance sheets.

Derivative Instrument Population and Fair Value

The following table presents the fair value of the Company’s derivative instruments as of the dates indicated:

	December 31, 2022		December 31, 2021	
	Assets	Liabilities	Assets	Liabilities
Interest rate swaps	\$ 8	\$ —	\$ —	\$ (107)
10-year U.S. Treasury note futures	—	—	16	—
Options on U.S. Treasury note futures	—	—	4	—
TBA commitments	5,652	(22)	230	(121)
Total	\$ 5,660	\$ (22)	\$ 250	\$ (228)

Interest Rate Swaps

The Company’s LIBOR based interest rate swap agreements represent agreements to make semiannual interest payments based upon a fixed interest rate and receive quarterly variable interest payments based upon the prevailing three-month LIBOR as of the preceding reset date. The Company’s Secured Overnight Financing Rate (“SOFR”) based interest rate swap agreements represent agreements to make (or receive) annual interest payments based upon a fixed interest rate and receive (or make) annual variable interest payments based upon the daily SOFR over the preceding annual period. As of December 31, 2022, all of the Company’s interest rate swap agreements were SOFR based.

The following table presents information about the Company’s interest rate swap agreements that were in effect as of December 31, 2022:

	Weighted-average:					
	Notional Amount	Fixed Receive Rate	Variable Pay Rate	Net (Pay) Receive Rate	Remaining Life (Years)	Fair Value
Years to maturity:						
Less than 5 years	\$ 60,000	3.58%	4.30%	(0.72)%	4.9	\$ 8

The following table presents information about the Company’s interest rate swap agreements that were in effect as of December 31, 2021:

	Weighted-average:					
	Notional Amount	Fixed Pay Rate	Variable Receive Rate	Net Receive (Pay) Rate	Remaining Life (Years)	Fair Value
Years to maturity:						
Less than 3 years	\$ 50,000	0.71%	0.13%	(0.58)%	1.8	\$ (5)
3 to less than 10 years	100,000	0.90%	0.13%	(0.77)%	6.6	(102)
Total / weighted-average	\$ 150,000	0.84%	0.13%	(0.71)%	5.0	\$ (107)

U.S. Treasury Note Futures

The Company may purchase ("long") or sell ("short") exchange-traded U.S. Treasury note futures with the objective of economically hedging a portion of its interest rate risk. Upon the maturity date of these futures contracts, the Company has the option to either net settle each contract in cash in an amount equal to the difference between the then-current fair value of the underlying U.S. Treasury note and the contractual sale price inherent to the futures contract, or to physically settle the contract by purchasing or delivering the underlying U.S. Treasury note.

As of December 31, 2022, the Company had no outstanding positions of U.S. Treasury note futures. As of December 31, 2021, the Company held long positions of 10-year U.S. Treasury note futures with an aggregate notional amount of \$25,000 with a maturity date in March 2022.

Options on U.S. Treasury Note Futures

The Company may purchase or sell exchange-traded options on U.S. Treasury note futures contracts with the objective of economically hedging a portion of the sensitivity of its investments in agency MBS to significant changes in interest rates. The Company may purchase put or call options which provide the Company with the right to sell to a counterparty or purchase from a counterparty U.S. Treasury note futures, and the Company may also write put or call options that provide a counterparty with the option to sell to the Company or buy from the Company U.S. Treasury note futures. The options may be exercised at any time prior to their expiry, and if exercised, may be net settled in cash or through physical receipt or delivery of the underlying futures contracts.

As of December 31, 2022, the Company had no outstanding options on U.S. Treasury note futures contracts.

Information about the Company's outstanding options on 10-year U.S. Treasury note futures contracts as of December 31, 2021 is as follows:

	Notional Amount Long/(Sho rt)	Weighted- average Strike Price	Implied Strike Rate ⁽¹⁾	Net Fair Value
Purchased call options:				
January 2022 expiration	\$ 25,000	134.5	1.00%	\$ 4

(1) The implied strike rate is estimated based upon the weighted average strike price per contract and the price of an equivalent 10-year U.S. Treasury note futures contract.

TBA Commitments

The following tables present information about the Company's TBA commitments as of the date indicated:

December 31, 2022				
	Notional Amount: Net Purchase (Sale) Commitment	Contractual Forward Price	Market Price	Fair Value
3.0% 30-year MBS sale commitments	\$ (70,000)	\$ (62,828)	\$ (61,516)	\$ 1,312
4.0% 30-year MBS sale commitments	(150,000)	(142,255)	(140,830)	1,425
4.5% 30-year MBS sale commitments	(205,000)	(200,365)	(197,472)	2,893
Total TBA commitments, net	<u>\$ (425,000)</u>	<u>\$ (405,448)</u>	<u>\$ (399,818)</u>	<u>\$ 5,630</u>

December 31, 2021				
	Notional Amount: Net Purchase (Sale) Commitment	Contractual Forward Price	Market Price	Fair Value
2.5% 30-year MBS purchase commitments	\$ 225,000	\$ 229,043	\$ 229,148	\$ 105
2.5% 30-year MBS sale commitments	(225,000)	(229,152)	(229,148)	4
Total TBA commitments, net	<u>\$ —</u>	<u>\$ (109)</u>	<u>\$ —</u>	<u>\$ 109</u>

Derivative Instrument Gains and Losses

The following table provides information about the derivative gains and losses recognized within the periods indicated:

	For the Year Ended December 31,	
	2022	2021
Interest rate derivatives:		
Interest rate swaps:		
Net interest expense ⁽¹⁾	\$ (103)	\$ (2,929)
Unrealized (losses) gains, net	(4,383)	3,129
Gains realized upon early termination, net	18,015	1,960
Total interest rate swap gains, net	13,529	2,160
U.S. Treasury note futures, net	(782)	3,215
Options on U.S. Treasury note futures, net	(4)	14
Total interest rate derivatives gains, net	<u>12,743</u>	<u>5,389</u>
TBA commitments:		
TBA dollar roll income ⁽²⁾	253	4,143
Other losses on TBA commitments, net	(7,509)	(11,586)
Total losses on TBA commitments, net	(7,256)	(7,443)
Total derivative gains (losses), net	<u>\$ 5,487</u>	<u>\$ (2,054)</u>

- (1) Represents the periodic net interest settlement incurred during the period (often referred to as “net interest carry”). Also includes “price alignment interest” income earned or expense incurred on cumulative variation margin paid or received, respectively, associated with centrally cleared interest rate swap agreements.
- (2) Represents the price discount of forward-settling TBA purchases (sales) relative to a contemporaneously executed “spot” TBA sale (purchase), which economically equates to net interest income (expense) that is earned (incurred) ratably over the period beginning on the settlement date of the sale (purchase) and ending on the settlement date of the forward-settling purchase (sale).

Derivative Instrument Activity

The following tables summarize the volume of activity, in terms of notional amount, related to derivative instruments for the periods indicated:

	For the Year Ended December 31, 2022				
	Beginning of Period	Additions	Scheduled Settlements	Early Terminatio ns	End of Period
Interest rate swaps	\$ 150,000	\$ 295,000	\$ —	\$ (385,000)	\$ 60,000
10-year U.S. Treasury note futures	25,000	50,000	(50,000)	(25,000)	—
Purchased call options on 10-year U.S. Treasury note futures	25,000	—	(25,000)	—	—
TBA commitments, net	—	2,335,00 0	(1,910,000)	—	425,000

	For the Year Ended December 31, 2021				
	Beginning of Period	Additions	Scheduled Settlements	Early Terminatio ns	End of Period
Interest rate swaps	\$ 275,000	\$ 750,000	\$ —	\$ (875,000)	\$ 150,000
2-year U.S. Treasury note futures	—	50,000	(50,000)	—	—
10-year U.S. Treasury note futures	—	590,100	(365,000)	(200,100)	25,000
Purchased call options on 10-year U.S. Treasury note futures	—	165,200	(65,200)	(75,000)	25,000
TBA commitments, net	—	2,965,000	(2,965,000)	—	—

Cash Collateral Posted and Received for Derivative and Other Financial Instruments

The following table presents information about the cash collateral posted by the Company in respect of its derivative and other financial instruments, which is included in the line item “deposits” in the accompanying consolidated balance sheets, for the dates indicated:

	December 31, 2022	December 31, 2021
Cash collateral posted for:		
Interest rate swaps (cash initial margin)	\$ 1,823	\$ 4,174
U.S. Treasury note futures (cash initial margin)	—	375
Total cash collateral posted, net	<u>\$ 1,823</u>	<u>\$ 4,549</u>

Note 12. Offsetting of Financial Assets and Liabilities

The agreements that govern certain of the Company’s derivative instruments and collateralized short-term financing arrangements provide for a right of setoff in the event of default or bankruptcy with respect to either party to such transactions. The Company presents derivative assets and liabilities as well as collateralized short-term financing arrangements on a gross basis.

Receivables recognized for the right to reclaim cash initial margin posted in respect of interest rate derivative instruments are included in the line item “deposits” in the accompanying consolidated balance sheets.

The daily exchange of variation margin associated with a centrally cleared or exchange-traded derivative instrument is legally characterized as the daily settlement of the derivative instrument itself, as opposed to a pledge of collateral. Accordingly, the Company accounts for the daily receipt or payment of variation margin associated with its interest rate swaps and futures as a direct reduction to the carrying value of derivative asset or liability, respectively. The carrying amount of interest rate swaps and futures reflected in the Company’s consolidated balance sheets is equal to the unsettled fair value of such instruments; because variation margin is exchanged on a one-day lag, the unsettled fair value of such instruments generally represents the change in fair value that occurred on the last day of the reporting period.

The following tables present information, as of the dates indicated, about the Company’s derivative instruments, short-term borrowing arrangements, and associated collateral, including those subject to master netting (or similar) arrangements:

	As of December 31, 2022					
	Gross Amount Recognize d	Amount Offset in the Consoli dated Balance Sheets	Net Amount Presente d in the Consolid ated Balance Sheets	Gross Amount Not Offset in the Consolidated Balance Sheets		Net Amount
				Financial Instrumen ts ⁽¹⁾	Cash Collater al ⁽²⁾	
Assets:						
Derivative instruments:						
TBA commitments	\$ 5,652	\$ —	\$ 5,652	\$ (22)	\$ —	\$ 5,630
Interest rate swaps	8	—	8	—	—	8
Total derivative instruments	<u>5,660</u>	<u>—</u>	<u>5,660</u>	<u>(22)</u>	<u>—</u>	<u>5,638</u>
Total assets	<u>\$ 5,660</u>	<u>\$ —</u>	<u>\$ 5,660</u>	<u>\$ (22)</u>	<u>\$ —</u>	<u>\$ 5,638</u>
Liabilities:						
Derivative instruments:						
TBA commitments	\$ 22	\$ —	\$ 22	\$ (22)	\$ —	\$ —
Total derivative instruments	22	—	22	(22)	—	—
Repurchase agreements	515,510	—	515,510	(515,510)	—	—
Total liabilities	<u>\$ 515,532</u>	<u>\$ —</u>	<u>\$ 515,532</u>	<u>\$ (515,532)</u>	<u>\$ —</u>	<u>\$ —</u>

	As of December 31, 2021					
	Gross Amount Recognized	Amount Offset in the Consolidated Balance Sheets	Net Amount Presented in the Consolidated Balance Sheets	Gross Amount Not Offset in the Consolidated Balance Sheets		Net Amount
				Financial Instruments ⁽¹⁾	Cash Collateral ⁽²⁾	
Assets:						
Derivative instruments:						
TBA commitments	\$ 230	\$ —	\$ 230	\$ (105)	\$ —	\$ 125
10-year U.S. Treasury note futures	16	—	16	—	—	16
Options on U.S. Treasury note futures	4	—	4	—	—	4
Total derivative instruments	<u>250</u>	<u>—</u>	<u>250</u>	<u>(105)</u>	<u>—</u>	<u>145</u>
Total assets	<u><u>\$ 250</u></u>	<u><u>\$ —</u></u>	<u><u>\$ 250</u></u>	<u><u>\$ (105)</u></u>	<u><u>\$ —</u></u>	<u><u>\$ 145</u></u>
Liabilities:						
Derivative instruments:						
Interest rate swaps	\$ 107	\$ —	\$ 107	\$ —	\$ (107)	\$ —
TBA commitments	121	—	121	(105)	—	16
Total derivative instruments	<u>228</u>	<u>—</u>	<u>228</u>	<u>(105)</u>	<u>(107)</u>	<u>16</u>
Repurchase agreements	446,624	—	446,624	(446,624)	—	—
Total Liabilities	<u><u>\$ 446,852</u></u>	<u><u>\$ —</u></u>	<u><u>\$ 446,852</u></u>	<u><u>\$ (446,729)</u></u>	<u><u>\$ (107)</u></u>	<u><u>\$ 16</u></u>

- (1) Does not include the fair value amount of financial instrument collateral pledged in respect of repurchase agreements that exceeds the associated liability presented in the consolidated balance sheets.
- (2) Does not include the amount of cash collateral pledged in respect of derivative instruments and repurchase agreements that exceeds the associated liability presented in the consolidated balance sheets.

Note 13. Fair Value Measurements

Fair Value of Financial Instruments

The accounting principles related to fair value measurements define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial Accounting Standards Board Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels, giving the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3) as described below:

Level 1 Inputs – Unadjusted quoted prices in active markets for identical assets or liabilities that are accessible by the Company at the measurement date;

Level 2 Inputs – Quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly; and

Level 3 Inputs – Unobservable inputs for the asset or liability, including significant judgments made by the Company about the assumptions that a market participant would use.

The Company measures the fair value of the following assets and liabilities:

Investments in Financial Assets

Agency MBS - The Company's investments in agency MBS are classified within Level 2 of the fair value hierarchy. Inputs to fair value measurements of the Company's investments in agency MBS include price estimates obtained from third-party pricing services. In determining fair value, third-party pricing services use a market approach. The inputs used in the fair value measurements performed by the third-party pricing services are based upon readily observable transactions for securities with similar characteristics (such as issuer/guarantor, coupon rate, stated maturity, and collateral pool characteristics) occurring on the measurement date. The Company makes inquiries of the third-party pricing sources and reviews their documented valuation methodologies to understand the significant inputs and assumptions used to determine prices. The Company reviews the various third-party fair value estimates and performs procedures to validate their reasonableness, including comparison to recent trading activity for similar securities and an overall review for consistency with market conditions observed as of the measurement date.

Credit securities - The Company's investments in commercial MBS are classified within Level 2 of the fair value hierarchy. Inputs to fair value measurements of the Company's investments in commercial MBS include quoted prices for similar assets in recent market transactions and estimates obtained from third-party sources including pricing services and dealers. In determining fair value, third-party pricing sources use a market approach. The inputs used in the fair value measurements performed by third-party pricing sources are based upon observable transactions for securities with similar characteristics. The Company reviews the third-party fair

value estimates and performs procedures to validate their reasonableness, including comparisons to recent trading activity observed for similar securities as well as an internally derived discounted future cash flow measurement. The Company's investments in a non-agency MBS collateralized by a pool of business purpose residential mortgage loans and ABS collateralized by residential solar panel loans are classified within Level 3 of the fair value hierarchy.

To measure the fair value of the Company's non-agency MBS investment secured by a pool of business purpose residential mortgage loans, the Company uses an income approach by preparing an estimate of the present value of the amount and timing of the cash flows expected to be collected from the security over its expected remaining life. To prepare the estimate of cash flows expected to be collected, the Company uses significant judgment to develop assumptions about the future performance of the pool of business purpose residential mortgage loans that serve as collateral, including loan-level probabilities of default and loss-given-default. As of December 31, 2022 and 2021, the remaining population of business purpose residential mortgage loans serving as collateral to the Company's non-agency MBS investment represented less than 5% and 10% of the original collateral pool, respectively. Because the repayment of business purpose residential mortgage loans is often largely based on the ability of the borrower to sell the mortgaged property or to convert the property for rental purposes and obtain refinancing in the form of a longer-term loan, relatively high delinquency and default rates are common and expected attributes of this asset class. The following table presents the weighted-average of the significant inputs to the fair value measurement of the Company's non-agency MBS secured by business purpose residential mortgage loans as of dates indicated:

	December 31, 2022	December 31, 2021
Probability of default	27.8%	77.7%
Loss-given-default	18.3%	15.8%

Inputs to fair value measurements of the Company's investments in ABS collateralized by residential solar panel loans includes quoted prices obtained from dealers and, when available, observable market information for the same or similar securities. In determining fair value, dealers may use a market approach or an income approach, depending upon the type and level of relevant market information available as of the measurement date. The significant inputs used in the fair value measurements performed by dealers are often unobservable as ABS collateralized by residential solar panel loans trade infrequently. The Company reviews the fair value estimates obtained from dealers and performs procedures to validate their reasonableness, including comparisons to an internally derived discounted future cash flow measurement and, when available, recent trading activity observed for similar securities.

Loans - The Company's commercial mortgage loan investment is classified within Level 3 of the fair value hierarchy. To measure the fair value of its mortgage loan investment, the Company uses an income approach by preparing an estimate of the present value of the expected future cash flows of the loan over its expected remaining life, discounted at a current market rate. The significant unobservable inputs to the fair value measurement of the Company's mortgage loan investment are the estimated probability of default and the discount rate, which is based on current market yields and interest rate spreads for a similar loan. As of December 31, 2022, the estimated probability of default and discount rate for the Company's mortgage loan investment were 0% and 10.0%, respectively. As of December 31, 2021, the estimated probability of default and discount rate for the Company's mortgage loan investment were 0% and 5.6%, respectively.

Mortgage loans and secured debt of consolidated VIEs - The Company has elected to apply a fair value measurement practical expedient permitted by GAAP to measure the fair value of the mortgage loans and debt obligations of its consolidated VIEs. The fair value measurement practical expedient is permitted to be applied to consolidated "collateralized financing entities," which are VIEs for which the financial liabilities of the VIE have contractual recourse solely to the financial assets of the VIE.

As of December 31, 2022 and 2021, pursuant to the practical expedient, the Company measured the fair value of both the mortgage loans and the debt obligations of its consolidated VIE of business purpose residential mortgage loans based upon the fair value of the mortgage loans of the VIE. As of December 31, 2021, the senior debt obligations of the consolidated VIE had been fully extinguished and only the subordinate debt obligation of the consolidated VIE remained. The business purpose residential mortgage loans and subordinate debt obligation of the consolidated VIE are classified within Level 3 of the fair value hierarchy. To measure the fair value of the business purpose residential mortgage loans of the consolidated VIE as of December 31, 2022 and 2021, the Company used significant judgment to develop assumptions about the future performance of each business purpose residential mortgage loan, which included determining loan-level probabilities of default and loss-given-default. As of December 31, 2022 and December 31, 2021, the remaining population of business purpose residential mortgage loans represented less than 5% and 10% of the original collateral pool, respectively. Because the repayment of business purpose residential mortgage loans is often largely based on the ability of the borrower to sell the mortgaged property or to convert the property for rental purposes and obtain refinancing in the form of a longer-term loan, relatively high delinquency and default rates are common and expected attributes of this asset class. The following table presents the weighted-average of the significant inputs to the fair value measurement of the business purpose residential mortgage loans of the Company's consolidated VIE as of the periods indicated:

	December 31, 2022	December 31, 2021
Probability of default	44.1%	66.2%
Loss-given-default	11.3%	8.6%

As of December 31, 2022, the Company measured the fair value of both the residential mortgage loans and the debt obligations of its consolidated VIE of residential mortgage loans based upon the fair value of the debt obligations as the fair value of the debt securities issued by the VIE were more observable to the Company than the fair value of the underlying mortgage loans.

The senior and mezzanine debt obligations of the consolidated VIE of residential mortgage loans are classified within Level 2 of the fair value hierarchy. Inputs to the fair value measurements of the senior and mezzanine debt obligations of the consolidated VIE include quoted prices for similar assets in recent market transactions and estimates obtained from third-party pricing sources, including pricing services and dealers. In determining fair value, third-party pricing sources use a market approach. The inputs used in the fair value measurements performed by third-party pricing sources were based upon observable transactions for securities with similar characteristics.

The residential mortgage loans and the subordinate and excess interest-only debt obligations of the consolidated VIE of residential mortgage loans (held by the Company as investments and eliminated against the associated debt of the VIE in consolidation) are classified within Level 3 of the fair value hierarchy. To measure the fair value of the subordinate and excess interest-only debt obligations of the consolidated VIE of residential mortgage loans, the Company uses an income approach by preparing an estimate of the present value of the amount and timing of the cash flows expected to be collected from each security over its expected remaining life. To prepare the estimate of cash flows expected to be collected, the Company uses significant judgment to develop assumptions about the future performance of the pool of residential mortgage loans that serve as collateral, including assumptions about the timing and amount of credit losses and prepayments. The significant unobservable inputs to the fair value measurement include the estimated rate of prepayment, rate of default and loss-given-default for the underlying pool of mortgage loans as well as the discount rate, which represents a market participant's current required rate of return for a similar instrument. The following table presents the weighted-average of the significant inputs to the fair value measurement of the subordinate and excess interest-only debt obligations of its consolidated VIE of residential mortgage loans as of December 31, 2022:

	Subordinate Debt Obligation	Excess Interest-Only Debt Obligations
Annualized voluntary prepayment rate	10.0%	10.0%
Annualized default rate	0.5%	0.5%
Loss-given-default	17.5%	17.5%
Discount rate	7.8%	17.7%

MSR financing receivables - The Company's MSR financing receivables are classified within Level 3 of the fair value hierarchy. The Company uses a nationally recognized, independent third-party mortgage analytics and valuation firm to estimate the fair value of the underlying MSRs from which the Company's MSR financing receivables primarily derive their value. The third-party valuation firm estimates the fair value of the underlying MSRs using a discounted cash flow analysis using their proprietary prepayment models and market analysis. The Company corroborates the third-party valuation firm's estimate of the fair value of the underlying MSRs and evaluates the estimate for reasonableness. The significant unobservable inputs to the fair value measurement of the underlying MSRs include the following:

- the discount rate, which represents a market participant's current required rate of return for similar MSRs;
- expected rates of prepayment within the serviced pools of mortgage loans; and
- annual per-loan cost of servicing.

The following table presents the significant unobservable inputs to the fair value measurement of the MSRs underlying the Company's MSR financing receivables as of the periods indicated:

	December 31, 2022	December 31, 2021
Discount rate	8.5%	9.0%
Annualized prepayment rate	7.0%	10.1%
Annual per-loan cost of servicing (current loans)	\$ 65.00	\$ 65.00

Pursuant to the Company's MSR financing receivable arrangements, upon the consummation of three-year performance periods ending December 31, 2023 and April 1, 2024, the Company's mortgage servicing counterparty is entitled to an incentive fee payment equal to a percentage of the total return of the underlying MSRs in excess of a hurdle rate of return. Accordingly, the fair value of the

Company's MSR financing receivables reflects the present value of any expected incentive fee payment that would be owed to its counterparty. The present value of the expected incentive fee payment is estimated based upon the timing and amount of capital contributions from (and cash distributions to) the Company to (from) its mortgage servicing counterparty to date as well as the future expected cash flows from the MSR financing receivables over the remaining performance periods, which is derived from the current fair value of the underlying reference MSRs. As of December 31, 2022 and 2021, the present value of the expected incentive fee payment reflected in the fair value of the Company's MSR financing receivables was \$12,568 and \$3,820, respectively.

Derivative instruments

Exchange-traded derivative instruments - Exchange-traded derivative instruments, which include U.S. Treasury note futures, Eurodollar futures, interest rate swap futures, and options on futures, are classified within Level 1 of the fair value hierarchy as they are measured using quoted prices for identical instruments in liquid markets.

Interest rate swaps - Interest rate swaps are classified within Level 2 of the fair value hierarchy. The fair values of the Company's centrally cleared interest rate swaps are measured using the daily valuations reported by the clearinghouse through which the instrument was cleared. In performing its end-of-day valuations, the clearinghouse constructs forward interest rate curves (for example, three-month LIBOR or SOFR forward rates) from its specific observations of that day's trading activity. The clearinghouse uses the applicable forward interest rate curve to develop a market-based forecast of future remaining contractually required cash flows for each interest rate swap. Each market-based cash flow forecast is then discounted using the SOFR curve (sourced from the Federal Reserve Bank of New York) to determine a net present value amount which represents the instrument's fair value.

Forward-settling purchases and sales of TBA securities - Forward-settling purchases and sales of TBA securities are classified within Level 2 of the fair value hierarchy. The fair value of each forward-settling TBA contract is measured using price estimates obtained from a third-party pricing service, which are based upon readily observable transaction prices occurring on the measurement date for forward-settling contracts to buy or sell TBA securities with the same guarantor, contractual maturity, and coupon rate for delivery on the same forward settlement date as the commitment under measurement.

Other

Long-term unsecured debt - As of December 31, 2022 and 2021, the carrying value of the Company's long-term unsecured debt was \$86,405 and \$85,994, respectively, net of unamortized debt issuance costs, and consists of Senior Notes and trust preferred debt issued by the Company. The Company's estimate of the fair value of long-term unsecured debt is \$79,900 and \$84,821 as of December 31, 2022 and 2021, respectively. The Company's Senior Notes, which are publicly traded on the New York Stock Exchange, are classified within Level 1 of the fair value hierarchy. Trust preferred debt is classified within Level 2 of the fair value hierarchy as the fair value is estimated based on the quoted prices of the Company's publicly traded Senior Notes.

Long-term debt secured by single-family properties - As of December 31, 2021, the carrying value of the Company's long-term debt secured by single-family properties was \$39,178, net of unamortized debt issuance costs. As of December 31, 2021, the Company's estimate of the fair value of its long-term debt secured by single-family properties was \$38,562. The Company's long-term debt secured by single-family properties is classified within Level 3 of the fair value hierarchy.

Investments in equity securities of publicly-traded companies - As of December 31, 2022 and 2021, the Company had investments in equity securities of publicly-traded companies at fair value of \$234 and \$5,267, respectively, which are included in the line item "other assets" in the accompanying consolidated balance sheets. Investments in publicly traded stock are classified within Level 1 of the fair value hierarchy as their fair value is measured based on unadjusted quoted prices in active exchange markets for identical assets.

Investments in equity securities of non-public companies and investment funds - As of December 31, 2022 and 2021, the Company had investments in equity securities of non-public companies and investment funds measured at fair value of \$2,964 and \$7,388, respectively, which are included in the line item "other assets" in the accompanying consolidated balance sheets.

Investments in equity securities of non-public companies and investment funds are classified within Level 3 of the fair value hierarchy. The fair values of the Company's investments in equity securities of non-public companies and investment funds are not readily determinable. Accordingly, the Company estimates fair value by estimating the enterprise value of the investee which it then allocates to the investee's securities in the order of their preference relative to one another. To estimate the enterprise value of the investee, the Company uses traditional valuation methodologies based on income and market approaches, including the consideration of recent investments in, or tender offers for, the equity securities of the investee, a discounted cash flow analysis and a comparable guideline public company valuation. The primary unobservable inputs used in estimating the fair value of an equity security of a non-public company include (i) a stock price to net asset multiple for similar public companies that is applied to the entity's net assets, (ii) a discount factor for lack of marketability and control, and (iii) a cost of equity discount rate, used to discount to present value the equity cash flows available for distribution and the terminal value of the entity. As of December 31, 2022, the stock price to net asset multiple for similar public companies, the discount factor for lack of marketability

and control, and the cost of equity discount rate used as inputs were 97 percent, 15 percent, and 16 percent, respectively. As of December 31, 2021, the stock price to net asset

multiple for similar public companies, the discount factor for lack of marketability and control, and the cost of equity discount rate used as inputs were 95 percent, 15 percent, and 16 percent, respectively. For its investments in investment funds, the Company estimates fair value based upon the investee's net asset value per share.

Financial assets and liabilities for which carrying value approximates fair value – Cash and cash equivalents, restricted cash, deposits, receivables, repurchase agreements, payables, and other assets (aside from those previously discussed) and liabilities are generally reflected in the consolidated balance sheets at their cost, which, due to the short-term nature of these instruments and their limited inherent credit risk, approximates fair value.

Fair Value Hierarchy

Financial Instruments Measured at Fair Value on a Recurring Basis

The following tables set forth financial instruments measured at fair value by level within the fair value hierarchy as of December 31, 2022 and 2021. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	December 31, 2022			
	Total	Level 1	Level 2	Level 3
Financial assets:				
Agency MBS	\$ 443,540	\$ —	\$ 443,540	\$ —
MSR financing receivables	180,365	—	—	180,365
Loans	29,264	—	—	29,264
Credit securities	104,437	—	98,933	5,504
Mortgage loans of consolidated VIEs	193,957	—	—	193,957
Derivative assets	5,660	—	5,660	—
Other assets	3,198	234	—	2,964
Financial liabilities:				
Secured debt of consolidated VIEs	169,345	—	159,464	9,881
Derivative liabilities	22	—	22	—

	December 31, 2021			
	Total	Level 1	Level 2	Level 3
Financial assets:				
Agency MBS	\$ 483,927	\$ —	\$ 483,927	\$ —
MSR financing receivables	125,018	—	—	125,018
Loans	29,697	—	—	29,697
Credit securities	26,222	—	—	26,222
Mortgage loans of consolidated VIE	7,442	—	—	7,442
Derivative assets	250	20	230	—
Other assets	12,655	5,267	—	7,388
Financial liabilities:				
Secured debt of consolidated VIE	508	—	—	508
Derivative liabilities	228	—	228	—

Level 3 Financial Assets and Liabilities

The table below sets forth an attribution of the change in the fair value of the Company's Level 3 financial assets that are measured at fair value on a recurring basis for the periods indicated:

	Year Ended December 31,	
	2022	2021
Beginning balance	\$ 195,767	\$ 166,428
Net (loss) gain included in "Investment and derivative gain (loss), net"	(17,812)	16,166
Additions from consolidation of VIEs	276,594	—
Transfers to real estate owned by consolidated VIEs	(1,060)	(534)
Purchases	83,392	157,842
Sales	(14,624)	(13,263)
Payments, net	(124,999)	(139,501)
Accretion of discount	14,796	8,629
Ending balance	<u>\$ 412,054</u>	<u>\$ 195,767</u>
Net unrealized (losses) gains included in earnings for the period for Level 3 assets still held at the reporting date	<u>\$ (16,926)</u>	<u>\$ 16,304</u>

The table below sets forth an attribution of the change in the fair value of the Company's Level 3 financial liabilities that are measured at fair value on a recurring basis for the periods indicated:

	Year Ended December 31,	
	2022	2021
Beginning balance	\$ 508	\$ 576
Net (gain) loss included in "Investment and derivative gain (loss), net"	(2,259)	16
Additions from consolidation of VIEs	14,278	—
Payments, net	(2,480)	(158)
(Amortization) accretion of (premium) discount, net	(166)	74
Ending balance	<u>\$ 9,881</u>	<u>\$ 508</u>
Net unrealized (gains) losses included in earnings for the period for Level 3 liabilities still held at the reporting date	<u>\$ (2,259)</u>	<u>\$ 16</u>

Note 14. Income Taxes

The Company has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") commencing upon filing its tax return for its taxable year ended December 31, 2019. As a REIT, the Company is required to distribute annually 90% of its REIT taxable income. So long as the Company continues to qualify as a REIT, it will generally not be subject to U.S. federal or state corporate income taxes on its taxable income to the extent that it distributes all of its annual taxable income to its shareholders on a timely basis. At present, it is the Company's intention to distribute 100% of its taxable income, although the Company will not be required to do so. The Company intends to make distributions of its REIT taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year. Accordingly, the Company does not expect to incur an income tax liability on its REIT taxable income.

For the year ended December 31, 2022, the Company did not have any REIT taxable income after a dividend paid deduction for its preferred stock. For the year ended December 31, 2021, the Company had a REIT taxable loss and did not have a distribution requirement. As of December 31, 2022, the Company had estimated net operating loss ("NOL") carryforwards of \$162,463 that can be used to offset future taxable ordinary income and reduce its REIT distribution requirements. NOL carryforwards totaling \$14,588 expire in 2028 and NOL carryforwards totaling \$147,875 have no expiration period. For the NOL carryforwards that have no expiration period, the Company is limited to utilizing NOL carryforwards to 80% of the REIT taxable income in any one year. As of December 31, 2022, the Company had estimated net capital loss ("NCL") carryforwards of \$155,740 that can be used to offset future net capital gains. The scheduled expirations of the Company's NCL carryforwards are \$110,323 in 2023, \$14,187 in 2026 and \$31,230 in 2027. The Company's estimated NOL and NCL carryforwards as of December 31, 2022 are subject to potential adjustments up to the time of filing of the Company's income tax returns.

The Company and subsidiaries have made joint elections to treat certain subsidiaries as taxable REIT subsidiaries ("TRSs"). In general, a TRS may hold assets and engage in activities that the Company cannot hold or engage in directly and generally may engage in any real estate or non-real estate related business. As such, each of these TRSs is taxable as a C corporation and subject to federal, state and local income taxes based upon their taxable income. For the years ended December 31, 2022 and 2021, the Company recognized a provision for income taxes of \$4,118 and \$1,566, respectively, on the pre-tax net income of its TRSs.



The Company recognizes uncertain tax positions in the financial statements only when it is more-likely-than-not that the position will be sustained upon examination by the relevant taxing authority based on the technical merits of the position. A position that meets this standard is measured at the largest amount of benefit that will more-likely-than-not be realized upon settlement. A liability is established for differences between positions taken in a tax return and the financial statements. As of December 31, 2022 and 2021, the Company assessed the need for recording a provision for any uncertain tax position and has made the determination that such provision is not necessary. If the Company were to incur income tax related interest and penalties, the Company's policy is to classify them as a component of provision for income taxes.

The Company is subject to examination by the Internal Revenue Service ("IRS") and state and local authorities in jurisdictions where the Company has significant business operations. The Company's federal tax returns for 2019 and forward remain subject to examination by the IRS.

Note 15. Commitments and Contingencies

Contractual Obligations

The Company has contractual obligations to make future payments in connection with long-term debt and non-cancelable lease agreements. The following table sets forth these contractual obligations by fiscal year as of December 31, 2022:

	2023	2024	2025	2026	2027	Thereaf ter	Total
Long-term unsecured debt maturities	\$ —	\$ —	\$ 34,93	\$ 37,75	\$ —	\$ 15,00	\$ 87,681
Minimum rental commitments	100	85	—	—	—	—	185
	\$ 100	\$ 85	\$ 34,93	\$ 37,75	\$ —	\$ 15,00	\$ 87,866

Note 16. Shareholders' Equity

Common Stock

The Company has authorized common share capital of 450,000,000 shares of Class A common stock, par value \$0.01 per share, and 100,000,000 shares of Class B common stock, par value \$0.01 per share. Holders of the Class A and Class B common stock are entitled to one vote and three votes per share, respectively, on all matters voted upon by the shareholders. Shares of Class B common stock are convertible into shares of Class A common stock on a one-for-one basis at the option of the Company in certain circumstances including either (i) upon sale or other transfer, or (ii) at the time the holder of such shares of Class B common stock ceases to be employed by the Company. As of December 31, 2022 and 2021, there were no outstanding shares of Class B common stock. The Class A common stock is publicly traded on the New York Stock Exchange under the ticker symbol "AAIC."

Common Equity Distribution Agreements

On August 10, 2018, the Company entered into separate common equity distribution agreements with equity sales agents JMP Securities LLC, B. Riley FBR, Inc., JonesTrading Institutional Services LLC and Ladenburg Thalmann & Co. Inc. pursuant to which the Company may offer and sell, from time to time, up to 12,597,423 shares of the Company's Class A common stock.

Pursuant to the common equity distribution agreements, shares of the Company's common stock may be offered and sold through the equity sales agents in transactions that are deemed to be "at the market" offerings as defined in Rule 415 under the Securities Act of 1933, including sales made directly on the NYSE or sales made to or through a market maker other than on an exchange or, subject to the terms of a written notice from the Company, in privately negotiated transactions.

During the years ended December 31, 2022 and 2021, there were no issuances of common stock under the common equity distribution agreements.

As of December 31, 2022, the Company had 11,302,160 shares of Class A common stock available for sale under the common equity distribution agreements.

Common Share Repurchase Program

On July 31, 2020, the Company announced that its Board of Directors authorized a share repurchase program pursuant to which the Company may repurchase up to 18,000,000 shares of Class A common stock (the "Repurchase Program"). Repurchases under the Repurchase Program may be made from time to time on the open market and in private transactions at management's discretion in accordance with applicable federal securities laws. The timing of repurchases and the exact number of shares of Class A common stock to be repurchased will depend upon market conditions and other factors. The Repurchase Program is funded using the Company's cash on hand and cash generated from operations. The Repurchase Program has no expiration date and may be suspended or terminated at any time without prior notice.

During the years ended December 31, 2022 and 2021, the Company repurchased 2,794,574 and 3,242,371 shares, respectively, of Class A common stock for a total purchase price of \$9,316 and \$12,475, respectively. As of December 31, 2022, there remain available for repurchase 10,195,704 shares of Class A common stock under the Repurchase Program.

Preferred Stock

The Company has authorized preferred share capital of (i) 100,000 shares designated as Series A Preferred Stock that is unissued; (ii) 2,000,000 shares designated as 7.00% Series B Cumulative Perpetual Redeemable Preferred Stock (the “Series B Preferred Stock”), par value of \$0.01 per share; (iii) 2,500,000 shares designated as 8.250% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock (the “Series C Preferred Stock”), par value of \$0.01 per share; and (iv) 20,400,000 shares of undesignated preferred stock. The Company’s Board of Directors has the authority, without further action by the shareholders, to issue additional preferred stock in one or more series and to fix the terms and rights of the preferred stock. The Company’s preferred stock ranks senior to its common stock with respect to the payment of dividends and the distribution of assets upon a voluntary or involuntary liquidation, dissolution, or winding up of the Company. The Company’s preferred stock ranks on parity with each other. The Series B Preferred Stock and Series C Preferred Stock are publicly traded on the New York Stock Exchange under the ticker symbols “AAIC PrB” and “AAIC PrC,” respectively.

The Series B Preferred Stock has no stated maturity, is not subject to any sinking fund and will remain outstanding indefinitely unless repurchased or redeemed by the Company. Holders of Series B Preferred Stock have no voting rights, except under limited conditions, and are entitled to receive a cumulative cash dividend at a rate of 7.00% per annum of their \$25.00 per share liquidation preference (equivalent to \$1.75 per annum per share). Shares of Series B Preferred Stock are redeemable at \$25.00 per share, plus accumulated and unpaid dividends (whether or not authorized or declared), exclusively at the Company’s option. Dividends are payable quarterly in arrears on the 30th day of March, June, September and December of each year, when and as declared. The Company has declared and paid all required quarterly dividends on the Company’s Series B Preferred Stock to date in 2022.

The Series C Preferred Stock has no stated maturity, is not subject to any sinking fund and will remain outstanding indefinitely unless repurchased or redeemed by the Company. Holders of Series C Preferred Stock have no voting rights, except under limited conditions, and are entitled to receive a cumulative cash dividend (i) from and including the original issue date to, but excluding, March 30, 2024 at a fixed rate equal to 8.250% per annum of the \$25.00 per share liquidation preference (equivalent to \$2.0625 per annum per share) and (ii) from and including March 30, 2024, at a floating rate equal to three-month LIBOR plus a spread of 5.664% per annum of the \$25.00 per share liquidation preference. Shares of Series C Preferred Stock are redeemable at \$25.00 per share, plus accumulated and unpaid dividends (whether or not authorized or declared), exclusively at the Company’s option commencing on March 30, 2024 or earlier upon the occurrence of a change in control or under circumstances where it is necessary to preserve the Company’s qualification as a REIT. Dividends are payable quarterly in arrears on the 30th day of March, June, September and December of each year, when and as declared. The Company has declared and paid all required quarterly dividends on the Company’s Series C Preferred Stock to date in 2022.

During the year ended December 31, 2022, the Company repurchased 159,901 shares of Series C Preferred Stock for a total purchase price of \$3,536. There were no shares of Series C Preferred stock repurchased by the Company during the year ended December 31, 2021.

Preferred Equity Distribution Agreement

The Company is party to an amended and restated equity distribution agreement with JonesTrading Institutional Services LLC and Ladenburg Thalmann & Co. Inc., pursuant to which the Company may offer and sell, from time to time, up to 1,647,370 shares of the Company’s Series B Preferred Stock. Pursuant to the Series B preferred equity distribution agreement, shares of the Company’s Series B Preferred stock may be offered and sold through the preferred equity sales agents in transactions that are deemed to be “at the market” offerings as defined in Rule 415 under the Securities Act of 1933, including sales made directly on the NYSE or sales made to or through a market maker other than on an exchange or, subject to the terms of a written notice from the Company, in privately negotiated transactions.

During the years ended December 31, 2022 and 2021, the Company issued 6,058 and 37,337 shares of Series B Preferred Stock at a weighted average public offering price of \$24.87 per share and \$24.99 per share for proceeds net of selling commissions and expenses of \$149 and \$919, respectively, under the Series B preferred equity distribution agreement. As of December 31, 2022, the Company had 1,602,566 shares of Series B Preferred stock available for sale under the Series B preferred equity distribution agreement.

Shareholder Rights Agreement

On June 1, 2009, the Board of Directors approved a shareholder rights agreement (“Rights Plan”) and the Company’s shareholders approved the Rights Plan at its annual meeting of shareholders on June 2, 2010. On April 9, 2018, the Board of Directors approved a first amendment to the Rights Plan (“First Amendment”) to extend the term for an additional three years and the

Company's shareholders approved the First Amendment at its annual meeting of shareholders on June 14, 2018. On April 11, 2022, the Board of Directors approved a second amendment to the Rights Plan ("Second Amendment") to further extend the term until June 4, 2025 and the Company's shareholders approved the Second Amendment at its annual meeting of shareholders on June 16, 2022. The Second Amendment also decreased the Purchase Price (as defined under the Rights Plan) from \$70.00 to \$21.30.

Under the terms of the Rights Plan, in general, if a person or group acquires or commences a tender or exchange offer for beneficial ownership of 4.9% or more of the outstanding shares of our Class A common stock upon a determination by our Board of Directors (an "Acquiring Person"), all of our other Class A and Class B common shareholders will have the right to purchase securities from us at a discount to such securities' fair market value, thus causing substantial dilution to the Acquiring Person.

The Board of Directors adopted the Rights Plan in an effort to protect against a possible limitation on the Company's ability to use its NOL carryforwards, NCL carryforwards, and built-in losses under Sections 382 and 383 of the Internal Revenue Code. The Company's ability to use its NOLs, NCLs and built-in losses would be limited if it experienced an "ownership change" under Section 382 of the Internal Revenue Code. In general, an "ownership change" would occur if there is a cumulative change in the ownership of the Company's common stock of more than 50% by one or more "5% shareholders" during a three-year period. The Rights Plan was adopted to dissuade any person or group from acquiring 4.9% or more of the Company's outstanding Class A common stock, each, an Acquiring Person, without the approval of the Board of Directors and triggering an "ownership change" as defined by Section 382.

The Rights Plan, as amended by the Second Amendment, and any outstanding rights will expire at the earliest of (i) June 4, 2025, (ii) the time at which the rights are redeemed or exchanged pursuant to the Rights Plan, (iii) the repeal of Section 382 and 383 of the Internal Revenue Code or any successor statute if the Board of Directors determines that the Rights Plan is no longer necessary for the preservation of the applicable tax benefits, or (iv) the beginning of a taxable year to which the Board of Directors determines that no applicable tax benefits may be carried forward.

Note 17. Long-Term Incentive Plan

The Company provides its employees and its non-employee directors with long-term incentive compensation in the form of stock-based awards. On April 29, 2021, the Board of Directors adopted the Arlington Asset Investment Corp. 2021 Long-Term Incentive Plan (the "2021 Plan"), which was approved by the Company's shareholders and became effective on July 15, 2021. The 2021 Plan replaced the Arlington Asset Investment Corp. 2014 Long-Term Incentive Plan (the "2014 Plan"). No additional grants will be made under the 2014 Plan. However, previous grants under the 2014 Plan and any long-term incentive plans prior to the 2014 Plan (collectively, the "Prior Plans") will remain in effect subject to the terms of the Prior Plans and the applicable award agreement.

Under the 2021 Plan, a maximum number of 5,256,076 shares of Class A common stock of the Company, subject to adjustment as set forth in the 2021 Plan, were authorized for issuance and may be issued to employees, directors, consultants, advisors and independent contractors who provide bona fide services to the Company and its affiliates. If an award under the 2021 Plan or Prior Plans is canceled, terminated, forfeited or otherwise settled without the issuance of shares subject to such award, those shares will be available for future grants under the 2021 Plan. In addition, shares delivered or withheld for tax obligations arising from an award, other than a stock option or stock appreciation right ("SAR"), will be available for future grants under the 2021 Plan. As of December 31, 2022, 4,397,394 shares remained available for issuance under the 2021 Plan; however, the shares remaining available for issuance would be reduced by the potential future issuance of shares of common stock for the settlement of outstanding performance-based stock awards and dividend equivalents for such awards. If these outstanding performance-based stock awards are earned at "target" level performance, an additional 1,658,973 shares would be issued resulting in 2,738,421 shares remaining available for issuance under the 2021 Plan as of December 31, 2022.

Under the 2021 Plan, the Compensation Committee of the Company's Board of Directors may grant restricted stock, restricted stock units ("RSUs"), stock options, SARs and/or other stock-based awards. Under the 2021 Plan, shares issued upon the exercise of a stock option or SAR or shares subject to a restricted stock award and any shares issued in settlement of restricted stock unit award, reduced by the number of any shares withheld to satisfy withholding taxes, may not be sold or transferred before the earlier of (i) the first anniversary of the exercise of the option or SAR or vesting of the restricted stock award or the settlement of restricted stock unit award, or (ii) the date the participant is no longer employed by or providing services to the Company or an affiliate. Non-employee members of the Board of Directors may not be granted awards under the 2021 Plan during any twelve-month period with respect to the number of shares that have a fair market value on the date of grant that exceeds \$160. The 2021 Plan will terminate on the tenth anniversary of its effective date unless sooner terminated by the Board of Directors.

Stock-based compensation costs are initially measured at the estimated fair value of the awards on the grant date developed using appropriate valuation methodologies, as adjusted for estimates of future award forfeitures. Valuation methodologies used and subsequent expense recognition is dependent upon each award's service and performance conditions.

Performance-based Stock Awards

The Company has granted performance-based RSUs and performance stock units (collectively, "Performance-based Stock Awards") to employees of the Company that are convertible into shares of Class A common stock following the achievement of performance goals over the applicable performance periods. Compensation costs for Performance-based Stock Awards subject to nonmarket-based performance conditions (i.e., performance not predicated on changes in the Company's stock price) are measured at the closing stock price on the dates of grant, adjusted for the probability of achieving certain benchmarks included in the performance metrics. These initial cost estimates are recognized as expense over the requisite performance periods, as adjusted for changes in estimated, and ultimately actual, performance and forfeitures. Compensation costs for components of Performance-based Stock Awards subject to market-based performance conditions (i.e., performance predicated on changes in the Company's stock price) are measured at the dates of grant using a Monte Carlo simulation model which incorporates into the valuation the inherent uncertainty regarding the achievement of the market-based performance metrics. These initial valuation amounts are recognized as expense over the requisite performance periods, subject only to adjustments for changes in estimated, and ultimately actual, forfeitures.

During the years ended December 31, 2022 and 2021, the Compensation Committee granted Performance-based Stock Awards with performance goals based on (i) the compound annualized total shareholder return (i.e., share price change plus dividends on a reinvested basis) during the applicable performance period ("Absolute TSR Awards"), (ii) the compound annualized total shareholder return relative to a peer index during the applicable performance period ("Relative TSR Awards"), (iii) the compound annualized growth in the Company's book value per share (i.e., book value change with such adjustments as determined and approved by the Compensation Committee plus dividends on a reinvested basis) during the applicable performance period ("Book Value Awards"), and (iv) the share price of the Company's common stock during the applicable performance period ("Stock Price Awards"). In addition, the Compensation Committee granted Performance-based Stock Awards in prior years with performance goals based on annual return on equity during the applicable performance period ("ROE Awards").

The Compensation Committee of the Board of Directors of the Company approved the following Performance-based Stock Award grants for the periods indicated:

	Year Ended December 31,	
	2022	2021
Absolute TSR Awards granted	174,581	90,711
Absolute TSR Award grant date fair value per share	\$ 6.03	\$ 6.89
Relative TSR Awards granted	87,291	47,710
Relative TSR Award grant date fair value per share	\$ 5.83	\$ 6.55
Book Value Awards granted	103,000	—
Book Value Award grant date fair value per share	\$ 3.37	\$ —
Stock Price Awards granted	1,225,490	—
Stock Price Award grant date fair value per share	\$ 1.72	\$ —

For the Company's Book Value Awards and ROE Awards, the grant date fair value per share is based on the close price on the date of grant. For the Company's Absolute TSR Awards, Relative TSR Awards and Stock Price Awards, the grant date fair value per share is based on a Monte Carlo simulation model. The following assumptions, determined as of the date of grant, were used in the Monte Carlo simulation model to measure the grant date fair value per share of the Company's Absolute TSR Awards, Relative TSR Awards and Stock Price Awards for the periods indicated:

	Absolute TSR Awards Granted in:		Relative TSR Awards Granted in:		Stock Price Awards Granted in:	
	2022	2021	2022	2021	2022	2021
Closing stock price on date of grant	\$ 3.58	\$ 4.08	\$ 3.58	\$ 4.08	\$ 3.06	\$ —
Beginning average stock price on date of grant ⁽¹⁾	\$ 3.60	\$ 4.07	\$ 3.60	\$ 4.07	N/A	\$ —
Expected volatility ⁽²⁾	69.20%	69.27%	69.20%	69.27%	51.17%	—
Dividend yield ⁽³⁾	0.00%	0.00%	0.00%	0.00%	0.00%	—
Risk-free rate ⁽⁴⁾	1.01%	0.34%	1.01%	0.34%	2.97%	—
Discount for illiquidity ⁽⁵⁾	0.00%	0.00%	0.00%	0.00%	8.42%	—

(1) Based upon the 30 trading days prior to and including the date of grant.

(2) Based upon the most recent three-year volatility as of the date of grant.

(3) Dividend equivalents are accrued during the performance period and deemed reinvested in additional stock units, which are to be paid out at the end of the performance period to the extent the underlying Performance-based Stock Award is earned. Applying dividend yield assumption of 0.00% in the Monte Carlo simulation is mathematically equivalent to reinvesting dividends on a continuous basis and including the value of the dividends in the final payout.

- (4) Based upon the yield of a U.S. Treasury bond with a term commensurate with the average vesting period of the stock grant.
- (5) Based on restriction on ability to sell vested awards for one year after vesting.

The vesting of the Performance-based Stock Awards is subject to both continued employment under the terms of the award agreement and the achievement of the Company performance goals established by the Compensation Committee.

For Absolute TSR Awards and Relative TSR Awards granted during the years ended December 31, 2022 and 2021, the Compensation Committee established a three-year performance period. The actual number of shares of Class A common stock that will be issued to each participant at the end of the applicable performance period will vary between 0% and 250% of the number of the Absolute TSR Awards and Relative TSR Awards granted, depending on performance results. If the minimum threshold level of performance goals is not achieved, no awards are earned. To the extent the performance results are between the minimum threshold level and maximum level of performance goals, between 50% to 250% of the number of Absolute TSR Awards and Relative TSR Awards are earned. Upon settlement, vested Absolute TSR Awards and Relative TSR Awards are converted into shares of the Company's Class A common stock on a one-for-one basis.

For Book Value Awards granted during the year ended December 31, 2022, the Compensation Committee established a one-year performance period that ended on December 31, 2022. The actual number of shares of Class A common stock that could be issued to each participant at the end of the performance period varied between 0% and 100% of the number of Book Value Awards granted, depending on performance results. Based on the actual performance measurements, 41,410 shares of the 103,000 Book Value Awards granted were earned and were converted into an equal number of shares of restricted stock in February 2023 that will vest on the third anniversary of the original Book Value Award grant date subject to continued employment under the terms of the award agreement.

For Stock Price Awards granted during the year ended December 31, 2022, the Compensation Committee established a three-year performance period. If the market price of the Company's common stock is equal to or greater than a stock price performance goal for 45 consecutive trading days at any time during the performance period, between 75% to 300% of the number of Stock Price Awards are earned and become restricted stock units that will vest ratably over a three-year period beginning on the third anniversary of the date of grant subject to continued employment under the terms of the award agreement. If the minimum threshold level of stock price performance goals are never achieved, no awards are earned. As of December 31, 2022, the market price of the Company's common stock had not met any of the price performance goals for 45 consecutive trading days.

For the ROE Awards granted in prior years, the Compensation Committee established a one-year performance period. Any ROE Awards earned at the end of the one-year performance period were converted into an equal number of shares of restricted stock that will vest on the third anniversary of the original ROE Award grant date subject to continued employment under the terms of the award agreement.

Performance-based Stock Awards do not have any voting rights. No dividends are paid on outstanding Performance-based Stock Awards during the applicable performance period. Instead, dividend equivalents are accrued on outstanding Performance-based Stock Awards during the applicable performance period, deemed invested in shares of Class A common stock and are paid out in shares of Class A common stock at the end of the performance period to the extent that the underlying Performance-based Stock Awards vest.

For the years ended December 31, 2022 and 2021, the Company recognized \$1,281 and \$415, respectively, of compensation expense related to Performance-based Stock Awards. As of December 31, 2022, the Company had 1,658,973 Performance-based stock awards outstanding, excluding 41,410 shares of Book Value Awards that were earned and were converted into an equal number of shares of restricted stock in February 2023. As disclosed above, the actual number of shares of common stock that could be issued for settlement of the Performance-based shares can be greater or less than the amount of Performance-based shares outstanding depending upon the actual results compared to the performance goals. As of December 31, 2022 and 2021, the Company had unrecognized compensation expense related to Performance-based Stock Awards of \$3,314 and \$878, respectively. The unrecognized compensation expense as of December 31, 2022 is expected to be recognized over a weighted average period of 3.23 years. For Absolute TSR Awards, Relative TSR Awards and certain of the Book Value Awards that had performance measurement periods ending during the years ended December 31, 2022 and 2021, none of the performance measures were met and therefore no awards were earned or vested during those periods. For the years ended December 31, 2022 and 2021, there were 0 and 82,124 ROE Awards, respectively, including dividend equivalents, that were earned and converted into an equal number of shares of restricted stock that will vest on the third anniversary of the original ROE Award grant date. For the year ended December 31, 2022, there were 41,410 Book Value Awards that were earned and converted into an equal number of shares of restricted stock in February 2023 that will vest on the third anniversary of the original Book Value Award grant date.

Employee Restricted Stock Awards

Compensation costs for restricted stock awards subject only to service conditions are measured at the closing stock price on the dates of grant and are recognized as expense on a straight-line basis over the requisite service periods for the awards, as adjusted for changes in estimated, and ultimately actual, forfeitures.

The Company grants restricted common shares to employees that either vest ratably over a three-year period or cliff vest at the end of a three-year period based on continued employment over these specified periods. A summary of these unvested restricted stock awards is presented below:

	Number of Shares	Weighted-average Grant-date Fair Value	Weighted-average Remaining Vested Period
Share Balance as of December 31, 2020	547,688	\$ 4.89	1.5
Granted	365,592	3.89	—
Conversion of ROE Awards	82,124	5.65	—
Forfeitures	(22,000)	6.54	—
Vestitures	<u>(214,369)</u>	5.89	—
Share Balance as of December 31, 2021	759,035	4.16	1.5
Granted	384,291	3.42	—
Forfeitures	(12,167)	3.57	—
Vestitures	<u>(300,317)</u>	4.44	—
Share Balance as of December 31, 2022	<u><u>830,842</u></u>	<u>\$ 3.72</u>	1.2

For the years ended December 31, 2022 and 2021, the Company recognized \$1,856 and \$1,190, respectively, of compensation expense related to restricted stock awards. As of December 31, 2022 and 2021, the Company had unrecognized compensation expense related to restricted stock awards of \$1,262 and \$1,847, respectively. The unrecognized compensation expense as of December 31, 2022 is expected to be recognized over a weighted average period of 1.2 years. For the years ended December 31, 2022 and 2021, the intrinsic value of restricted stock awards that vested were \$909 and \$828, respectively.

In addition, as part of the Company's satisfaction of incentive compensation earned for past service under the Company's variable compensation programs, employees may receive restricted Class A common stock in lieu of cash payments. These restricted Class A common stock shares are issued to an irrevocable trust and are not returnable to the Company. No such shares were issued in 2022 and 2021. As of December 31, 2022 and 2021, the Company had 9,155 vested shares of the undistributed restricted stock issued to the trust.

Employee Restricted Stock Units

In connection with the announcement in June 2019 that the Company's Executive Chairman would retire on December 31, 2019 from all positions with the Company, including its Board of Directors, the Company and its Executive Chairman entered into a consulting agreement to provide consulting services through January 1, 2022. Pursuant to the consulting agreement, the Company granted the Executive Chairman 87,847 RSUs with a grant date fair value of \$6.83 per share. The grant date fair value of the award was based on the closing price of the Class A common stock on the New York Stock Exchange on the date of grant. The RSUs vested equally on each of January 1, 2020, July 1, 2020, January 1, 2021, July 1, 2021 and January 1, 2022, and were subject to the individual's continued employment through December 31, 2019 and providing consulting services through January 1, 2022. Upon vesting, the RSUs were converted into shares of Class A common stock. The RSUs did not have any voting rights, and no dividends were paid on outstanding RSUs. Instead, dividend equivalents were accrued on outstanding RSUs, deemed invested in shares of Class A common stock and were paid out in shares of Class A common stock on the vesting date.

For the years ended December 31, 2022 and 2021, the Company recognized \$0 and \$78, respectively, of compensation expense related to employee restricted stock units. For the years ended December 31, 2022 and 2021, the intrinsic value of RSUs that were converted into shares of Class A common stock were \$73 and \$154, respectively. As of December 31, 2022, the Company had no employee restricted stock units outstanding.

Director Restricted Stock Units

Compensation costs for RSU awards subject only to service conditions are measured at the closing stock price on the dates of grant and are recognized as expense on a straight-line basis over the requisite service periods for the awards, as adjusted for changes in estimated, and ultimately actual, forfeitures. Compensation costs for RSUs that do not require future service conditions are expensed immediately.

The Company's non-employee directors are compensated in both cash and RSUs. RSUs awarded to non-employee directors vest immediately on the award grant date and are convertible into shares of Class A common stock. For RSUs granted under the Company's 2021 Plan, 2014 Plan, and certain of the Prior Plans, the RSUs are convertible into shares of Class A common stock at the later of the date the non-employee director ceases to be a member of the Company's Board or the first anniversary of the grant date. For RSUs granted under certain Prior Plans, the RSUs are convertible into shares of Class A common stock one year after the non-employee director ceases to be a member of the Company's Board. The non-employee director RSUs do not have any voting rights.

but are entitled to cash dividend equivalent payments. As of December 31, 2022, the Company had 548,272 of non-employee director RSUs outstanding. A summary of the non-employee director RSUs grants is presented below for the periods indicated:

	Year Ended December 31,	
	2022	2021
RSUs granted	132,450	98,035
Grant date fair value	\$ 3.02	\$ 4.08

The grant date fair value is based on the closing price of the Class A common stock on the New York Stock Exchange on the date of grant. For the years ended December 31, 2022 and 2021, the Company recognized \$400 and \$400, respectively, of director fees related to these RSUs. There were no non-employee director RSUs converted into shares of Class A common stock for the years ended December 31, 2022 and 2021.

Note 18. Financial Instruments with Off-Balance-Sheet Risk and Credit Risk

As of December 31, 2022 and 2021, the Company did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance, or special purpose entities or VIEs, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. The Company's economic interests held in unconsolidated VIEs are generally limited in nature to those of a passive holder of beneficial interests in securitized financial assets. As described in Note 9 to the Company's consolidated financial statements, as of December 31, 2022 and 2021, the Company had consolidated for financial reporting purposes two and one, respectively, securitization trusts for which the Company determined that its investments provided the Company with both (i) the power to direct the activities that most significantly impact the economic performance of the VIE and (ii) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. The Company was not required to consolidate for financial reporting purposes any other VIEs as of December 31, 2022 and 2021, as the Company did not have the power to direct the activities that most significantly impact the economic performance of such entities.

As of December 31, 2022 and 2021, the Company had not guaranteed any obligations of unconsolidated entities. As of December 31, 2022 and 2021, the Company had not entered into any commitment or intent to provide funding to unconsolidated entities other than the aforementioned asset-back revolving credit facility funding commitment.