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

**FORM 10-K**

**FOR ANNUAL AND TRANSITION REPORTS PURSUANT  
TO SECTIONS 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

(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, 2021  
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 1-07265

**AMBASE CORPORATION**

(Exact name of registrant as specified in its charter)

DELAWARE 95-2962743  
(State of incorporation) (I.R.S. Employer Identification No.)

7857 West Sample Road, Suite 134, Coral Springs, FL. 33065  
(Address of principal executive offices)

Registrant's telephone number, including area code: (201) 265-0169

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

None

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

**Title of each class**

Common Stock (\$0.01 par value)

Rights to Purchase Common Stock

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, 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). Yes ☒ No ☐

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

(Check one): Large Accelerated Filer ☐ Accelerated Filer ☐ Non-Accelerated Filer ☒ Smaller Reporting Company ☒  
Emerging Growth Company ☐

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

YES ☐ NO ☐

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 USC. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

YES ☐ NO ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

At February 28, 2022, there were 40,737,751 shares of registrant’s Common Stock outstanding. At June 30, 2021, the aggregate market value of registrant’s voting securities (consisting of its Common Stock) held by non-affiliates of the registrant, based on the average bid and asking price on such date of the Common Stock of \$0.28 per share was approximately \$7 million. The Common Stock constitutes the registrant’s only outstanding class of security.

Portions of the registrant’s definitive Proxy Statement for its 2022 Annual Meeting of Stockholders, which Proxy Statement the registrant intends to file with the Securities and Exchange Commission not later than 120 days after the close of its fiscal year, are incorporated by reference with respect to certain information contained therein, in Part III of this Annual Report.

The Exhibit Index is located in Part IV, Item 15, page 37.

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## **PART I**

### **ITEM 1. BUSINESS**

#### **General**

AmBase Corporation (the “Company” or “AmBase”) is a Delaware corporation that was incorporated in 1975. AmBase is a holding company. At December 31, 2021, the Company’s assets consisted primarily of cash and cash equivalents. The Company is engaged in the management of its assets and liabilities.

In 2020 and 2019, the Company received federal tax refunds based on the Company’s federal income tax returns as filed. For additional information see *Part II - Item 8 - Note 7* to the Company’s consolidated financial statements.

In June 2013, the Company purchased an equity interest in a real estate development property through a joint venture agreement to purchase and develop real property located at 105 through 111 West 57<sup>th</sup> Street in New York, New York (the “111 West 57<sup>th</sup> Property”). The Company is engaged in material disputes and litigation with regard to the 111 West 57<sup>th</sup> Property. Despite ongoing litigation challenging the legitimacy of the actions taken in connection with the “Strict Foreclosure”, (as defined and further discussed herein), the Company recorded an impairment for the full amount of its equity investment in the 111 West 57<sup>th</sup> Property in 2017. Prior to the Strict Foreclosure, the carrying value of the Company’s equity investment in the 111 West 57<sup>th</sup> Property represented a substantial portion of the Company’s assets and net equity value.

For additional information concerning the Company’s recording of an impairment of its equity investment in the 111 West 57<sup>th</sup> Property in 2017 and the Company’s legal proceedings relating to the 111 West 57<sup>th</sup> Property, including the Company’s challenge to the Strict Foreclosure, see *Part II - Item 8 - Note 3* and *Note 8* to the Company’s consolidated financial statements.

The executive office of the Company is located at 7857 West Sample Road, Suite 134, Coral Springs, Florida 33065. The Company had four (4) full-time and two (2) part-time employees at December 31, 2021.

#### **Background**

In August 1988, the Company acquired Carteret Bancorp Inc., which through its principal wholly owned subsidiary Carteret Savings Bank, FA, was principally engaged in retail and consumer banking, and mortgage banking including mortgage servicing. On December 4, 1992, Carteret Savings Bank, FA was placed in receivership and a new institution, Carteret Federal Savings Bank was established to assume the assets and certain liabilities of Carteret Savings Bank, FA.

The Company was a plaintiff in a legal proceeding, commenced in 1993, seeking recovery of damages from the United States Government for the loss of the Company’s wholly-owned subsidiary, Carteret Savings Bank, F.A. (the “Supervisory Goodwill” legal proceedings). Pursuant to a Settlement Agreement between the Company, the Federal Deposit Insurance Corporation-Receiver (“FDIC-R”) and the Department of Justice (“DOJ”) on behalf of the United States of America (the “United States”), (the “Settlement Agreement”) as approved by the United States Court of Federal Claims (the “Court of Federal Claims”), in October 2012, the United States paid \$180,650,000 directly to AmBase (the “Settlement Amount”). As part of the Settlement Agreement in the Company’s Supervisory Goodwill legal proceedings, the Company is entitled to a tax gross-up in an amount to be determined if and when any federal taxes should be imposed on the Settlement Amount. In December 2014, the IRS completed their review of the examination of the Company’s 2012 federal income tax return with no change to the tax return as filed.

#### **Stockholder Inquiries**

Stockholder inquiries, including requests for the following: (i) change of address; (ii) replacement of lost stock certificates; (iii) Common Stock name registration changes; (iv) Quarterly Reports on Form 10-Q; (v) Annual Reports on Form 10-K; (vi) proxy materials; and (vii) information regarding stockholdings, should be directed to:

**American Stock Transfer & Trust Company, LLC**  
6201 15<sup>th</sup> Avenue  
Brooklyn, NY 11219  
Attention: Shareholder Services  
**(800) 937-5449 or (718) 921-8200 Ext. 6820**

The Company does not maintain a website. Copies of Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K and Proxy Statements can be obtained from the Company free of charge by mailing a request to the Company as follows:

AmBase Corporation  
12 Lincoln Blvd., Suite 202  
Emerson, NJ 07630  
Attn: Shareholder Services

The Company is subject to the informational requirements of the Securities Exchange Act of 1934 (the “Exchange Act”). Accordingly, the Company’s public reports, including Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K and Proxy Statements, can be obtained through the Securities and Exchange Commission (“SEC”) EDGAR Database available on the SEC’s website at [www.sec.gov](http://www.sec.gov). Materials filed with the SEC may also be read or copied by visiting the SEC’s Public Reference Room, 100 F Street, NE, Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330.

## **ITEM 1A. RISK FACTORS**

The Company is subject to various risks, many of which are beyond the Company’s control, which could have a negative effect on the Company and its financial condition. As a result of these and other factors, the Company may experience material fluctuations in future operating results on a quarterly or annual basis which could materially and adversely affect the Company’s business, financial condition, operating results and stock price. An investment in the Company’s stock involves various risks, including those mentioned below and elsewhere in this Annual Report on Form 10-K (this “Annual Report”), and those that are detailed from time to time in the Company’s other filings with the Securities and Exchange Commission. You should carefully consider the following risk factors, together with all of the other information included or incorporated by reference in this Annual Report, before you decide whether to purchase the Company’s common stock.

### **Operating Risks**

#### ***Going Concern***

The Company has incurred operating losses and used cash for operating activities for the past several years. In June 2013, the Company purchased an equity interest in a real estate development property through a joint venture agreement to purchase and develop real property located at 105 through 111 West 57<sup>th</sup> Street in New York, New York (the “111 West 57<sup>th</sup> Property”). The Company has also made significant investments in the 111 West 57<sup>th</sup> Street Property in 2013, 2014 and 2015. The Company is engaged in material disputes and litigation with the sponsors of the joint venture (the “Sponsor”) and a mezzanine lender to the joint venture (“Spruce”). The Company recorded an impairment of its equity investment in the 111 West 57<sup>th</sup> Property in the full year period ended December 31, 2017. See *Part II – Item 8 – Note 3* and *Note 8* to the Company’s consolidated financial statements for additional information regarding this impairment charge and the legal proceedings relating to the Company’s investment in the 111 West 57<sup>th</sup> Property. The carrying value of the Company’s equity investment in the 111 West 57<sup>th</sup> Property represented a substantial portion of the Company’s assets and net equity value. The Company has continued to keep operating expenses at a reduced level; however, there can be no assurance that the Company’s current level of operating expenses will not increase or that other uses of cash will not be necessary. The Company believes that based on its current level of operating expenses, its currently available cash and financial resources may not be sufficient to cover operating cash needs through the twelve month period from the financial statement reporting date. Based on the above factors, management determined there is substantial doubt about the Company’s ability to continue as a going concern within one year after the date that the financial statements are issued. The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The financial statements do not include adjustments to the carrying value of assets and liabilities which might be necessary should the Company not continue in operation.

In order to continue as a going concern, the Company must take steps to manage its current level of cash and cash equivalents, through various ways, including but not limited to, raising additional capital through the sale of assets or long term borrowings, which may include additional borrowings from affiliates of the Company, reducing operating expenses, and seeking recoveries from various sources. There can be no assurance that the Company will be able to adequately implement these cash management measures, in whole or in part or sell any of its assets or raise capital on terms acceptable to the Company, if at all.

***The Company has incurred operating losses over the last several years and may not be able to achieve or maintain profitability.***

We expect our operating expenses in 2022 will remain relatively close to our most recent levels, although there can be no assurance that the Company's current level of operating expenses will not increase or that other uses of cash will not be necessary. These losses, among other things, have had and will continue to have an adverse effect on our working capital, total assets and stockholders' equity. Because of the numerous risks and uncertainties associated with property development and management, we are unable to predict if or when we may become profitable.

***The Company is in a competitive business.***

The real estate industry is highly competitive. In addition, the Company expects other major real estate investors, some with much greater resources than the Company has, may compete with the Company for attractive acquisition opportunities. These competitors include REITs, investment banking firms and private institutional investors. This competition has increased prices for commercial properties and may impair the Company's ability to make suitable property acquisitions on favorable terms in the future.

***We are a party to legal proceedings relating to our equity interest in the joint real estate venture 111 West 57th Partners, and may become subject to additional litigation in the future, any of which could have an adverse effect on our financial condition, results of operations, cash flow and per share trading price of our common stock.***

We are currently party to lawsuits relating to our equity interest in the joint real estate venture 111 West 57th Partners, as further described in *Part II – Item 8 – Note 8* to our consolidated financial statements. There can be no assurance that the Company will prevail with any of its claims with respect to its interests in the 111 West 57<sup>th</sup> Property or that any course of action will be successful in recovering value for the Company from this investment. If the Company is unable to recover all or most of the value of its investment in the 111 West 57<sup>th</sup> Property, there would be a material adverse effect on the Company's financial condition and future prospects. In addition, in the future we may become subject to additional litigation, including claims relating to our operations, assets, offerings, and otherwise in the ordinary course of business. Some of these claims may result in significant defense costs and potentially significant judgments against us, some of which are not, or cannot be insured against. An adverse determination with respect to any of these claims may result in our having to pay material judgments, or settlements, which could have a material adverse effect on our earnings and cash flows, thereby having a material adverse effect on our financial condition, results of operations, cash flow and per share trading price of our common stock. Certain litigation or the resolution of certain litigation may affect the availability or cost of some of our insurance coverage, which could adversely impact our results of operations and cash flows and potentially expose us to increased risks that would be uninsured.

***Illiquidity of real estate limits our ability to act quickly.***

Real estate investments are relatively illiquid. Such illiquidity may limit our ability to react quickly in response to changes in economic and other conditions. If we want to sell an investment, we might not be able to dispose of that investment in the time period we desire, and the sales price of that investment might not recoup or exceed the amount of our investment. These limitations on our ability to sell properties or investments could have a material adverse effect on our financial condition and results of operations.

***Property ownership through equity investments and/or in joint ventures could subject us to the differing business objectives of our co-venturers.***

The Company has entered into, and may continue in the future to enter into, equity investments and/or joint ventures (including limited liability companies and partnerships) in which the Company does not hold a direct or controlling interest in the assets underlying the entities in which it invests, including equity investments and/or joint ventures in which (i) the Company owns a direct interest in an entity which controls such assets, or (ii) the Company owns a direct interest in an entity which owns indirect interests, through one or more intermediaries, of such assets. These equity investments and/or joint ventures may include ventures through which the Company would own an indirect economic interest of less than 100 percent of a property owned directly by such joint ventures, and may include equity investments and/or joint ventures that the Company does not control or manage. These investments involve risks that do not exist with properties in which the Company owns a controlling interest with respect to the underlying assets, including the possibility that (i) we may become subject to material, legal disputes with our joint venture partners, as is the case with respect to our investment in the 111 West 57<sup>th</sup> Property; (ii) our co-venturers or partners may, at any time, become insolvent or otherwise refuse to make capital contributions when due, (iii) we may be subject to additional capital calls for joint venture development or other expenses which we may be unable or unwilling to meet, possibly resulting in substantial dilution of our investment, (iv) we may become liable with respect to guarantees of payment or performance by the joint ventures, or (v) we may become subject to buy-sell arrangements which could cause us to sell our interests or acquire our co-venturer's or partner's interests in a joint venture. Even where we have major decision rights or do not have major decision rights, because we lack a controlling interest, our co-venturers or partners may be in a position to take action contrary to our instructions or requests or contrary to our policies or objectives. While we seek protective rights against such contrary actions, there can be no assurance that we will be successful in procuring any such protective rights, or if procured, that the rights will be sufficient to fully protect us against contrary actions. Our organizational documents do not limit the amount of available funds that we may invest in equity investments and/or joint ventures and/or partnerships. If the objectives of our co-venturers or partners are inconsistent with ours, it may adversely affect our ability to make receive and distributions or payments to our investors.

***We may be unable to identify suitable properties for equity investments and acquisitions and any new investments and acquisitions may fail to perform as expected and subject us to new risks, including risks created by geographic concentration.***

The Company may not be able to identify suitable properties for equity investments and acquisitions. Even if we are able to identify suitable properties for equity investments and acquisitions, we may not be able to carry out such equity investments or acquisitions on favorable terms, or at all. Any new equity investments in properties or newly acquired properties may not perform as expected and may subject us to unknown liability with respect to liabilities relating to such properties for clean-up of undisclosed environmental contamination or claims by tenants, residents, vendors or other persons against the former owners of the properties. Inaccurate assumptions regarding future rental or occupancy rates, or fluctuations in the target market could result in overly optimistic estimates of future revenues. In addition, future operating expenses or the costs necessary to bring an acquired property up to standards established for its intended market position may be underestimated. The search for and process of acquiring such properties will also require a substantial amount of management's time and attention.

***Fluctuations in the local market in which the Company's equity investment in a development property is located may adversely impact the Company's financial condition and operating results.***

The 111 West 57<sup>th</sup> Property, which the Company purchased an equity investment in during 2013, is located in New York City. This geographic concentration could present risks if the New York City property market performance falls below expectations. The economic condition of this market could affect occupancy, property revenues, and expenses, from the property and future asset value.

***The Company may not be able to insure certain risks economically.***

The Company may experience economic harm if any damage to the Company's property or properties is not covered by insurance. The Company cannot be certain that the Company will be able to insure all risks that the Company desires to insure economically or that all of the Company's insurers will be financially viable if the Company makes a claim. The Company may suffer losses that are not covered under the Company's insurance policies. If an uninsured loss or a loss in excess of insured limits should occur, the Company could lose capital invested in a property or properties, as well as any potential future revenue from the property or properties.

***Development and redevelopment activities may be delayed, not completed, and/or not achieve expected results.***

The Company's investments in development and redevelopment activities generally entail certain risks, including the following:

- funds may be expended and management's time devoted to projects that may not be completed,
- required approvals may not be obtained from governmental entities or other third parties,
- construction costs of a project may exceed original estimates, negatively impacting the economic feasibility of the project,
- projects may be delayed due to, without limitation, adverse weather conditions, labor or material shortages,
- occupancy rates and rents at a completed project may be less than anticipated, and
- expenses at completed development projects may be higher than anticipated.

These risks may reduce the funds available for distribution to the Company and have a material adverse effect on the Company's financial condition and results of operations. Further, investment in and the development and redevelopment of real estate is also subject to the general risks associated with real estate investments. For further information regarding these risks, see the risk factor "*The Company is subject to risks inherent in owning, developing and leasing real estate.*"

***The Company is subject to risks inherent in owning, developing and leasing real estate.***

The Company is subject to varying degrees of risk generally related to leasing and owning real estate, many of which are beyond the Company's control. In addition to general risks related to owning commercial real estate, the Company's risks include, among others:

- deterioration in regional and local economic and real estate market conditions,
- failure to complete construction and lease-up on schedule or within budget may increase debt service expense and construction and other costs,
- increased operating costs, including insurance premiums, utilities and real estate taxes, due to inflation and other factors which may not necessarily be offset by increased rents,
- changes in interest rate levels and the availability of financing,
- fluctuations in tourism patterns,
- adverse changes in laws and regulations (including tax, environmental, zoning and building codes, landlord/tenant and other housing laws and regulations) and agency or court interpretations of such laws and regulations and the related costs of compliance,
- potential changes in supply of, or demand for rental properties similar to the Company's,
- competition for tenants and changes in rental rates,
- concentration in a single real estate asset and class,
- needs for additional capital which may be required for needed development or repositioning of one or more real estate assets may exceed the Company's abilities or its desired minimum level of liquidity,
- difficulty in reletting properties on favorable terms or at all,
- impairments in the Company's ability to collect rent payments when due,
- the potential for uninsured casualty and other losses,
- the impact of present or future environmental legislation and compliance with environmental laws,
- changes in federal or state tax laws, and
- acts of terrorism and war.

Each of these factors could have a material adverse effect on the Company's ability to receive distributions from its properties and investments and the Company's financial condition and results of operations. In addition, real estate investments are relatively illiquid, which means that the Company's ability to promptly sell the Company's property in response to changes in economic and other conditions may be limited.



***We are dependent on our key personnel whose continued service is not guaranteed and the loss of whose service could have a material adverse effect on our business.***

Whether our business is successful will be dependent in part upon the leadership, strategic business direction and real estate experience of our executive officers, particularly Mr. R. A. Bianco, our Chairman, President and Chief Executive Officer. Although we have entered into an employment agreement with Mr. R. A. Bianco, none of our executive officers or directors are subject to any covenants not to compete against the Company should they terminate their affiliation with the Company. While we believe that we could find replacements for these key personnel, loss of their services could adversely affect our operations. Although we carry some key man life insurance on Mr. R. A. Bianco, the amount of such coverage may not be sufficient to offset any adverse economic effects on our operations and we do not carry key man life insurance on any of our other executive officers or directors.

***Changes in the composition of the Company's assets and liabilities through acquisitions, divestitures or corporate restructuring may affect the Company's results.***

The Company may make future acquisitions or divestitures of assets or changes in how such assets are held. Any change in the composition of the Company's assets and liabilities or how such assets and liabilities are held could significantly affect the Company's financial position and the risks that the Company faces.

***Terrorist attacks and other acts of violence or war may affect the market, on which the Company's common stock trades, the markets in which the Company operates the Company's operations and the Company's results of operations.***

Terrorist attacks or armed conflicts could affect the Company's business or the businesses of the Company's tenants. The consequences of armed conflicts are unpredictable, and the Company may not be able to foresee events that could have an adverse effect on the Company's business. More generally, any of these events could cause consumer confidence and spending to decrease or result in increased volatility in the U.S. and worldwide financial markets and economy. They also could be a factor resulting in, or a continuation of, an economic recession in the U.S. or abroad. Any of these occurrences could have a significant adverse impact on the Company's operating results and revenues and may result in volatility of the market price for the Company's common stock.

***Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.***

In the ordinary course of our business, we collect and store sensitive data that may include intellectual property, our proprietary business information and that of our tenants and business partners, including personally identifiable information of our tenants and employees, on our networks. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, disrupt our operations, and damage our reputation, which could adversely affect our business.

***The Company may not be able to generate sufficient taxable income to fully realize the Company's deferred tax asset.***

The Company has federal income tax net operating loss ("NOL") carryforwards and other tax attributes. If the Company is unable to generate sufficient taxable income, the Company may not be able to fully realize the benefit of the NOL carryforwards.

***Because the Company from time to time maintains a majority of its assets in cash and/or securities, the Company may in the future be deemed to be an investment company under the Investment Company Act of 1940 resulting in additional costs and regulatory burdens.***

Currently, the Company believes that either it is not within the definition of “Investment Company” as the term is defined under the Investment Company Act of 1940 (the “1940 Act”) or, alternatively, may rely on one or more of the 1940 Act’s exemptions. The Company intends to continue to conduct its operations in a manner that will exempt the Company from the registration requirements of the 1940 Act. If the Company were to be deemed to be an investment company because of the Company’s investments securities holdings, the Company would be required to register as an investment company under the 1940 Act. The 1940 Act places significant restrictions on the capital structure and corporate governance of a registered investment company, and materially restricts its ability to conduct transactions with affiliates. Compliance with the 1940 Act could also increase the Company’s operating costs. Such changes could have a material adverse effect on the Company’s business, results of operations and financial condition.

## **Anti-takeover Risks**

***Our amended and restated shareholder rights plan may delay or prevent an acquisition of us that shareholders may consider favorable or may prevent efforts by our shareholders to change our directors or our management, which could decrease the value of your common shares.***

On March 27, 2019, the Company’s Board of Directors adopted the New Rights Plan which is designed to provide adequate time for our Board of Directors and shareholders to assess an unsolicited takeover bid for our company, to provide our Board of Directors with sufficient time to explore and develop alternatives for maximizing shareholder value if a takeover bid is made, and to provide shareholders with an equal opportunity to participate in a takeover bid and receive full and fair value for their common shares. The New Rights Plan is set to expire on March 27, 2029. The rights will become exercisable only when a person, including any party related to it, acquires or attempts to acquire 25% or more of our outstanding common stock. Should such an acquisition occur or be announced, each right would, upon exercise, entitle a rights holder, other than the acquiring person and related persons, to purchase common shares at a 50% discount to the market price at the time. The New Rights Plan may inhibit a change in control of the Company by a third party in a transaction not approved by the Company’s Board of Directors. If a change in control is inhibited or delayed in this manner, it may adversely affect the market price of the Company’s common stock.

## **Other Risks**

***The current pandemic of the novel coronavirus (COVID-19) is expected to, and the future outbreak of other highly infectious or contagious diseases may, materially and adversely impact the business, income, cash flow, results of operations and financial condition of the Company, including the 111 West 57th Property.***

In December 2019, a novel strain of coronavirus (COVID-19) was reported to have surfaced in Wuhan, China. COVID-19 has since spread globally, including to every state in the United States. On March 11, 2020, the World Health Organization declared COVID-19 a pandemic, and on March 13, 2020, the United States declared a national emergency with respect to COVID-19.

The COVID-19 pandemic has had, and another pandemic in the future could have, repercussions across regional and global economies and financial markets. The outbreak of COVID-19 has significantly and adversely impacted global economic activity and has contributed to significant volatility and negative pressure in financial markets. The impact of the outbreak has been rapidly evolving and, as cases of COVID-19 have continued to be identified, many countries, including the United States, have reacted by instituting quarantines, mandating business and school closures and restricting travel.

Preventative measures taken to alleviate the public health crisis, including “shelter-in-place” or “stay-at-home” orders issued by local, state and federal authorities, may have a material adverse effect on the business, income, cash flow, results of operations and financial condition of the Company, including the 111 West 57th Street Property, including without limitation a reduction in demand and sales prices and increased management and health maintenance costs.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## **ITEM 2. PROPERTIES**

The Company rents approximately 150 square feet of office space for its executive office at 7857 West Sample Road, Suite 134, Coral Springs, FL 33065 on a short term basis. The Company also rents on a short term basis approximately 200 square feet of office space in Emerson, NJ.

## **ITEM 3. LEGAL PROCEEDINGS**

For a discussion of the Company's legal proceedings, see *Part II - Item 8 - Note 8* to the Company's consolidated financial statements.

From time to time, the Company and its subsidiaries may be named as a defendant in various lawsuits or proceedings. At the current time, except as set forth in *Part II - Item 8 - Note 8* to the Company's consolidated financial statements, the Company is unaware of any legal proceedings pending against the Company. The Company intends to aggressively contest all litigation and contingencies, as well as pursue all sources for contributions to settlements.

## **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**

The Common Stock of the Company is quoted in the over-the-counter market under the symbol ABCP. Such prices reflect interdealer prices, without retail mark-up, markdown or commission, and may not necessarily represent actual transactions.

As of February 28, 2022, there were approximately 6,200 beneficial owners of the Company's Common Stock.

## **Common Stock Repurchase Plan**

The Company's common stock repurchase plan (the "Repurchase Plan") allows for the repurchase by the Company of its common stock in the open market. The Repurchase Plan is conditioned upon favorable business conditions and acceptable prices for the common stock. Purchases under the Repurchase Plan may be made, from time to time, in the open market, through block trades or otherwise. Depending on market conditions and other factors, purchases may be commenced or suspended any time or from time to time without prior notice. No common stock repurchases have been made pursuant to the Repurchase Plan during 2021 or 2020. For additional information see *Part II - Item 8 - Note 5* to the Company's consolidated financial statements.

## **ITEM 6. [RESERVED]**

Not applicable.

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

Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the consolidated financial statements and related notes, which are contained in *Part II - Item 8*, herein.

### **BUSINESS OVERVIEW**

AmBase Corporation (the "Company" or "AmBase") is a Delaware corporation that was incorporated in 1975. AmBase is a holding company. At December 31, 2021, the Company's assets consisted primarily of cash and cash equivalents. The Company is engaged in the management of its assets and liabilities.

In June 2013, the Company purchased an equity interest in a real estate development property through a joint venture agreement to purchase and develop real property located at 105 through 111 West 57<sup>th</sup> Street in New York, New York (the "111 West 57<sup>th</sup> Property"). The Company is engaged in material disputes and litigation with regard to the 111 West 57<sup>th</sup> Property. Despite ongoing litigation challenging the legitimacy of the actions taken in connection with the "Strict Foreclosure", (as defined and further discussed herein), in accordance with GAAP, the Company recorded an impairment for the full amount of its equity investment in the 111 West 57<sup>th</sup> Property in 2017. Prior to the Strict Foreclosure, the carrying value of the Company's equity investment in the 111 West 57<sup>th</sup> Property represented a substantial portion of the Company's assets and net equity value.

For additional information concerning the Company's recording of an impairment of its equity investment in the 111 West 57<sup>th</sup> Property in 2017 and the Company's legal proceedings relating to the 111 West 57<sup>th</sup> Property, including the Company's challenge to the Strict Foreclosure, see *Part II - Item 8 - Note 3* and *Note 8* to the Company's consolidated financial statements.

### **LIQUIDITY AND CAPITAL RESOURCES**

The Company's assets at December 31, 2021, aggregated \$3,083,000, consisting principally of cash and cash equivalents of \$3,003,000. At December 31, 2021, the Company's liabilities aggregated \$684,000. Total stockholders' equity was \$2,399,000.

In 2020, the Company received federal tax refunds of alternative minimum tax ("AMT") credit carryforwards as provided for in the 2017 Tax Cuts and Jobs Act (the "2017 Tax Act"), based on the Company's 2019 federal income tax returns as filed. The Company's management is continuing to work closely with outside advisors on the Company's various federal tax return matters for the numerous interrelated tax years. For additional information, see *Part II - Item 8 - Note 7* to the Company's consolidated financial statements.

In 2019, the Company received a letter from the Federal Deposit Insurance Corporation ("FDIC"), requesting the Company reimburse the FDIC for 2012 federal taxes of approximately \$501,000 that the FDIC had previously reimbursed the Company, pursuant to a 2012 settlement agreement which was approved by the United States Court of Federal Claims (the "Court of Federal Claims") in October 2012 (the "2012 Tax Amount"). The Company is currently reviewing the FDIC request, along with the SGW 2012 Settlement Agreement and Court of Federal Claims August 2013 ruling, with its outside legal and tax advisors. The Company is unable to predict at this time whether the 2012 Tax Amount is refundable back to the FDIC in current and/or future years. For additional information, see *Part II - Item 8 - Note 7* to the Company's consolidated financial statements.

A fundamental principle of the preparation of financial statements in accordance with GAAP is the assumption that an entity will continue in existence as a going concern, which contemplates continuity of operations and the realization of assets and settlement of liabilities occurring in the ordinary course of business. In accordance with this requirement, the Company has prepared its accompanying consolidated financial statements assuming the Company will continue as a going concern.

The Company has incurred operating losses for the past several years. The Company has continued to keep operating expenses at a reduced level; however, there can be no assurance that the Company's current level of operating expenses will not increase or that other uses of cash will not be necessary. The Company believes that based on its current level of operating expenses its existing cash and cash equivalents may not be sufficient to cover operating cash needs through the twelve month period from the financial statement reporting date. Based on the above factors, management determined there is substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued. The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The financial statements do not include adjustments to the carrying value of assets and liabilities which might be necessary should the Company not continue in operation.

In order to continue as a going concern, the Company must take steps to manage its current level of cash and cash equivalents, through various ways, including but not limited to, raising additional capital through the sale of assets or long term borrowings, which may include additional borrowings from affiliates of the Company, reducing operating expenses, and seeking recoveries from various sources. There can be no assurance that the Company will be able to adequately implement these cash management measures, in whole or in part or sell any of its assets or raise capital on terms acceptable to the Company, if at all.

As noted herein, in June 2013, the Company purchased an equity interest in the 111 West 57<sup>th</sup> Property. The Company is engaged in material disputes and litigation with regard to the 111 West 57<sup>th</sup> Property. Despite ongoing litigation challenging the legitimacy of the actions taken in connection with the "Strict Foreclosure", (as defined and further discussed herein), in accordance with GAAP, the Company recorded an impairment for the full amount of its equity investment in the 111 West 57<sup>th</sup> Property of \$63,745,000 in 2017. Prior to the Strict Foreclosure, the carrying value of the Company's equity investment in the 111 West 57<sup>th</sup> Property represented a substantial portion of the Company's assets and net equity value. The Company has several legal proceedings pending against various parties with regard to the 111 West 57<sup>th</sup> Street Property. For additional information concerning the Company's recording of an impairment of its equity investment in the 111 West 57<sup>th</sup> Property in 2017 and the Company's legal proceedings relating to the 111 West 57<sup>th</sup> Property, including the Company's challenge to the Strict Foreclosure, see *Part II - Item 8 - Note 3* and *Note 8* to the Company's consolidated financial statements.

In 2017, the Company entered into a Litigation Funding Agreement (the "LFA") with Mr. R. A. Bianco. Pursuant to the LFA, Mr. R. A. Bianco agreed to provide litigation funding to the Company, to satisfy actual documented litigation costs and expenses of the Company, including attorneys' fees, expert witness fees, consulting fees and disbursements in connection with the Company's legal proceedings related to the Company's equity investment in the 111 West 57<sup>th</sup> Street Property. In 2019, the Company and Mr. R. A. Bianco entered into an amendment to the LFA (the "Amendment"). For additional information including the terms of the Litigation Funding Agreement, as amended by the Amendment, see *Part II - Item 8 - Note 9* to the Company's consolidated financial statements.

With respect to its disputes and litigation relating to its interest in the 111 West 57<sup>th</sup> Property, the Company is pursuing, and will continue to pursue, other options to realize the Company's investment value, various legal courses of action to protect its legal rights, recovery of its asset value from various sources of recovery, as well as considering other possible economic strategies, including the possible sale of the Company's interest in and/or rights with respect to the 111 West 57<sup>th</sup> Property; however, there can be no assurance that the Company will prevail with respect to any of its claims.

The Company can give no assurances regarding the outcome of the matters described herein, including as to the effect of Spruce's actions described herein, whether the Sponsors will perform their contractual commitments to the Company under the JV Agreement, as to what further action, if any, the lenders may take with respect to the project, as to the ultimate resolution of the ongoing litigation proceedings relating to the Company's investment interest in the 111 West 57<sup>th</sup> Property, as to the ultimate effect of the Sponsors', the Company's or the lenders' actions on the project, as to the completion or ultimate success of the project, or as to the value or ultimate realization of any portion of the Company's equity investment in the 111 West 57<sup>th</sup> Street. For additional information with regard to the Company's investment in the 111 West 57<sup>th</sup> Property and the legal proceedings related thereto see *Part II - Item 8 - Note 3* and *Note 8* to the Company's consolidated financial statements.

While the Company's management is evaluating future courses of action to protect and/or recover the value of the Company's equity investment in the 111 West 57<sup>th</sup> Property, the adverse developments make it uncertain as to whether any such courses of action will be successful. Any such efforts are likely to require sustained effort over a period of time and substantial additional financial resources. Inability to recover all or most of such value would, in all likelihood, have a material adverse effect on the Company's financial condition and future prospects. The Company can give no assurances with regard to if it will prevail with respect to any of its claims.

For the year ended December 31, 2021, cash of \$4,922,000 was used by operations for the payment of operating expenses and prior year accruals.

For the year ended December 31, 2020, cash of \$5,074,000 was provided by operations as a result of the federal tax refunds received in 2020, partially offset by the payment of operating expenses and prior year accruals.

Accounts payable and accrued liabilities as of December 31, 2021, increased as compared to December 31, 2020. The amounts in the respective years are principally related to accruals for legal expenses in connection with the 111 West 57<sup>th</sup> Property legal proceedings, which were paid in the subsequent year.

There are no material commitments for capital expenditures as of December 31, 2021. Inflation has had no material impact on the business and operations of the Company.

## **RESULTS OF OPERATIONS**

The Company recorded a net loss of \$5,208,000 or \$0.13 per share for the year ended December 31, 2021. For the year ended December 31, 2020, the Company recorded a net loss of \$5,604,000 or \$0.14 per share.

Compensation and benefits decreased to \$1,506,000 in 2021 from \$1,982,000 in 2020. The decreased amount in 2021 as compared to 2020 is primarily due to a decrease in incentive compensation payments in 2021 versus 2020.

Professional and outside services expenses increased to \$3,358,000 in 2021 from \$3,341,000 in 2020. The increase in 2021 as compared to 2020 is principally the result of slightly higher level of legal and professional fees incurred in 2021 in connection with the Company's legal proceedings relating to the Company's investment in the 111 West 57<sup>th</sup> Property. For additional information with regard to the Company's investment in the 111 West 57<sup>th</sup> Property and the legal proceedings related thereto, see *Part II - Item 8 - Note 3* and *Note 8* to the Company's consolidated financial statements.

Property operating and maintenance expenses decreased to \$15,000 in 2021 from \$18,000 in 2020. The decrease is primarily due to a slight decrease in property operating and maintenance expenses in 2021 versus 2020.

Insurance expenses increased to \$261,000 in 2021, compared with \$211,000 in 2020. The increase is primarily due to an increase in insurance premium costs.

Other operating expenses decreased slightly to \$68,000 in 2021 compared with \$88,000 in 2020 due to a general lower level of expenses in 2021 versus 2020.

Interest income in 2021 decreased to \$1,000 compared to \$8,000 in 2020. The decreased interest income is due to a lower level of cash equivalents on hand in 2021 versus 2020.

For the year ended December 31, 2021, the Company recorded an income tax expense of \$1,000 attributable to a provision for a tax on capital imposed by the state jurisdictions. For additional information see *Part II - Item 8 - Note 7* to the Company's consolidated financial statements.

For the year ended December 31, 2020, the Company recorded an income tax benefit of \$28,000. This amount includes an additional refund of \$30,000 received in 2020 relating to the AMT credit carryforwards partially offset by a \$2,000 state tax expense, attributable to a provision for a tax on capital imposed by the state jurisdictions. For additional information, see *Part II - Item 8 - Note 7* to the Company's consolidated financial statements.

In 2020, the Company filed its 2019 federal income tax return and an amended 2019 federal income tax return seeking refunds of \$10.7 million of AMT credit carryforwards as provided for in the 2017 Tax Act which were received by the Company in 2020. For additional information, see *Part II - Item 8 - Note 7* to the Company's consolidated financial statements.

A reconciliation between income taxes computed at the statutory federal rate and the provision for income taxes is included in *Part II - Item 8 - Note 7* to the Company's consolidated financial statements. For

additional information including a discussion of income tax matters, see *Part II – Item 8 – Note 7* to the Company’s consolidated financial statements.



## APPLICATION OF CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements are based on the selection and application of accounting principles generally accepted in the United States of America, which require us to make estimates and assumptions about future events that affect the amounts reported in our financial statements and the accompanying notes. Future events and their effects cannot be determined with absolute certainty. The determination of estimates requires the exercise of judgment. Actual results could differ from those estimates, and any such differences may be material to the consolidated financial statements. We believe that the following accounting policies, which are important to our consolidated financial position and consolidated results of operations, require a higher degree of judgment and complexity in their application and represent the critical accounting policies used in the preparation of our consolidated financial statements. If different assumptions or conditions were to prevail, the results could be materially different from our reported results. For a summary of all our accounting policies, including the accounting policies discussed below, see *Part II - Item 8 - Note 2* to the Company's consolidated financial statements.

**Equity Method Investment:** Investments and ownership interests are accounted for under the equity method of accounting if the Company has the ability to exercise significant influence, but not control (under GAAP), over the investment. Investments accounted for under the equity method are carried at cost, plus or minus the Company's equity in the increases and decreases in the net assets after the date of acquisition and certain other adjustments. The Company's share of income or loss for equity method investments is recorded in the consolidated statements of operations as equity income (loss). Dividends received, if any, would reduce the carrying amount of the Company's investment.

**Legal Proceedings:** From time to time the Company and its subsidiaries may be named as a defendant in various lawsuits or proceedings. At the current time, except as set forth in *Part II - Item 8 - Note 8* to the Company's consolidated financial statements, the Company is unaware of any legal proceedings pending against the Company. Management of the Company, in consultation with outside legal counsel, continually reviews the likelihood of liability and associated costs of pending and threatened litigation including the basis for the calculation of any litigation reserves which may be necessary. The assessment of such reserves includes an exercise of judgment and is a matter of opinion. The Company intends to aggressively contest all threatened litigation and contingencies, as well as pursue all sources for contributions to settlements. For a discussion of lawsuits and proceedings, see *Part II - Item 8 - Note 8* to the Company's consolidated financial statements.

**Income Tax Audits:** The Company's federal, state and local tax returns, from time to time, may be audited by the tax authorities, which could result in proposed assessments or a change in the NOL carryforwards and of AMT credits currently available. In connection with the IRS examination of the Company's 2012 federal income tax return, the IRS accepted the Company's federal NOL loss carryforward deductions from 1997 through 2006 which were utilized as part of the Company's 2012 federal income tax return to reduce the Company's 2012 federal taxable income. The Company has not been notified of any other potential tax audits by any federal, state or local tax authorities. As such, the Company believes the statutes of limitations for the assessment of additional federal and state tax liabilities are generally closed for tax years prior to 2018.

**Deferred Tax Assets:** As of December 31, 2021 and 2020, the Company had deferred tax assets arising primarily from net operating loss carryforwards available to offset taxable income in future periods. A valuation allowance remains on the remaining deferred tax asset amounts relating to the NOL carryforwards as management has no basis to conclude that realization is more likely than not. The valuation allowance was calculated in accordance with current standards, which places primary importance on a company's cumulative operating results for the current and preceding years. We intend to maintain a valuation allowance for the deferred tax asset amount relating to the NOL carryforwards until sufficient positive evidence exists to support a reversal. See *Part II - Item 8 - Note 7* to the Company's consolidated financial statements.

**New Accounting Pronouncements:** There are no new accounting pronouncements that would likely materially affect the Company's financial statements for the periods reported herein.



## **Cautionary Statement for Forward-Looking Information**

This Annual Report together with other statements and information publicly disseminated by the Company may contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or make oral statements that constitute forward-looking statements. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are inherently subject to risks and uncertainties, many of which cannot be predicted or quantified. The forward-looking statements may relate to such matters as anticipated financial performance, future revenues or earnings, business prospects, projected ventures, anticipated market performance, anticipated litigation results or the timing of pending litigation, and similar matters. When used in this Annual Report, the words “estimates,” “expects,” “anticipates,” “believes,” “plans,” “intends” and variations of such words and similar expressions are intended to identify forward-looking statements that involve risks and uncertainties. The Company cautions readers that a variety of factors could cause the Company’s actual results to differ materially from the anticipated results or other expectations expressed in the Company’s forward-looking statements. These risks and uncertainties, many of which are beyond the Company’s control, include, but are not limited to those set forth in “Item 1A, Risk Factors” and elsewhere in this Annual Report and in the Company’s other public filings with the Securities and Exchange Commission including, but not limited to: (i) risks with regard to the ability of the Company to continue as a going concern; (ii) assumptions regarding the outcome of legal and/or tax matters, based in whole or in part upon consultation with outside advisors; (iii) risks arising from unfavorable decisions in tax, legal and/or other proceedings; (iv) transaction volume in the securities markets; (v) the volatility of the securities markets; (vi) fluctuations in interest rates; (vii) risks inherent in the real estate business, including, but not limited to, insurance risks, tenant defaults, risks associated with real estate development activities, changes in occupancy rates or real estate values; (viii) changes in regulatory requirements which could affect the cost of doing business; (ix) general economic conditions; (x) risks with regard to whether or not the Company’s current financial resources will be adequate to fund operations over the next twelve months from financial statement issuance date and/or continue operations; (xi) changes in the rate of inflation and the related impact on the securities markets; and (xii) changes in federal and state tax laws. Additionally, there is risk relating to assumptions regarding the outcome of tax matters, based in whole or in part upon consultation with outside advisors; risk relating to potential unfavorable decisions in tax proceedings; risks regarding changes in, and/or interpretations of federal and state income tax laws; and risk of IRS and/or state tax authority assessment of additional tax plus interest. These are not the only risks that we face. There may be additional risks that we do not presently know of or that we currently believe are immaterial which could also impair our business and financial position.

Undue reliance should not be placed on these forward-looking statements, which are applicable only as of the date hereof. The Company undertakes no obligation to revise or update these forward-looking statements to reflect events or circumstances that arise after the date of this Annual Report or to reflect the occurrence of unanticipated events. Accordingly, there is no assurance that the Company’s expectations will be realized.

**ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PCAOB ID 688)**

***To the Shareholders and Board of Directors of  
AmBase Corporation and Subsidiaries***

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of AmBase Corporation and Subsidiaries (the "Company") as of December 31, 2021 and 2020, the related consolidated statements of operations, changes in stockholders' equity and cash flows for each of the two years in the period ended December 31, 2021, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

**Explanatory Paragraph - Going Concern**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As more fully described in Note 1, the Company has incurred significant losses and needs to raise additional funds to meet its obligations and sustain its operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's 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 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 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 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 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 financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Marcum LLP  
Marcum LLP

We have served as the Company's auditor since 2007, such date takes into account the acquisition of a portion of UHY LLP by Marcum LLP in April 2010.

Hartford, Connecticut  
March 25, 2022

**AMBASE CORPORATION AND SUBSIDIARIES**  
**Consolidated Statements of Operations**

(in thousands, except per share data)

	<b>Years Ended December 31,</b>	
	<b>2021</b>	<b>2020</b>
<b>Operating expenses:</b>		
Compensation and benefits	\$ 1,506	\$ 1,982
Professional and outside services	3,358	3,341
Property operating and maintenance	15	18
Insurance	261	211
Other operating	68	88
Total operating expenses	<u>5,208</u>	<u>5,640</u>
Operating income (loss)	(5,208)	(5,640)
Interest income	1	8
Income (loss) before income taxes	(5,207)	(5,632)
Income tax expense (benefit)	1	(28)
Net income (loss)	<u>\$ (5,208)</u>	<u>\$ (5,604)</u>
Net income (loss) per common share - basic	<u>\$ (0.13)</u>	<u>\$ (0.14)</u>
Weighted average common shares outstanding - basic	<u>40,738</u>	<u>40,738</u>

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

**AMBASE CORPORATION AND SUBSIDIARIES**  
**Consolidated Balance Sheets**

(in thousands, except per share data)

	<b>December 31, 2021</b>	<b>December 31, 2020</b>
<b>Assets:</b>		
Cash and cash equivalents	\$ 3,003	\$ 7,925
Other assets	80	65
Total assets	<u>\$ 3,083</u>	<u>\$ 7,990</u>
<b>Liabilities and Stockholders' Equity:</b>		
<b>Liabilities:</b>		
Accounts payable and accrued liabilities	\$ 684	\$ 383
Total liabilities	<u>684</u>	<u>383</u>
Commitments and contingencies (Note 6)		
<b>Stockholders' equity:</b>		
Common stock (\$0.01 par value, 85,000 authorized in 2021 and 85,000 authorized in 2020, 46,410 issued and 40,738 outstanding in 2021 and 46,410 issued and 40,738 outstanding in 2020)	464	464
Additional paid-in capital	548,304	548,304
Accumulated deficit	(541,201)	(535,993)
Treasury stock, at cost - 2021 - 5,672 shares; and 2020 - 5,672 shares	(5,168)	(5,168)
Total stockholders' equity	<u>2,399</u>	<u>7,607</u>
Total liabilities and stockholders' equity	<u>\$ 3,083</u>	<u>\$ 7,990</u>

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

**AMBASE CORPORATION AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Stockholders' Equity**  
**Years Ended December 31, 2021 and 2020**

<i>(in thousands)</i>	<b>Common stock</b>	<b>Additional paid-in capital</b>	<b>Accumulated deficit</b>	<b>Treasury stock</b>	<b>Total</b>
January 1, 2020	\$ 464	\$ 548,304	\$ (530,389)	\$ (5,168)	\$ 13,211
Net income (loss)	-	-	(5,604)	-	(5,604)
December 31, 2020	<u>464</u>	<u>548,304</u>	<u>(535,993)</u>	<u>(5,168)</u>	<u>7,607</u>
Net income (loss)	-	-	(5,208)	-	(5,208)
December 31, 2021	<u>\$ 464</u>	<u>\$ 548,304</u>	<u>\$ (541,201)</u>	<u>\$ (5,168)</u>	<u>\$ 2,399</u>

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

**AMBASE CORPORATION AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**

	<b>Years Ended December 31,</b>	
	<b>2021</b>	<b>2020</b>
<i>(in thousands)</i>		
<b>Cash flows from operating activities:</b>		
Net income (loss)	\$ (5,208)	\$ (5,604)
<i>Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities</i>		
Changes in operating assets and liabilities:		
Federal income tax receivable – refunds received	-	10,741
Other assets	(15)	(32)
Accounts payable and accrued liabilities	301	(31)
Net cash provided (used) by operating activities	<u>(4,922)</u>	<u>5,074</u>
Net change in cash and cash equivalents	(4,922)	5,074
Cash and cash equivalents at beginning of year	7,925	2,851
Cash and cash equivalents at end of year	<u>\$ 3,003</u>	<u>\$ 7,925</u>
<b>Supplemental cash flow disclosure:</b>		
Income taxes refunded (paid)	<u>\$ -</u>	<u>\$ 10,741</u>
<b>Supplemental cash flow disclosure of non-cash operating activities:</b>		
Deferred tax asset reclassified to federal income tax receivable	<u>\$ -</u>	<u>\$ 5,370</u>

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

**AMBASE CORPORATION AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**Note 1 - Organization and Going Concern**

AmBase Corporation (the “Company” or “AmBase”) is a Delaware corporation that was incorporated in 1975. AmBase is a holding company. At December 31, 2021, the Company’s assets consisted primarily of cash and cash equivalents. The Company is engaged in the management of its assets and liabilities.

In June 2013, the Company purchased an equity interest in a real estate development property through a joint venture agreement to purchase and develop real property located at 105 through 111 West 57<sup>th</sup> Street in New York, New York (the “111 West 57<sup>th</sup> Property”). The Company is engaged in material disputes and litigation with regard to the 111 West 57<sup>th</sup> Property. Despite ongoing litigation challenging the legitimacy of the actions taken in connection with the “Strict Foreclosure”, (as defined and as further discussed herein), the Company recorded an impairment for the full amount of its equity investment in the 111 West 57<sup>th</sup> Property in 2017. Prior to the Strict Foreclosure, the carrying value of the Company’s equity investment in the 111 West 57<sup>th</sup> Property represented a substantial portion of the Company’s assets and net equity value.

For additional information regarding the Company’s recording of an impairment of its equity investment in the 111 West 57<sup>th</sup> Property in 2017 and the Company’s legal proceedings relating to the 111 West 57<sup>th</sup> Property, including the Company’s challenge to the Strict Foreclosure, see *Note 3* and *Note 8*.

While the Company’s management is evaluating future courses of action to protect and/or recover the value of the Company’s equity investment in the 111 West 57<sup>th</sup> Property, the adverse developments make it uncertain as to whether any such courses of action will be successful. Any such efforts are likely to require sustained effort over a period of time and substantial additional financial resources. Inability to recover all or most of such value would, in all likelihood, have a material adverse effect on the Company’s financial condition and future prospects. The Company can give no assurances with regard if it will prevail with respect to any of its claims.

A fundamental principle of the preparation of financial statements in accordance with GAAP is the assumption that an entity will continue in existence as a going concern, which contemplates continuity of operations and the realization of assets and settlement of liabilities occurring in the ordinary course of business. In accordance with this requirement, the Company has prepared its accompanying consolidated financial statements assuming the Company will continue as a going concern.

The Company has incurred operating losses for the past several years. The Company has continued to keep operating expenses at a reduced level; however, there can be no assurance that the Company’s current level of operating expenses will not increase or that other uses of cash will not be necessary. The Company believes that based on its current level of operating expenses its existing cash and cash equivalents may not be sufficient to cover operating cash needs through the twelve month period from the financial statement reporting date. Based on the above factors, management determined there is substantial doubt about the Company’s ability to continue as a going concern within one year after the date that the financial statements are issued. The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The financial statements do not include adjustments to the carrying value of assets and liabilities which might be necessary should the Company not continue in operation.

In order to continue as a going concern, the Company must take steps to manage its current level of cash and cash equivalents, through various ways, including but not limited to, raising additional capital through the sale of assets or long term borrowings, which may include additional borrowings from affiliates of the Company, reducing operating expenses, and seeking recoveries from various sources. There can be no assurance that the Company will be able to adequately implement these cash management measures, in whole or in part or sell any of its assets or raise capital on terms acceptable to the Company, if at all.

**AMBASE CORPORATION AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**Note 2 - Summary of Significant Accounting Policies**

***Basis of Accounting***

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

***Use of estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions, that it deems reasonable, that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from such estimates and assumptions.

***Principles of consolidation***

The consolidated financial statements are comprised of the accounts of the Company and its wholly owned subsidiaries. All material intercompany transactions and balances have been eliminated.



**AMBASE CORPORATION AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

***Equity method investment***

Investments and ownership interests are accounted for under the equity method of accounting if the Company has the ability to exercise significant influence, but not control (under GAAP), over the investment. Investments accounted for under the equity method are carried at cost, plus or minus the Company's equity in the increases and decreases in the net assets after the date of acquisition and certain other adjustments. The Company's share of income or loss for equity method investments is recorded in the consolidated statements of operations as equity income (loss). Dividends received, if any, would reduce the carrying amount of the Company's investment.

***Cash and cash equivalents***

Highly liquid investments, consisting principally of funds held in short-term money market accounts, with original maturities of less than three months, are classified as cash equivalents. The majority of the Company's cash and cash equivalents balances are maintained with a limited number of major financial institutions. Cash and cash equivalents balances at institutions may, at times, be above the Federal Deposit Insurance Corporation insured limit per account.

***Income taxes***

The Company and its domestic subsidiaries file a consolidated federal income tax return. The Company recognizes both the current and deferred tax consequences of all transactions that have been recognized in the consolidated financial statements, calculated based on the provisions of enacted tax laws, including the tax rates in effect for current and future years. Net deferred tax assets are recognized immediately when a more likely than not criterion is met; that is, a greater than 50% probability exists that the tax benefits will actually be realized sometime in the future. For additional information including a discussion of income tax matters see *Note 7*.

***Earnings per share***

Basic earnings per share ("EPS") excludes dilution and is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the period. The Company has no stock options or securities outstanding which could be potentially dilutive.

***New Accounting Pronouncements***

There are no new accounting pronouncements that would likely materially affect the Company's consolidated financial statements.

**AMBASE CORPORATION AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**Note 3 - Investment in 111 West 57<sup>th</sup> Partners LLC**

In June 2013, the Company purchased an equity interest in the 111 West 57<sup>th</sup> Property. The Company is engaged in material disputes and litigation with regard to the 111 West 57<sup>th</sup> Property. Despite ongoing litigation challenging the legitimacy of the actions taken in connection with the "Strict Foreclosure", (as defined below and as further discussed herein), in accordance with GAAP, the Company recorded an impairment for the full amount of its equity investment in the 111 West 57<sup>th</sup> Property in 2017.

For additional information regarding the Company's 111 West 57<sup>th</sup> Property equity investment, events leading up to the Strict Foreclosure, the Company's recording of an impairment of its equity investment in the 111 West 57<sup>th</sup> Property and the Company's legal proceedings relating to the 111 West 57<sup>th</sup> Property, including the Company's challenge to the Strict Foreclosure, see herein below and Note 8.

In June 2013, 111 West 57<sup>th</sup> Investment LLC ("Investment LLC"), a then newly formed subsidiary of the Company, entered into a joint venture agreement (as amended, the "JV Agreement") with 111 West 57<sup>th</sup> Sponsor LLC (the "Sponsor"), pursuant to which Investment LLC invested (the "Investment") in a real estate development property to purchase and develop the 111 West 57<sup>th</sup> Property. In consideration for making the Investment, Investment LLC was granted a membership interest in 111 West 57<sup>th</sup> Partners LLC ("111 West 57<sup>th</sup> Partners"), which indirectly acquired the 111 West 57<sup>th</sup> Property on June 28, 2013 (the "Joint Venture," and such date, the "Closing Date"). The Company also indirectly contributed an additional amount to the Joint Venture in exchange for an additional indirect interest in the Joint Venture. Other members and the Sponsor contributed additional cash and/or property to the Joint Venture. The Company recorded its investment in 111 West 57<sup>th</sup> Partners utilizing the equity method of accounting. The Joint Venture plans were to redevelop the 111 West 57<sup>th</sup> Property into a luxury residential tower and retail project.

Amounts relating to the Company's initial June 2013 investment and other information relating to the 111 West 57<sup>th</sup> Property follow:

*(\$ in thousands)*

Company's aggregate initial investment	\$ 57,250
Company's aggregate initial membership interest %	60.3%
Other members and Sponsor initial investment	\$ 37,750

The JV Agreement and related operating agreements generally provide that all distributable cash shall be distributed as follows: (i) first, 100% to the members in proportion to their percentage interests until Investment LLC has received distributions yielding a 20% internal rate of return as calculated; (ii) second, 100% to the Sponsor as a return of (but not a return on) any additional capital contributions made by the Sponsor on account of manager overruns; and (iii) thereafter, (a) 50% to the members in proportion to their respective percentage interests at the time of such distribution, and (b) 50% to the Sponsor.

In March 2014, the Company entered into an amended and restated operating agreement for Investment LLC (the "Amended and Restated Investment Operating Agreement") to grant a 10% subordinated participation interest in Investment LLC to Mr. R. A. Bianco as a contingent future incentive for Mr. R. A. Bianco's past, current and anticipated ongoing role to develop and commercialize the Company's equity investment in the 111 West 57<sup>th</sup> Property. Pursuant to the terms of the Amended and Restated Investment Operating Agreement, Mr. R.A. Bianco has no voting rights with respect to his interest in Investment LLC, and his entitlement to receive 10% of the distributions from Investment LLC is subject to the Company first receiving distributions equal to 150% of the Company's initial aggregate investment in Investment LLC and the Joint Venture, plus any additional investments by the Company, and only with respect to any distributions thereafter. At the current time, the Company has not expensed nor accrued any amounts relating to this subordinated participation interest, as no amount or range of amounts can be reasonably estimated or assured.

**AMBASE CORPORATION AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

During 2014, in connection with the funding of additional capital calls under the JV Agreement for required borrowing and development costs for the 111 West 57<sup>th</sup> Property, the Company's management and its Board of Directors concluded that, given the continuing development risks of the 111 West 57<sup>th</sup> Property and the Company's financial position, the Company should not at that time increase its already significant concentration and risk exposure to the 111 West 57<sup>th</sup> Property. Nonetheless, the Company sought to limit dilution of its interest in the Joint Venture resulting from any failure to fund the capital call requirements, but at the same time wished to avoid the time, expense and financial return requirements (with attendant dilution and possible loss of voting rights) that obtaining a replacement third-party investor would require. The Company, therefore, entered into a second amended and restated operating agreement for Investment LLC ("Second Amended and Restated Investment Operating Agreement") pursuant to which Capital LLC was admitted as a member of Investment LLC. In exchange for Capital LLC contributing toward Investment LLC capital calls in respect of the 111 West 57<sup>th</sup> Property, available cash of Investment LLC will be distributed first to Capital LLC until it has received a 20% internal rate of return (calculated as provided for in the JV Agreement as noted above), second to the Company until it has received 150% of its capital, and, thereafter, available cash is split 10/90, with 10% going to Mr. R. A. Bianco as the subordinated participation interest noted above and 90% going to Capital LLC and the Company *pari-passu*, with Capital LLC receiving one-half of its pro-rata share based on capital contributed and the Company receiving the balance. No other material changes were made to the Amended and Restated Investment Operating Agreement, and neither Mr. R. A. Bianco nor Capital LLC has any voting rights with respect to their interest and investment in Investment LLC.

In accordance with the JV Agreement, shortfall capital contributions may be treated either as a member loan or as a dilutive capital contribution as set forth in the JV Agreement. The Sponsor deemed the shortfall capital contributions as dilutive capital contributions to the Company. The Company disagrees with the Sponsor's investment percentage calculations. The Sponsor has taken the position that the capital contribution requests, if taken together, would have caused the Company's combined ownership percentage to be diluted below the Company's initial membership interest percentage. The parties have a dispute with regard to the calculation of the revised investment percentages resulting from the capital contribution requests, along with the treatment and allocation of these shortfall capital contribution amounts.

On June 30, 2015, 111 West 57<sup>th</sup> Partners obtained financing for the 111 West 57<sup>th</sup> Property. The financing was obtained in two parts: (i) a first mortgage construction loan with AIG Asset Management (US), LLC (along with its affiliates "AIG"); and (ii) a mezzanine loan with Apollo Commercial Real Estate Finance, Inc. (along with its affiliates "Apollo"), as detailed herein. Both loans initially had certain repayment term dates with extension option(s) subject to satisfying certain conditions. The loan agreements (the "Loan Agreements") also include customary events of default and other customary terms and conditions. Simultaneously with the closing of the AIG and the Apollo financing, 111 West 57<sup>th</sup> Partners repaid all outstanding liabilities and obligations to Annaly CRE, LLC under the initial mortgage and acquisition loan agreement, dated June 28, 2013, between the joint venture entities and Annaly CRE, LLC. The remaining loan proceeds were to be drawn down and used as necessary for construction and related costs, loan interest escrow and other related project expenses for development of the 111 West 57<sup>th</sup> Property.

In April 2016, the Company initiated a litigation in the New York State Supreme Court for New York County (the "NY Court"), Index No. 652301/2016, ("AmBase v. 111 West 57<sup>th</sup> Sponsor LLC, et al.") (the "111 West 57<sup>th</sup> Action"). The defendants in that litigation include 111 West 57<sup>th</sup> Sponsor LLC, Kevin Maloney, Michael Stern and various members and affiliates, Liberty Mutual Insurance Company, and Liberty Mutual Fire Insurance Company (collectively, "Defendants") and nominal defendants 111 West 57<sup>th</sup> Partners LLC and 111 West 57<sup>th</sup> Mezz 1 LLC. For additional information with regard to the Company's legal proceedings relating to the 111 West 57<sup>th</sup> Property, see *Note 8*.

In December 2016, the Sponsor proposed for approval a "proposed budget" (the "Proposed Budget"), which the Sponsor claims reflected an increase in other costs resulting in the need for additional funding in order to complete the project. The Company disputes, among other items, the calculation of the percentage increase of hard costs shown in the Proposed Budget. The Company believes the aggregate projected hard costs in the Proposed Budget exceed a contractually stipulated limit as a percentage of the hard costs set forth in the prior approved budget, thus allowing Investment LLC the option to exercise its equity put right as set forth in the JV Agreement (the "Equity Put Right"). Consequently, subsequent to the Sponsor's presentation of the Proposed Budget, Investment LLC notified the Sponsor that it was exercising its Equity Put Right pursuant to the JV Agreement. The Sponsor refused to honor the exercise of Investment LLC's Equity Put Right. The Sponsor claims, among other things, that the conditions precedent were not met because it claims that the increase in aggregate hard costs in the Proposed Budget does not exceed the contractually stipulated limit that would allow the exercise of the Equity Put Right.

**AMBASE CORPORATION AND SUBSIDIARIES**  
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The Company further contends that a portion of the Proposed Budget increases are manager overruns (as defined in the JV Agreement) and thus should be paid for by the Sponsor. The Sponsor denies that the Proposed Budget increases were manager overruns. The Company continues to challenge the nature and substance of the Proposed Budget increases and how they should be treated pursuant to the JV Agreement.

The Sponsor claimed that additional borrowings were needed to complete the project. Shortly thereafter, the Sponsor informed the Company that Apollo had indicated that due to budget increases, it believed the current loan was “out of balance” (meaning, according to Apollo, the projected budget exceeds the original budget approved in connection with the loan); and thus 111 West 57th Partners LLC, or its subsidiaries would need additional funding in order to bring the loan back into balance. The Company considered approving the additional financing but informed the Sponsor that it had concerns about the Proposed Budget and the implications of the Proposed Budget, as well as other questions which needed to be addressed first.

Around this time, Apollo provided loan forbearances to the borrowers and guarantors in order to allow the Sponsor time (while the building continued to be built) to raise the additional financing that Sponsor claimed would be needed in order to complete the 111 West 57th project. This forbearance period ended on June 29, 2017. Around this date, the Company was advised that Apollo sold a portion of the mezzanine loan—broken off as a junior mezzanine loan—to an affiliate of Spruce Capital Partners LLC (“Spruce”) (the “Junior Mezzanine Loan”).

On June 30, 2017, Spruce declared an event of default under the Junior Mezzanine Loan and demanded immediate payment of the full outstanding balance of the Junior Mezzanine Loan. Spruce then gave notice to the junior mezzanine borrower that it proposed to accept the pledged collateral (including the joint venture members’ collective interest in the property) in full satisfaction of the joint venture’s indebtedness under the Junior Mezzanine Loan (i.e., a “Strict Foreclosure”).

On July 25, 2017, the Company filed a complaint against Spruce and the Sponsor and requested injunctive relief halting the Strict Foreclosure from the New York State Supreme Court for New York County, (the “NY Court”) Index No. 655031/2017, (the “111 West 57th Spruce Action”). The defendants in the 111 West 57th Spruce action were 111 W57 Mezz Investor, LLC, Spruce Capital Partners LLC, 111 West 57th Sponsor LLC, Michael Z. Stern, and Kevin P. Maloney (collectively, “Defendants”) and nominal defendants 111 West 57th Partners LLC and 111 West 57th Mezz 1 LLC. The Company has since voluntarily discontinued its claims against Sponsor, Stern, and Maloney, without prejudice to reinstating them in the 111 West 57th Spruce Action or any other action. For additional information with regard to the Spruce Action, see *Note 8*.

On August 30, 2017, Spruce issued a Notice of Retention of Pledged Collateral in Full Satisfaction of Indebtedness. By purporting to accept the pledged collateral, pursuant to a Strict Foreclosure process, Spruce claims to have completed the retention of the collateral pledged by the junior mezzanine borrower, and therefore, the Company’s interest in the 111 West 57th Street Property (the “Strict Foreclosure”). Despite ongoing litigation challenging the legitimacy of the actions taken in connection with the Strict Foreclosure, in accordance with GAAP, the Company recorded an impairment for the full amount of its equity investment in the 111 West 57th Property in 2017. Prior to the Strict Foreclosure, the carrying value of the Company’s equity investment in the 111 West 57th Property represented a substantial portion of the Company’s assets and net equity value.

In June 2018, the Company initiated another litigation in the NY Court, Index No. 655031/2017, (the “Apollo Action”). The defendants in the Apollo Action are ACREFI Mortgage Lending, LLC, Apollo Credit Opportunity Fund III AIV I LP, AGRE Debt 1 – 111 W 57, LLC, and Apollo Commercial Real Estate Finance, Inc. (collectively, the “Apollo Defendants”). In the Apollo Action, the Company alleges that the Apollo Defendants aided and abetted the Sponsor, Stern, and Maloney in breaching their fiduciary duties to the Company in connection with the 111 West 57th Property and tortuously interfered with the JV Agreement. For additional information with regard to the Apollo Action, see *Note 8*.

For information concerning additional legal proceedings relating to the 111 West Property, see *Note 8*.

With respect to its disputes and litigation relating to its interest in the 111 West 57th Property, the Company is pursuing, and will continue to pursue, other options to realize the Company’s investment value, various legal courses of action to protect its legal rights, recovery of its asset value from various sources of recovery, as well as considering other possible economic strategies, including the possible sale of the Company’s interest in and/or rights with respect to the 111 West 57th Property; however, there can be no assurance that the Company will prevail with respect to any of its claims.

**AMBASE CORPORATION AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

The Company can give no assurances regarding the outcome of the matters described herein, including as to the effect of Spruce's actions described herein, whether the Sponsor will perform their contractual commitments to the Company under the JV Agreement, as to what further action, if any, the lenders may take with respect to the project, as to the ultimate resolution of the ongoing litigation proceedings relating to the Company's investment interest in the 111 West 57<sup>th</sup> Property, as to the ultimate effect of the Sponsor's, the Company's or the lenders' actions on the project, as to the completion or ultimate success of the project, or as to the value or ultimate realization of any portion of the Company's equity investment in the 111 West 57<sup>th</sup> Street Property. For additional information with regard to the Company's legal proceedings relating to the 111 West 57<sup>th</sup> Property, see *Note 8*.

While the Company's management is evaluating future courses of action to protect and/or recover the value of the Company's equity investment in the 111 West 57<sup>th</sup> Property, the adverse developments make it uncertain as to whether any such courses of action will be successful. Any such efforts are likely to require sustained effort over a period of time and substantial additional financial resources. Inability to recover all or most of such value would, in all likelihood, have a material adverse effect on the Company's financial condition and future prospects. The Company can give no assurances with regard to if it will prevail with respect to any of its claims.

**Note 4 - Savings Plans**

The Company sponsors the AmBase 401(k) Savings Plan (the "Savings Plan"), which is a "Section 401(k) Plan" within the meaning of the Internal Revenue Code of 1986, as amended (the "Code"). The Savings Plan permits eligible employees to make contributions of a percentage of their compensation, which are matched by the Company at a percentage of the employees' elected deferral. Employee contributions to the Savings Plan are invested at the employee's discretion in various investment funds. The Company's matching contributions are invested in the same manner as the compensation reduction contributions. All contributions are subject to maximum limitations contained in the Code.

The Company's matching contributions to the Savings Plan, charged to expense, were as follows:

	<b>Year Ended December 31, 2021</b>	<b>Year Ended December 31, 2020</b>
<i>(\$ in thousands)</i>		
Company matching contributions	\$ 80	\$ 81
Employer match %	100%	100%

**AMBASE CORPORATION AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**Note 5 - Stockholders' Equity**

Authorized common stock consists of the following:

	<b>December 31, 2021</b>	<b>December 31, 2020</b>
<i>(shares in thousands)</i>		
Par value	\$ 0.01	\$ 0.01
Authorized shares	85,000	85,000
Issued shares	46,410	46,410
Outstanding shares	40,738	40,738

Authorized cumulative preferred stock consists of the following:

	<b>December 31, 2021</b>	<b>December 31, 2020</b>
<i>(shares in thousands)</i>		
Par value	\$ 0.01	\$ 0.01
Authorized shares	20,000	20,000
Issued shares	-	-
Outstanding shares	-	-

Changes in the outstanding shares of Common Stock of the Company are as follows:

	<b>Year Ended December 31, 2021</b>	<b>Year Ended December 31, 2020</b>
<i>(in thousands)</i>		
Common stock outstanding at beginning of period	40,738	40,738
Common stock repurchased for treasury	-	-
Issuance of treasury stock	-	-
Common stock outstanding at end of period	40,738	40,738

Changes in the treasury shares of Common Stock of the Company are as follows:

	<b>Year Ended December 31, 2021</b>	<b>Year Ended December 31, 2020</b>
<i>(in thousands)</i>		
Treasury stock held at beginning of period	5,672	5,672
Common stock repurchased for treasury	-	-
Issuance of treasury stock	-	-
Treasury stock held at end of period	5,672	5,672

**Common Stock Repurchase Plan**

The Company's common stock repurchase plan (the "Repurchase Plan") allows for the repurchase by the Company of its common stock in the open market. The Repurchase Plan is conditioned upon favorable business conditions and acceptable prices for the common stock. Purchases under the Repurchase Plan may be made, from time to time, in the open market, through block trades or otherwise. Depending on market conditions and other factors, purchases may be commenced or suspended at any time or from time to time without prior notice. Pursuant to the Repurchase Plan, the Company has repurchased shares of common stock from unaffiliated parties at various dates at market prices at their time of purchase, including broker commissions.



**AMBASE CORPORATION AND SUBSIDIARIES**  
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Information relating to the Repurchase Plan is as follows:

	<b>Year Ended December 31, 2021</b>
<i>(in thousands)</i>	
Common shares repurchased to treasury during the period	-
Aggregate cost of shares repurchased during the period	\$ -
	<b>December 31, 2021</b>
<i>(in thousands)</i>	
Total number of common shares authorized for repurchase	10,000
Total number of common shares repurchased to date	6,226
Total number of shares that may yet be repurchased	3,774

**Stockholder Rights Plan**

On March 27, 2019, the Company's Board of Directors adopted an amended and restated shareholder rights plan (the "New Rights Plan") pursuant to which the Board of Directors declared a dividend distribution of one right (a "Right") for each outstanding share of Common Stock of the Company on April 17, 2019. In connection with the New Rights Plan, the Company entered into an amended and restated rights agreement with American Stock Transfer & Trust Company, LLC, as rights agent (the "New Rights Agreement").

Under the New Rights Plan, each Right entitles the holder to purchase from the Company one share of the Company's common stock, par value \$0.01 per share (the "Common Stock"), at a price equal to 50% of the then current market value of the Common Stock. The Rights are not exercisable until either a person or group of affiliated persons acquires 25% or more of the Company's outstanding Common Stock or upon the commencement or disclosure of an intention to commence a tender offer or exchange offer for 20% or more of the Common Stock. The Rights are redeemable by the Company at \$0.01 per Right at any time until the earlier of the tenth day following an accumulation of 20% or more of the Company's shares by a single acquirer or group, or the occurrence of certain Triggering Events (as defined in the New Rights Agreement). In addition, the Board of Directors may, at its option and in its sole and absolute discretion, at any time after a Triggering Event, mandatorily exchange all or part of the then outstanding and exercisable Rights for consideration per Right consisting of one-half of the securities that would be issuable at such time upon the exercise of one Right. The Rights Plan also provides certain administrative provisions that require a stockholder to make certain representations regarding its beneficial ownership of Company securities upon exercise or exchange of Rights. The Rights are subject to adjustment to prevent dilution and expire on March 27, 2029.

**Note 6 - Commitments and Contingencies**

Rent expense was as follows:

	<b>Year Ended December 31, 2021</b>	<b>Year Ended December 31, 2020</b>
<i>(\$ in thousands)</i>		
Rent expense	\$ 11	\$ 10
Approximate square feet of leased office space	350	350

The Company rents on a short term basis approximately 150 square feet of office space in Coral Springs Florida, and approximately 200 square feet of office space in Emerson, NJ.

The Company follows the practical expedient method for the accounting of leases and has elected to follow the short-term lease accounting policy election which allows lessees not to recognize right-of-use assets and liabilities for leases with a term of 12 months or less.

**AMBASE CORPORATION AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**Note 7 - Income Taxes**

The components of income tax expense (benefit) are as follows:

	<b>Year Ended December 31, 2021</b>	<b>Year Ended December 31, 2020</b>
<i>(in thousands)</i>		
Federal - current	\$ -	\$ (30)
State - current	1	2
Total current	<u>1</u>	<u>(28)</u>
Federal - deferred	(1,106)	(1,171)
State - deferred	(434)	(1,524)
Change in valuation allowance	1,540	2,695
Total deferred	<u>-</u>	<u>-</u>
Income tax expense (benefit)	<u>\$ 1</u>	<u>\$ (28)</u>

The components of pretax income (loss) and the difference between income taxes computed at the statutory federal rate and the provision for income taxes are as follows:

	<b>Year Ended December 31, 2021</b>	<b>Year Ended December 31, 2020</b>
<i>(in thousands)</i>		
Income (loss) before income taxes	\$ (5,207)	\$ (5,632)
<i>Tax expense (benefit) :</i>		
Tax at statutory federal rate	\$ (1,094)	\$ (1,182)
State income taxes	(445)	(1,511)
Permanent items, tax credits and other adjustments	-	(30)
Deferred true-ups	-	-
Change in valuation allowance	1,540	2,695
Income tax expense (benefit)	<u>\$ 1</u>	<u>\$ (28)</u>

A reconciliation of the United States federal statutory rate to the Company's effective income tax rate is as follows:

	<b>Year Ended December 31, 2021</b>	<b>Year Ended December 31, 2020</b>
Tax at statutory federal rate	21.0%	21.0%
State income taxes	8.5	27.0
Permanent difference, tax credits and other adjustments	-	0.5
Change in valuation allowance	(29.5)%	(48.0)%
Effective income tax rate	<u>0.0</u>	<u>0.5</u>



**AMBASE CORPORATION AND SUBSIDIARIES**  
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For the year ended December 31, 2021, the Company recorded an income tax expense of \$1,000, attributable to a provision for a tax on capital imposed by the state jurisdictions.

For the year ended December 31, 2020, the Company recorded an income tax benefit of \$28,000. This amount includes an additional refund of \$30,000 received in 2020 relating to the AMT credit carryforwards partially offset by a \$2,000 state tax expense, attributable to a provision for a tax on capital imposed by the state jurisdictions.

The Company has not been notified of any potential tax audits by any federal, state or local tax authorities. As such, the Company believes the statutes of limitations for the assessment of additional federal and state tax liabilities are generally closed for tax years prior to 2018. Interest and/or penalties related to uncertain tax positions, if applicable, would be included as a component of income tax expense (benefit). The accompanying financial statements do not include any amounts for interest and/or penalties.

The utilization of net operating loss ("NOL") carryforwards are subject to limitations under U.S. federal income tax and various state tax laws. Based on the Company's federal tax returns as filed, the Company estimates it has approximately \$124 million of federal NOL carryforwards available to reduce future federal taxable income which if not utilized will begin to expire in 2026 and continue to expire at various dates thereafter. Additionally, based on the Company's state tax returns as filed and to be filed, the Company estimates that it has approximately \$231 million of state NOL carryforwards to reduce future state taxable income which if not utilized will begin to expire in 2030 and continue to expire at various dates thereafter.

In 2020, the Company received AMT credit carryforwards as provided for in the 2017 Tax Cuts and Jobs Act (the "2017 Tax Act"), based on the Company's 2019 federal income tax returns as filed.

The Company's management is continuing to work closely with outside advisors on the Company's various federal tax return matters for the numerous interrelated tax years. The IRS typically has broad discretion to examine taxpayer tax returns, even after refunds have been paid to taxpayers, which could result in adjustments to AMT credit carryforward amounts refunded. The AMT credit carryforward amounts from prior tax years and related refund(s) received could potentially be subject to IRS or other tax authority audits. The Company cannot predict whether or not the IRS and/or other tax authorities will review the Company's tax returns filed, to be filed and/or as filed in prior years, and/or if they will seek repayment from the Company of any amounts already refunded as a result of an IRS review, if any. Moreover, applicable provisions of the Code and IRS regulations permit the IRS to challenge Company tax positions and filed returns and seek recovery of refunded amounts or of additional taxes for an extended period of time after such returns are filed.

There is risk relating to assumptions regarding the outcome of tax matters, based in whole or in part upon consultation with outside advisors; risk relating to potential unfavorable decisions in tax proceedings; and risks regarding changes in, and/or interpretations of federal and state income tax laws. The Company can give no assurances as to the final outcome of any IRS review, if any, of the AMT credit carryforward refunds received.

## AMBASE CORPORATION AND SUBSIDIARIES

### Notes to Consolidated Financial Statements

The Company was a plaintiff in a legal proceeding seeking recovery of damages from the United States Government for the loss of the Company's wholly-owned subsidiary, Carteret Savings Bank, F.A. (the "SGW Legal Proceedings"). A settlement agreement in the SGW Legal Proceedings between the Company, the Federal Deposit Insurance Corporation-Receiver ("FDIC-R") and the Department of Justice ("DOJ") on behalf of the United States of America (the "United States"), was executed (the "SGW 2012 Settlement Agreement") which was approved by the United States Court of Federal Claims (the "Court of Federal Claims") in October 2012. On August 6, 2013, Senior Judge Smith issued an opinion which addressed the relief sought by AmBase. In summary, the court held that the Settlement Agreement is a contract and that it entitles the Company to receive both "(1) the amount of the tax consequences resulting from taxation of the damages award plus (2) the tax consequences of receiving the first component." But the Court of Federal Claims did not award an additional amount for the second component at that time given the remaining uncertainty surrounding the ultimate tax treatment of the settlement proceeds and the gross-up, as well as uncertainty relating to the Company's future income. The Court of Federal Claims indicated that either the Company or the government is entitled to seek further relief "if, and when, the facts justify it."

As part of the SGW 2012 Settlement Agreement, the Company is entitled to a tax gross-up when any federal taxes are imposed on the settlement amount. Based on the Company's 2012 federal income tax return as filed, in March 2013, the Company paid approximately \$501,000 of federal income taxes attributable to AMT rate calculations (the "2012 Tax Amount") resulting from the SGW 2012 Settlement Agreement. In September 2013, the Company received reimbursement for the 2012 Tax Amount. In 2019, the Company received a letter from the Federal Deposit Insurance Corporation ("FDIC"), requesting the Company reimburse the FDIC for the 2012 Tax Amount that the FDIC had previously reimbursed the Company. The Company is currently reviewing the FDIC request, along with the SGW 2012 Settlement Agreement and Court of Federal Claims August 2013 ruling, with its outside legal and tax advisors. The Company is unable to predict at this time whether the 2012 Tax Amount is refundable back to the FDIC in current and/or future years.

The Company's deferred tax asset, arising primarily from NOL carryforwards, is as follows:

	<b>December 31, 2021</b>	<b>December 31, 2020</b>
<i>(in thousands)</i>		
Deferred tax asset	\$ 39,680	\$ 38,140
Valuation allowance	(39,680)	(38,140)
Net deferred tax asset recognized	<u>\$ -</u>	<u>\$ -</u>

A full valuation allowance remains on the remaining deferred tax asset amounts, as management has no basis to conclude that realization is more likely than not. Management does not believe that any significant changes in unrecognized income tax benefits are expected to occur over the next year.

**AMBASE CORPORATION AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**Note 8 - Legal Proceedings**

From time to time, the Company and its subsidiaries may be named as a defendant in various lawsuits or proceedings. At the current time except as set forth below, the Company is unaware of any legal proceedings pending against the Company. The Company intends to aggressively contest all litigation and contingencies, as well as pursue all sources for contributions to settlements.

The Company is a party to material legal proceedings as follows:

*AmBase Corp., et al. v. 111 West 57<sup>th</sup> Sponsor LLC, et al.* In April 2016, AmBase and certain of its subsidiaries and affiliates (collectively, the "Plaintiffs") initiated a litigation in the New York State Supreme Court for New York County (the "NY Court"), Index No. 652301/2016, ("AmBase v. 111 West 57th Sponsor LLC, et al.") (the "111 West 57th Action"). The defendants in that litigation include 111 West 57th Sponsor LLC (the Sponsor), Kevin Maloney, Michael Stern, and various members and affiliates, Liberty Mutual Insurance Company, and Liberty Mutual Fire Insurance Company (collectively, "Defendants") and nominal defendants 111 West 57th Partners LLC and 111 West 57th Mezz 1 LLC. In the current version of the complaint, AmBase alleges that Defendants violated multiple provisions in the JV Agreement, including by failing to honor the exercise of AmBase's contractual "equity put right" as set forth in the JV Agreement (the "Equity Put Right"), and committed numerous acts of fraud and breaches of fiduciary duty. AmBase is seeking compensatory damages, punitive damages, indemnification and equitable relief, including a declaration of the parties' rights, and an accounting. The Company has also demanded from the Sponsor access to the books and records for the 111 West 57th Property which the Sponsor refused, claiming they have provided all books and records as required.

The Defendants filed a motion to dismiss an earlier complaint, and on January 12, 2018, the NY Court issued an opinion allowing some of AmBase's claims to go forward and dismissing others ("2018 Order"). Among other claims that the NY Court declined to dismiss was AmBase's claim that the Defendants violated the implied covenant of good faith and fair dealing by frustrating AmBase's Equity Put Right. Claims that the NY Court dismissed included AmBase's claim that the Defendants breached their contract with AmBase by financing capital contributions for the project through funds obtained from third parties. On January 16, 2018, some of the Defendants wrote to the NY Court suggesting that the opinion contained certain clerical errors and was missing a page. On January 18, 2018, the NY Court removed its previous opinion from the docket and on January 29, 2018, posted a revised opinion. On April 13, 2018, AmBase filed a notice of appeal of the 2018 Order to the New York Supreme Court Appellate Division, First Judicial Department (the "Appellate Division"). On January 22, 2020, the Company filed a motion with the Appellate Division seeking to enlarge the time to perfect the Company's appeal of the 2018 Order, in light of an intervening removal to and remand from federal court. On July 2, 2020, the Appellate Division granted AmBase's motion and enlarged the time to perfect the Company's appeal to the October 2020 Term of the Appellate Division. On April 29, 2021, the Appellate Division affirmed Justice Bransten's dismissal of the claims on appeal, while the claims that were not previously dismissed remain pending in the trial court.

On April 27, 2018, the Company filed a third amended complaint adding federal RICO claims, and new claims for declaratory judgment, breach of contract, fraud, and breach of fiduciary duty, based on information discovered during the course of discovery and events that have transpired since the Company filed its previous complaint in the 111 West 57th Action. On June 18, 2018, Defendants removed the complaint to the U.S. District Court for the Southern District of New York (the "Federal Court"), where it was docketed as case number 18-cv-5482-AT.

On October 25, 2018, the Federal Court issued an order granting Defendants' motion to dismiss the Company's RICO claims and declined to exercise supplemental jurisdiction over the Company's state-law claims, dismissing the latter claims without prejudice. On August 30, 2019, the U.S. Court of Appeals for the Second Circuit affirmed the Federal Court's dismissal of the federal RICO claims, vacated the Federal Court's dismissal of the state-law claims, and remanded with instructions for the Federal Court to remand those claims to the NY Court. On September 25, 2019, the Federal Court remanded the case to the NY Court, where it was assigned to the Honorable O. Peter Sherwood.

On June 11, 2020, Defendants filed a motion with the NY Court to dismiss some of the state law claims asserted by the Company in the third amended complaint. On July 28, 2020, Plaintiffs filed a motion for leave to amend the third amended complaint, which Defendants opposed. The proposed complaint adds, among other things, claims arising from certain defendants' role in the 2017 foreclosure of the junior mezzanine loan on the project. On July 22, 2021, the NY Court granted Plaintiffs leave to amend and denied the motion to dismiss without prejudice as moot in light of the Court's decision granting Plaintiffs leave to amend.

## **AMBASE CORPORATION AND SUBSIDIARIES**

### **Notes to Consolidated Financial Statements**

On July 29, 2021, Plaintiffs filed their fourth amended complaint. On September 3, 2021, Defendants submitted a motion to dismiss the fourth amended complaint in part. Plaintiffs opposed the motion, and it was fully submitted as of October 13, 2021, and the court heard argument on October 27, 2021. The motion remains pending.

On September 30, 2021, the Liberty Mutual defendants answered the fourth amended complaint and filed a counterclaim against the Company's subsidiaries for specific performance of a pledge agreement securing certain insurance policies issued for the Project. Plaintiffs replied to those counterclaims on October 20, 2021. For additional information with regard to the Company's investment in the 111 West 57<sup>th</sup> Property, including the foreclosure, see *Note 3*.

*AmBase Corp., et al. v. Spruce Capital Partners, et al.* In July 2017, the Company initiated a second litigation in the NY Court, Index No. 655031/2017, (the "111 West 57th Spruce Action"). The defendants in the 111 West 57th Spruce action were 111 W57 Mezz Investor, LLC ("Spruce"), Spruce Capital Partners LLC, 111 West 57th Sponsor LLC, Michael Z. Stern, and Kevin P. Maloney and nominal defendants 111 West 57th Partners LLC and 111 West 57<sup>th</sup> Mezz 1 LLC. The Company has since voluntarily discontinued its claims against Sponsor, Stern, and Maloney, without prejudice to reinstating them in the 111 West 57<sup>th</sup> Spruce Action or any other action.

Spruce had given notice to the junior mezzanine borrower that it proposed to accept the pledged collateral (including the joint venture members' collective interest in the property) in full satisfaction of the joint venture's indebtedness under the Junior Mezzanine Loan (i.e., a "Strict Foreclosure"). After the Sponsor refused to object to Spruce's proposal on behalf of the junior mezzanine borrower, and Spruce refused to commit to honor Investment LLC's objection on its own behalf, the Company initiated the 111 West 57<sup>th</sup> Spruce Action to obtain injunctive relief halting the Strict Foreclosure. For additional information on the events leading to this litigation see *Note 3*.

On July 26, 2017, the NY Court issued a temporary restraining order barring Spruce from accepting the collateral, pending a preliminary injunction hearing scheduled for August 14, 2017. Spruce and the Sponsor subsequently filed papers in opposition to the request for a preliminary injunction and cross-motions to dismiss and quash subpoenas. On August 14, 2017, the NY Court postponed the hearing until August 28, 2017, keeping the temporary restraining order preventing a Strict Foreclosure in effect until the August 28, 2017 hearing. Subsequently, the Company filed a response brief in support of their request for injunctive relief halting the Strict Foreclosure process and in opposition to the motions to quash the subpoenas.

On August 28, 2017, the NY Court held a preliminary injunction hearing, lifted the temporary restraining order, denied Plaintiffs' request for a preliminary injunction, and granted Defendants' cross-motions. In order to prevent the Strict Foreclosure process from going forward, the Company immediately obtained an interim stay from the New York Supreme Court Appellate Division, First Judicial Department ("Appellate Division"). That stay remained in place until four (4) P.M. August 29, 2017, permitting the Company to obtain an appealable order, notice an appeal, and move for a longer-term stay or injunctive relief pending appeal. The Appellate Division held a hearing on August 29, 2017, to consider the Company's motion for an interim stay or injunctive relief pending appeal, both of which it denied, thus allowing the purported Strict Foreclosure to move forward.

In January 2019, the Appellate Division issued a decision that resolves the Company's appeal from the order denying a preliminary injunction and dismissing its claims. The Appellate Division affirmed the decision below in part and otherwise dismissed the appeal. It noted that the Company should be allowed to move for leave to amend to state claims for damages and/or the imposition of a constructive trust, as the dismissal of the Company's claims was without prejudice.

On May 3, 2019, the Company's subsidiary, Investment LLC, entered into a stipulation with Spruce to amend the complaint in the 111 West 57th Spruce Action to state claims against Spruce for breaches of the Uniform Commercial Code and Pledge Agreement and various torts. The amended complaint seeks the entry of a declaratory judgment, the impression of a constructive trust, permanent injunctive relief restraining Spruce from disposing of or encumbering the 111 West 57<sup>th</sup> Property, and damages, including punitive damages. The amended complaint did not name the Company as a plaintiff or Spruce Capital Partners as a defendant. On May 31, 2019, Spruce filed a motion to dismiss the amended complaint. On January 29, 2020, the Court entered a decision and order granting in part and denying in part Spruce's motion to dismiss the amended complaint. On February 26, 2020, Spruce filed a notice of appeal to the Appellate Division seeking the appeal of the January 29, 2020 order. On March 4, 2020, Investment LLC filed a notice of cross-appeal to the Appellate Division, seeking to appeal the January 29, 2020 order to the extent the NY Court dismissed some of Investment LLC's claims. On March 30, 2021, the Appellate Division issued a decision and order revising the January 29, 2020, order by reinstating Investment LLC's derivative claim for breach of the covenant of good faith and fair dealing and dismissing the remaining claims.



**AMBASE CORPORATION AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

While the appeal was pending, the parties to the 111 West 57<sup>th</sup> Spruce Action conducted discovery. On April 13, 2021, Investment LLC moved for leave to file a Second Amended Complaint to (1) bolster its factual allegations against the existing Defendant, (2) add claims against Spruce Capital Partners, Joshua Crane, Robert Schwartz, Arthur Becker and his affiliates, Apollo and its affiliates, and AIG and its affiliates. On September 30, 2021, the Court granted the motion, and Investment LLC filed its Second Amended Complaint on the same day. On November 22, 2021, four groups of defendants filed four separate motions to dismiss the claims against them. On December 13, 2021 Investment LLC filed a combined opposition to the motions. The defendants filed their replies on January 7, 2022. The motions remain pending.

Since the Company is not a party to the Loan Agreements, it does not have access to communications with the lenders, except for those individual communications that the Sponsor has elected to share or that have been produced in the ongoing litigation. The Company has continued to demand access to such information, including access to the books and records for the 111 West 57<sup>th</sup> Property both under the JV Agreement and as part of the 111 West 57<sup>th</sup> Action and the 111 West 57<sup>th</sup> Spruce Action. For additional information with regard to the Company's investment in the 111 West 57<sup>th</sup> Property and the Company's recording of an impairment of its equity investment in the 111 West 57<sup>th</sup> Property in 2017, see *Note 3*.

*AmBase Corp., et al. v. ACREFI Mortgage Lending LLC, et al.* In June 2018, the Company initiated another litigation in the NY Court, Index No. 655031/2017, (the "Apollo Action"). The defendants in the Apollo Action are ACREFI Mortgage Lending, LLC, Apollo Credit Opportunity Fund III AIV I LP, AGRE Debt 1 - 111 W 57, LLC, and Apollo Commercial Real Estate Finance, Inc. (collectively, the "Apollo Defendants"). In the Apollo Action, the Company alleges that the Apollo Defendants aided and abetted the Sponsor, Stern, and Maloney in breaching their fiduciary duties to the Company in connection with the 111 West 57<sup>th</sup> Property and tortiously interfered with the JV Agreement. The Company is seeking damages as well as punitive damages for tortious interference with the JV Agreement and aiding and abetting the Sponsor's breaches of their fiduciary duties to the joint venture. The Apollo Defendants filed a motion to dismiss on August 17, 2018. On October 22, 2019, the NY Court entered an order dismissing the Company's complaint in the Apollo Action in its entirety. On November 8, 2019, the NY Court entered judgment (the "Apollo Dismissal") dismissing the Apollo Action in favor of the Apollo Defendants. On December 10, 2019, the Company filed a notice of appeal seeking the appeal of the Apollo Dismissal. On August 7, 2020, the Company perfected its appeal of the Apollo Dismissal. After Investment LLC filed its motion to amend the complaint in the 111 West 57<sup>th</sup> Spruce Action to add claims against Apollo, the parties to the Apollo Action filed a stipulation to withdraw the appeal in the Apollo Action. For additional information with regard to the Company's investment in the 111 West 57<sup>th</sup> Property, see *Note 3*.

*AmBase Corp., et al. v. Custom House Risk Advisors, Inc., et al.* On April 2, 2020, the Company initiated litigation in the United States District Court for the Southern District of New York, Case No. 1:20-cv-02763-VSB (the "Custom House Action"). The defendants in the Custom House Action are Custom House Risk Advisors, Inc. and Elizabeth Lowe (collectively, the "Custom House Defendants"). In the Custom House Action, the Company alleges that the Custom House Defendants (a) aided and abetted Sponsor, Stern, and Maloney in breaching their fiduciary duties to the Company by structuring an insurance policy to the personal benefit of Sponsor, Stern and Maloney and the detriment of the 111 West 57<sup>th</sup> Project and concealing the structure and ownership of the insurance policy from the Company and (b) committed fraud by making material misrepresentations about the terms of the policy to the Company, inducing the Company to contribute additional capital to the 111 West 57<sup>th</sup> Project to cover the costs of the insurance policy. The Company is seeking damages as well as disgorgement of profits the Custom House Defendants earned from their wrongful conduct. On April 10, 2020, the Custom House Defendants waived service of process. The Custom House Defendants were required to respond to the complaint by June 8, 2020. The Custom House Defendants have not responded to the Company's complaint. In an agreement dated July 31, 2020, the Company and the Custom House Defendants agreed to certain terms for a settlement and entered into a settlement agreement which requires that the Custom House Defendants satisfy certain conditions prior to any dismissal of the Custom House Action. On December 6, 2021, the Court approved a stipulation dismissing the Company's claims and agreed to retain jurisdiction to enforce the settlement agreement. For additional information with regard to the Company's investment in the 111 West 57<sup>th</sup> Property, see *Note 3*.

With respect to its disputes and litigation relating to its interest in the 111 West 57<sup>th</sup> Property, the Company is pursuing, and will continue to pursue, other options to realize the Company's investment value, various legal courses of action to protect its legal rights, recovery of its asset value from various sources of recovery, as well as considering other possible economic strategies, including the possible sale of the Company's interest in and/or rights with respect to the 111 West 57<sup>th</sup> Property; however, there can be no assurance that the Company will prevail with respect to any of its claims.



## **AMBASE CORPORATION AND SUBSIDIARIES**

### **Notes to Consolidated Financial Statements**

The Company can give no assurances regarding the outcome of the matters described herein, including as to the effect of Spruce's actions described herein, whether the Sponsor will perform their contractual commitments to the Company under the JV Agreement, as to what further action, if any, the lenders may take with respect to the project, as to the ultimate resolution of the ongoing litigation proceedings relating to the Company's investment interest in the 111 West 57<sup>th</sup> Property, as to the ultimate effect of the Sponsor's, the Company's or the lenders' actions on the project, as to the completion or ultimate success of the project, or as to the value or ultimate realization of any portion of the Company's equity investment in the 111 West 57<sup>th</sup> Street Property. For additional information with regard to the Company's investment in the 111 West 57<sup>th</sup> Property, see *Note 3*.

While the Company's management is evaluating future courses of action to protect and/or recover the value of the Company's equity investment in the 111 West 57<sup>th</sup> Property, the adverse developments make it uncertain as to whether any such courses of action will be successful. Any such efforts are likely to require sustained effort over a period of time and substantial additional financial resources. Inability to recover all or most of such value would, in all likelihood, have a material adverse effect on the Company's financial condition and future prospects. The Company can give no assurances with regard to if it will prevail with respect to any of its claims.

#### **Note 9 - Litigation Funding Agreement**

In 2017, the Company entered into a Litigation Funding Agreement (the "LFA") with Mr. R. A. Bianco. Pursuant to the LFA, Mr. R. A. Bianco agreed to provide litigation funding to the Company to satisfy actual documented litigation costs and expenses of the Company, including attorneys' fees, expert witness fees, consulting fees and disbursements in connection with the Company's legal proceedings relating to the Company's equity investment in the 111 West 57<sup>th</sup> Property, (the "Litigation Fund Amount").

After receiving substantial AMT credit carryforward refunds in 2019, in light of the Company's improved liquidity, the Company's Board of Directors (the "Board") authorized the establishment of a Special Committee of the Board (the "Special Committee") to evaluate and negotiate possible changes to the LFA. The Special Committee was comprised exclusively of the independent directors on the Board.

In 2019, after receiving approval from the Special Committee, the Company and Mr. R. A. Bianco entered into an amendment to the LFA (the "Amendment") which provides for the following: (i) the repayment of \$3,672,000 in funds previously provided to the Company by Mr. R. A. Bianco pursuant to the LFA (the "Advanced Amount"), (ii) the release of Mr. R. A. Bianco from all further funding obligations under the LFA, and (iii) a modification of the relative distribution between Mr. R. A. Bianco and the Company of any Litigation Proceeds received by the Company from the 111 West 57<sup>th</sup> Litigation, as described below.

The Amendment provides that, in the event that the Company receives any Litigation Proceeds from the 111 West 57<sup>th</sup> Litigation, such Litigation Proceeds shall be distributed as follows:

- (i) first, 100% to the Company in an amount equal to the lesser of (a) the amount of actual litigation expenses incurred by the Company with respect to the Company's 111 West 57<sup>th</sup> Litigation (including the Advanced Amount); or (b) \$7,500,000; and
- (ii) thereafter, any additional amounts shall be distributed (a) 75% to the Company and (b) 25% to the Mr. R. A. Bianco (a reduction of Mr. R. A. Bianco's percentage, which under the terms of the original LFA prior to the Amendment would have been 30% to 45% based on the length of time of any recovery).

#### **Note 10 - Subsequent Events**

The Company has performed a review of events subsequent to the balance sheet dated December 31, 2021, through the report issuance date. The Company has events, subsequent to December 31, 2021, and through the date these consolidated financial statements were issued, as further discussed herein.

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

None.

### **ITEM 9A. CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its filings with the SEC is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management has recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply judgment in evaluating its controls and procedures.

During the fiscal period covered by this report, the Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer of the Company, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of December 31, 2021.

#### **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 as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed, under the supervision of the Company's Chief Executive Officer and Chief Financial Officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. The Company's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) 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 (iii) 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.

The Company's management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2021. This evaluation was based on the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Based on management's evaluation under the framework in Internal Control—Integrated Framework (2013), management concluded that internal control over financial reporting was effective as of December 31, 2021.

This annual report does not include an attestation report of the Company's independent public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent public accounting firm pursuant to rules of the SEC that permit the Company to provide only management's report in this annual report.

#### **Changes in Internal Control over Financial Reporting**

There were no changes in the Company's internal control over financial reporting during the quarter ended December 31, 2021 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.**

Not applicable.

## **PART III**

## **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information concerning executive officers and directors required by this item will be set forth in the Company's Definitive Proxy Statement for its Annual Meeting of Shareholders to be held on June 2, 2022, which is incorporated herein by reference, which the Company intends to file with the Securities and Exchange Commission not later than 120 days after the end of its 2021 fiscal year.

### **Code of Ethics**

We have adopted a Code of Ethics that applies to our Chief Executive Officer, Chief Financial Officer and other senior officers. A copy of the Code of Ethics was filed with the SEC as Exhibit 14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003.

## **ITEM 11. EXECUTIVE COMPENSATION**

For the information required to be set forth by the Company in response to this item, see the Company's Definitive Proxy Statement for its Annual Meeting of Shareholders to be held on June 2, 2022, under the captions "Executive Compensation," "Employment Contracts," and "Compensation of Directors" which are incorporated herein by reference, which the Company intends to file with the Securities and Exchange Commission not later than 120 days after the end of its 2021 fiscal year.

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

### **Securities Authorized for Issuance Under Equity Compensation Plans**

None.

### **Security Ownership of Certain Beneficial Owners and Management**

For other information required to be set forth by the Company in response to this item, see the Company's Definitive Proxy Statement for its Annual Meeting of Shareholders to be held on June 2, 2022, under the caption "Stock Ownership", which is incorporated herein by reference, which the Company intends to file with the Securities and Exchange Commission not later than 120 days after the end of its 2021 fiscal year.

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

For the information required to be set forth by the Company in response to this item, see the Company's Definitive Proxy Statement for its Annual Meeting of Shareholders to be held on June 2, 2022, under the captions "Proposal No. 1 - Election of Directors" and "Information Concerning the Board and its Committees," which are incorporated herein by reference, which the Company intends to file with the Securities and Exchange Commission not later than 120 days after the end of its 2021 fiscal year.

## **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information concerning Principal Accounting Fees and Services is set forth by the Company under the heading "Proposal 2 - Independent Registered Public Accounting Firm", "Independent Registered Public Accountant Matters," in the Company's Definitive Proxy Statement for its Annual Meeting of Shareholders to be held on June 2, 2022, which is incorporated herein by reference, which the Company intends to file with the Securities and Exchange Commission not later than 120 days after the end of its 2021 fiscal year.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as a part of this report:

**1. Index to Financial Statements:**

	<b>Page</b>
Report of Independent Registered Public Accounting Firm	14
Consolidated Statements of Operations	15
Consolidated Balance Sheets	16
Consolidated Statements of Changes in Stockholders' Equity	17
Consolidated Statements of Cash Flows	18
Notes to Consolidated Financial Statements	19

(b) Exhibits:

<a href="#"><u>3.1</u></a>	Restated Certificate of Incorporation of AmBase Corporation (as amended and restated - July 15, 2017), (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017).
<a href="#"><u>3.2</u></a>	By-Laws of AmBase Corporation (as amended through March 15, 1996), (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017).
<a href="#"><u>4.1</u></a>	Amended & Restated Rights Agreement dated as of March 27, 2019 between the Company and American Stock Transfer and Trust Co. (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2018).
<a href="#"><u>4.2</u></a>	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934. (incorporated by reference to Exhibit 4.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2019).
<a href="#"><u>10.1</u></a>	Employment Agreement dated as of March 30, 2006 between Richard A. Bianco and the Company, (incorporated by reference to Exhibit 10H to the Company's Annual Report on Form 10-K for the year ended December 31, 2005).
<a href="#"><u>10.2</u></a>	Amendment to Employment Agreement dated as of January 1, 2008 between Richard A. Bianco and the Company, (incorporated by reference to Exhibit 10E to the Company's Annual Report on Form 10-K for the year ended December 31, 2007).
<a href="#"><u>10.3</u></a>	Amendment to Employment Agreement between Richard A. Bianco and the Company extending term of employment to May 31, 2023, (incorporated by reference to Exhibit 10.6 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017).
<a href="#"><u>10.4</u></a>	111 West 57 <sup>th</sup> Partners LLC Limited Liability Company Agreement. Dated as of June 28, 2013, (incorporated by reference to Exhibit 10.1 to Amendment no. 1 to the Company's Quarterly Report on Form 10-Q/A for the quarterly period ended June 30, 2013).
<a href="#"><u>10.5</u></a>	Second Amended and Restated Limited Liability Company Agreement of 111 West 57 <sup>th</sup> Investment, LLC dated December 19, 2014 (incorporated by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014).
<a href="#"><u>10.6</u></a>	Agreement between Mr. Richard A. Bianco, the Company's Chairman President and Chief Executive Officer ("Mr. R. A. Bianco") and the Company for Mr. R. A. Bianco to provide to the Company a financial commitment in the form of a line of credit up to ten million dollars (\$10,000,000) or additional amount(s) as may be necessary and agreed to enable AmBase to contribute capital to the 111 West 57 <sup>th</sup> Property (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the annual period ending December 31, 2016).
<a href="#"><u>10.7</u></a>	Amendment dated May 20, 2019 to the September 2017 Litigation Funding Agreement, between Mr. R. A. Bianco and the Company, (incorporated by reference to Exhibit 10.1 to the Company's Current report on Form 8-K filed May 21, 2019).
<a href="#"><u>10.8</u></a>	August 31, 2012, Supervisory Goodwill Settlement Agreement (originally filed as Exhibit 99 to the Company's Current Report on Form 8-K filed on October 22, 2012 and incorporated by reference herein).
<a href="#"><u>14</u></a>	AmBase Corporation - Code of Ethics as adopted by Board of Directors (incorporated by reference to Exhibit 14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
<a href="#"><u>21*</u></a>	Subsidiaries of the Registrant.
<a href="#"><u>31.1*</u></a>	Rule 13a-14(a) Certification of Chief Executive Officer Pursuant to Rule 13a-14.

[31.2\\*](#) Rule 13a-14(a) Certification of Chief Financial Officer Pursuant to Rule 13a-14.

[32.1\\*](#) Section 1350 Certification of Chief Executive Officer pursuant to Rule 18 U.S.C. Section 1350.

[32.2\\*](#) Section 1350 Certification of Chief Financial Officer pursuant to Rule 18 U.S.C. Section 1350.

101.1\*The following financial statements from AmBase Corporation's Annual Report on Form 10-K for the year ended December 31, 2021 formatted in XBRL: (i) Consolidated Statement of Operations; (ii) Consolidated Balance Sheets; (iii) Consolidated Statements of Cash Flow; and (iv) Notes to Consolidated Financial Statements.

Exhibits, except as otherwise indicated above, are filed herewith.

\* filed herewith.

## **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.

#### **AMBASE CORPORATION**

**/s/RICHARD A. BIANCO**

Chairman, President and Chief Executive  
Officer (Principal Executive Officer)

Date: March 25, 2022

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 on the dates indicated.

**/s/RICHARD A. BIANCO**

Chairman, President,  
Chief Executive Officer and Director

Date: March 25, 2022

**/s/JOHN FERRARA**

Vice President, Chief Financial Officer and Controller  
(Principal Financial and Accounting Officer)

Date: March 25, 2022

**/s/ALESSANDRA F. BIANCO**

Director

Date: March 25, 2022

**/s/RICHARD A. BIANCO, JR.**

Director

Date: March 25, 2022

**/s/JERRY Y. CARNEGIE**

Director

Date: March 25, 2022

**/s/KENNETH M. SCHMIDT**

Director

Date: March 25, 2022

## DIRECTORS AND OFFICERS

### **Board of Directors**

#### **Richard A. Bianco**

Chairman,  
and  
Chief Executive Officer  
AmBase Corporation

#### **Alessandra F. Bianco**

President  
Senior Officer  
BARC Investments,  
LLC

#### **Richard A. Bianco, Jr.**

Employee AmBase  
Corporation & Officer  
BARC Investments,  
LLC

#### **Jerry Y. Carnegie**

Private Investor

#### **Kenneth M. Schmidt**

Private Investor

### **AmBase Officers**

#### **Richard A. Bianco**

Chairman, President  
and Chief Executive  
Officer

#### **John Ferrara**

Vice President,  
Chief Financial Officer  
and Controller

#### **Joseph R. Bianco**

Treasurer

## INVESTOR INFORMATION

### **Annual Meeting of Stockholders**

The 2022 Annual Meeting is currently scheduled to be held at 9:00 a.m. Eastern Time, on Thursday, June 2, 2022, at:

#### **Hyatt Regency Hotel**

1800 East Putnam Avenue  
Greenwich, CT 06870

### **Common Stock Trading**

AmBase stock is traded through one or more market-makers with quotations made available on the over-the-counter market.

**Issue:** Common Stock

**Abbreviation:** AmBase

**Ticker Symbol:** ABCP.OB

### **Transfer Agent and Registrar**

#### **American Stock Transfer & Trust Company, LLC**

6201 15<sup>th</sup> Avenue  
Brooklyn, NY 11219  
Attention: Shareholder Services  
(800) 937-5449 or (718) 921-8200 Ext. 6820

### **Independent Registered Public Accountants**

#### **Marcum LLP**

185 Asylum Street  
City Place I, 25<sup>th</sup> Floor  
Hartford, CT 06103

### **Corporate Headquarters**

#### **AmBase Corporation**

7857 West Sample Road, Suite 134  
Coral Springs, FL 33065  
(201) 265-0169

### **Stockholder Inquiries**

Stockholder inquiries, including requests for the following: (i) change of address; (ii) replacement of lost stock certificates; (iii) Common Stock name registration changes; (iv) Quarterly Reports on Form 10-Q; (v) Annual Reports on Form 10-K; (vi) proxy material; and (vii) information regarding stockholdings, should be directed to:

#### **American Stock Transfer & Trust Co. LLC**

6201 15<sup>th</sup> Ave.  
Brooklyn, NY 11219  
Attention: Shareholder Services  
(800) 937-5449 or (718) 921-8200 Ext. 6820

In addition, the Company's public reports, including Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K and Proxy Statements, can be obtained through the Securities and Exchange Commission EDGAR Database over the World Wide Web at [www.sec.gov](http://www.sec.gov).

### **Number of Stockholders**

As of February 28, 2022, there were, approximately 6,200 stockholders.