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

FORM 10-Q

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

For the quarterly period ended March 31, 2022

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

For the transition period from __________ to ___________

Commission File Number: **001-35236**

ORCHID ISLAND CAPITAL

Orchid Island Capital, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**27-3269228**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

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

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

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

Title of Each Class	Trading Symbol:	Name of Each Exchange on Which Registered
Common Stock, $0.01 par value	ORC	New York Stock Exchange

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

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

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

Large accelerated filer	☐	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. ☐

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

Number of shares outstanding at April 28, 2022: 177,117,186

ORCHID ISLAND CAPITAL, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ORCHID ISLAND CAPITAL, INC.
CONDENSED BALANCE SHEETS
($ in thousands, except per share data)

	(Unaudited) March 31, 2022	December 31, 2021
ASSETS:		
Mortgage-backed securities, at fair value (includes pledged assets of $4,576,847 and $6,506,372, respectively)	$ 4,580,594	$ 6,511,095
U.S. Treasury Notes, at fair value (includes pledged assets of $36,477 and $29,740, respectively)	36,477	37,175
Cash and cash equivalents	297,246	385,143
Restricted cash	130,199	65,299
Accrued interest receivable	14,853	18,859
Derivative assets	126,910	50,786
Other assets	1,153	320
Total Assets	$ 5,187,432	$ 7,068,677
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES:		
Repurchase agreements	$ 4,464,109	$ 6,244,106
Dividends payable	7,996	11,530
Derivative liabilities	25,535	7,589
Accrued interest payable	1,018	788
Due to affiliates	1,066	1,062
Other liabilities	95,290	35,505
Total Liabilities	4,595,014	6,300,580
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Preferred stock, $0.01 par value; 100,000,000 shares authorized; no shares issued and outstanding as of March 31, 2022 and December 31, 2021	-	-
Common Stock, $0.01 par value; 500,000,000 shares authorized, 177,117,186 shares issued and outstanding as of March 31, 2022 and 176,993,049 shares issued and outstanding as of December 31, 2021	1,771	1,770
Additional paid-in capital	822,128	849,081
Accumulated deficit	(231,481)	(82,754)
Total Stockholders' Equity	592,418	768,097
Total Liabilities and Stockholders' Equity	$ 5,187,432	$ 7,068,677

See Notes to Financial Statements

ORCHID ISLAND CAPITAL, INC.
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)
For the Three Months Ended March 31, 2022 and 2021
($ in thousands, except per share data)

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Interest income	$ 41,857	$ 26,856
Interest expense	(2,655)	(1,941)
Net interest income	39,202	24,915
Realized losses on mortgage-backed securities	(51,086)	(7,397)
Unrealized losses on mortgage-backed securities and U.S. Treasury Notes	(309,962)	(88,866)
Gains on derivative and other hedging instruments	177,816	45,472
Net portfolio loss	(144,030)	(25,876)
Expenses:		
Management fees	2,634	1,621
Allocated overhead	441	404
Incentive compensation	237	364
Directors' fees and liability insurance	311	272
Audit, legal and other professional fees	304	318
Direct REIT operating expenses	643	421
Other administrative	127	93
Total expenses	4,697	3,493
Net loss	$ (148,727)	$ (29,369)
Basic and diluted net loss per share	$ (0.84)	$ (0.34)
Weighted Average Shares Outstanding	176,997,566	85,344,954
Dividends declared per common share	$ 0.155	$ 0.195

See Notes to Financial Statements

ORCHID ISLAND CAPITAL, INC.
CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)
For the Three Months Ended March 31, 2022 and 2021
(in thousands)

	Common Stock		Additional Paid-in	Retained Earnings	
	Shares	Par Value	Capital	(Deficit)	Total
Balances, January 1, 2021	76,073	$ 761	$ 432,524	$ (17,994)	$ 415,291
Net loss	-	-	-	(29,369)	(29,369)
Cash dividends declared	-	-	(17,226)	-	(17,226)
Issuance of common stock pursuant to public offerings, net	18,248	182	96,726	-	96,908
Stock based awards and amortization	90	1	571	-	572
Balances, March 31, 2021	94,411	$ 944	$ 512,595	$ (47,363)	$ 466,176
Balances, January 1, 2022	176,993	$ 1,770	$ 849,081	$ (82,754)	$ 768,097
Net loss	-	-	-	(148,727)	(148,727)
Cash dividends declared	-	-	(27,492)	-	(27,492)
Stock based awards and amortization	124	1	539	-	540
Balances, March 31, 2022	177,117	$ 1,771	$ 822,128	$ (231,481)	$ 592,418

See Notes to Financial Statements

ORCHID ISLAND CAPITAL, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)
For the Three Months Ended March 31, 2022 and 2021
($ in thousands)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (148,727)	$ (29,369)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Stock based compensation	162	259
Realized and unrealized losses on mortgage-backed securities	360,350	96,263
Unrealized losses on U.S. Treasury Notes	698	-
Realized and unrealized gains on derivative instruments	(101,921)	(45,914)
Changes in operating assets and liabilities:		
Accrued interest receivable	4,006	(1,050)
Other assets	(833)	(588)
Accrued interest payable	230	(236)
Other liabilities	204	5,318
Due to affiliates	4	80
NET CASH PROVIDED BY OPERATING ACTIVITIES	114,173	24,763
CASH FLOWS FROM INVESTING ACTIVITIES:		
From mortgage-backed securities investments:		
Purchases	-	(1,764,082)
Sales	1,413,039	988,523
Principal repayments	157,112	123,880
Net proceeds from (payments on) derivative instruments	103,900	(10,674)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	1,674,051	(662,353)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from repurchase agreements	12,861,900	7,517,156
Principal payments on repurchase agreements	(14,641,897)	(6,931,062)
Cash dividends	(31,010)	(16,030)
Proceeds from issuance of common stock, net of issuance costs	-	96,908
Shares withheld from employee stock awards for payment of taxes	(214)	(297)
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	(1,811,221)	666,675
NET (DECREASE) INCREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(22,997)	29,085
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of the period	450,442	299,506
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of the period	$ 427,445	$ 328,591
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ 2,425	$ 2,176
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING ACTIVITIES:		
Securities acquired settled in later period	$ -	$ 217,758
Securities sold settled in later period	-	154,977

See Notes to Financial Statements

NOTE 1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization and Business Description

Orchid Island Capital, Inc. ("Orchid" or the "Company"), was incorporated in Maryland on August 17, 2010 for the purpose of creating and managing a leveraged investment portfolio consisting of residential mortgage-backed securities ("RMBS"). From incorporation to February 20, 2013, Orchid was a wholly owned subsidiary of Bimini Capital Management, Inc. ("Bimini"). Orchid began operations on November 24, 2010 (the date of commencement of operations). From incorporation through November 24, 2010, Orchid's only activity was the issuance of common stock to Bimini.

On August 4, 2020, Orchid entered into an equity distribution agreement (the "August 2020 Equity Distribution Agreement") with four sales agents pursuant to which the Company could offer and sell, from time to time, up to an aggregate amount of $150,000,000 of shares of the Company's common stock in transactions that were deemed to be "at the market" offerings and privately negotiated transactions. The Company issued a total of 27,493,650 shares under the August 2020 Equity Distribution Agreement for aggregate gross proceeds of approximately $150.0 million, and net proceeds of approximately $147.4 million, after commissions and fees, prior to its termination in June 2021.

On January 20, 2021, Orchid entered into an underwriting agreement (the "January 2021 Underwriting Agreement") with J.P. Morgan Securities LLC ("J.P. Morgan"), relating to the offer and sale of 7,600,000 shares of the Company's common stock. J.P. Morgan purchased the shares of the Company's common stock from the Company pursuant to the January 2021 Underwriting Agreement at $5.20 per share. In addition, the Company granted J.P. Morgan a 30-day option to purchase up to an additional 1,140,000 shares of the Company's common stock on the same terms and conditions, which J.P. Morgan exercised in full on January 21, 2021. The closing of the offering of 8,740,000 shares of the Company's common stock occurred on January 25, 2021, with proceeds to the Company of approximately $45.3 million, net of offering expenses.

On March 2, 2021, Orchid entered into an underwriting agreement (the "March 2021 Underwriting Agreement") with J.P. Morgan relating to the offer and sale of 8,000,000 shares of the Company's common stock. J.P. Morgan purchased the shares of the Company's common stock from the Company pursuant to the March 2021 Underwriting Agreement at $5.45 per share. In addition, the Company granted J.P. Morgan a 30-day option to purchase up to an additional 1,200,000 shares of the Company's common stock on the same terms and conditions, which J.P. Morgan exercised in full on March 3, 2021. The closing of the offering of 9,200,000 shares of the Company's common stock occurred on March 5, 2021, with proceeds to the Company of approximately $50.0 million, net of offering expenses.

On June 22, 2021, Orchid entered into an equity distribution agreement (the "June 2021 Equity Distribution Agreement") with four sales agents pursuant to which the Company could offer and sell, from time to time, up to an aggregate amount of $250,000,000 of shares of the Company's common stock in transactions that were deemed to be "at the market" offerings and privately negotiated transactions. The Company issued a total of 49,407,336 shares under the June 2021 Equity Distribution Agreement for aggregate gross proceeds of approximately $250.0 million, and net proceeds of approximately $246.0 million, after commissions and fees, prior to its termination in October 2021.

On October 29, 2021, Orchid entered into an equity distribution agreement (the "October 2021 Equity Distribution Agreement") with four sales agents pursuant to which the Company may offer and sell, from time to time, up to an aggregate amount of $250,000,000 of shares of the Company's common stock in transactions that are deemed to be "at the market" offerings and privately negotiated transactions. Through March 31, 2022, the Company issued a total of 15,835,700 shares under the October 2021 Equity Distribution Agreement for aggregate gross proceeds of approximately $78.3 million, and net proceeds of approximately $77.0 million, after commissions and fees. Subsequent to March 31, 2022 through April 29, 2022, the Company issued no shares under the October 2021 Equity Distribution Agreement.

Basis of Presentation and Use of Estimates

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month period ended March 31, 2022 are not necessarily indicative of the results that may be expected for the year ending December 31, 2022.

The balance sheet at December 31, 2021 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. For further information, refer to the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The significant estimates affecting the accompanying financial statements are the fair values of RMBS and derivatives. Management believes the estimates and assumptions underlying the financial statements are reasonable based on the information available as of March 31, 2022.

Variable Interest Entities ("VIEs")

We obtain interests in VIEs through our investments in mortgage-backed securities. Our interests in these VIEs are passive in nature and are not expected to result in us obtaining a controlling financial interest in these VIEs in the future. As a result, we do not consolidate these VIEs and we account for our interest in these VIEs as mortgage-backed securities. See Note 2 for additional information regarding our investments in mortgage-backed securities. Our maximum exposure to loss for these VIEs is the carrying value of the mortgage-backed securities.

Cash and Cash Equivalents and Restricted Cash

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

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the statement of financial position that sum to the total of the same such amounts shown in the statement of cash flows.

(in thousands)

		March 31, 2022		December 31, 2021
Cash and cash equivalents	$	297,246	$	385,143
Restricted cash		130,199		65,299
Total cash, cash equivalents and restricted cash	$	427,445	$	450,442

The Company maintains cash balances at three banks and excess margin on account with two exchange clearing members. At times, balances may exceed federally insured limits. The Company has not experienced any losses related to these balances. The Federal Deposit Insurance Corporation insures eligible accounts up to $250,000 per depositor at each financial institution. Restricted cash balances are uninsured, but are held in separate customer accounts that are segregated from the general funds of the counterparty. The Company limits uninsured balances to only large, well-known banks and exchange clearing members and believes that it is not exposed to any significant credit risk on cash and cash equivalents or restricted cash balances.

Mortgage-Backed Securities and U.S. Treasury Notes

The Company invests primarily in mortgage pass-through (“PT”) residential mortgage backed securities (“RMBS”) and collateralized mortgage obligations (“CMOs”) issued by Freddie Mac, Fannie Mae or Ginnie Mae, interest-only (“IO”) securities and inverse interest-only (“IIO”) securities representing interest in or obligations backed by pools of RMBS. We refer to RMBS and CMOs as PT RMBS. We refer to IO and IIO securities as structured RMBS. The Company also invests in U.S. Treasury Notes, primarily to satisfy collateral requirements of derivative counterparties. The Company has elected to account for its investment in RMBS and U.S. Treasury Notes under the fair value option. Electing the fair value option requires the Company to record changes in fair value in the statement of operations, which, in management’s view, more appropriately reflects the results of our operations for a particular reporting period and is consistent with the underlying economics and how the portfolio is managed.

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

Fair value is defined as the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date. The fair value measurement assumes that the transaction to sell the asset or transfer the liability either occurs in the principal market for the asset or liability, or in the absence of a principal market, occurs in the most advantageous market for the asset or liability. Estimated fair values for RMBS are based on independent pricing sources and/or third party broker quotes, when available. Estimated fair values for U.S. Treasury Notes are based on quoted prices for identical assets in active markets.

Income on PT RMBS and U.S. Treasury Notes is based on the stated interest rate of the security. Premiums or discounts present at the date of purchase are not amortized. Premium lost and discount accretion resulting from monthly principal repayments are reflected in unrealized gains (losses) on RMBS in the statements of operations. For IO securities, the income is accrued based on the carrying value and the effective yield. The difference between income accrued and the interest received on the security is characterized as a return of investment and serves to reduce the asset’s carrying value. At each reporting date, the effective yield is adjusted prospectively for future reporting periods based on the new estimate of prepayments and the contractual terms of the security. For IIO securities, effective yield and income recognition calculations also take into account the index value applicable to the security. Changes in fair value of RMBS during each reporting period are recorded in earnings and reported as unrealized gains or losses on mortgage-backed securities in the accompanying statements of operations.

Derivative and Other Hedging Instruments

The Company uses derivative and other hedging instruments to manage interest rate risk, facilitate asset/liability strategies and manage other exposures, and it may continue to do so in the future. The principal instruments that the Company has used to date are Treasury Note ("T-Note"), federal funds ("Fed Funds") and Eurodollar futures contracts, short positions in U.S. Treasury securities, interest rate swaps, options to enter in interest rate swaps ("interest rate swaptions") and "to-be-announced" ("TBA") securities transactions, but the Company may enter into other derivative and other hedging instruments in the future.

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

Derivative and other hedging instruments are carried at fair value, and changes in fair value are recorded in earnings for each period. The Company's derivative financial instruments are not designated as hedge accounting relationships, but rather are used as economic hedges of its portfolio assets and liabilities. Gains and losses on derivatives, except those that result in cash receipts or payments, are included in operating activities on the statement of cash flows. Cash payments and cash receipts from settlements of derivatives, including current period net cash settlements on interest rates swaps, are classified as an investing activity on the statements of cash flows.

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

Financial Instruments

The fair value of financial instruments for which it is practicable to estimate that value is disclosed either in the body of the financial statements or in the accompanying notes. RMBS, Eurodollar, Fed Funds and T-Note futures contracts, interest rate swaps, interest rate swaptions and TBA securities are accounted for at fair value in the balance sheets. The methods and assumptions used to estimate fair value for these instruments are presented in Note 12 of the financial statements.

The estimated fair value of cash and cash equivalents, restricted cash, accrued interest receivable, receivable for securities sold, other assets, due to affiliates, repurchase agreements, payable for unsettled securities purchased, accrued interest payable and other liabilities generally approximates their carrying values as of March 31, 2022 and December 31, 2021 due to the short-term nature of these financial instruments.

Repurchase Agreements

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

Manager Compensation

The Company is externally managed by Bimini Advisors, LLC (the "Manager" or "Bimini Advisors"), a Maryland limited liability company and wholly-owned subsidiary of Bimini. The Company's management agreement with the Manager provides for payment to the Manager of a management fee and reimbursement of certain operating expenses, which are accrued and expensed during the period for which they are earned or incurred. Refer to Note 13 for the terms of the management agreement.

Earnings Per Share

Basic earnings per share ("EPS") is calculated as net income or loss attributable to common stockholders divided by the weighted average number of shares of common stock outstanding or subscribed during the period. Diluted EPS is calculated using the treasury stock or two-class method, as applicable, for common stock equivalents, if any. However, the common stock equivalents are not included in computing diluted EPS if the result is anti-dilutive.

Stock-Based Compensation

The Company may grant equity-based compensation to non-employee members of its Board of Directors and to the executive officers and employees of the Manager. Stock-based awards issued include performance units, deferred stock units and immediately vested common stock awards. Compensation expense is measured and recognized for all stock-based payment awards made to employees and non-employee directors based on the fair value of our common stock on the date of grant. Compensation expense is recognized over each award's respective service period using the graded vesting attribution method. We do not estimate forfeiture rates; rather, we adjust for forfeitures in the periods in which they occur.

Income Taxes

Orchid has elected and is organized and operated so as to qualify to be taxed as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended (the "Code"). REITs are generally not subject to federal income tax on their REIT taxable income provided that they distribute to their stockholders all of their REIT taxable income on an annual basis. A REIT must distribute at least 90% of its REIT taxable income, determined without regard to the deductions for dividends paid and excluding net capital gain, and meet other requirements of the Code to retain its tax status.

Orchid assesses the likelihood, based on their technical merit, that uncertain tax positions will be sustained upon examination based on the facts, circumstances and information available at the end of each period. All of Orchid's tax positions are categorized as highly certain. There is no accrual for any tax, interest or penalties related to Orchid's tax position assessment. The measurement of uncertain tax positions is adjusted when new information is available, or when an event occurs that requires a change.

Recent Accounting Pronouncements

In March 2020, the FASB issued ASU 2020-04, "*Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*." ASU 2020-04 provides optional expedients and exceptions to GAAP requirements for modifications on debt instruments, leases, derivatives, and other contracts, related to the expected market transition from the London Interbank Offered Rate ("LIBOR"), and certain other floating rate benchmark indices, or collectively, IBORs, to alternative reference rates. ASU 2020-04 generally considers contract modifications related to reference rate reform to be an event that does not require contract remeasurement at the modification date nor a reassessment of a previous accounting determination. The guidance in ASU 2020-04 is optional and may be elected over time, through December 31, 2022, as reference rate reform activities occur. The Company does not believe the adoption of this ASU will have a material impact on its consolidated financial statements.

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

NOTE 2. MORTGAGE-BACKED SECURITIES AND U.S. TREASURY NOTES

The following table presents the Company's RMBS portfolio as of March 31, 2022 and December 31, 2021:

(in thousands)

	March 31, 2022	December 31, 2021
Pass-Through RMBS Certificates:		
Fixed-rate Mortgages	$ 4,372,517	$ 6,298,189
Total Pass-Through Certificates	4,372,517	6,298,189
Structured RMBS Certificates:		
Interest-Only Securities	206,617	210,382
Inverse Interest-Only Securities	1,460	2,524
Total Structured RMBS Certificates	208,077	212,906
Total	$ 4,580,594	$ 6,511,095

As of March 31, 2022 and December 31, 2021, the Company held U.S. Treasury Notes with a fair value of approximately $36.5 million and $37.2 million, respectively, primarily to satisfy collateral requirements of one of its derivative counterparties.

The following table is a summary of our net gain (loss) from the sale of RMBS for the three months ended March 31, 2022 and 2021.

	Three Months Ended March 31, 2022	2021
Proceeds from sales of RMBS	$ 1,413,039	$ 988,523
Carrying value of RMBS sold	(1,464,125)	(995,920)
Net (loss) gain on sales of RMBS	$ (51,086)	$ (7,397)
Gross gain on sales of RMBS	$ 709	$ 2,813
Gross loss on sales of RMBS	(51,795)	(10,210)
Net (loss) gain on sales of RMBS	$ (51,086)	$ (7,397)

NOTE 3. REPURCHASE AGREEMENTS

The Company pledges certain of its RMBS as collateral under repurchase agreements with financial institutions. Interest rates are generally fixed based on prevailing rates corresponding to the terms of the borrowings, and interest is generally paid at the termination of a borrowing. If the fair value of the pledged securities declines, lenders will typically require the Company to post additional collateral or pay down borrowings to re-establish agreed upon collateral requirements, referred to as "margin calls." Similarly, if the fair value of the pledged securities increases, lenders may release collateral back to the Company. As of March 31, 2022, the Company had met all margin call requirements.

As of March 31, 2022 and December 31, 2021, the Company's repurchase agreements had remaining maturities as summarized below:

($ in thousands)

	OVERNIGHT (1 DAY OR LESS)	BETWEEN 2 AND 30 DAYS	BETWEEN 31 AND 90 DAYS	GREATER THAN 90 DAYS	TOTAL
March 31, 2022					
Fair market value of securities pledged, including accrued interest receivable	$ -	$ 3,966,753	$ 576,875	$ 48,035	$ 4,591,663
Repurchase agreement liabilities associated with these securities	$ -	$ 3,848,289	$ 564,223	$ 51,597	$ 4,464,109
Net weighted average borrowing rate	-	0.36%	0.42%	0.15%	0.37%
December 31, 2021					
Fair market value of securities pledged, including accrued interest receivable	$ -	$ 4,624,396	$ 1,848,080	$ 52,699	$ 6,525,175
Repurchase agreement liabilities associated with these securities	$ -	$ 4,403,182	$ 1,789,327	$ 51,597	$ 6,244,106
Net weighted average borrowing rate	-	0.15%	0.13%	0.15%	0.15%

In addition, cash pledged to counterparties for repurchase agreements was approximately $113.6 million and $57.3 million as of March 31, 2022 and December 31, 2021, respectively.

If, during the term of a repurchase agreement, a lender files for bankruptcy, the Company might experience difficulty recovering its pledged assets, which could result in an unsecured claim against the lender for the difference between the amount loaned to the Company plus interest due to the counterparty and the fair value of the collateral pledged to such lender, including the accrued interest receivable and cash posted by the Company as collateral. At March 31, 2022, the Company had an aggregate amount at risk (the difference between the amount loaned to the Company, including interest payable and securities posted by the counterparty (if any), and the fair value of securities and cash pledged (if any), including accrued interest on such securities) with all counterparties of approximately $240.1 million. The Company did not have an amount at risk with any individual counterparty that was greater than 10% of the Company's equity at March 31, 2022 and December 31, 2021.

NOTE 4. DERIVATIVE AND OTHER HEDGING INSTRUMENTS

The table below summarizes fair value information about our derivative and other hedging instruments assets and liabilities as of March 31, 2022 and December 31, 2021.

(in thousands)

Derivative and Other Hedging Instruments	Balance Sheet Location	March 31, 2022	December 31, 2021
Assets			
Interest rate swaps	Derivative assets, at fair value	$ 65,194	$ 29,293
Payer swaptions (long positions)	Derivative assets, at fair value	60,362	21,493
Interest rate caps	Derivative assets, at fair value	1,354	-
Total derivative assets, at fair value		$ 126,910	$ 50,786
Liabilities			
Interest rate swaps	Derivative liabilities, at fair value	$ -	$ 2,862
Payer swaptions (short positions)	Derivative liabilities, at fair value	25,535	4,423
TBA securities	Derivative liabilities, at fair value	-	304
Total derivative liabilities, at fair value		$ 25,535	$ 7,589
Margin Balances Posted to (from) Counterparties			
Futures contracts	Restricted cash	$ 16,610	$ 8,035
TBA securities	Other liabilities	-	(856)
Interest rate swaption contracts	Other liabilities	(34,983)	(6,350)

Total margin balances on derivative contracts	$	(18,373)	$ 829

Eurodollar, Fed Funds and T-Note futures are cash settled futures contracts on an interest rate, with gains and losses credited or charged to the Company's cash accounts on a daily basis. A minimum balance, or "margin", is required to be maintained in the account on a daily basis. The tables below present information related to the Company's T-Note futures positions at March 31, 2022 and December 31, 2021.

($ in thousands)

	March 31, 2022					
Expiration Year		**Average Contract Notional Amount**	**Weighted Average Entry Rate**	**Weighted Average Effective Rate**		**Open Equity[(1)]**
Treasury Note Futures Contracts (Short Positions)[(2)]						
June 2022 5-year T-Note futures						
(Jun 2022 - Jun 2027 Hedge Period)	$	1,194,000	2.25%	2.83%	$	32,928
June 2022 10-year Ultra futures						
(Jun 2022 - Jun 2032 Hedge Period)	$	270,000	1.68%	2.06%	$	10,983

($ in thousands)

	December 31, 2021					
Expiration Year		**Average Contract Notional Amount**	**Weighted Average Entry Rate**	**Weighted Average Effective Rate**		**Open Equity[(1)]**
Treasury Note Futures Contracts (Short Position)[(2)]						
March 2022 5-year T-Note futures						
(Mar 2022 - Mar 2027 Hedge Period)	$	369,000	1.56%	1.62%	$	1,013
March 2022 10-year Ultra futures						
(Mar 2022 - Mar 2032 Hedge Period)	$	220,000	1.22%	1.09%	$	(3,861)

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

(2) 5-Year T-Note futures contracts were valued at a price of $114.59 at March 31, 2022 and $120.98 at December 31, 2021. The contract value of the short positions were $1,369.4 million and $446.4 million at March 31, 2022 and December 31, 2021, respectively. 10-Year Ultra futures contracts were valued at a price of $135.47 at March 31, 2022 and $146.44 at December 31, 2021. The contract value of the short position was $365.8 million and $322.2 million at March 31, 2022 and December 31, 2021, respectively

Under our interest rate swap agreements, we typically pay a fixed rate and receive a floating rate based on an index ("payer swaps"). The floating rate we receive under our swap agreements has the effect of offsetting the repricing characteristics of our repurchase agreements and cash flows on such liabilities. We are typically required to post collateral on our interest rate swap agreements. The table below presents information related to the Company's interest rate swap positions at March 31, 2022 and December 31, 2021.

($ in thousands)

	Notional Amount	Average Fixed Pay Rate	Average Receive Rate	Net Estimated Fair Value	Average Maturity (Years)
March 31, 2022					
Expiration > 3 to ≤ 5 years	$ 300,000	0.95%	0.93%	$ 18,138	4.0
Expiration > 5 years	1,100,000	1.51%	0.37%	47,056	7.0
	$ 1,400,000	1.39%	0.49%	$ 65,194	6.3
December 31, 2021					
Expiration > 3 to ≤ 5 years	$ 955,000	0.64%	0.16%	$ 21,788	4.0
Expiration > 5 years	400,000	1.16%	0.21%	4,643	7.3
	$ 1,355,000	0.79%	0.18%	$ 26,431	5.0

The table below presents information related to the Company’s interest rate cap positions at March 31, 2022.

($ in thousands)

Expiration	Notional Amount	Cost	Strike Swap Rate	Curve Spread	Net Estimated Fair Value
February 8, 2024	$ 200,000	$ 2,350	0.09%	10Y2Y	$ 1,354

The table below presents information related to the Company’s interest rate swaption positions at March 31, 2022 and December 31, 2021.

($ in thousands)

	Option			Underlying Swap			
Expiration	**Cost**	**Fair Value**	**Weighted Average Months to Expiration**	**Notional Amount**	**Average Fixed Rate**	**Average Adjustable Rate (LIBOR)**	**Weighted Average Term (Years)**
March 31, 2022							
Payer Swaptions - long							
≤ 1 year	$ 31,905	$ 33,040	11.3	$ 1,282,400	2.44%	3 Month	11.3
>1 year ≤ 2 years	15,300	27,322	18.8	728,400	2.52%	3 Month	10.0
	$ 47,205	$ 60,362	14.0	$ 2,010,800	2.47%	3 Month	10.8
Payer Swaptions - short							
≤ 1 year	$ (19,540)	$ (25,535)	5.8	$ (1,433,000)	2.47%	3 Month	10.8
December 31, 2021							
Payer Swaptions - long							
≤ 1 year	$ 4,000	$ 1,575	3.2	$ 400,000	1.66%	3 Month	5.0
>1 year ≤ 2 years	32,690	19,918	18.4	1,258,500	2.46%	3 Month	14.1
	$ 36,690	$ 21,493	14.7	$ 1,658,500	2.27%	3 Month	11.9
Payer Swaptions - short							
≤ 1 year	$ (16,185)	$ (4,423)	5.3	$ (1,331,500)	2.29%	3 Month	11.4

The following table summarizes our contracts to purchase and sell TBA securities as of December 31, 2021. There were no outstanding TBA contracts as of March 31, 2022.

($ in thousands)

		Notional Amount Long (Short)[1]		Cost Basis[2]		Market Value[3]		Net Carrying Value[4]
December 31, 2021								
30-Year TBA securities:								
3.0%	$	(575,000)	$	(595,630)	$	(595,934)	$	(304)
Total	$	(575,000)	$	(595,630)	$	(595,934)	$	(304)

(1) Notional amount represents the par value (or principal balance) of the underlying Agency RMBS.
(2) Cost basis represents the forward price to be paid (received) for the underlying Agency RMBS.
(3) Market value represents the current market value of the TBA securities (or of the underlying Agency RMBS) as of period-end.
(4) Net carrying value represents the difference between the market value and the cost basis of the TBA securities as of period-end and is reported in derivative assets (liabilities) at fair value in our balance sheets.

Gain (Loss) From Derivative and Other Hedging Instruments, Net

The table below presents the effect of the Company's derivative and other hedging instruments on the statements of operations for the three months ended March 31, 2022 and 2021.

(in thousands)

		Three Months Ended March 31, 2022		2021
T-Note futures contracts (short position)	$	79,895	$	2,476
Eurodollar futures contracts (short positions)		-		12
Interest rate swaps		66,284		27,123
Payer swaptions (short positions)		(10,908)		(26,167)
Payer swaptions (long positions)		40,975		40,070
Interest rate caps		(996)		-
Interest rate floors		-		1,384
TBA securities (short positions)		2,539		9,133
TBA securities (long positions)		27		(8,559)
Total	$	177,816	$	45,472

Credit Risk-Related Contingent Features

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

It is the Company's policy not to offset assets and liabilities associated with open derivative contracts. However, the Chicago Mercantile Exchange ("CME") rules characterize variation margin transfers as settlement payments, as opposed to adjustments to collateral. As a result, derivative assets and liabilities associated with centrally cleared derivatives for which the CME serves as the central clearing party are presented as if these derivatives had been settled as of the reporting date.

NOTE 5. PLEDGED ASSETS

Assets Pledged to Counterparties

The table below summarizes our assets pledged as collateral under our repurchase agreements and derivative agreements by type, including securities pledged related to securities sold but not yet settled, as of March 31, 2022 and December 31, 2021.

(in thousands)

	March 31, 2022			December 31, 2021		
Assets Pledged to Counterparties	**Repurchase Agreements**	**Derivative Agreements**	**Total**	**Repurchase Agreements**	**Derivative Agreements**	**Total**
PT RMBS - fair value	$ 4,369,564	$ -	$ 4,369,564	$ 6,294,102	$ -	$ 6,294,102
Structured RMBS - fair value	207,283	-	207,283	212,270	-	212,270
U.S. Treasury Notes	-	36,477	36,477	-	29,740	29,740
Accrued interest on pledged securities	14,816	3	14,819	18,804	13	18,817
Restricted cash	113,589	16,610	130,199	57,264	8,035	65,299
Total	$ 4,705,252	$ 53,090	$ 4,758,342	$ 6,582,440	$ 37,788	$ 6,620,228

Assets Pledged from Counterparties

The table below summarizes assets pledged to us from counterparties under our repurchase agreements and derivative agreements as of March 31, 2022 and December 31, 2021.

(in thousands)

	March 31, 2022			December 31, 2021		
Assets Pledged to Orchid	**Repurchase Agreements**	**Derivative Agreements**	**Total**	**Repurchase Agreements**	**Derivative Agreements**	**Total**
Cash	$ 4,172	$ 34,983	$ 39,155	$ 4,339	$ 7,206	$ 11,545
Total	$ 4,172	$ 34,983	$ 39,155 $	$ 4,339	$ 7,206	$ 11,545

Cash received as margin is recognized as cash and cash equivalents with a corresponding amount recognized as an increase in repurchase agreements or other liabilities in the balance sheets.

NOTE 6. OFFSETTING ASSETS AND LIABILITIES

The Company's derivative agreements and repurchase agreements and reverse repurchase agreements are subject to underlying agreements with master netting or similar arrangements, which provide for the right of offset in the event of default or in the event of bankruptcy of either party to the transactions. The Company reports its assets and liabilities subject to these arrangements on a gross basis.

The following table presents information regarding those assets and liabilities subject to such arrangements as if the Company had presented them on a net basis as of March 31, 2022 and December 31, 2021.

(in thousands)

Offsetting of Assets

	Gross Amount of Recognized Assets	Gross Amount Offset in the Balance Sheet	Net Amount of Assets Presented in the Balance Sheet	Gross Amount Not Offset in the Balance Sheet: Financial Instruments Received as Collateral	Gross Amount Not Offset in the Balance Sheet: Cash Received as Collateral	Net Amount
March 31, 2022						
Interest rate swaps	$ 65,194	$ -	$ 65,194	$ -	$ -	$ 65,194
Interest rate swaptions	60,362	-	60,362	-	(34,983)	25,379
Interest rate caps	1,354	-	1,354	-	-	1,354
	$ 126,910	$ -	$ 126,910	$ -	$ (34,983)	$ 91,927
December 31, 2021						
Interest rate swaps	$ 29,293	$ -	$ 29,293	$ -	$ -	$ 29,293
Interest rate swaptions	21,493	-	21,493	-	(6,350)	15,143
	$ 50,786	$ -	$ 50,786	$ -	$ (6,350)	$ 44,436

(in thousands)

Offsetting of Liabilities

	Gross Amount of Recognized Liabilities	Gross Amount Offset in the Balance Sheet	Net Amount of Liabilities Presented in the Balance Sheet	Gross Amount Not Offset in the Balance Sheet: Financial Instruments Posted as Collateral	Gross Amount Not Offset in the Balance Sheet: Cash Posted as Collateral	Net Amount
March 31, 2022						
Repurchase Agreements	$ 4,464,109	$ -	$ 4,464,109	$ (4,350,520)	$ (113,589)	$ -
Interest rate swaptions	25,535	-	25,535	-	-	25,535
	$ 4,489,644	$ -	$ 4,489,644	$ (4,350,520)	$ (113,589)	$ 25,535
December 31, 2021						
Repurchase Agreements	$ 6,244,106	$ -	$ 6,244,106	$ (6,186,842)	$ (57,264)	$ -
Interest rate swaps	2,862	-	2,862	(2,862)	-	-
Interest rate swaptions	4,423	-	4,423	-	-	4,423
TBA securities	304	-	304	-	-	304
	$ 6,251,695	$ -	$ 6,251,695	$ (6,189,704)	$ (57,264)	$ 4,727

The amounts disclosed for collateral received by or posted to the same counterparty up to and not exceeding the net amount of the asset or liability presented in the balance sheets. The fair value of the actual collateral received by or posted to the same counterparty typically exceeds the amounts presented. See Note 5 for a discussion of collateral posted or received against or for repurchase obligations and derivative and other hedging instruments.

NOTE 7. CAPITAL STOCK

Common Stock Issuances

The Company did not complete any public offerings of its common stock during the three months ended March 31, 2022. During the year ended December 31, 2021, the Company completed the following public offerings of shares of its common stock.

($ in thousands, except per share amounts)

Type of Offering	Period	Weighted Average Price Received Per Share[1]	Shares	Net Proceeds[2]
At the Market Offering Program[3]	First Quarter	$ 5.10	308,048	$ 1,572
Follow-on Offerings	First Quarter	5.31	17,940,000	95,336
At the Market Offering Program[3]	Second Quarter	5.40	23,087,089	124,746
At the Market Offering Program[3]	Third Quarter	4.94	35,818,338	177,007
At the Market Offering Program[3]	Fourth Quarter	4.87	23,674,698	115,398
			100,828,173	$ 514,059

(1) Weighted average price received per share is after deducting the underwriters' discount, if applicable, and other offering costs.
(2) Net proceeds are net of the underwriters' discount, if applicable, and other offering costs.
(3) The Company has entered into ten equity distribution agreements, nine of which have either been terminated because all shares were sold or were replaced with a subsequent agreement.

Stock Repurchase Program

On July 29, 2015, the Company's Board of Directors authorized the repurchase of up to 2,000,000 shares of the Company's common stock. On February 8, 2018, the Board of Directors approved an increase in the stock repurchase program for up to an additional 4,522,822 shares of the Company's common stock. Coupled with the 783,757 shares remaining from the original 2,000,000 share authorization, the increased authorization brought the total authorization to 5,306,579 shares, representing 10% of the Company's then outstanding share count.

On December 9, 2021, the Board of Directors approved an increase in the number of shares of the Company's common stock available in the stock repurchase program for up to an additional 16,861,994 shares, bringing the remaining authorization under the stock repurchase program to 17,699,305 shares, representing approximately 10% of the Company's then outstanding shares of common stock.

As part of the stock repurchase program, shares may be purchased in open market transactions, block purchases, through privately negotiated transactions, or pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Open market repurchases will be made in accordance with Exchange Act Rule 10b-18, which sets certain restrictions on the method, timing, price and volume of open market stock repurchases. The timing, manner, price and amount of any repurchases will be determined by the Company in its discretion and will be subject to economic and market conditions, stock price, applicable legal requirements and other factors. The authorization does not obligate the Company to acquire any particular amount of common stock and the program may be suspended or discontinued at the Company's discretion without prior notice.

From the inception of the stock repurchase program through March 31, 2022, the Company repurchased a total of 5,685,511 shares at an aggregate cost of approximately $40.4 million, including commissions and fees, for a weighted average price of $7.10 per share. No shares were repurchased during the three months ended March 31, 2022 or during the year ended December 31, 2021. The remaining authorization under the stock repurchase program as of March 31, 2022 was 22,699,305 shares.

Cash Dividends

The table below presents the cash dividends declared on the Company's common stock.

(in thousands, except per share amounts)

Year		Per Share Amount	Total
2013	$	1.395 $	4,662
2014		2.160	22,643
2015		1.920	38,748
2016		1.680	41,388
2017		1.680	70,717
2018		1.070	55,814
2019		0.960	54,421
2020		0.790	53,570
2021		0.780	97,601
2022 - YTD(1)		0.200	35,484
Totals	$	12.635 $	475,048

(1) On April 13, 2022, the Company declared a dividend of $0.045 per share to be paid on May 27, 2022. The effect of this dividend is included in the table above but is not reflected in the Company's financial statements as of March 31, 2022.

NOTE 8. STOCK INCENTIVE PLAN

In 2021, the Company's Board of Directors adopted, and the stockholders approved, the Orchid Island Capital, Inc. 2021 Equity Incentive Plan (the "2021 Incentive Plan") to replace the Orchid Island Capital, Inc. 2012 Equity Incentive Plan (the "2012 Incentive Plan", and together with the 2021 Incentive Plan, the "Incentive Plans"). The 2021 Incentive Plan provides for the award of stock options, stock appreciation rights, stock award, performance units, other equity-based awards (and dividend equivalents with respect to awards of performance units and other equity-based awards) and incentive awards. The 2021 Incentive Plan is administered by the Compensation Committee of the Company's Board of Directors except that the Company's full Board of Directors will administer awards made to directors who are not employees of the Company or its affiliates. The 2021 Incentive Plan provides for awards of up to an aggregate of 10% of the issued and outstanding shares of our common stock (on a fully diluted basis) at the time of the awards, subject to a maximum aggregate 7,366,623 shares of the Company's common stock that may be issued under the 2021 Incentive Plan. The 2021 Incentive Plan replaces the 2012 Incentive Plan, and no further grants will be made under the 2012 Incentive Plan. However, any outstanding awards under the 2012 Incentive Plan will continue in accordance with the terms of the 2012 Incentive Plan and any award agreement executed in connection with such outstanding awards.

Performance Units

The Company has issued, and may in the future issue additional, performance units under the Incentive Plans to certain executive officers and employees of its Manager. “Performance Units” vest after the end of a defined performance period, based on satisfaction of the performance conditions set forth in the performance unit agreement. When earned, each Performance Unit will be settled by the issuance of one share of the Company’s common stock, at which time the Performance Unit will be cancelled. The Performance Units contain dividend equivalent rights, which entitle the Participants to receive distributions declared by the Company on common stock, but do not include the right to vote the underlying shares of common stock. Performance Units are subject to forfeiture should the participant no longer serve as an executive officer or employee of the Company or the Manager. Compensation expense for the Performance Units, included in incentive compensation on the statements of operations, is recognized over the remaining vesting period once it becomes probable that the performance conditions will be achieved.

The following table presents information related to Performance Units outstanding during the three months ended March 31, 2022 and 2021.

($ in thousands, except per share data)

	Three Months Ended March 31, 2022			2021		
	Shares		Weighted Average Grant Date Fair Value	Shares		Weighted Average Grant Date Fair Value
Unvested, beginning of period	133,223	$	5.88	4,554	$	7.45
Granted	175,572		3.31	137,897		5.88
Vested and issued	(13,322)		5.88	(2,277)		7.45
Unvested, end of period	295,473	$	4.35	140,174	$	5.91
Compensation expense during period		$	106		$	3
Unrecognized compensation expense, end of period		$	942		$	812
Intrinsic value, end of period		$	960		$	842
Weighted-average remaining vesting term (in years)			1.8			2.1

Stock Awards

The Company has issued, and may in the future issue additional, immediately vested common stock under the Incentive Plans to certain executive officers and employees of its Manager. The following table presents information related to fully vested common stock issued during the three months ended March 31, 2022 and 2021. All of the fully vested shares of common stock issued during the three months ended March 31, 2022 and 2021, and the related compensation expense, were granted with respect to service performed during the fiscal years ended December 31, 2021 and 2020, respectively.

($ in thousands, except per share data)

	Three Months Ended March 31, 2022		2021	
Fully vested shares granted		175,572		137,897
Weighted average grant date price per share	$	3.31	$	5.88
Compensation expense related to fully vested shares of common stock awards	$	581	$	811

Deferred Stock Units

Non-employee directors receive a portion of their compensation in the form of deferred stock unit awards (“DSUs”) pursuant to the Incentive Plans. Each DSU represents a right to receive one share of the Company’s common stock. Beginning in 2022, each non-employee director can elect to receive all of his or her compensation in the form of DSUs The DSUs are immediately vested and are settled at a future date based on the election of the individual participant. Compensation expense for the DSUs is included in directors’ fees and liability insurance in the statements of operations. The DSUs contain dividend equivalent rights, which entitle the participant to receive distributions declared by the Company on common stock. These dividend equivalent rights are settled in cash or additional DSUs at the participant’selection. The DSUs do not include the right to vote the underlying shares of common stock.

The following table presents information related to the DSUs outstanding during the three months ended March 31, 2022 and 2021.

($ in thousands, except per share data)

	Three Months Ended March 31,			
	2022		2021	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Outstanding, beginning of period	142,976	$ 5.38	90,946	$ 5.44
Granted and vested	15,273	4.39	10,422	5.31
Outstanding, end of period	158,249	$ 5.29	101,368	$ 5.43
Compensation expense during period		$ 75		$ 45
Intrinsic value, end of period		$ 514		$ 609

NOTE 9. COMMITMENTS AND CONTINGENCIES

From time to time, the Company may become involved in various claims and legal actions arising in the ordinary course of business. Management is not aware of any reported or unreported contingencies at March 31, 2022.

NOTE 10. INCOME TAXES

The Company will generally not be subject to U.S. federal income tax on its REIT taxable income to the extent that it distributes its REIT taxable income to its stockholders and satisfies the ongoing REIT requirements, including meeting certain asset, income and stock ownership tests. A REIT must generally distribute at least 90% of its REIT taxable income, determined without regard to the deductions for dividends paid and excluding net capital gain, to its stockholders, annually to maintain REIT status. An amount equal to the sum of which 85% of its REIT ordinary income and 95% of its REIT capital gain net income, plus certain undistributed income from prior taxable years, must be distributed within the taxable year, in order to avoid the imposition of an excise tax. The remaining balance may be distributed up to the end of the following taxable year, provided the REIT elects to treat such amount as a prior year distribution and meets certain other requirements.

NOTE 11. EARNINGS PER SHARE (EPS)

The Company had dividend eligible Performance Units and Deferred Stock Units that were outstanding during the three months ended March 31, 2022 and 2021. The basic and diluted per share computations include these unvested Performance Units and Deferred Stock Units if there is income available to common stock, as they have dividend participation rights. The unvested Performance Units and Deferred Stock Units have no contractual obligation to share in losses. Because there is no such obligation, the unvested Performance Units and Deferred Stock Units are not included in the basic and diluted EPS computations when no income is available to common stock even though they are considered participating securities.

The table below reconciles the numerator and denominator of EPS for the three months ended March 31, 2022 and 2021.

(in thousands, except per share information)

	Three Months Ended March 31, 2022	2021
Basic and diluted EPS per common share:		
Numerator for basic and diluted EPS per share of common stock:		
Net loss - Basic and diluted	$ (148,727)	$ (29,369)
Weighted average shares of common stock:		
Shares of common stock outstanding at the balance sheet date	177,117	94,411
Effect of weighting	(119)	(9,066)
Weighted average shares-basic and diluted	176,998	85,345
Net loss per common share:		
Basic and diluted	$ (0.84)	$ (0.34)
Anti-dilutive incentive shares not included in calculation	454	242

NOTE 12. FAIR VALUE

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

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

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

The Company's U.S. Treasury Notes are based on quoted prices for identical instruments in active markets and are classified as Level 1 assets.

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

RMBS (based on the fair value option), derivatives and TBA securities were recorded at fair value on a recurring basis during the three months ended March 31, 2022 and 2021. When determining fair value measurements, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset. When possible, the Company looks to active and observable markets to price identical assets. When identical assets are not traded in active markets, the Company looks to market observable data for similar assets.

The following table presents financial assets (liabilities) measured at fair value on a recurring basis as of March 31, 2022 and December 31, 2021. Derivative contracts are reported as a net position by contract type, and not based on master netting arrangements.

(in thousands)

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
March 31, 2022			
Mortgage-backed securities	$ -	$ 4,580,594	$ -
U.S. Treasury Notes	36,477	-	-
Interest rate swaps	-	65,194	-
Interest rate swaptions	-	34,827	-
Interest rate caps	-	1,354	-
December 31, 2021			
Mortgage-backed securities	$ -	$ 6,511,095	$ -
U.S. Treasury Notes	37,175	-	-
Interest rate swaps	-	26,431	-
Interest rate swaptions	-	17,070	-
TBA securities	-	(304)	-

During the three months ended March 31, 2022 and 2021, there were no transfers of financial assets or liabilities between levels 1, 2 or 3.

NOTE 13. RELATED PARTY TRANSACTIONS

Management Agreement

The Company is externally managed and advised by Bimini Advisors, LLC (the "Manager") pursuant to the terms of a management agreement. The management agreement has been renewed through February 20, 2023 and provides for automatic one-year extension options thereafter and is subject to certain termination rights. Under the terms of the management agreement, the Manager is responsible for administering the business activities and day-to-day operations of the Company. The Manager receives a monthly management fee in the amount of:

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

On April 1, 2022, pursuant to the third amendment to the management agreement entered into on November 16, 2021, the Manager began providing certain repurchase agreement trading, clearing and administrative services to the Company that had been previously provided by AVM, L.P. under an agreement terminated on March 31, 2022. In consideration for such services, the Company will pay the following fees to the Manager:

- A daily fee equal to the outstanding principal balance of repurchase agreement funding in place as of the end of such day multiplied by 1.5 basis points for the amount of aggregate outstanding principal balance less than or equal to $5 billion, and multiplied by 1.0 basis points for any amount of aggregate outstanding principal balance in excess of $5 billion, and
- A fee for the clearing and operational services provided by personnel of the Manager equal to $10,000 per month.

The Company is obligated to reimburse the Manager for any direct expenses incurred on its behalf and to pay the Manager the Company's pro rata portion of certain overhead costs set forth in the management agreement. Should the Company terminate the management agreement without cause, it will pay the Manager a termination fee equal to three times the average annual management fee, as defined in the management agreement, before or on the last day of the term of the agreement.

Total expenses recorded for the management fee and allocated overhead incurred were approximately $3.1 million and $2.0 million for the three months ended March 31, 2022 and 2021, respectively. At March 31, 2022 and December 31, 2021, the net amount due to affiliates was approximately $1.1 million and $1.1 million, respectively.

Other Relationships with Bimini

Robert Cauley, our Chief Executive Officer and Chairman of our Board of Directors, also serves as Chief Executive Officer and Chairman of the Board of Directors of Bimini and owns shares of common stock of Bimini. George H. Haas, IV, our Chief Financial Officer, Chief Investment Officer, Secretary and a member of our Board of Directors, also serves as the Chief Financial Officer, Chief Investment Officer and Treasurer of Bimini and owns shares of common stock of Bimini. In addition, as of March 31, 2022, Bimini owned 2,595,357 shares, or 1.5%, of the Company's common stock.

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

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

Overview

We are a specialty finance company that invests in residential mortgage-backed securities (“RMBS”) which are issued and guaranteed by a federally chartered corporation or agency (“Agency RMBS”). Our investment strategy focuses on, and our portfolio consists of, two categories of Agency RMBS: (i) traditional pass-through Agency RMBS, such as mortgage pass-through certificates issued by Fannie Mae, Freddie Mac or Ginnie Mae (the “GSEs”) and collateralized mortgage obligations (“CMOs”) issued by the GSEs (“PT RMBS”) and (ii) structured Agency RMBS, such as interest-only securities (“IOs”), inverse interest-only securities (“IIOs”) and principal only securities (“POs”), among other types of structured Agency RMBS. We were formed by Bimini in August 2010, commenced operations on November 24, 2010 and completed our initial public offering (“IPO”) on February 20, 2013. We are externally managed by Bimini Advisors, an investment adviser registered with the Securities and Exchange Commission (the “SEC”).

Our business objective is to provide attractive risk-adjusted total returns over the long term through a combination of capital appreciation and the payment of regular monthly distributions. We intend to achieve this objective by investing in and strategically allocating capital between the two categories of Agency RMBS described above. We seek to generate income from (i) the net interest margin on our leveraged PT RMBS portfolio and the leveraged portion of our structured Agency RMBS portfolio, and (ii) the interest income we generate from the unleveraged portion of our structured Agency RMBS portfolio. We intend to fund our PT RMBS and certain of our structured Agency RMBS through short-term borrowings structured as repurchase agreements. PT RMBS and structured Agency RMBS typically exhibit materially different sensitivities to movements in interest rates. Declines in the value of one portfolio may be offset by appreciation in the other. The percentage of capital that we allocate to our two Agency RMBS asset categories will vary and will be actively managed in an effort to maintain the level of income generated by the combined portfolios, the stability of that income stream and the stability of the value of the combined portfolios. We believe that this strategy will enhance our liquidity, earnings, book value stability and asset selection opportunities in various interest rate environments.

We operate so as to qualify to be taxed as a real estate investment trust (“REIT”) under the Internal Revenue Code of 1986, as amended (the “Code”). We generally will not be subject to U.S. federal income tax to the extent that we currently distribute all of our REIT taxable income (as defined in the Code) to our stockholders and maintain our REIT qualification.

The Company’s common stock trades on the New York Stock Exchange under the symbol “ORC”.

Capital Raising Activities

On August 4, 2020, we entered into an equity distribution agreement (the “August 2020 Equity Distribution Agreement”) with four sales agents pursuant to which we could offer and sell, from time to time, up to an aggregate amount of $150,000,000 of shares of our common stock in transactions that were deemed to be “at the market” offerings and privately negotiated transactions. We issued a total of 27,493,650 shares under the August 2020 Equity Distribution Agreement for aggregate gross proceeds of approximately $150.0 million, and net proceeds of approximately $147.4 million, after commissions and fees, prior to its termination in June 2021.

On January 20, 2021, we entered into an underwriting agreement (the "January 2021 Underwriting Agreement") with J.P. Morgan Securities LLC ("J.P. Morgan"), relating to the offer and sale of 7,600,000 shares of our common stock. J.P. Morgan purchased the shares of our common stock from the Company pursuant to the January 2021 Underwriting Agreement at $5.20 per share. In addition, we granted J.P. Morgan a 30-day option to purchase up to an additional 1,140,000 shares of our common stock on the same terms and conditions, which J.P. Morgan exercised in full on January 21, 2021. The closing of the offering of 8,740,000 shares of our common stock occurred on January 25, 2021, with proceeds to us of approximately $45.2 million, net of offering expenses.

On March 2, 2021, we entered into an underwriting agreement (the "March 2021 Underwriting Agreement") with J.P. Morgan, relating to the offer and sale of 8,000,000 shares of our common stock. J.P. Morgan purchased the shares of our common stock from the Company pursuant to the March 2021 Underwriting Agreement at $5.45 per share. In addition, we granted J.P. Morgan a 30-day option to purchase up to an additional 1,200,000 shares of our common stock on the same terms and conditions, which J.P. Morgan exercised in full on March 3, 2021. The closing of the offering of 9,200,000 shares of our common stock occurred on March 5, 2021, with proceeds to us of approximately $50.0 million, net of offering expenses.

On June 22, 2021, we entered into an equity distribution agreement (the "June 2021 Equity Distribution Agreement") with four sales agents pursuant to which we could offer and sell, from time to time, up to an aggregate amount of $250,000,000 of shares of our common stock in transactions that were deemed to be "at the market" offerings and privately negotiated transactions. We issued a total of 49,407,336 shares under the June 2021 Equity Distribution Agreement for aggregate gross proceeds of approximately $250.0 million, and net proceeds of approximately $246.2 million, after commissions and fees, prior to its termination in October 2021.

On October 29, 2021, we entered into an equity distribution agreement (the "October 2021 Equity Distribution Agreement") with four sales agents pursuant to which we may offer and sell, from time to time, up to an aggregate amount of $250,000,000 of shares of our common stock in transactions that are deemed to be "at the market" offerings and privately negotiated transactions. Through March 31, 2022, we issued a total of 15,835,700 shares under the October 2021 Equity Distribution Agreement for aggregate gross proceeds of approximately $78.3 million, and net proceeds of approximately $77.0 million, after commissions and fees.

Stock Repurchase Agreement

On July 29, 2015, the Company's Board of Directors authorized the repurchase of up to 2,000,000 shares of our common stock. The timing, manner, price and amount of any repurchases is determined by the Company in its discretion and is subject to economic and market conditions, stock price, applicable legal requirements and other factors. The authorization does not obligate the Company to acquire any particular amount of common stock and the program may be suspended or discontinued at the Company's discretion without prior notice. On February 8, 2018, the Board of Directors approved an increase in the stock repurchase program for up to an additional 4,522,822 shares of the Company's common stock. Coupled with the 783,757 shares remaining from the original 2,000,000 share authorization, the increased authorization brought the total authorization to 5,306,579 shares, representing 10% of the Company's then outstanding share count. On December 9, 2021, the Board of Directors approved an increase in the number of shares of the Company's common stock available in the stock repurchase program for up to an additional 16,861,994 shares, bringing the remaining authorization under the stock repurchase program to 17,699,305 shares, representing approximately 10% of the Company's then outstanding shares of common stock. This stock repurchase program has no termination date.

From the inception of the stock repurchase program through March 31, 2022, the Company repurchased a total of 5,685,511 shares at an aggregate cost of approximately $40.4 million, including commissions and fees, for a weighted average price of $7.10 per share. The Company did not repurchase any shares of its common stock during the three months ended March 31, 2022 or the year ended December 31, 2021.

Factors that Affect our Results of Operations and Financial Condition

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

- interest rate trends;
- the difference between Agency RMBS yields and our funding and hedging costs;
- competition for, and supply of, investments in Agency RMBS;
- actions taken by the U.S. government, including the presidential administration, the Federal Reserve (the "Fed"), the Federal Housing Financing Agency (the "FHFA"), Federal Housing Administration (the "FHA"), the Federal Open Market Committee (the "FOMC") and the U.S. Treasury;
- prepayment rates on mortgages underlying our Agency RMBS and credit trends insofar as they affect prepayment rates; and
- other market developments.

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

- our degree of leverage;
- our access to funding and borrowing capacity;
- our borrowing costs;
- our hedging activities;
- the market value of our investments
- increases in our cost of funds resulting from increases in the Fed Funds rate that are controlled by the Fed and are likely to continue to occur in 2022; and
- the requirements to qualify as a REIT and the requirements to qualify for a registration exemption under the Investment Company Act.

Results of Operations

Described below are the Company's results of operations for the three months ended March 31, 2022, as compared to the Company's results of operations for the three months ended March 31, 2021.

Net (Loss) Income Summary

Net loss for the three months ended March 31, 2022 was $148.7 million, or $0.84 per share. Net loss for the three months ended March 31, 2021 was $29.4 million, or $0.34 per share. The components of net loss for the three months ended March 31, 2022 and 2021 along with the changes in those components are presented in the table below:

(in thousands)

	2022	2021	Change
Interest income	$ 41,857	$ 26,856	$ 15,001
Interest expense	(2,655)	(1,941)	(714)
Net interest income	39,202	24,915	14,287
Losses on RMBS and derivative contracts	(183,232)	(50,791)	(132,441)
Net portfolio deficiency	(144,030)	(25,876)	(118,154)
Expenses	(4,697)	(3,493)	(1,204)
Net loss	$ (148,727)	$ (29,369)	$ (119,358)

GAAP and Non-GAAP Reconciliations

In addition to the results presented in accordance with GAAP, our results of operations discussed below include certain non-GAAP financial information, including “Net Earnings Excluding Realized and Unrealized Gains and Losses”, “Economic Interest Expense” and “Economic Net Interest Income.”

Net Earnings Excluding Realized and Unrealized Gains and Losses

We have elected to account for our Agency RMBS under the fair value option. Securities held under the fair value option are recorded at estimated fair value, with changes in the fair value recorded as unrealized gains or losses through the statements of operations.

In addition, we have not designated our derivative financial instruments used for hedging purposes as hedges for accounting purposes, but rather hold them for economic hedging purposes. Changes in fair value of these instruments are presented in a separate line item in the Company’s statements of operations and are not included in interest expense. As such, for financial reporting purposes, interest expense and cost of funds are not impacted by the fluctuation in value of the derivative instruments.

Presenting net earnings excluding realized and unrealized gains and losses allows management to: (i) isolate the net interest income and other expenses of the Company over time, free of all fair value adjustments and (ii) assess the effectiveness of our funding and hedging strategies on our capital allocation decisions and our asset allocation performance. Our funding and hedging strategies, capital allocation and asset selection are integral to our risk management strategy, and therefore critical to the management of our portfolio. We believe that the presentation of our net earnings excluding realized and unrealized gains is useful to investors because it provides a means of comparing our results of operations to those of our peers who have not elected the same accounting treatment. Our presentation of net earnings excluding realized and unrealized gains and losses may not be comparable to similarly-titled measures of other companies, who may use different calculations. As a result, net earnings excluding realized and unrealized gains and losses should not be considered as a substitute for our GAAP net income (loss) as a measure of our financial performance or any measure of our liquidity under GAAP. The table below presents a reconciliation of our net income (loss) determined in accordance with GAAP and net earnings excluding realized and unrealized gains and losses.

Described below are the Company’s results of operations for the three months ended March 31, 2022, as compared to the Company’s results of operations for each of the three months ended December 31, 2021, September 30, 2021, June 30, 2021 and March 31, 2021.

Net Earnings Excluding Realized and Unrealized Gains and Losses

(in thousands, except per share data)

				Per Share		
	Net Income (GAAP)	Realized and Unrealized Gains and Losses[(1)]	Net Earnings Excluding Realized and Unrealized Gains and Losses	Net Income (GAAP)	Realized and Unrealized Gains and Losses	Net Earnings Excluding Realized and Unrealized Gains and Losses
Three Months Ended						
March 31, 2022	$ (148,727)	$ (183,232)	$ 34,505	$ (0.84)	$ (1.04)	$ 0.20
December 31, 2021	(44,564)	(82,597)	38,033	(0.27)	(0.49)	0.22
September 30, 2021	26,038	(2,887)	28,925	0.20	(0.02)	0.22
June 30, 2021	(16,865)	(40,844)	23,979	(0.17)	(0.41)	0.24
March 31, 2021	(29,369)	(50,791)	21,422	(0.34)	(0.60)	0.26

(1) Includes realized and unrealized gains (losses) on RMBS and derivative financial instruments, including net interest income or expense on interest rate swaps.

Economic Interest Expense and Economic Net Interest Income

We use derivative and other hedging instruments, specifically Eurodollar, Fed Funds and T-Note futures contracts, short positions in U.S. Treasury securities, interest rate swaps and swaptions, to hedge a portion of the interest rate risk on repurchase agreements in a rising rate environment.

We have not elected to designate our derivative holdings for hedge accounting treatment. Changes in fair value of these instruments are presented in a separate line item in our statements of operations and not included in interest expense. As such, for financial reporting purposes, interest expense and cost of funds are not impacted by the fluctuation in value of the derivative instruments.

For the purpose of computing economic net interest income and ratios relating to cost of funds measures, GAAP interest expense has been adjusted to reflect the realized and unrealized gains or losses on certain derivative instruments the Company uses, specifically Eurodollar, Fed Funds and U.S. Treasury futures, and interest rate swaps and swaptions, that pertain to each period presented. We believe that adjusting our interest expense for the periods presented by the gains or losses on these derivative instruments would not accurately reflect our economic interest expense for these periods. The reason is that these derivative instruments may cover periods that extend into the future, not just the current period. Any realized or unrealized gains or losses on the instruments reflect the change in market value of the instrument caused by changes in underlying interest rates applicable to the term covered by the instrument, not just the current period. For each period presented, we have combined the effects of the derivative financial instruments in place for the respective period with the actual interest expense incurred on borrowings to reflect total economic interest expense for the applicable period. Interest expense, including the effect of derivative instruments for the period, is referred to as economic interest expense. Net interest income, when calculated to include the effect of derivative instruments for the period, is referred to as economic net interest income. This presentation includes gains or losses on all contracts in effect during the reporting period, covering the current period as well as periods in the future.

The Company may invest in TBAs, which are forward contracts for the purchase or sale of Agency RMBS at a predetermined price, face amount, issuer, coupon and stated maturity on an agreed-upon future date. The specific Agency RMBS to be delivered into the contract are not known until shortly before the settlement date. We may choose, prior to settlement, to move the settlement of these securities out to a later date by entering into a dollar roll transaction. The Agency RMBS purchased or sold for a forward settlement date are typically priced at a discount to equivalent securities settling in the current month. Consequently, forward purchases of Agency RMBS and dollar roll transactions represent a form of off-balance sheet financing. These TBAs are accounted for as derivatives and marked to market through the income statement. Gains or losses on TBAs are included with gains or losses on other derivative contracts and are not included in interest income for purposes of the discussions below.

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

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

The tables below present a reconciliation of the adjustments to interest expense shown for each period relative to our derivative instruments, and the income statement line item, gains (losses) on derivative instruments, calculated in accordance with GAAP for each quarter of 2022 to date and 2021.

Gains (Losses) on Derivative Instruments

(in thousands)

	Recognized in Income Statement (GAAP)	U.S. Treasury and TBA Securities Gain (Loss) (Short Positions)	U.S. Treasury and TBA Securities Gain (Loss) (Long Positions)	Funding Hedges: Attributed to Current Period (Non-GAAP)	Funding Hedges: Attributed to Future Periods (Non-GAAP)
Three Months Ended					
March 31, 2022	$ 177,816	$ 2,539	$ 27	$ (1,287)	$ 176,537
December 31, 2021	10,945	2,568	-	(7,949)	$ 16,326
September 30, 2021	5,375	(2,306)	-	(1,248)	$ 8,929
June 30, 2021	(34,915)	(5,963)	-	(5,104)	$ (23,848)
March 31, 2021	45,472	9,133	(8,559)	(4,044)	$ 48,942

Economic Interest Expense and Economic Net Interest Income

(in thousands)

	Interest Income	Interest Expense on Borrowings: GAAP Interest Expense	Interest Expense on Borrowings: Gains (Losses) on Derivative Instruments Attributed to Current Period(1)	Interest Expense on Borrowings: Economic Interest Expense(2)	Net Interest Income: GAAP Net Interest Income	Net Interest Income: Economic Net Interest Income(3)
Three Months Ended						
March 31, 2022	$ 41,857	$ 2,655	$ (1,287)	$ 3,942	$ 39,202	$ 37,915
December 31, 2021	44,421	2,023	(7,949)	9,972	42,398	34,449
September 30, 2021	34,169	1,570	(1,248)	2,818	32,599	31,351
June 30, 2021	29,254	1,556	(5,104)	6,660	27,698	22,594
March 31, 2021	26,856	1,941	(4,044)	5,985	24,915	20,871

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

(2) Calculated by adding the effect of derivative instrument hedges attributed to the period presented to GAAP interest expense.

(3) Calculated by adding the effect of derivative instrument hedges attributed to the period presented to GAAP net interest income.

Net Interest Income

During the three months ended March 31, 2022, we generated $39.2 million of net interest income, consisting of $41.9 million of interest income from RMBS assets offset by $2.7 million of interest expense on borrowings. For the comparable period ended March 31, 2021, we generated $24.9 million of net interest income, consisting of $26.9 million of interest income from RMBS assets offset by $1.9 million of interest expense on borrowings. The $15.0 million increase in interest income was due to a 36 basis point ("bps") increase in the yield on average RMBS, partially offset by the $1,513.1 million increase in average RMBS. The $0.7 million increase in interest expense was due to a $1,465.5 million increase in average outstanding borrowings. We had more average assets and borrowings during the first quarter of 2022 compared to the first quarter of 2021 as we deployed the proceeds of our capital raising activity during the year ended December 31, 2021.

On an economic basis, our interest expense on borrowings for the three months ended March 31, 2022 and 2021 was $3.9 million and $6.0 million, respectively, resulting in $37.9 million and $20.9 million of economic net interest income, respectively. The lower economic interest expense during the three months ended March 31, 2022 was due to the positive performance of our hedging activities during the period.

The tables below provide information on our portfolio average balances, interest income, yield on assets, average borrowings, interest expense, cost of funds, net interest income and net interest spread for each quarter in 2022 to date and 2021 on both a GAAP and economic basis.

($ in thousands)

	Average RMBS Held(1)	Interest Income	Yield on Average RMBS	Average Borrowings(1)	Interest Expense GAAP Basis	Interest Expense Economic Basis(2)	Average Cost of Funds GAAP Basis	Average Cost of Funds Economic Basis(3)
Three Months Ended								
March 31, 2022	$ 5,545,844	$ 41,857	3.02%	$ 5,354,107	$ 2,655	$ 3,942	0.20%	0.29%
December 31, 2021	6,056,259	44,421	2.93%	5,728,988	2,023	9,972	0.14%	0.70%
September 30, 2021	5,136,331	34,169	2.66%	4,864,287	1,570	2,818	0.13%	0.23%
June 30, 2021	4,504,887	29,254	2.60%	4,348,192	1,556	6,660	0.14%	0.61%
March 31, 2021	4,032,716	26,856	2.66%	3,888,633	1,941	5,985	0.20%	0.62%

($ in thousands)

	Net Interest Income GAAP Basis	Net Interest Income Economic Basis(2)	Net Interest Spread GAAP Basis	Net Interest Spread Economic Basis(4)
Three Months Ended				
March 31, 2022	$ 39,202	$ 37,913	2.82%	2.73%
December 31, 2021	42,398	34,449	2.79%	2.23%
September 30, 2021	32,599	31,351	2.53%	2.43%
June 30, 2021	27,698	22,594	2.46%	1.99%
March 31, 2021	24,915	20,871	2.46%	2.04%

(1) Portfolio yields and costs of borrowings presented in the tables above and the tables on pages 32 and 33 are calculated based on the average balances of the underlying investment portfolio/borrowings balances and are annualized for the periods presented. Average balances for quarterly periods are calculated using two data points, the beginning and ending balances.
(2) Economic interest expense and economic net interest income presented in the table above and the tables on page 32 include the effect of our derivative instrument hedges for only the periods presented.
(3) Represents interest cost of our borrowings and the effect of derivative instrument hedges attributed to the period divided by average RMBS.
(4) Economic net interest spread is calculated by subtracting average economic cost of funds from realized yield on average RMBS.

Interest Income and Average Asset Yield

Our interest income for the three months ended March 31, 2022 and 2021 was $41.9 million and $26.9 million, respectively. We had average RMBS holdings of $5,545.8 million and $4,032.7 million for the three months ended March 31, 2022 and 2021, respectively. The yield on our portfolio was 3.02% and 2.66% for the three months ended March 31, 2022 and 2021, respectively. For the three months ended March 31, 2022 as compared to the three months ended March 31, 2021, there was a $15.0 million increase in interest income due to a 36 bps increase in the yield on average RMBS, combined with a $1,513.1 million increase in average RMBS.

The table below presents the average portfolio size, income and yields of our respective sub-portfolios, consisting of structured RMBS and PT RMBS for each quarter in 2022 to date and 2021.

($ in thousands)

	Average RMBS Held			Interest Income			Realized Yield on Average RMBS		
	PT	**Structured**		**PT**	**Structured**		**PT**	**Structured**	
Three Months Ended	**RMBS**	**RMBS**	**Total**	**RMBS**	**RMBS**	**Total**	**RMBS**	**RMBS**	**Total**
March 31, 2022	$ 5,335,353	$ 210,491	$ 5,545,844	$ 40,066	$ 1,791	$ 41,857	3.00%	3.40%	3.02%
December 31, 2021	5,878,376	177,883	6,056,259	42,673	1,748	44,421	2.90%	3.93%	2.93%
September 30, 2021	5,016,550	119,781	5,136,331	33,111	1,058	34,169	2.64%	3.53%	2.66%
June 30, 2021	4,436,135	68,752	4,504,887	29,286	(32)	29,254	2.64%	(0.18)%	2.60%
March 31, 2021	3,997,965	34,751	4,032,716	26,869	(13)	26,856	2.69%	(0.15)%	2.66%

Interest Expense and the Cost of Funds

We had average outstanding borrowings of $5,354.1 million and $3,888.6 million and total interest expense of $2.7 million and $1.9 million for the three months ended March 31, 2022 and 2021, respectively. Our average cost of funds was 0.20% for both the three months ended March 31, 2022 and 2021. Contributing to the increase in interest expense was a $1,465.5 million increase in average outstanding borrowings during the three months ended March 31, 2022 as compared to the three months ended March 31, 2021.

Our economic interest expense was $3.9 million and $6.0 million for the three months ended March 31, 2022 and 2021, respectively. There was a 33 bps decrease in the average economic cost of funds to 0.29% for the three months ended March 31, 2022 from 0.62% for the three months ended March 31, 2021.

Since all of our repurchase agreements are short-term, changes in market rates directly affect our interest expense. Our average cost of funds calculated on a GAAP basis was 5 bps below the average one-month LIBOR and 56 bps below the average six-month LIBOR for the quarter ended March 31, 2022. Our average economic cost of funds was 4 bps above the average one-month LIBOR and 47 bps below the average six-month LIBOR for the quarter ended March 31, 2022. The average term to maturity of the outstanding repurchase agreements was 22 days at March 31, 2022 and 27 days at December 31, 2021.

The tables below present the average balance of borrowings outstanding, interest expense and average cost of funds, and average one-month and six-month LIBOR rates for each quarter in 2022 to date and 2021 on both a GAAP and economic basis.

($ in thousands)

	Average	Interest Expense		Average Cost of Funds	
	Balance of	**GAAP**	**Economic**	**GAAP**	**Economic**
Three Months Ended	**Borrowings**	**Basis**	**Basis**	**Basis**	**Basis**
March 31, 2022	$ 5,354,107	$ 2,655	$ 3,942	0.20%	0.29%
December 31, 2021	5,728,988	2,023	9,972	0.14%	0.70%
September 30, 2021	4,864,287	1,570	2,818	0.13%	0.23%
June 30, 2021	4,348,192	1,556	6,660	0.14%	0.61%
March 31, 2021	3,888,633	1,941	5,985	0.20%	0.62%

	Average LIBOR		Average GAAP Cost of Funds Relative to Average		Average Economic Cost of Funds Relative to Average	
	One-Month	Six-Month	One-Month LIBOR	Six-Month LIBOR	One-Month LIBOR	Six-Month LIBOR
Three Months Ended						
March 31, 2022	0.25%	0.76%	(0.05)%	(0.56)%	0.04%	(0.47)%
December 31, 2021	0.09%	0.23%	0.05%	(0.09)%	0.61%	0.47%
September 30, 2021	0.09%	0.16%	0.04%	(0.03)%	0.14%	0.07%
June 30, 2021	0.10%	0.18%	0.04%	(0.04)%	0.51%	0.43%
March 31, 2021	0.13%	0.23%	0.07%	(0.03)%	0.49%	0.39%

Gains or Losses

The table below presents our gains or losses for the three months ended March 31, 2022 and 2021.

(in thousands)

	2022	2021	Change
Realized losses on sales of RMBS	$ (51,086)	$ (7,397)	$ (43,689)
Unrealized losses on RMBS	(309,962)	(88,866)	(221,096)
Total losses on RMBS	(361,048)	(96,263)	(264,785)
Gains on interest rate futures	79,895	2,488	77,407
Gains on interest rate swaps	66,284	27,123	39,161
Losses on payer swaptions (short positions)	(10,908)	(26,167)	15,259
Gains on payer swaptions (long positions)	40,975	40,070	905
Losses on interest rate caps	(996)	-	(996)
Gains on interest rate floors	-	1,384	(1,384)
Gains (losses) on TBA securities (long positions)	27	(8,559)	8,586
Gains on TBA securities (short positions)	2,539	9,133	(6,594)
Total	$ (183,232)	$ (50,791)	$ (132,441)

We invest in RMBS with the intent to earn net income from the realized yield on those assets over their related funding and hedging costs, and not for the purpose of making short term gains from sales. However, we have sold, and may continue to sell, existing assets to acquire new assets, which our management believes might have higher risk-adjusted returns in light of current or anticipated interest rates, federal government programs or general economic conditions or to manage our balance sheet as part of our asset/liability management strategy. During the three months ended March 31, 2022 and 2021, we received proceeds of $1,413.0 million and $988.5 million, respectively, from the sales of RMBS.

Realized and unrealized gains and losses on RMBS are driven in part by changes in yields and interest rates, which affect the pricing of the securities in our portfolio. As rates increased during the three months ended March 31, 2021, it had a negative impact on our RMBS portfolio. Gains and losses on interest rate futures contracts are affected by changes in implied forward rates during the reporting period. The table below presents historical interest rate data for each quarter end during 2022 to date and 2021.

	5 Year U.S. Treasury Rate[1]	10 Year U.S. Treasury Rate[1]	15 Year Fixed-Rate Mortgage Rate[2]	30 Year Fixed-Rate Mortgage Rate[2]	Three Month LIBOR[3]
March 31, 2022	2.42%	2.33%	3.39%	4.17%	0.84%
December 31, 2021	1.26%	1.51%	2.35%	3.10%	0.21%
September 30, 2021	1.00%	1.53%	2.18%	2.90%	0.12%
June 30, 2021	0.87%	1.44%	2.27%	2.98%	0.13%
March 31, 2021	0.94%	1.75%	2.39%	3.08%	0.19%

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

Expenses

Total operating expenses were approximately $4.7 million and $3.5 million for the three months ended March 31, 2022 and 2021, respectively. The table below presents a breakdown of operating expenses for the three months ended March 31, 2022 and 2021.

(in thousands)

	2022	2021	Change
Management fees	$ 2,634	$ 1,621	$ 1,013
Overhead allocation	441	404	37
Accrued incentive compensation	237	364	(127)
Directors fees and liability insurance	311	272	39
Audit, legal and other professional fees	304	318	(14)
Other direct REIT operating expenses	643	421	222
Other expenses	127	93	34
Total expenses	$ 4,697	$ 3,493	$ 1,204

We are externally managed and advised by Bimini Advisors, LLC (the "Manager") pursuant to the terms of a management agreement. The management agreement has been renewed through February 20, 2023 and provides for automatic one-year extension options thereafter and is subject to certain termination rights. Under the terms of the management agreement, the Manager is responsible for administering the business activities and day-to-day operations of the Company. The Manager receives a monthly management fee in the amount of:

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

Should the Company terminate the management agreement without cause, it will pay the Manager a termination fee equal to three times the average annual management fee, as defined in the management agreement, before or on the last day of the term of the agreement.

The Company is obligated to reimburse the Manager for any direct expenses incurred on its behalf and to pay the Manager the Company's pro rata portion of certain overhead costs set forth in the management agreement.

On April 1, 2022, pursuant to the third amendment to the management agreement entered into on November 16, 2021, the Manager began providing certain repurchase agreement trading, clearing and administrative services to the Company that had been previously provided by AVM, L.P. under an agreement terminated on March 31, 2022. In consideration for such services, the Company will pay the following fees to the Manager:

- A daily fee equal to the outstanding principal balance of repurchase agreement funding in place as of the end of such day multiplied by 1.5 basis points for the amount of aggregate outstanding principal balance less than or equal to $5 billion, and multiplied by 1.0 basis points for any amount of aggregate outstanding principal balance in excess of $5 billion, and
- A fee for the clearing and operational services provided by personnel of the Manager equal to $10,000 per month.

The following table summarizes the management fee and overhead allocation expenses for each quarter in 2022 to date and 2021.

($ in thousands)

Three Months Ended	Average Orchid MBS	Average Orchid Equity	Advisory Services Management Fee	Advisory Services Overhead Allocation	Advisory Services Total
March 31, 2022	$ 5,545,844	$ 853,576	$ 2,634	$ 441	$ 3,075
December 31, 2021	6,056,259	806,382	2,587	443	3,030
September 30, 2021	5,136,331	672,384	2,156	390	2,546
June 30, 2021	4,504,887	542,679	1,792	395	2,187
March 31, 2021	4,032,716	456,687	1,621	404	2,025

Financial Condition:

Mortgage-Backed Securities

As of March 31, 2022, our RMBS portfolio consisted of $4,580.6 million of Agency RMBS at fair value and had a weighted average coupon on assets of 3.11%. During the three months ended March 31, 2022, we received principal repayments of $157.1 million compared to $123.9 million for the three months ended March 31, 2021. The average three month prepayment speeds for the quarters ended March 31, 2022 and 2021 were 10.7% and 12.0%, respectively.

The following table presents the 3-month constant prepayment rate ("CPR") experienced on our structured and PT RMBS sub-portfolios, on an annualized basis, for the quarterly periods presented. CPR is a method of expressing the prepayment rate for a mortgage pool that assumes that a constant fraction of the remaining principal is prepaid each month or year. Specifically, the CPR in the chart below represents the three month prepayment rate of the securities in the respective asset category.

Three Months Ended	PT RMBS Portfolio (%)	Structured RMBS Portfolio (%)	Total Portfolio (%)
March 31, 2022	8.1	19.5	10.7
December 31, 2021	9.0	24.6	11.4
September 30, 2021	9.8	25.1	12.4
June 30, 2021	10.9	29.9	12.9
March 31, 2021	9.9	40.3	12.0

The following tables summarize certain characteristics of the Company's PT RMBS and structured RMBS as of March 31, 2022 and December 31, 2021:

($ in thousands)

Asset Category		Fair Value	Percentage of Entire Portfolio	Weighted Average Coupon	Weighted Average Maturity in Months	Longest Maturity
March 31, 2022						
Fixed Rate RMBS	$	4,372,517	95.5%	3.01%	336	1-Dec-51
Interest-Only Securities		206,617	4.5%	3.42%	257	25-Jan-52
Inverse Interest-Only Securities		1,460	0.0%	3.75%	297	15-Jun-42
Total Mortgage Assets	$	4,580,594	100.0%	3.11%	318	25-Jan-52
December 31, 2021						
Fixed Rate RMBS	$	6,298,189	96.7%	2.93%	342	1-Dec-51
Interest-Only Securities		210,382	3.2%	3.40%	263	25-Jan-52
Inverse Interest-Only Securities		2,524	0.1%	3.75%	300	15-Jun-42
Total Mortgage Assets	$	6,511,095	100.0%	3.03%	325	25-Jan-52

($ in thousands)

	March 31, 2022			December 31, 2021		
Agency		Fair Value	Percentage of Entire Portfolio		Fair Value	Percentage of Entire Portfolio
Fannie Mae	$	3,016,954	65.9%	$	4,719,349	72.5%
Freddie Mac		1,563,640	34.1%		1,791,746	27.5%
Total Portfolio	$	4,580,594	100.0%	$	6,511,095	100.0%

		March 31, 2022		December 31, 2021
Weighted Average Pass-through Purchase Price	$	107.82	$	107.19
Weighted Average Structured Purchase Price	$	15.25	$	15.21
Weighted Average Pass-through Current Price	$	98.85	$	105.31
Weighted Average Structured Current Price	$	15.61	$	14.08
Effective Duration (1)		4.890		3.390

(1) Effective duration is the approximate percentage change in price for a 100 bps change in rates. An effective duration of 4.890 indicates that an interest rate increase of 1.0% would be expected to cause a 4.890% decrease in the value of the RMBS in the Company's investment portfolio at March 31, 2022. An effective duration of 3.390 indicates that an interest rate increase of 1.0% would be expected to cause a 3.390% decrease in the value of the RMBS in the Company's investment portfolio at December 31, 2021. These figures include the structured securities in the portfolio, but do not include the effect of the Company's funding cost hedges. Effective duration quotes for individual investments are obtained from The Yield Book, Inc.

The following table presents a summary of portfolio assets acquired during the three months ended March 31, 2022 and 2021, including securities purchased during the period that settled after the end of the period, if any.

($ in thousands)

	2022			2021		
	Total Cost	Average Price	Weighted Average Yield	Total Cost	Average Price	Weighted Average Yield
Pass-through RMBS	$ -	$ -	-	$ 1,971,296	$ 107.09	1.38%
Structured RMBS	-	-	-	4,807	6.93	14.21%

Borrowings

As of March 31, 2022, we had established borrowing facilities in the repurchase agreement market with a number of commercial banks and other financial institutions and had borrowings in place with 22 of these counterparties. None of these lenders are affiliated with the Company. These borrowings are secured by the Company's RMBS and cash, and bear interest at prevailing market rates. We believe our established repurchase agreement borrowing facilities provide borrowing capacity in excess of our needs.

As of March 31, 2022, we had obligations outstanding under the repurchase agreements of approximately $4,464.1 million with a net weighted average borrowing cost of 0.37%. The remaining maturity of our outstanding repurchase agreement obligations ranged from 6 to 167 days, with a weighted average remaining maturity of 22 days. Securing the repurchase agreement obligations as of March 31, 2022 are RMBS with an estimated fair value, including accrued interest, of approximately $4,591.7 million and a weighted average maturity of 340 months, and cash pledged to counterparties of approximately $113.6 million. Through April 28, 2022, we have been able to maintain our repurchase facilities with comparable terms to those that existed at March 31, 2022 with maturities through September 14, 2022.

The table below presents information about our period end, maximum and average balances of borrowings for each quarter in 2022 to date and 2021.

($ in thousands)

Three Months Ended	Ending Balance of Borrowings	Maximum Balance of Borrowings	Average Balance of Borrowings	Difference Between Ending Borrowings and Average Borrowings: Amount	Difference Between Ending Borrowings and Average Borrowings: Percent
March 31, 2022	$ 4,464,109	$ 6,244,106	$ 5,354,107	$ (889,998)	(16.62)%(1)
December 31, 2021	6,244,106	6,419,689	5,728,988	515,118	8.99%
September 30, 2021	5,213,869	5,214,254	4,864,287	349,582	7.19%
June 30, 2021	4,514,704	4,517,953	4,348,192	166,512	3.83%
March 31, 2021	4,181,680	4,204,935	3,888,633	293,047	7.54%

(1) The lower ending balance relative to the average balance during the quarter ended March 31, 2022 reflects the disposal of RMBS pledged as collateral. During the quarter ended March 31, 2022, the Company's investment in RMBS decreased $510.4 million.

Liquidity and Capital Resources

Liquidity is our ability to turn non-cash assets into cash, purchase additional investments, repay principal and interest on borrowings, fund overhead, fulfill margin calls and pay dividends. We have both internal and external sources of liquidity. However, our material unused sources of liquidity include cash balances, unencumbered assets and our ability to sell encumbered assets to raise cash. Our balance sheet also generates liquidity on an on-going basis through payments of principal and interest we receive on our RMBS portfolio. Management believes that we currently have sufficient liquidity and capital resources available for (a) the acquisition of additional investments consistent with the size and nature of our existing RMBS portfolio, (b) the repayments on borrowings and (c) the payment of dividends to the extent required for our continued qualification as a REIT. We may also generate liquidity from time to time by selling our equity or debt securities in public offerings or private placements.

Internal Sources of Liquidity

Our internal sources of liquidity include our cash balances, unencumbered assets and our ability to liquidate our encumbered security holdings. Our balance sheet also generates liquidity on an on-going basis through payments of principal and interest we receive on our RMBS portfolio. Because our PT RMBS portfolio consists entirely of government and agency securities, we do not anticipate having difficulty converting our assets to cash should our liquidity needs ever exceed our immediately available sources of cash. Our structured RMBS portfolio also consists entirely of governmental agency securities, although they typically do not trade with comparable bid / ask spreads as PT RMBS. However, we anticipate that we would be able to liquidate such securities readily, even in distressed markets, although we would likely do so at prices below where such securities could be sold in a more stable market. To enhance our liquidity even further, we may pledge a portion of our structured RMBS as part of a repurchase agreement funding, but retain the cash in lieu of acquiring additional assets. In this way we can, at a modest cost, retain higher levels of cash on hand and decrease the likelihood we will have to sell assets in a distressed market in order to raise cash.

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

External Sources of Liquidity

Our primary external sources of liquidity are our ability to (i) borrow under master repurchase agreements, (ii) use the TBA security market and (iii) sell our equity or debt securities in public offerings or private placements. Our borrowing capacity will vary over time as the market value of our interest earning assets varies. Our master repurchase agreements have no stated expiration, but can be terminated at any time at our option or at the option of the counterparty. However, once a definitive repurchase agreement under a master repurchase agreement has been entered into, it generally may not be terminated by either party. A negotiated termination can occur, but may involve a fee to be paid by the party seeking to terminate the repurchase agreement transaction.

Under our repurchase agreement funding arrangements, we are required to post margin at the initiation of the borrowing. The posted margin represents the haircut, which is a percentage of the market value of the collateral pledged. To the extent the market value of the asset collateralizing the financing transaction declines, the market value of our posted margin will be insufficient and we will be required to post additional collateral. Conversely, if the market value of the asset pledged increases in value, we would be over collateralized and we would be entitled to have excess margin returned to us by the counterparty. Our lenders typically value our pledged securities daily to ensure the adequacy of our margin and make margin calls as needed, as do we. Typically, but not always, the parties agree to a minimum threshold amount for margin calls so as to avoid the need for nuisance margin calls on a daily basis. Our master repurchase agreements do not specify the haircut; rather haircuts are determined on an individual repurchase transaction basis. Throughout the three months ended March 31, 2022, haircuts on our pledged collateral remained stable and as of March 31, 2022, our weighted average haircut was approximately 5.0% of the value of our collateral.

TBAs represent a form of off-balance sheet financing and are accounted for as derivative instruments. (See Note 4 to our Financial Statements in this Form 10-Q for additional details on our TBAs). Under certain market conditions, it may be uneconomical for us to roll our TBAs into future months and we may need to take or make physical delivery of the underlying securities. If we were required to take physical delivery to settle a long TBA, we would have to fund our total purchase commitment with cash or other financing sources and our liquidity position could be negatively impacted.

Our TBAs are also subject to margin requirements governed by the Mortgage-Backed Securities Division ("MBSD") of the FICC and by our Master Securities Forward Transaction Agreements (“MSFTAs”), which may establish margin levels in excess of the MBSD. Such provisions require that we establish an initial margin based on the notional value of the TBA, which is subject to increase if the estimated fair value of our TBAs or the estimated fair value of our pledged collateral declines. The MBSD has the sole discretion to determine the value of our TBAs and of the pledged collateral securing such contracts. In the event of a margin call, we must generally provide additional collateral on the same business day.

Settlement of our TBA obligations by taking delivery of the underlying securities as well as satisfying margin requirements could negatively impact our liquidity position. However, since we do not use TBA dollar roll transactions as our primary source of financing, we believe that we will have adequate sources of liquidity to meet such obligations.

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

In future periods, we expect to continue to finance our activities in a manner that is consistent with our current operations through repurchase agreements. As of March 31, 2022, we had cash and cash equivalents of $297.2 million. We generated cash flows of $202.9 million from principal and interest payments on our RMBS and had average repurchase agreements outstanding of $5,354.1 million during the three months ended March 31, 2022.

As described more fully below, we may also access liquidity by selling our equity or debt securities in public offerings or private placements.

Stockholders’ Equity

On August 4, 2020, we entered into the August 2020 Equity Distribution Agreement with four sales agents pursuant to which we could offer and sell, from time to time, up to an aggregate amount of $150,000,000 of shares of our common stock in transactions that were deemed to be “at the market” offerings and privately negotiated transactions. We issued a total of 27,493,650 shares under the August 2020 Equity Distribution Agreement for aggregate gross proceeds of approximately $150.0 million, and net proceeds of approximately $147.4 million, after commissions and fees, prior to its termination in June 2021.

On January 20, 2021, we entered into the January 2021 Underwriting Agreement with J.P. Morgan Securities LLC (“J.P. Morgan”), relating to the offer and sale of 7,600,000 shares of our common stock. J.P. Morgan purchased the shares of our common stock from the Company pursuant to the January 2021 Underwriting Agreement at $5.20 per share. In addition, we granted J.P. Morgan a 30-day option to purchase up to an additional 1,140,000 shares of our common stock on the same terms and conditions, which J.P. Morgan exercised in full on January 21, 2021. The closing of the offering of 8,740,000 shares of our common stock occurred on January 25, 2021, with proceeds to us of approximately $45.2 million, net of offering expenses.

On March 2, 2021, we entered into the March 2021 Underwriting Agreement with J.P. Morgan, relating to the offer and sale of 8,000,000 shares of our common stock. J.P. Morgan purchased the shares of our common stock from the Company pursuant to the March 2021 Underwriting Agreement at $5.45 per share. In addition, we granted J.P. Morgan a 30-day option to purchase up to an additional 1,200,000 shares of our common stock on the same terms and conditions, which J.P. Morgan exercised in full on March 3, 2021. The closing of the offering of 9,200,000 shares of our common stock occurred on March 5, 2021, with proceeds to us of approximately $50.0 million, net of offering expenses payable.

On June 22, 2021, we entered into the June 2021 Equity Distribution Agreement with four sales agents pursuant to which we may could offer and sell, from time to time, up to an aggregate amount of $250,000,000 of shares of our common stock in transactions that were deemed to be “at the market” offerings and privately negotiated transactions. We issued a total of 49,407,336 shares under the June 2021 Equity Distribution Agreement for aggregate gross proceeds of approximately $250.0 million, and net proceeds of approximately $246.2 million, after commissions and fees, prior to its termination in October 2021.

On October 29, 2021, we entered into the October 2021 Equity Distribution Agreement with four sales agents pursuant to which we may offer and sell, from time to time, up to an aggregate amount of $250,000,000 of shares of our common stock in transactions that are deemed to be “at the market” offerings and privately negotiated transactions. Through March 31, 2022, we issued a total of 15,835,700 shares under the October 2021 Equity Distribution Agreement for aggregate gross proceeds of approximately $78.3 million, and net proceeds of approximately $77.0 million, after commissions and fees.

Outlook

Economic Summary

The first quarter of 2022 was a transition period whereby the Fed migrated from reluctantly acknowledging they needed to start removing the emergency monetary policy regime in place since the COVID-19 pandemic emerged in the U.S. during the first quarter of 2020 towards a more aggressive tightening cycle. The Fed announced the first rate hike at their March 2022 meeting and simultaneously announced quantitative tightening would begin soon, likely in May 2022. The acceleration in the rate of inflation that first emerged during the second quarter of 2021, and was deemed “transitory” by the Fed at the time, accelerated even further into 2022 and has continued to do so in the second quarter of 2022 to date. All measures of inflation – personal consumption expenditures, the consumer price index and the producer price index – are the highest levels seen since the early 1980s. Inflation has been exacerbated, both in the U.S. and globally, by the war in Ukraine and COVID related lock-downs in China. The war in Ukraine in particular has caused global inflationary pressures that may have yet to peak. As the war in Ukraine began in late February 2022, western nations began to impose progressively more severe sanctions on Russia. These sanctions, and related boycotts of Russian goods, have created shortages of many commodities. Ukraine is also a major global supplier of many commodities as well, particularly food. As cases of COVID-19 increased in many population centers in China, authorities imposed lock-downs aggressively which led to the closure of many manufacturing operations further exacerbating the many supply chain constraints across the world. In the U.S., the economy continues to grow and, in particular, the labor market continues to tighten. The unemployment rate appears poised to drop below the pre-pandemic lows, unemployment claims are at the lowest levels since the 1950s and wages are growing rapidly, although still less than the rate of inflation.

All of these factors have led the Fed, and most market participants, to anticipate that inflation, particularly food and energy inflation, will not recede in the near term and may even accelerate further. Inflation for goods other than food and energy may moderate, as the necessities of life cannot be ignored and other goods can, potentially lessening price pressures for these goods. The cost of housing and rents are expected to remain elevated as affordability continues to deteriorate due to higher mortgage rates and inflated home prices. In sum, inflation is very far above the Fed’s target level of 2% and not likely to recede in the near-term.

Given the outlook for inflation and the Fed’s anticipated response, interest rate volatility has become very elevated and is not far below the extreme peak seen in March of 2020 when the COVID-19 pandemic first emerged in the U.S. Given the magnitude of the forces driving the market and the uncertainty that exists with respect to the war in Ukraine, COVID related lockdowns in China and the uncertain capacity of the U.S. economy to weather these forces, it is likely that volatility will remain very elevated until these forces subside. The outlook for the remainder of 2022 hinges on how these developments unfold, the extent to which the Fed has to raise rates and possibly sell assets from their portfolio, and the impact these factors have on the growth rate of the U.S. economy and the unemployment rate.

Interest Rates

As the outlook for inflation changed materially to the upside and the resulting change in monetary policy by the Fed unfolded over the course of the first quarter of 2022, interest rates moved much higher and the curve flattened. During the first quarter of 2022, the yield on the 2-year U.S. Treasury Note increased by over 160 basis points, the yield on the 5-year U.S. Treasury Note increased by almost 120 basis points and the yield on the 10-year U.S. Treasury Note increased by 82.8 basis points. The spread between the 2-year and 10-year points thus declined, or flattened, by almost 80 basis points. In early April of 2022 the yield curve actually inverted by approximately 7.5 basis points, albeit for only a brief period. Since then, the yield curve has re-steepened and was just above 20 basis points on April 28, 2022. The impetus for the re-steepening was the release of the FOMC minutes from the Fed's January 2022 meeting which strongly implied the Fed may actually sell assets from their portfolio. The market expects this may occur as early as the third quarter of 2022. The minutes also revealed that the Fed viewed such asset sales were akin to 100 to 150 basis points of tightening to the Fed Funds rate, thus the market reduced the number of hikes priced in over the course of the next year and the curve steepened. As of April 28th, 2022 market pricing, as reflected in the Fed Funds futures market, anticipates between 225 and 250 basis points of additional hikes by the end of the year.

The Agency RMBS Market

The sharp increase in interest rates, the end of net Agency RMBS purchases by the Fed and the pending run-off of the Fed's RMBS portfolio, with the potential for outright sales in addition to the prepayment related run-off, resulted in poor returns for the Agency sector. The poor performance has continued into the second quarter as all of these factors remain. The Agency RMBS market is transitioning away from a prolonged period of support. The market benefited from not only daily purchases by the Fed - $40 billion per month in addition to the reinvestment of all paydowns on their existing holdings – but also by the bank community. Demand from the bank community is a byproduct of their deposit base growth resulting from asset purchases. Going forward the RMBS market faces meaningful headwinds as the Fed is only purchasing enough RMBS to replace a decreasing portion of their monthly pay-downs and eventually may consider outright sales, and the banking community will likely buy fewer RMBS assets as their deposit base shrinks as the Fed removes reserves from the system.

The total return for Agency RMBS for the first quarter of 2022 was -5.0% and the excess return versus U.S. Treasuries was -1.2%. Longer duration/lower coupon mortgages underperformed higher coupon/lower duration as 30-year underperformed 15-year maturities and lower coupons of each tenor underperformed higher coupons. The same pattern held for excess returns versus comparable duration U.S. Treasuries. The trend has also continued into the second quarter as interest rates continue to rise and volatility remains at or near multi-year highs.

Recent Legislative and Regulatory Developments

The Fed has taken a number of actions to stabilize markets as a result of the impacts of the COVID-19 pandemic. On March 15, 2020, the Fed announced a $700 billion asset purchase program to provide liquidity to the U.S. Treasury and Agency RMBS markets. Specifically, the Fed announced that it would purchase at least $500 billion of U.S. Treasuries and at least $200 billion of Agency RMBS. The Fed also lowered the Fed Funds rate to a range of 0.0% – 0.25%, after having already lowered the Fed Funds rate by 50 bps on March 3, 2020. On June 30, 2020, Fed Chairman Powell announced expectations to maintain interest rates at this level until the Fed is confident that the economy has weathered recent events and is on track to achieve maximum employment and price stability goals. The FOMC continued to reaffirm this commitment at all subsequent meetings through December of 2021, as well as an intention to allow inflation to climb modestly above their 2% target and maintain that level for a period sufficient for inflation to average 2% long term. On January 26, 2022, the FOMC reiterated its goals of maximum employment and a 2% long-run inflation rate and stated that, with a strong labor market and inflation well above 2%, it expected it would soon be appropriate to raise the target Fed Funds rate.

In response to the deterioration in the markets for U.S. Treasuries, Agency RMBS and other mortgage and fixed income markets as investors liquidated investments in response to the economic crisis resulting from the actions to contain and minimize the impacts of the COVID-19 pandemic, on the morning of Monday, March 23, 2020, the Fed announced a program to acquire U.S. Treasuries and Agency RMBS in the amounts needed to support smooth market functioning. With these purchases, market conditions improved substantially. Through November of 2021, the Fed was committed to purchasing $80 billion of U.S. Treasuries and $40 billion of Agency RMBS each month. In November of 2021, it began tapering its net asset purchases each month and ended net asset purchases entirely by early March of 2022. The minutes to the March 16, 2022 FOMC meeting implied that the Fed would begin reducing its balance sheet by a maximum of $60 billion of U.S. Treasuries and $35 billion of Agency RMBS each month, phased in over three months and likely beginning in May 2022.

The CARES Act was passed by Congress and signed into law by President Trump on March 27, 2020. The CARES Act provided many forms of direct support to individuals and small businesses in order to stem the steep decline in economic activity. The $2 trillion COVID-19 relief bill, among other things, provided for direct payments to each American making up to $75,000 a year, increased unemployment benefits for up to four months (on top of state benefits), funding to hospitals and health providers, loans and investments to businesses, states and municipalities and grants to the airline industry. On April 24, 2020, President Trump signed an additional funding bill into law that provides an additional $484 billion of funding to individuals, small businesses, hospitals, health care providers and additional coronavirus testing efforts. Various provisions of the CARES Act began to expire in July 2020, including a moratorium on evictions (July 25, 2020), expanded unemployment benefits (July 31, 2020), and a moratorium on foreclosures (August 31, 2020). On August 8, 2020, President Trump issued Executive Order 13945, directing the Department of Health and Human Services, the Centers for Disease Control and Prevention ("CDC"), the Department of Housing and Urban Development, and Department of the Treasury to take measures to temporarily halt residential evictions and foreclosures, including through temporary financial assistance.

On December 27, 2020, President Trump signed into law an additional $900 billion coronavirus aid package as part of the Consolidated Appropriations Act, 2021, providing for extensions of many of the CARES Act policies and programs as well as additional relief. On January 29, 2021, the CDC issued guidance extending eviction moratoriums for covered persons through March 31, 2021. The FHFA subsequently extended the foreclosure moratorium begun under the CARES Act for loans backed by Fannie Mae and Freddie Mac and the eviction moratorium for real estate owned by Fannie Mae and Freddie Mac until July 31, 2021 and September 30, 2021, respectively. The U.S. Housing and Urban Development Department subsequently extended the FHA foreclosure and eviction moratoria to July 31, 2021 and September 30, 2021, respectively. Despite the expirations of these foreclosure moratoria, a final rule adopted by the CFPB on June 28, 2021 effectively prohibited servicers from initiating a foreclosure before January 1, 2022 in most instances. Following the end of this limitation, foreclosure starts for January and February of 2022 were up 29% and 40% month-over-month and 126% and 176% year-over-year, respectively, although they remain below pre-pandemic levels.

In January 2019, the Trump administration made statements of its plans to work with Congress to overhaul Fannie Mae and Freddie Mac and expectations to announce a framework for the development of a policy for comprehensive housing finance reform soon. On September 30, 2019, the FHFA announced that Fannie Mae and Freddie Mac were allowed to increase their capital buffers to $25 billion and $20 billion, respectively, from the prior limit of $3 billion each. This step could ultimately lead to Fannie Mae and Freddie Mac being privatized and represents the first concrete step on the road to GSE reform. On June 30, 2020, the FHFA released a proposed rule on a new regulatory framework for the GSEs which seeks to implement both a risk-based capital framework and minimum leverage capital requirements. The final rule on the new capital framework for the GSEs was published in the federal register in December 2020. On January 14, 2021, the U.S. Treasury and the FHFA executed letter agreements allowing the GSEs to continue to retain capital up to their regulatory minimums, including buffers, as prescribed in the December rule. These letter agreements provide, in part, (i) there will be no exit from conservatorship until all material litigation is settled and the GSE has common equity Tier 1 capital of at least 3% of its assets, (ii) the GSEs will comply with the FHFA's regulatory capital framework, (iii) higher-risk single-family mortgage acquisitions will be restricted to current levels, and (iv) the U.S. Treasury and the FHFA will establish a timeline and process for future GSE reform. However, no definitive proposals or legislation have been released or enacted with respect to ending the conservatorship, unwinding the GSEs, or materially reducing the roles of the GSEs in the U.S. mortgage market. On September 14, 2021, the U.S. Treasury and the FHFA suspended certain policy provisions in the January agreement, including limits on loans acquired for cash consideration, multifamily loans, loans with higher risk characteristics and second homes and investment properties. On February 25, 2022, the FHFA published a final rule, effective as of

April 26, 2022, amending the GSE capital framework established in December 2020 by, among other things, replacing the fixed leverage buffer equal to 1.5% of a GSE's adjusted total assets with a dynamic leverage buffer equal to 50% of a GSE's stability capital buffer, reducing the risk weight floor from 10% to 5%, and removing the requirement that the GSEs must apply an overall effectiveness adjustment to their credit risk transfer exposures.

In 2017, policymakers announced that LIBOR will be replaced by December 31, 2021. The directive was spurred by the fact that banks are uncomfortable contributing to the LIBOR panel given the shortage of underlying transactions on which to base levels and the liability associated with submitting an unfounded level. However, the ICE Benchmark Administration, in its capacity as administrator of USD LIBOR, has announced that it intends to extend publication of USD LIBOR (other than one-week and two-month tenors) by 18 months to June 2023. Notwithstanding this possible extension, a joint statement by key regulatory authorities calls on banks to cease entering into new contracts that use USD LIBOR as a reference rate by no later than December 31, 2021. The ARRC, a steering committee comprised of large U.S. financial institutions, has proposed replacing USD-LIBOR with a new SOFR, a rate based on U.S. repo trading. We will monitor the emergence of SOFR carefully as it appears likely to become the new benchmark for hedges and a range of interest rate investments. At this time, however, no consensus exists as to what rate or rates may become accepted alternatives to LIBOR.

On December 7, 2021, the CFPB released a final rule that amends Regulation Z, which implemented the Truth in Lending Act, aimed at addressing cessation of LIBOR for both closed-end (e.g., home mortgage) and open-end (e.g., home equity line of credit) products. The rule, which mostly becomes effective in April of 2022, establishes requirements for the selection of replacement indices for existing LIBOR-linked consumer loans. Although the rule does not mandate the use of SOFR as the alternative rate, it identifies SOFR as a comparable rate for closed-end products and states that for open-end products, the CFPB has determined that ARRC's recommended spread-adjusted indices based on SOFR for consumer products to replace the one-month, three-month, or six-month USD LIBOR index "have historical fluctuations that are substantially similar to those of the LIBOR indices that they are intended to replace." The CFPB reserved judgement, however, on a SOFR-based spread-adjusted replacement index to replace the one-year USD LIBOR until it obtained additional information.

On December 8, 2021, the House of Representatives passed the Adjustable Interest Rate (LIBOR) Act of 2021 (H.R. 4616) (the "LIBOR Act"), which provides for a statutory replacement benchmark rate for contracts that use LIBOR as a benchmark and do not contain any fallback mechanism independent of LIBOR. Pursuant to the LIBOR Act, SOFR becomes the new benchmark rate by operation of law for any such contract. The LIBOR Act establishes a safe harbor from litigation for claims arising out of or related to the use of SOFR as the recommended benchmark replacement. The LIBOR Act makes clear that it should not be construed to disfavor the use of any benchmark on a prospective basis.

The LIBOR Act also attempts to forestall challenges that it is impairing contracts. It provides that the discontinuance of LIBOR and the automatic statutory transition to a replacement rate neither impairs or affects the rights of a party to receive payment under such contracts, nor allows a party to discharge their performance obligations or to declare a breach of contract. It amends the Trust Indenture Act of 1939 to state that the "the right of any holder of any indenture security to receive payment of the principal of and interest on such indenture security shall not be deemed to be impaired or affected" by application of the LIBOR Act to any indenture security. On December 9, 2021, the United States Senate referred the LIBOR Act to the Committee on Banking, Housing and Urban Affairs.

One-week and two-month U.S. dollar LIBOR rates phased out on December 31, 2021, but other U.S. dollar tenors may continue until June 30, 2023. We will monitor the emergence of SOFR carefully as it appears likely to become the new benchmark for hedges and a range of interest rate investments. At this time, however, no consensus exists as to what rate or rates may become accepted alternatives to LIBOR.

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

For Agency RMBS investors, when a delinquent loan is bought out of a pool of mortgage loans, the removal of the loan from the pool is the same as a total prepayment of the loan. The respective GSEs anticipated, however, that delinquent loans will be repurchased in most cases before the 24-month deadline under one of the following exceptions listed below.

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

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

The scope and nature of the actions the U.S. government or the Fed will ultimately undertake are unknown and will continue to evolve

Effect on Us

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

Effects on our Assets

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

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

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

Higher long-term rates can also affect the value of our Agency RMBS. As long-term rates rise, rates available to borrowers also rise. This tends to cause prepayment activity to slow and extend the expected average life of mortgage cash flows. As the expected average life of the mortgage cash flows increases, coupled with higher discount rates, the value of Agency RMBS declines. Some of the instruments the Company uses to hedge our Agency RMBS assets, such as interest rate futures, swaps and swaptions, are stable average life instruments. This means that to the extent we use such instruments to hedge our Agency RMBS assets, our hedges may not adequately protect us from price declines, and therefore may negatively impact our book value. It is for this reason we use interest only securities in our portfolio. As interest rates rise, the expected average life of these securities increases, causing generally positive price movements as the number and size of the cash flows increase the longer the underlying mortgages remain outstanding. This makes interest only securities desirable hedge instruments for pass-through Agency RMBS.

As described above, the Agency RMBS market began to experience severe dislocations in mid-March 2020 as a result of the economic, health and market turmoil brought about by COVID-19. On March 23, 2020, the Fed announced that it would purchase Agency RMBS and U.S. Treasuries in the amounts needed to support smooth market functioning, which largely stabilized the Agency RMBS market, but ended these purchases in March 2022 and announced plans to reduce its balance sheet. The Fed's planned reduction of its balance sheet could negatively impact our investment portfolio. Further, the moratoriums on foreclosures and evictions described above will likely delay potential defaults on loans that would otherwise be bought out of Agency RMBS pools as described above. Depending on the ultimate resolution of the foreclosure or evictions, when and if it occurs, these loans may be removed from the pool into which they were securitized. If this were to occur, it would have the effect of delaying a prepayment on the Company's securities until such time. As the majority of the Company's Agency RMBS assets were acquired at a premium to par, this will tend to increase the realized yield on the asset in question.

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

Effects on our borrowing costs

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

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

Summary

The first quarter of 2022 was extremely volatile as the Fed pivoted quickly from unprecedented monetary policy accommodation to the rapid removal of the accommodation. Current market pricing in the futures markets implies the Fed will raise the target for the Fed Funds rate to approximately 3.25% by the third quarter of 2023 and to over 2.5% by the end of 2022. The U.S. economy has recovered quickly from the COVID-19 induced downturn with the help of the Fed's monetary policy and equally unprecedented fiscal stimulus from the government. As the economy recovered rapidly, inflationary pressures emerged and were exacerbated by numerous supply constraints, including the supply of labor, resulting in a sub-4% unemployment rate which continues to fall and wage growth above 5%. The war in Ukraine has further stimulated inflationary pressures as Russia and Ukraine are leading suppliers of food, energy and many other commodities. COVID-19 induced shutdowns in China have also increased supply constraints, another source of inflationary pressure. As the second quarter of 2022 unfolds, these trends have intensified and the Fed appears even more intent on removing their accommodation as quickly as possible. The Fed may even begin outright sales of U.S. Treasury and Agency RMBS assets later this year.

For the Company, this means our funding costs are likely to rise materially over the course of 2022 and possibly into 2023. As interest rates have risen the prices of the Company's assets have fallen. Investors fear possible outright sales of Agency RMBS by the Fed, in addition to the Fed and most banks buying far fewer Agency RMBS as well. During the first quarter of 2022, these securities have underperformed the hedge instruments the Company has employed and they may continue to do so. This puts downward pressure on the Company's shareholders equity and book value per share. As interest rates have risen, refinancing and purchase activity in the residential housing market has slowed. However, as the Company's Agency RMBS assets are trading at discounts, this lowers the yield the Company realizes. In sum, the current market environment is challenging for the Company's portfolio and all Agency RMBS and/or mortgage focused and levered investors. To counter these challenging market conditions, the Company continues to take steps to minimize their impact through asset selection and the lower use of leverage. The Company's share prices have traded below our book value per share since late in 2021. The Company increased the size of the share buy-back program in late 2021 and has the option to repurchase up to 10% of our outstanding shares, which could result in accretive purchases to book value per share owing to the common stock price trading at a discount to the Company's book value.

Critical Accounting Estimates

Our condensed financial statements are prepared in accordance with GAAP. GAAP requires our management to make some complex and subjective decisions and assessments. Our most critical accounting estimates involve decisions and assessments which could significantly affect reported assets, liabilities, revenues and expenses. There have been no changes to our critical accounting estimates as discussed in our annual report on Form 10-K for the year ended December 31, 2021.

Capital Expenditures

At March 31, 2022, we had no material commitments for capital expenditures.

Off-Balance Sheet Arrangements

At March 31, 2022, we did not have any off-balance sheet arrangements.

Dividends

In addition to other requirements that must be satisfied to continue to qualify as a REIT, we must pay annual dividends to our stockholders of at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gains. REIT taxable income (loss) is computed in accordance with the Code, and can be greater than or less than our financial statement net income (loss) computed in accordance with GAAP. These book to tax differences primarily relate to the recognition of interest income on RMBS, unrealized gains and losses on RMBS, and the amortization of losses on derivative instruments that are treated as funding hedges for tax purposes.

We intend to pay regular monthly dividends to our stockholders and have declared the following dividends since the completion of our IPO:

(in thousands, except per share amounts)

Year	Per Share Amount	Total
2013	$ 1.395	$ 4,662
2014	2.160	22,643
2015	1.920	38,748
2016	1.680	41,388
2017	1.680	70,717
2018	1.070	55,814
2019	0.960	54,421
2020	0.790	53,570
2021	0.780	97,601
2022 - YTD(1)	0.200	35,484
Totals	$ 12.635	$ 475,048

(1) On April 13, 2022, the Company declared a dividend of $0.045 per share to be paid on May 27, 2022. The effect of this dividend is included in the table above, but is not reflected in the Company's financial statements as of March 31, 2022.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

Interest Rate Risk

Interest rate risk is highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors beyond our control.

Changes in the general level of interest rates can affect our net interest income, which is the difference between the interest income earned on interest-earning assets and the interest expense incurred in connection with our interest-bearing liabilities, by affecting the spread between our interest-earning assets and interest-bearing liabilities. Changes in the level of interest rates can also affect the rate of prepayments of our securities and the value of the RMBS that constitute our investment portfolio, which affects our net income, ability to realize gains from the sale of these assets and ability to borrow, and the amount that we can borrow against these securities.

We may utilize a variety of financial instruments in order to limit the effects of changes in interest rates on our operations. The principal instruments that we use are futures contracts, interest rate swaps and swaptions. These instruments are intended to serve as an economic hedge against future interest rate increases on our repurchase agreement borrowings. Hedging techniques are partly based on assumed levels of prepayments of our Agency RMBS. If prepayments are slower or faster than assumed, the life of the Agency RMBS will be longer or shorter, which would reduce the effectiveness of any hedging strategies we may use and may cause losses on such transactions. Hedging strategies involving the use of derivative securities are highly complex and may produce volatile returns. Hedging techniques are also limited by the rules relating to REIT qualification. In order to preserve our REIT status, we may be forced to terminate a hedging transaction at a time when the transaction is most needed.

Our profitability and the value of our investment portfolio (including derivatives used for hedging purposes) may be adversely affected during any period as a result of changing interest rates, including changes in the forward yield curve.

Our portfolio of PT RMBS is typically comprised of adjustable-rate RMBS ("ARMs"), fixed-rate RMBS and hybrid adjustable-rate RMBS. We generally seek to acquire low duration assets that offer high levels of protection from mortgage prepayments provided that they are reasonably priced by the market. Although the duration of an individual asset can change as a result of changes in interest rates, we strive to maintain a hedged PT RMBS portfolio with an effective duration of less than 2.0. The stated contractual final maturity of the mortgage loans underlying our portfolio of PT RMBS generally ranges up to 30 years. However, the effect of prepayments of the underlying mortgage loans tends to shorten the resulting cash flows from our investments substantially. Prepayments occur for various reasons, including refinancing of underlying mortgages and loan payoffs in connection with home sales, and borrowers paying more than their scheduled loan payments, which accelerates the amortization of the loans.

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

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

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

The following sensitivity analysis shows the estimated impact on the fair value of our interest rate-sensitive investments and hedge positions as of March 31, 2022 and December 31, 2021, assuming rates instantaneously fall 200 bps, fall 100 bps, fall 50 bps, rise 50 bps, rise 100 bps and rise 200 bps, adjusted to reflect the impact of convexity, which is the measure of the sensitivity of our hedge positions and Agency RMBS' effective duration to movements in interest rates. We have a negatively convex asset profile and a linear to slightly positively convex hedge portfolio (short positions). It is not uncommon for us to have losses in both directions.

All changes in value in the table below are measured as percentage changes from the investment portfolio value and net asset value at the base interest rate scenario. The base interest rate scenario assumes interest rates and prepayment projections as of March 31, 2022 and December 31, 2021.

Actual results could differ materially from estimates, especially in the current market environment. To the extent that these estimates or other assumptions do not hold true, which is likely in a period of high price volatility, actual results will likely differ materially from projections and could be larger or smaller than the estimates in the table below. Moreover, if different models were employed in the analysis, materially different projections could result. Lastly, while the table below reflects the estimated impact of interest rate increases and decreases on a static portfolio, we may from time to time sell any of our agency securities as a part of the overall management of our investment portfolio.

Interest Rate Sensitivity[(1)]

Change in Interest Rate	**Portfolio Market Value**[(2)(3)]	**Book Value**[(2)(4)]
As of March 31, 2022		
-200 Basis Points	(2.12)%	(16.38)%
-100 Basis Points	(0.24)%	(1.89)%
-50 Basis Points	0.16%	1.27%
+50 Basis Points	(0.10)%	(0.80)%
+100 Basis Points	(0.50)%	(3.84)%
+200 Basis Points	(1.80)%	(13.88)%
As of December 31, 2021		
-200 Basis Points	(2.01)%	(17.00)%
-100 Basis Points	(0.33)%	(2.76)%
-50 Basis Points	0.19%	1.59%
+50 Basis Points	(0.48)%	(4.04)%
+100 Basis Points	(1.64)%	(13.91)%
+200 Basis Points	(4.79)%	(40.64)%

(1) Interest rate sensitivity is derived from models that are dependent on inputs and assumptions provided by third parties as well as by our Manager, and assumes there are no changes in mortgage spreads and assumes a static portfolio. Actual results could differ materially from these estimates.
(2) Includes the effect of derivatives and other securities used for hedging purposes.
(3) Estimated dollar change in investment portfolio value expressed as a percent of the total fair value of our investment portfolio as of such date.
(4) Estimated dollar change in portfolio value expressed as a percent of stockholders' equity as of such date.

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

Prepayment Risk

Because residential borrowers have the option to prepay their mortgage loans at par at any time, we face the risk that we will experience a return of principal on our investments faster than anticipated. Various factors affect the rate at which mortgage prepayments occur, including changes in the level of and directional trends in housing prices, interest rates, general economic conditions, loan age and size, loan-to-value ratio, the location of the property and social and demographic conditions. Additionally, changes to government sponsored entity underwriting practices or other governmental programs could also significantly impact prepayment rates or expectations. Generally, prepayments on Agency RMBS increase during periods of falling mortgage interest rates and decrease during periods of rising mortgage interest rates. However, this may not always be the case. We may reinvest principal repayments at a yield that is lower or higher than the yield on the repaid investment, thus affecting our net interest income by altering the average yield on our assets.

Spread Risk

When the market spread widens between the yield on our Agency RMBS and benchmark interest rates, our net book value could decline if the value of our Agency RMBS falls by more than the offsetting fair value increases on our hedging instruments tied to the underlying benchmark interest rates. We refer to this as "spread risk" or "basis risk." The spread risk associated with our mortgage assets and the resulting fluctuations in fair value of these securities can occur independent of changes in benchmark interest rates and may relate to other factors impacting the mortgage and fixed income markets, such as actual or anticipated monetary policy actions by the Fed, market liquidity, or changes in required rates of return on different assets. Consequently, while we use futures contracts and interest rate swaps and swaptions to attempt to protect against moves in interest rates, such instruments typically will not protect our net book value against spread risk.

Liquidity Risk

The primary liquidity risk for us arises from financing long-term assets with shorter-term borrowings through repurchase agreements. Our assets that are pledged to secure repurchase agreements are Agency RMBS and cash. As of March 31, 2022, we had unrestricted cash and cash equivalents of $297.2 million and unpledged securities of approximately $3.7 million (not including unsettled securities purchases or securities pledged to us) available to meet margin calls on our repurchase agreements and derivative contracts, and for other corporate purposes. However, should the value of our Agency RMBS pledged as collateral or the value of our derivative instruments suddenly decrease, margin calls relating to our repurchase and derivative agreements could increase, causing an adverse change in our liquidity position. Further, there is no assurance that we will always be able to renew (or roll) our repurchase agreements. In addition, our counterparties have the option to increase our haircuts (margin requirements) on the assets we pledge against repurchase agreements, thereby reducing the amount that can be borrowed against an asset even if they agree to renew or roll the repurchase agreement. Significantly higher haircuts can reduce our ability to leverage our portfolio or even force us to sell assets, especially if correlated with asset price declines or faster prepayment rates on our assets.

Extension Risk

The projected weighted average life and the duration (or interest rate sensitivity) of our investments is based on our Manager's assumptions regarding the rate at which the borrowers will prepay the underlying mortgage loans. In general, we use futures contracts and interest rate swaps and swaptions to help manage our funding cost on our investments in the event that interest rates rise. These hedging instruments allow us to reduce our funding exposure on the notional amount of the instrument for a specified period of time.

However, if prepayment rates decrease in a rising interest rate environment, the average life or duration of our fixed-rate assets or the fixed-rate portion of the ARMs or other assets generally extends. This could have a negative impact on our results from operations, as our hedging instrument expirations are fixed and will, therefore, cover a smaller percentage of our funding exposure on our mortgage assets to the extent that their average lives increase due to slower prepayments. This situation may also cause the market value of our Agency RMBS and CMOs collateralized by fixed rate mortgages or hybrid ARMs to decline by more than otherwise would be the case while most of our hedging instruments would not receive any incremental offsetting gains. In extreme situations, we may be forced to sell assets to maintain adequate liquidity, which could cause us to incur realized losses.

Counterparty Credit Risk

We are exposed to counterparty credit risk relating to potential losses that could be recognized in the event that the counterparties to our repurchase agreements and derivative contracts fail to perform their obligations under such agreements. The amount of assets we pledge as collateral in accordance with our agreements varies over time based on the market value and notional amount of such assets as well as the value of our derivative contracts. In the event of a default by a counterparty, we may not receive payments provided for under the terms of our agreements and may have difficulty obtaining our assets pledged as collateral under such agreements. Our credit risk related to certain derivative transactions is largely mitigated through daily adjustments to collateral pledged based on changes in market value and we limit our counterparties to registered central clearing exchanges and major financial institutions with acceptable credit ratings, monitoring positions with individual counterparties and adjusting collateral posted as required. However, there is no guarantee our efforts to manage counterparty credit risk will be successful and we could suffer significant losses if unsuccessful.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

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

Changes in Internal Controls over Financial Reporting

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

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

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

ITEM 1A. RISK FACTORS

A description of certain factors that may affect our future results and risk factors is set forth in our Annual Report on Form 10-K for the year ended December 31, 2021. As of March 31, 2022, there have been no material changes in our risk factors from those set forth in our Annual Report on Form 10-K for the year ended December 31, 2021.

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

The Company did not have any unregistered sales of its equity securities during the three months ended March 31, 2022.

The table below presents the Company's share repurchase activity for the three months ended March 31, 2022.

	Total Number of Shares Repurchased (1)	Weighted-Average Price Paid Per Share	Shares Purchased as Part of Publicly Announced Programs	Maximum Number of Shares That May Yet Be Repurchased Under the Authorization
January 1, 2022 - January 31, 2022	-	$ -	-	17,699,305
February 1, 2022 - February 28, 2022	-	-	-	17,699,305
March 1, 2022 - March 31, 2022	64,753	3.31	-	17,699,305
Totals / Weighted Average	64,753	$ 3.31	-	17,699,305

(1) Includes shares of the Company's common stock acquired by the Company in connection with the satisfaction of tax withholding obligations on vested employment related awards under equity incentive plans. These repurchases do not reduce the number of shares available under the stock repurchase program authorization.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.

3.1	Articles of Amendment and Restatement of Orchid Island Capital, Inc. (filed as Exhibit 3.1 to the Company's Registration Statement on Amendment No. 1 to Form S-11 (File No. 333-184538) filed on November 28, 2012 and incorporated herein by reference).
3.2	Certificate of Correction of Orchid Island Capital, Inc. (filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K filed on February 22, 2019 and incorporated herein by reference).
3.3	Amended and Restated Bylaws of Orchid Island Capital, Inc. (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 19, 2019 and incorporated herein by reference).
4.1	Specimen Certificate of common stock of Orchid Island Capital, Inc. (filed as Exhibit 4.1 to the Company's Registration Statement on Amendment No. 1 to Form S-11 (File No. 333-184538) filed on November 28, 2012 and incorporated herein by reference).
10.1	2022 Long-Term Incentive Compensation Plan*†
31.1	Certification of Robert E. Cauley, Chief Executive Officer and President of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of George H. Haas, IV, Chief Financial Officer of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of Robert E. Cauley, Chief Executive Officer and President of the Registrant, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
32.2	Certification of George H. Haas, IV, Chief Financial Officer of the Registrant, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**

Exhibit 101.INS XBRL	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.***
Exhibit 101.SCH XBRL	Taxonomy Extension Schema Document ***
Exhibit 101.CAL XBRL	Taxonomy Extension Calculation Linkbase Document***
Exhibit 101.DEF XBRL	Additional Taxonomy Extension Definition Linkbase Document Created***
Exhibit 101.LAB XBRL	Taxonomy Extension Label Linkbase Document ***
Exhibit 101.PRE XBRL	Taxonomy Extension Presentation Linkbase Document ***
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

** Furnished herewith.

*** Submitted electronically herewith.

† Management contract or compensatory plan.

Signatures

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

Orchid Island Capital, Inc
Registrant

Date:	April 29, 2022	By:	/s/ Robert E. Cauley
			Robert E. Cauley Chief Executive Officer, President and Chairman of the Board (Principal Executive Officer)
Date:	April 29, 2022	By:	/s/ George H. Haas, IV
			George H. Haas, IV Secretary, Chief Financial Officer, Chief Investment Officer and Director (Principal Financial and Accounting Officer)

Exhibit 10.1

ORCHID ISLAND CAPITAL, INC.

2022 LONG-TERM EQUITY INCENTIVE COMPENSATION PLAN

This 2022 Long-Term Equity Incentive Compensation Plan (the “2022 Plan”) sets forth terms and conditions on which equity awards may be made by Orchid Island Capital, Inc. (the “Company”).

All employees of Bimini Advisors, LLC, which is the Company’s external manager (the “Manager”), and employees of entities affiliated with the Manager (collectively, the “Employees”) are eligible to participate in the 2022 Plan. Members of our Manager’s and its affiliates’ senior management team also serve as the Company’s executive officers, including the Company’s Chief Executive Officer and Chief Financial Officer. All of the Employees are referred to as “Participants.” Being a Participant does not entitle the individual to an award under the 2022 Plan. The Compensation Committee of the Board of Directors of the Company (the “Committee”) will have absolute sole discretion over all aspects of the 2022 Plan, including but not limited to the ability to reduce the amount of any bonus award or the size of the bonus pool even if the performance objectives and other terms of the 2022 Plan are satisfied and to adjust the Company’s book value for purposes of the 2022 Plan due to dilutive issuances of the Company’s common stock.

Participants will be eligible to earn awards under the 2022 Plan for performance over the next one-year, three-year and five-year periods. A bonus pool will be established under the 2022 Plan for each of the one-, three- and five-year measurement periods. The amount credited to the bonus pool will be based on the Company’s performance under each of the three performance criteria (which are described below) of the 2022 Plan for each of the three measurement periods. The Committee, in its discretion, will determine each Participant’s award (*i.e.*, the percentage of the bonus pool paid to each Participant).

The maximum amount that may be credited to the bonus pool for each measurement period will equal the average management fees paid by the Company to the Manager (pursuant to the terms of the management agreement between the Company and the Manager) for such period multiplied by the applicable percentage described in the table below. Under the 2022 Plan, the maximum bonus pool for awards to be issued for performance during (i) the one-year measurement period will equal 20% of the average monthly management fee earned during 2022 multiplied by 12, (ii) the three-year measurement period will equal 35% of the average annual management fee paid for 2022 through 2024 and (iii) for the five-year measurement period will equal 45% of the average annual management fee paid for 2022 through 2026.

As noted above, the amount credited to the bonus pool for each measurement period will reflect the Company’s performance measured against the three performance criteria described below. The table below illustrates the maximum amount that may be credited to the bonus pool for each measurement period (as a percentage of the average management fees for the applicable period). The table also shows the amount that may be credited to the bonus pool for each measurement period (also as a percentage of the average management fees for the applicable period) for achievement of objectives with respect to each of the performance criteria. For example, the maximum amount that may be credited to the bonus pool for the three-year measurement period based on Agency RMBS rate (as defined below) relative performance is 10.50% of the average management fees paid for 2022 through 2024.

	1-year	3-year	5-year
Peer-relative financial performance	9.00%	15.75%	20.25%
Agency RMBS rate relative performance	6.00%	10.50%	13.50%
Peer-relative book value performance	5.00%	8.75%	11.25%
Total for Measurement Period	20.00%	35.00%	45.00%

The Committee established the following performance measures and the performance thresholds that must be satisfied for awards to be earned under the 2022 Plan.

Peer-Relative Financial Performance. No amount will be earned for this performance measure unless the Company's financial performance for the applicable measurement period exceeds the mean of the financial performance of the companies in the Peer Group (defined below) for the applicable measurement period. The financial performance of the Company and those in the Peer Group will equal the sum of total dividends paid during the measurement period and the change in book value during the measurement period divided by the book value on the first day of the applicable measurement period. The "Peer Group" consists of the following companies: AGNC Investment Corp., Annaly Capital Management, Inc., Arlington Asset Investment Corp., ARMOUR Residential REIT, Inc., Cherry Hill Mortgage Investment Corporation, Dynex Capital, Inc. and Invesco Mortgage Capital Inc. In the event that a company in the Peer Group merges with another entity, sells all or a significant portion of its business, dissolves, liquidates or the Committee determines that a company has substantially changed its business in such a way that it no longer conducts a similar business to the Company's business, then such company will be removed from the Peer Group for the measurement period(s) when such event occurs.

Agency RMBS Rate Relative Performance. The Company's performance under this performance measure will equal the sum of the change in book value during the applicable measurement period and total dividends paid during the measurement period. No amount will be earned for this performance measure unless the Company's performance as calculated in the preceding sentence for the applicable measurement period exceeds the Agency RMBS rate multiplied by the number of years in the measurement period. The "Agency RMBS rate" will equal the yield on the Fannie Mae 30-year fixed rate current coupon mortgage as of the beginning of 2022 of 2.067% (determined by averaging the rate as of the last business day of 2021 and the first business day of 2022) plus 400 bps, or 6.067%.

Peer-Relative Book Value Performance. No amount will be earned for this performance measure unless the Company's change in book value for the applicable measurement period (calculated in accordance with the following sentence) exceeds the mean change in book value for the companies in the Peer Group. The change in book value for the Company and those in the Peer Group will be determined by subtracting the book value on the first day of the measurement period from the book value on the last day in the measurement period, with such amount divided by the book value on the first day of the measurement period.

If the Company's results for a performance measure equal or are less than the threshold for a measurement period, no amount will be added to the bonus pool for the measurement period with respect to that measurement criterion. The table below details the amounts by which the Company's performance must exceed the threshold performance measures described above for the maximum bonus award to be added to the bonus pool. Linear interpolation will be used for results falling between the threshold and the result that must be achieved to earn the maximum award.

	1-year	3-year	5-year
Peer-relative financial performance	Threshold + 5.0%	Threshold + 10.0%	Threshold + 15.0%
Agency RMBS rate relative performance	Threshold + 5.0%	Threshold + 10.0%	Threshold + 15.0%
Peer-relative book value performance	Threshold + 2.0%	Threshold + 4.0%	Threshold + 6.0%

Awards for these three measurement periods will be paid no later than March 30 of the year
following the end of the relevant measurement period. The Committee anticipates that 50% of earned bonuses will be paid in unrestricted shares of the Company's common stock and 50% will be paid in the form of "Performance Units," all of which will be issued under the 2021 Equity Incentive Plan (the "2021 Plan"). The number of unrestricted shares of the Company's common stock and Performance Units to be issued in satisfaction of the earned bonuses will be determined by dividing the amount of such bonus by the average closing price of the Company's common stock on the New York Stock Exchange for the 10 trading days preceding the grant date of the common stock and Performance Units rounded to the nearest whole number. The Performance Units will vest at the rate of 10% per quarter commencing with the first quarter after the one year anniversary of the end of the applicable measurement period, with the Participant receiving one share of the Company's common stock for each Performance Unit that vests. The Participant must continue to be employed by the Company as of the end of each such quarter in order to vest in the number of Performance Units scheduled to vest on that date. In the event of a Change in Control (as defined in the 2021 Plan) or the death or disability of the Participant, all of his or her Performance Units will be vested. When vested, each Performance Unit will be settled by the issuance of one share of the Company's common stock, at which time the Performance Unit shall be cancelled immediately, but in no case later than March 30 of the year after the year in which the Performance Units vest.

The Performance Units will contain dividend equivalent rights which entitle the Participants to receive distributions declared by the Company on common stock. One Performance Unit is equivalent to one share of common stock for purposes of the dividend equivalent rights. Other than dividend equivalent rights, the Performance Units do not entitle the Participants to any of the rights of a stockholder of the Company.

The number of outstanding Performance Units will be subject to the following adjustments prior to the date on which such Performance Unit vests:

Book Value Impairment. A “Book Value Impairment” will occur if over any two consecutive quarters the following conditions are satisfied: (i) the Company’s book value per share declines by 15% or more during the first of such two quarters and (ii) the Company’s book value per share decline from the beginning of such two quarters to the end of such two quarters is at least 10%. If a Book Value Impairment occurs, then the number of Performance Units that are outstanding as of the last day of such two quarter period shall be reduced by 15%.

Extraordinary Book Value Preservation. “Extraordinary Book Value Preservation” will occur in any quarter in which the following conditions are satisfied: (i) the median change in the book value per share of the companies in the Peer Group (the “Median Book Value Decline”) is a decline of 6% or more and (ii) the Company’s book value per share either (a) increases or (b) declines by a percentage that is less than 50% of the Median Book Value Decline. If an event of Extraordinary Book Value Preservation occurs, then the number of Performance Units that are outstanding as of the last day of the quarter in which the Extraordinary Book Value Preservation has occurred shall be increased by 5 basis points for every 1 basis point of difference between the Company’s book value per share percentage change and the Median Book Value Decline during such quarter.

Outperform All Peer Companies. The Company will “Outperform All Peer Companies” in any quarter in which the following conditions are satisfied: (i) the companies in the Peer Group all experience a decline in book value per share and (ii) the Company’s book value per share either (a) increases or (b) declines by an amount that is less than the decline experienced by each company in the Peer Group. If the Company Outperforms All Peer Companies in any quarter, then the number of Performance Units that are outstanding as of the last day of such quarter shall increase by 10%.

The Committee anticipates adopting similar plans for future years with modifications to the performance measures and hurdle rates as the Committee deems appropriate.

Exhibit 31.1

CERTIFICATIONS

I, Robert E. Cauley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Orchid Island Capital, Inc. (the "registrant");

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

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

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

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

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

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

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

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

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

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

Date: April 29, 2022

/s/ Robert E. Cauley

Robert E. Cauley

Chairman of the Board, Chief Executive Officer and President

Exhibit 31.2

CERTIFICATIONS

I, George H. Haas, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Orchid Island Capital, Inc. (the "registrant");

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

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

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

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

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

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

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

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

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

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

Date: April 29, 2022

/s/ George H. Haas, IV

George H. Haas, IV
Chief Financial Officer

Exhibit 32.1

CERTIFICATION
PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

In connection with the quarterly report on Form 10-Q of Orchid Island Capital, Inc. (the “Company”) for the period ended March 31, 2022 to be filed with the Securities and Exchange Commission on or about the date hereof (the ”Report”), I, Robert E. Cauley, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

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

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates of, and for the periods covered by, the Report.

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

April 29, 2022	/s/ Robert E. Cauley
	Robert E. Cauley, Chairman of the Board and Chief Executive Officer

Exhibit 32.2

CERTIFICATION
PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

In connection with the quarterly report on Form 10-Q of Orchid Island Capital, Inc. (the “Company”) for the period ended March 31, 2022 to be filed with the Securities and Exchange Commission on or about the date hereof (the ”Report”), I, George H. Haas, Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

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

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates of, and for the periods covered by, the Report.

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

April 29, 2022	/s/ George H. Haas, IV
	George H. Haas, IV
	Chief Financial Officer