BIMINI CAPITAL MANAGEMENT, INC.
Form 10-Q
August 08, 2017

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

FORM 10 Q

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

For the quarterly period ended June 30, 2017

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

For the transition period from __________ to ___________

Commission File Number: 001-32171

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

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

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer,"

"accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. Check one:

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

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

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

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

Title of each Class	Latest Practicable Date	Shares Outstanding
Class A Common Stock, $0.001 par value	August 8, 2017	12,631,627
Class B Common Stock, $0.001 par value	August 8, 2017	31,938
Class C Common Stock, $0.001 par value	August 8, 2017	31,938

BIMINI CAPITAL MANAGEMENT, INC.

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PART I. FINANCIAL INFORMATION
ITEM 1. CONDENSED FINANCIAL STATEMENTS

BIMINI CAPITAL MANAGEMENT, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	(Unaudited) June 30, 2017	December 31, 2016
ASSETS:		
Mortgage-backed securities, at fair value		
Pledged to counterparties	$141,900,146	$129,582,386
Unpledged	582,829	719,603
Total mortgage-backed securities	142,482,975	130,301,989
Cash and cash equivalents	6,398,651	4,429,459
Restricted cash	588,620	1,221,978
Orchid Island Capital, Inc. common stock, at fair value	14,987,555	15,108,240
Retained interests in securitizations	644,128	1,113,736
Accrued interest receivable	541,201	512,760
Property and equipment, net	3,378,086	3,407,040
Deferred tax assets, net	63,596,315	63,833,063
Other assets	2,861,511	2,942,139
Total Assets	$235,479,042	$222,870,404
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES:		
Repurchase agreements	$134,632,521	$121,827,586
Junior subordinated notes due to Bimini Capital Trust II	26,804,440	26,804,440
Accrued interest payable	120,968	114,199
Other liabilities	1,324,713	1,977,281
Total Liabilities	162,882,642	150,723,506
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Preferred stock, $0.001 par value; 10,000,000 shares authorized; 100,000 shares designated Series A Junior Preferred Stock, 9,900,000 shares undesignated; no shares issued and outstanding as of June 30, 2017 and December 31, 2016	-	-
Class A Common stock, $0.001 par value; 98,000,000 shares designated: 12,631,627 shares issued and outstanding as of June 30, 2017 and December 31, 2016	12,632	12,632
Class B Common stock, $0.001 par value; 1,000,000 shares designated, 31,938 shares issued and outstanding as of June 30, 2017 and December 31, 2016	32	32
Class C Common stock, $0.001 par value; 1,000,000 shares designated, 31,938 shares issued and outstanding as of June 30, 2017 and December 31, 2016	32	32
Additional paid-in capital	334,865,181	334,850,838
Accumulated deficit	(262,281,477)	(262,716,636)
Stockholders' equity	72,596,400	72,146,898
Total Liabilities and Stockholders' Equity	$235,479,042	$222,870,404

See Notes to Consolidated Financial Statements

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BIMINI CAPITAL MANAGEMENT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
For the Six and Three Months Ended June 30, 2017 and 2016

	Six Months Ended June 30,		Three Months Ended June 30,	
	2017	2016	2017	2016
Interest income	$2,561,649	$1,842,540	$1,268,974	$1,025,076
Interest expense	(606,755)	(301,973)	(323,561)	(174,069)
Net interest income, before interest on junior subordinated notes	1,954,894	1,540,567	945,413	851,007
Interest expense on junior subordinated notes	(597,879)	(539,972)	(305,695)	(276,361)
Net interest income	1,357,015	1,000,595	639,718	574,646
Unrealized (losses) gains on mortgage-backed securities	(464,037)	(39,157)	(26,924)	249,087
Realized (losses) gains on mortgage-backed securities	(689)	250,973	-	19,126
Losses on derivative instruments	(810,013)	(2,057,475)	(831,513)	(757,613)
Net portfolio income (loss)	82,276	(845,064)	(218,719)	85,246
Other income:				
Advisory services	3,458,044	2,542,536	1,788,043	1,273,517
Gains on retained interests in securitizations	304,117	1,079,867	498,059	533,847
Unrealized (losses) gains on Orchid Island Capital, Inc. common stock	(1,324,920)	502,213	(197,605)	(111,603)
Orchid Island Capital, Inc. dividends	1,241,830	1,171,830	638,415	585,915
Other income	857	460	402	230
Total other income	3,679,928	5,296,906	2,727,314	2,281,906
Expenses:				
Compensation and related benefits	1,814,948	1,551,017	879,037	755,307
Directors' fees and liability insurance	333,100	311,075	165,925	155,538
Audit, legal and other professional fees	226,580	295,150	89,456	138,078
Administrative and other expenses	658,317	566,556	298,987	304,930
Total expenses	3,032,945	2,723,798	1,433,405	1,353,853
Net income before income tax provision	729,259	1,728,044	1,075,190	1,013,299
Income tax provision	294,100	680,355	425,816	411,601
Net income	$435,159	$1,047,689	$649,374	$601,698
Basic and Diluted Net Income Per Share of:				
CLASS A COMMON STOCK				
Basic and Diluted	$0.03	$0.08	$0.05	$0.05
CLASS B COMMON STOCK				
Basic and Diluted	$0.03	$0.08	$0.05	$0.05
Weighted Average Shares Outstanding:				
CLASS A COMMON STOCK				
Basic and Diluted	12,701,627	12,687,836	12,701,627	12,709,127

CLASS B COMMON STOCK				
Basic and Diluted	31,938	31,938	31,938	31,938

See Notes to Consolidated Financial Statements

BIMINI CAPITAL MANAGEMENT, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)
For the Six Months Ended June 30, 2017

	Stockholders' Equity			
	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Total
Balances, January 1, 2017	$ 12,696	$ 334,850,838	$ (262,716,636)	$ 72,146,898
Net income	-	-	435,159	435,159
Amortization of stock based compensation	-	14,343	-	14,343
Balances, June 30, 2017	$ 12,696	$ 334,865,181	$ (262,281,477)	$ 72,596,400

See Notes to Consolidated Financial Statements

BIMINI CAPITAL MANAGEMENT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
For the Six Months Ended June 30, 2017 and 2016

	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$435,159	$1,047,689
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Stock based compensation	14,343	209,536
Depreciation	39,253	43,988
Deferred income tax provision	236,748	531,878
Losses (gains) on mortgage-backed securities, net	464,726	(211,816)
Gains on retained interests in securitizations	(304,117)	(1,079,867)
Unrealized losses (gains) on Orchid Island Capital, Inc. common stock	1,324,920	(502,213)
Changes in operating assets and liabilities:		
Accrued interest receivable	(28,441)	(74,956)
Other assets	80,628	(220,035)
Accrued interest payable	6,769	35,022
Other liabilities	(652,568)	(887,770)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	1,617,420	(1,108,544)
CASH FLOWS FROM INVESTING ACTIVITIES:		
From mortgage-backed securities investments:		
Purchases	(19,219,818)	(74,459,950)
Sales	1,654,834	41,767,104
Principal repayments	4,919,272	6,055,058
Payments received on retained interests in securitizations	773,725	844,870
Purchases of property and equipment	(10,299)	-
Purchases of Orchid Island Capital, Inc. common stock	(1,204,235)	(1,859,277)
NET CASH USED IN INVESTING ACTIVITIES	(13,086,521)	(27,652,195)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from repurchase agreements	488,295,370	424,489,350
Principal repayments on repurchase agreements	(475,490,435)	(397,998,869)
NET CASH PROVIDED BY FINANCING ACTIVITIES	12,804,935	26,490,481
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	1,335,834	(2,270,258)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of the period	5,651,437	6,712,483
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of the period	$6,987,271	$4,442,225
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$1,197,865	$806,923
Income taxes	$209,916	$515,433

See Notes to Consolidated Financial Statements

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BIMINI CAPITAL MANAGEMENT, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
June 30, 2017

NOTE 1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization and Business Description

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

Consolidation

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

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

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six and three month periods ended June 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017.

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

Use of Estimates

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

Statement of Comprehensive Income

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

Cash and Cash Equivalents and Restricted Cash

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

(in thousands)

	June 30, 2017	December 31, 2016
Cash and cash equivalents	$6,398,651	$4,429,459
Restricted cash	588,620	1,221,978
Total cash, cash equivalents and restricted cash	$6,987,271	$5,651,437

The Company maintains cash balances at several banks, and at times, these balances may exceed federally insured limits. The Company has not experienced any losses related to these balances. The Federal Deposit Insurance Corporation insures eligible accounts up to $250,000 per depositor at each financial institution. At June 30, 2017, the Company's cash deposits exceeded federally insured limits by approximately $4.6 million. Restricted cash balances are uninsured, but are held in separate customer accounts that are segregated from the general funds of the counterparty. The Company limits uninsured balances to only large, well-known banks and derivative counterparties and believes that it is not exposed to significant credit risk on cash and cash equivalents or restricted cash balances.

Mortgage-Backed Securities

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

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

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

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

Orchid Island Capital, Inc. Common Stock

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

Advisory Services

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

Retained Interests in Securitizations

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

Derivative Financial Instruments

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

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

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

Financial Instruments

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

The estimated fair value of cash and cash equivalents, restricted cash, accrued interest receivable, other assets, repurchase agreements, accrued interest payable and other liabilities generally approximates their carrying value as of June 30, 2017 and December 31, 2016, due to the short-term nature of these financial instruments.

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

Property and Equipment, net

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

Repurchase Agreements

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

Share-Based Compensation

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

Earnings Per Share

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

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

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

Income Taxes

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

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

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

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

Recent Accounting Pronouncements

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

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

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

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

NOTE 2. MORTGAGE-BACKED SECURITIES

The following table presents the Company's MBS portfolio as of June 30, 2017 and December 31, 2016:

(in thousands)

	June 30, 2017	December 31, 2016
Pass-Through MBS:		
Fixed-rate Mortgages	$ 139,010	$ 124,299
Total Pass-Through MBS	139,010	124,299
Structured MBS:		
Interest-Only Securities	2,061	2,654
Inverse Interest-Only Securities	1,412	3,349
Total Structured MBS	3,473	6,003
Total	$ 142,483	$ 130,302

The following table summarizes the Company's MBS portfolio as of June 30, 2017 and December 31, 2016, according to the contractual maturities of the securities in the portfolio. Actual maturities of MBS investments are generally shorter than stated contractual maturities and are affected by the contractual lives of the underlying mortgages, periodic payments of principal, and prepayments of principal.

(in thousands)

	June 30, 2017	December 31, 2016
Greater than or equal to ten years	$ 142,483	$ 130,302
Total	$ 142,483	$ 130,302

NOTE 3. RETAINED INTERESTS IN SECURITIZATIONS

The following table summarizes the estimated fair value of the Company's retained interests in asset backed securities as of June 30, 2017 and December 31, 2016:

(in thousands)

Series	Issue Date	June 30, 2017	December 31, 2016
HMAC 2004-2	May 10, 2004	$ 17	$ 143
HMAC 2004-3	June 30, 2004	158	364
HMAC 2004-4	August 16, 2004	381	463
HMAC 2004-5	September 28, 2004	88	144
Total		$ 644	$ 1,114

NOTE 4. REPURCHASE AGREEMENTS

As of June 30, 2017, the Company had outstanding repurchase agreement obligations of approximately $134.6 million with a net weighted average borrowing rate of 1.32%. These agreements were collateralized by MBS with a fair value, including accrued interest, of approximately $142.4 million. As of December 31, 2016, the Company had outstanding repurchase agreement obligations of approximately $121.8 million with a net weighted average borrowing rate of 0.99%. These agreements were collateralized by MBS with a fair value, including accrued interest, of approximately $130.1 million.

As of June 30, 2017 and December 31, 2016, the Company's repurchase agreements had remaining maturities as summarized below:

($ in thousands)

	OVERNIGHT (1 DAY OR LESS)	BETWEEN 2 AND 30 DAYS	BETWEEN 31 AND 90 DAYS	GREATER THAN 90 DAYS	TOTAL
June 30, 2017					
Fair value of securities pledged, including accrued interest receivable	$ -	$ 80,613	$ 50,367	$ 11,441	$142,421
Repurchase agreement liabilities associated with these securities	$ -	$ 76,479	$ 47,283	$ 10,871	$134,633
Net weighted average borrowing rate	-	1.34 %	1.29 %	1.34 %	1.32 %
December 31, 2016					
Fair value of securities pledged, including accrued interest receivable	$ -	$ 71,565	$ 41,334	$ 17,172	$130,071
Repurchase agreement liabilities associated with these securities	$ -	$ 66,919	$ 38,733	$ 16,176	$121,828
Net weighted average borrowing rate	-	1.01 %	0.96 %	0.98 %	0.99 %

If, during the term of a repurchase agreement, a lender files for bankruptcy, the Company might experience difficulty recovering its pledged assets, which could result in an unsecured claim against the lender for the difference between the amount loaned to the Company plus interest due to the counterparty and the fair value of the collateral pledged to such lender, including the accrued interest receivable, and cash posted by the Company as collateral, if any. At June 30, 2017 and December 31, 2016, the Company had an aggregate amount at risk (the difference between the amount loaned to the Company, including interest payable, and the fair value of securities and cash pledged (if any), including accrued interest on such securities) with all counterparties of approximately $7.7 million and $8.4 million, respectively. The Company did not have an amount at risk with any individual counterparty greater than 10% of the Company's equity at June 30, 2017 or December 31, 2016.

NOTE 5. DERIVATIVE FINANCIAL INSTRUMENTS

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

As of June 30, 2017 and December 31, 2016, such instruments were comprised entirely of Eurodollar futures contracts. Eurodollar futures are cash settled futures contracts on an interest rate, with gains or losses credited or charged to the Company's account on a daily basis and reflected in earnings as they occur. A minimum balance, or "margin", is required to be maintained in the account on a daily basis. The Company is exposed to the changes in value of the futures by the amount of margin held by the broker. This margin represents the collateral the Company has posted for its open positions and is recorded on the consolidated balance sheets as part of restricted cash.

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The tables below present information related to the Company's Eurodollar futures positions at June 30, 2017 and December 31, 2016.

($ in thousands)
As of June 30, 2017

	Repurchase Agreement Funding Hedges			
Expiration Year	Average Contract Notional Amount	Weighted Average Entry Rate	Weighted Average Effective Rate	Open Equity(1)
2017	$60,000	1.49 %	1.42 %	$ (23)
2018	60,000	1.90 %	1.68 %	(134)
2019	60,000	2.32 %	1.95 %	(226)
2020	60,000	2.60 %	2.17 %	(261)
2021	60,000	2.80 %	2.37 %	(259)
Total / Weighted Average	$60,000	2.30 %	1.97 %	$ (903)

($ in thousands)
As of June 30, 2017

	Junior Subordinated Debt Funding Hedges			
Expiration Year	Average Contract Notional Amount	Weighted Average Entry Rate	Weighted Average Effective Rate	Open Equity(1)
2017	$26,000	2.08 %	1.42 %	$ (86)
2018	26,000	1.84 %	1.68 %	$ (43)
2019	26,000	1.63 %	1.95 %	$ 82
2020	26,000	1.95 %	2.17 %	$ 57
2021	26,000	2.22 %	2.37 %	$ 38
Total / Weighted Average	$26,000	1.93 %	1.97 %	$ 48

($ in thousands)
As of December 31, 2016

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

($ in thousands)
As of December 31, 2016

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

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

Losses From Derivative Instruments, Net

The table below presents the effect of the Company's derivative financial instruments on the consolidated statements of operations for the six and three months ended June 30, 2017 and 2016.

(in thousands)

	Six Months Ended June 30,		Three Months Ended June 30,	
	2017	2016	2017	2016
Eurodollar futures contracts (short positions)	$(810)	$(2,057)	$(831)	$(757)
Losses on derivative instruments	$(810)	$(2,057)	$(831)	$(757)

Credit Risk-Related Contingent Features

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

NOTE 6. PLEDGED ASSETS

Assets Pledged to Counterparties

The table below summarizes our assets pledged as collateral under our repurchase agreements and derivative agreements pledged related to securities sold but not yet settled, as of June 30, 2017 and December 31, 2016.

($ in thousands)
As of June 30, 2017

Assets Pledged to Counterparties	Repurchase Agreements	Derivative Agreements	Total
PT MBS - at fair value	$ 139,010	$ -	$ 139,010
Structured MBS - at fair value	2,890	-	2,890
Accrued interest on pledged securities	521	-	521
Cash	15	574	589
Total	$ 142,436	$ 574	$ 143,010

($ in thousands)
As of December 31, 2016

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

NOTE 7. OFFSETTING ASSETS AND LIABILITIES

The Company's derivatives and repurchase agreements are subject to underlying agreements with master netting or similar arrangements, which provide for the right of offset in the event of default or in the event of bankruptcy of either party to the transactions. The Company reports its assets and liabilities subject to these arrangements on a gross basis. The following table presents information regarding those assets and liabilities subject to such arrangements as if the Company had presented them on a net basis as of June 30, 2017 and December 31, 2016.

(in thousands)
Offsetting of Liabilities

				Gross Amount Not Offset in the Consolidated Balance Sheet		
	Gross Amount of Recognized Liabilities	Gross Amount Offset in the Consolidated Balance Sheet	Net Amount of Liabilities Presented in the Consolidated Balance Sheet	Financial Instruments Posted as Collateral	Cash Posted as Collateral	Net Amount
June 30, 2017						

Repurchase Agreements	$ 134,633	$ -	$ 134,633	$(134,618)	$ (15)	$ -
December 31, 2016						
Repurchase Agreements	$ 121,828	$ -	$ 121,828	$(121,372)	$ (456)	$ -

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

NOTE 8. TRUST PREFERRED SECURITIES

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

As of June 30, 2017 and December 31, 2016, the outstanding principal balance on the junior subordinated debt securities owed to BCTII was $26.8 million. The BCTII trust preferred securities and Bimini Capital's BCTII Junior Subordinated Notes have a rate of interest that floats at a spread of 3.50% over the prevailing three-month LIBOR rate. As of June 30, 2017, the interest rate was 4.75%. The BCTII trust preferred securities and Bimini Capital's BCTII Junior Subordinated Notes require quarterly interest distributions and are redeemable at Bimini Capital's option, in whole or in part and without penalty. Bimini Capital's BCTII Junior Subordinated Notes are subordinate and junior in right of payment of all present and future senior indebtedness.

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

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

NOTE 9. COMMON STOCK

The table below presents information related to Bimini Capital's Class A Common Stock issued during the six and three months ended June 30, 2017 and 2016.

	Six Months Ended June 30,		Three Months Ended June 30,	
Shares Issued Related To:	2017	2016	2017	2016
Vested incentive plan shares	-	258,333	-	-
Total shares of Class A Common Stock issued	-	258,333	-	-

There were no issuances of Bimini Capital's Class B Common Stock and Class C Common Stock during the six months ended June 30, 2017 and 2016.

NOTE 10. STOCK INCENTIVE PLANS

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

Share Awards

During the three months ended March 31, 2016, the Compensation Committee of the Board of Directors of Bimini Capital (the "Committee") approved certain performance bonuses for members of management. These bonuses were awarded primarily in recognition of service in 2015. The bonuses consisted of cash of approximately $0.5 million and 258,333 fully vested shares of the Company's Class A Common Stock with an approximate value of $0.2 million, or $0.75 per share. The shares were issued under the 2011 Plan. For purposes of these bonuses, shares of the Company's common stock were valued based on the closing price of the Company's Class A Common Stock on January 15, 2016, the bonus date. The expense related to this bonus was accrued at December 31, 2015 and does not affect the results of operations for the six and three months ended June 30, 2016.

Performance Units

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

The following table presents the activity related to Performance Units during the six months ended June 30, 2017 and 2016:

($ in thousands, except per share data)

	Six Months Ended June 30,			
	2017		2016	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Unvested, beginning of period	70,000	$ 1.23	77,500	$ 1.22
Granted	-	-	-	-
Vested and issued	-	-	-	-
Unvested, end of period	70,000	$ 1.23	77,500	$ 1.22
Compensation expense during the period		$ 14		$ 16
Unrecognized compensation expense at period end		$ 25		$ 59
Weighted-average remaining vesting term (in years)		1.0		2.0
Intrinsic value of unvested shares at period end		$ 196		$ 107

NOTE 11. COMMITMENTS AND CONTINGENCIES

From time to time, the Company may become involved in various claims and legal actions arising in the ordinary course of business. Management is not aware of any significant reported or unreported contingencies at June 30, 2017.

NOTE 12. INCOME TAXES

The total income tax provision recorded for the six months ended June 30, 2017 and 2016 was $0.3 million and $0.7 million, respectively, on consolidated pre-tax book income of $0.7 million and $1.7 million in the six months ended June 30, 2017 and 2016, respectively. The total income tax provision recorded for the three months ended June 30, 2017 and 2016 was $0.4 million and $0.4 million, respectively, on consolidated pre-tax book income of $1.1 million and $1.0 million in the three months ended June 30, 2017 and 2016, respectively.

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

NOTE 13. EARNINGS PER SHARE

Shares of Class B common stock, participating and convertible into Class A common stock, are entitled to receive dividends in an amount equal to the dividends declared on each share of Class A common stock if, and when, authorized and declared by the Board of Directors. Following the provisions of FASB ASC 260, the Class B common stock is included in the computation of basic EPS using the two-class method, and consequently is presented separately from Class A common stock. Shares of Class B common stock are not included in the computation of diluted Class A EPS as the conditions for conversion to Class A common stock were not met at June 30, 2017 and 2016.

Shares of Class C common stock are not included in the basic EPS computation as these shares do not have participation rights. Shares of Class C common stock are not included in the computation of diluted Class A EPS as the conditions for conversion to Class A common stock were not met at June 30, 2017 and 2016.

The Company has dividend eligible stock incentive plan shares that were outstanding during the six and three months ended June 30, 2017. The basic and diluted per share computations include these unvested incentive plan shares if there is income available to Class A common stock, as they have dividend participation rights. The stock incentive plan shares have no contractual obligation to share in losses. Because there is no such obligation, the incentive plan shares are not included in the basic and diluted EPS computations when no income is available to Class A common stock even though they are considered participating securities.

The table below reconciles the numerator and denominator of EPS for the six and three months ended June 30, 2017 and 2016.

(in thousands, except per-share information)

	Six Months Ended June 30,		Three Months Ended June 30,	
	2017	2016	2017	2016
Basic and diluted EPS per Class A common share:				
Income attributable to Class A common shares:				
Basic and diluted	$434	$1,045	$647	$600
Weighted average common shares:				
Class A common shares outstanding at the balance sheet date	12,632	12,632	12,632	12,632
Unvested dividend-eligible stock incentive plan shares outstanding at the balance sheet date	70	78	70	78
Effect of weighting	-	(22)	-	(1)
Weighted average shares-basic and diluted	12,702	12,688	12,702	12,709
Income per Class A common share:				
Basic and diluted	$0.03	$0.08	$0.05	$0.05

(in thousands, except per-share information)

	Six Months Ended June 30,		Three Months Ended June 30,	
	2017	2016	2017	2016
Basic and diluted EPS per Class B common share:				
Income attributable to Class B common shares:				
Basic and diluted	$1	$3	$2	$2
Weighted average common shares:				
Class B common shares outstanding at the balance sheet date	32	32	32	32
Weighted average shares-basic and diluted	32	32	32	32
Income per Class B common share:				
Basic and diluted	$0.03	$0.08	$0.05	$0.05

NOTE 14. FAIR VALUE

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

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

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

MBS, Orchid common stock, retained interests and futures contracts were all recorded at fair value on a recurring basis during the six and three months ended June 30, 2017 and 2016. When determining fair value measurements, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset. When possible, the Company looks to active and observable markets to price identical assets. When identical assets are not traded in active markets, the Company looks to market observable data for similar assets. Fair value measurements for the retained interests are generated by a model that requires management to make a significant number of assumptions.

The following table presents financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2017 and December 31, 2016:

(in thousands)

	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2017				
Mortgage-backed securities	$ 142,483	$ -	$ 142,483	$ -
Margin posted on derivative agreements	574	574	-	-
Orchid Island Capital, Inc. common stock	14,988	14,988	-	-
Retained interests	644	-	-	644
December 31, 2016				
Mortgage-backed securities	$ 130,302	$ -	$ 130,302	$ -
Margin posted on derivative agreements	766	766	-	-
Orchid Island Capital, Inc. common stock	15,108	15,108	-	-
Retained interests	1,114	-	-	1,114

The following table illustrates a roll forward for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the six months ended June 30, 2017 and 2016:

(in thousands)

	Retained Interests Six Months Ended June 30,	
	2017	2016
Balances, January 1	$ 1,114	$ 1,124
Gain included in earnings	304	1,080
Collections	(774)	(845)
Balances, June 30	$ 644	$ 1,359

During the six months ended June 30, 2017 and 2016, there were no transfers of financial assets or liabilities between levels 1, 2 or 3.

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

The following table summarizes the significant quantitative information about our level 3 fair value measurements as of June 30, 2017.

Retained interests fair value (in thousands)			$644
Prepayment Assumption		CPR Range (Weighted Average)	
Constant Prepayment Rate		10% (10 %)	
Default Assumptions	Probability of Default	Severity (Weighted Average)	Range Of Loss Timing
Real Estate Owned	100 %	33.5 %	Next 10 Months
Loans in Foreclosure	100 %	33.5 %	Month 4 - 13
Loans 90 Day Delinquent	100 %	45 %	Month 11-28
Loans 60 Day Delinquent	85 %	45 %	Month 11-28
Loans 30 Day Delinquent	75 %	45 %	Month 11-28
Current Loans	2.8 %	45 %	Month 29 and Beyond
Cash Flow Recognition	Valuation Technique	Remaining Life Range (Weighted Average)	Discount Rate Range (Weighted Average)
Nominal Cash Flows	Discounted Cash Flow	12.2 - 15.6 (12.9)	27.50% (27.50 %)
Discounted Cash Flows	Discounted Cash Flow	1.3 - 15.2 (2.5)	27.50% (27.50 %)

NOTE 15. RELATED PARTY TRANSACTIONS

Management Agreement

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

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

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

The following table summarizes the advisory services revenue from Orchid for the six and three months ended June 30, 2017 and 2016.

(in thousands)

	Six Months Ended June 30,		Three Months Ended June 30,	
	2017	2016	2017	2016
Management fee	$2,702	$1,916	$1,400	$945
Allocated overhead	756	626	388	329
Total	$3,458	$2,542	$1,788	$1,274

At June 30, 2017 and December 31, 2016, the net amount due from Orchid was approximately $0.7 million and $0.6 million, respectively, and such amounts are included in "other assets" in the consolidated balance sheets. Orchid accrued cash and equity compensation payable to officers and employees of Bimini of $0.2 million and $0.2 million during the six and three months ended June 30, 2017, respectively and $0.4 million and $0.2 million during the six and three months ended June 30, 2016, respectively. This compensation is not included in the consolidated statements of operations.

Other Relationships with Orchid

At June 30, 2017 and December 31, 2016, the Company owned 1,520,036 and 1,395,036 shares of Orchid common stock, respectively, representing approximately 3.4% and 4.2% of the outstanding shares, respectively. The Company received dividends on this common stock investment of approximately $1.2 million and $0.6 million during the six and three months ended June 30, 2017, respectively, and approximately $1.2 million and $0.6 million during the six and three months ended June 30, 2016, respectively.

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

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

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

Overview

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

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

Factors that Affect our Results of Operations and Financial Condition

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

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

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

- our degree of leverage;
- our access to funding and borrowing capacity;
- our borrowing costs;
- our hedging activities;
- the market value of our investments;
- the requirements to qualify for a registration exemption under the Investment Company Act;

- our ability to use net operating loss carryforwards and net capital loss carryforwards to reduce our taxable income;
- the impact of possible future changes in tax laws; and
- our ability to manage the portfolio of Orchid and maintain our role as manager.

Results of Operations

Described below are the Company's results of operations for the six and three months ended June 30, 2017, as compared to the six and three months ended June 30, 2016.

Net Income Summary

Consolidated net income for the six months ended June 30, 2017 was $0.4 million, or $0.03 basic and diluted income per share of Class A Common Stock, as compared to consolidated net income of $1.0 million, or $0.08 basic and diluted income per share of Class A Common Stock, for the six months ended June 30, 2016.

Consolidated net income for the three months ended June 30, 2017 was $0.6 million, or $0.05 basic and diluted income per share of Class A Common Stock, as compared to consolidated net income of $0.6 million, or $0.05 basic and diluted income per share of Class A Common Stock, for the three months ended June 30, 2016.

The components of net income for the six and three months ended June 30, 2017 and 2016, along with the changes in those components are presented in the table below:

(in thousands)

	Six Months Ended June 30,			Three Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Net portfolio interest	$ 1,955	$ 1,541	$ 414	$ 945	$ 851	$ 94
Interest expense on junior subordinated notes	(598)	(540)	(58)	(306)	(276)	(30)
Losses on MBS and derivative instruments	(1,275)	(1,846)	571	(858)	(490)	(368)
Net portfolio income (loss)	82	(845)	927	(219)	85	(304)
Other income	3,680	5,297	(1,617)	2,727	2,282	445
Expenses, including income taxes	(3,327)	(3,404)	77	(1,859)	(1,765)	(94)
Net income	$ 435	$ 1,048	$ (613)	$ 649	$ 602	$ 47

GAAP and Non-GAAP Reconciliation

Economic Interest Expense and Economic Net Interest Income

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

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

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

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

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

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

Three Months Ended	Repurchase Agreements	Junior Subordinated Debt	Total
June 30, 2017	$ (581)	$ (251)	$ (832)
March 31, 2017	15	7	22
December 31, 2016	496	1,037	1,533
September 30, 2016	326	182	508
June 30, 2016	(353)	(404)	(757)
March 31, 2016	(787)	(513)	(1,300)

(in thousands)

Six Months Ended	Repurchase Agreements	Junior Subordinated Debt	Total
June 30, 2017	$ (566)	$ (244)	$ (810)
June 30, 2016	(1,140)	(917)	(2,057)

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

Three Months Ended	Repurchase Agreements	Junior Subordinated Debt	Total
June 30, 2017	$ (152)	$ (37)	$ (189)
March 31, 2017	(116)	(60)	(176)
December 31, 2016	(122)	(57)	(179)
September 30, 2016	(92)	(55)	(147)
June 30, 2016	(60)	(77)	(137)
March 31, 2016	(45)	(80)	(125)

(in thousands)

Six Months Ended	Repurchase Agreements	Junior Subordinated Debt	Total
June 30, 2017	$ (268)	$ (97)	$ (365)
June 30, 2016	(105)	(157)	(262)

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

Three Months Ended	Repurchase Agreements	Junior Subordinated Debt	Total
June 30, 2017	$ (429)	$ (214)	$ (643)
March 31, 2017	131	67	198
December 31, 2016	618	1,094	1,712
September 30, 2016	418	237	655
June 30, 2016	(293)	(327)	(620)
March 31, 2016	(742)	(433)	(1,175)

(in thousands)

Six Months Ended	Repurchase Agreements	Junior Subordinated Debt	Total
June 30, 2017	$ (298)	$ (147)	$ (445)
June 30, 2016	(1,035)	(760)	(1,795)

Economic Net Portfolio Interest Income
(in thousands)

		Interest Expense on Repurchase Agreements			Net Portfolio Interest Income	
Three Months Ended	Interest Income	GAAP Basis	Effect of Non-GAAP Hedges[1]	Economic Basis[2]	GAAP Basis	Economic Basis[3]
June 30, 2017	$1,269	$324	$ (152)	$ 476	$945	$ 793
March 31, 2017	1,293	283	(116)	399	1,010	894
December 31, 2016	1,285	251	(122)	373	1,034	912
September 30, 2016	1,108	195	(92)	287	913	821
June 30, 2016	1,025	174	(60)	234	851	791
March 31, 2016	817	127	(45)	172	690	645

(in thousands)

		Interest Expense on Repurchase Agreements			Net Portfolio Interest Income	
Six Months Ended	Interest Income	GAAP Basis	Effect of Non-GAAP Hedges[1]	Economic Basis[2]	GAAP Basis	Economic Basis[3]
June 30, 2017	$2,562	$607	$ (268)	$ 875	$1,955	$ 1,687
June 30, 2016	1,842	301	(105)	406	1,541	1,436

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

Economic Net Interest Income
(in thousands)

	Net Portfolio Interest Income		Interest Expense on Junior Subordinated Notes			Net Interest Income	
Three Months Ended	GAAP Basis	Economic Basis[1]	GAAP Basis	Effect of Non-GAAP Hedges[2]	Economic Basis[3]	GAAP Basis	Economic Basis[4]
June 30, 2017	$945	$ 793	$306	$ (37)	$ 343	$639	$ 450
March 31, 2017	1,010	894	292	(60)	352	718	542
December 31, 2016	1,034	912	291	(57)	348	743	564
September 30, 2016	913	821	278	(55)	333	635	488
June 30, 2016	851	791	276	(77)	353	575	438
March 31, 2016	690	645	264	(80)	344	426	301

(in thousands)

Net Portfolio Interest Income		Interest Expense on Junior Subordinated Notes			Net Interest Income	
GAAP	Economic	GAAP	Effect of Non-GAAP	Economic	GAAP	Economic

Six Months Ended	Basis	Basis(1)	Basis	Hedges(2)	Basis(3)	Basis	Basis(4)
June 30, 2017	$1,955	$ 1,687	$598	$ (97)	$ 695	$1,357	$ 992
June 30, 2016	1,541	1,436	540	(157)	697	1,001	739

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

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

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

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

Net Portfolio Income

During the six months ended June 30, 2017, the Company generated $2.0 million of net portfolio interest income, consisting of $2.6 million of interest income from MBS assets offset by $0.6 million of interest expense on repurchase liabilities. For the comparable period ended June 30, 2016, the Company generated $1.5 million of net portfolio interest income, consisting of $1.8 million of interest income from MBS assets offset by $0.3 million of interest expense on repurchase liabilities.

The Company's economic interest expense on repurchase liabilities for the six months ended June 30, 2017 and 2016 was $0.9 million and $0.4 million, respectively, resulting in $1.7 million and $1.4 million of economic net portfolio interest income, respectively.

During the three months ended June 30, 2017, the Company generated $0.9 million of net portfolio interest income, consisting of $1.2 million of interest income from MBS assets offset by $0.3 million of interest expense on repurchase liabilities. For the three months ended June 30, 2016, the Company generated $0.8 million of net portfolio interest income, consisting of $1.0 million of interest income from MBS assets offset by $0.2 million of interest expense on repurchase liabilities.

The Company's economic interest expense on repurchase liabilities for the three months ended June 30, 2017 and 2016 was $0.5 million and $0.2 million, respectively, resulting in $0.8 million and $0.8 million of economic net portfolio interest income, respectively.

The tables below provide consolidated information on our portfolio average balances, interest income, yield on assets, average repurchase agreement balances, interest expense, cost of funds, net interest income and net interest rate spread for the six months ended June 30, 2017 and 2016 and each quarter in 2017 and 2016 on both a GAAP and economic basis.

($ in thousands)

					Interest Expense		Average Cost of Funds	
Three Months Ended	Average MBS Held[(1)]	Interest Income[(2)]	Yield on Average MBS	Average Repurchase Agreements[(1)]	GAAP Basis	Economic Basis[(2)]	GAAP Basis	Economic Basis[(3)]
June 30, 2017	$134,188	$ 1,269	3.78 %	$ 126,341	$324	$ 476	1.02%	1.51 %
March 31, 2017	128,098	1,293	4.04 %	119,938	283	399	0.94%	1.33 %
December 31, 2016	131,952	1,285	3.89 %	123,909	251	373	0.81%	1.20 %
September 30, 2016	122,220	1,108	3.63 %	114,858	195	287	0.68%	1.00 %
June 30, 2016	110,017	1,025	3.73 %	103,259	174	234	0.67%	0.91 %
March 31, 2016	96,592	817	3.39 %	90,014	127	172	0.57%	0.77 %

($ in thousands)

					Interest Expense		Average Cost of Funds	
Six Months Ended	Average MBS Held[(1)]	Interest Income[(2)]	Yield on Average MBS	Average Repurchase Agreements[(1)]	GAAP Basis	Economic Basis[(2)]	GAAP Basis	Economic Basis[(3)]
June 30, 2017	$131,143	$ 2,562	3.91 %	$ 123,140	$607	$ 875	0.99%	1.42 %
June 30, 2016	103,305	1,842	3.57 %	96,637	301	406	0.62%	0.84 %

($ in thousands)

	Net Portfolio Interest Income		Net Portfolio Interest Spread		
	GAAP	Economic	GAAP	Economic	
Three Months Ended	Basis	Basis(2)	Basis	Basis(4)	
June 30, 2017	$945	$ 793	2.76%	2.27	%
March 31, 2017	1,010	894	3.10%	2.71	%
December 31, 2016	1,034	912	3.08%	2.69	%
September 30, 2016	913	821	2.95%	2.63	%
June 30, 2016	851	791	3.06%	2.82	%
March 31, 2016	690	645	2.82%	2.62	%

($ in thousands)

	Net Portfolio Interest Income		Net Portfolio Interest Spread		
	GAAP	Economic	GAAP	Economic	
Six Months Ended	Basis	Basis(2)	Basis	Basis(4)	
June 30, 2017	$1,955	$ 1,687	2.92%	2.49	%
June 30, 2016	1,541	1,436	2.95%	2.73	%

(1) Portfolio yields and costs of borrowings presented in the tables above and the tables on pages 30 and 31 are calculated based on the average balances of the underlying investment portfolio/repurchase agreement 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 tables above and the tables on page 31 include the effect of derivative instrument hedges for only the period presented.

(3) Represents interest cost of our borrowings and the effect of derivative instrument hedges attributed to the period related to hedging activities divided by average MBS.

(4) Economic net interest spread is calculated by subtracting average economic cost of funds from yield on average MBS.

Interest Income and Average Earning Asset Yield

Interest income for the Company was $2.6 million for the six months ended June 30, 2017 and $1.8 million for the six months ended June 30, 2016. Average MBS holdings were $131.1 million and $103.3 million for the six months ended June 30, 2017 and 2016, respectively. The $0.8 million increase in interest income was due to combination of a 34 basis point increase in yields and a $27.8 million increase in average MBS holdings.

Interest income for the Company was $1.2 million for the three months ended June 30, 2017 and $1.0 million for the three months ended June 30, 2016. Average MBS holdings were $134.2 million and $110.0 million for the three months ended June 30, 2017 and 2016, respectively. The $0.2 million increase in interest income was due to combination of a 5 basis point increase in yields and a $24.2 million increase in average MBS holdings.

The tables below present the consolidated average portfolio size, income and yields of our respective sub-portfolios, consisting of structured MBS and PT MBS, for the six months ended June 30, 2017 and 2016, and for each quarter during 2017 and 2016.

($ in thousands)

	Average MBS Held			Interest Income			Realized Yield on Average MBS		
	PT	Structured		PT	Structured		PT	Structured	
Three Months Ended	MBS	MBS	Total	MBS	MBS	Total	MBS	MBS	Total
June 30, 2017	$130,519	$ 3,669	$134,188	$1,220	$ 49	$1,269	3.74%	5.33 %	3.78%
March 31, 2017	123,163	4,935	128,098	1,210	83	1,293	3.93%	6.67 %	4.04%
December 31, 2016	127,627	4,325	131,952	1,238	47	1,285	3.88%	4.32 %	3.89%
September 30, 2016	119,411	2,809	122,220	1,092	16	1,108	3.66%	2.19 %	3.63%
June 30, 2016	106,653	3,364	110,017	1,008	17	1,025	3.78%	2.05 %	3.73%
March 31, 2016	92,365	4,227	96,592	783	34	817	3.39%	3.25 %	3.39%

($ in thousands)

	Average MBS Held			Interest Income			Realized Yield on Average MBS		
	PT	Structured		PT	Structured		PT	Structured	
Six Months Ended	MBS	MBS	Total	MBS	MBS	Total	MBS	MBS	Total
June 30, 2017	$126,841	$ 4,302	$131,143	$2,430	$ 132	$2,562	3.83%	6.10 %	3.91%
June 30, 2016	99,509	3,796	103,305	1,791	51	1,842	3.60%	2.72 %	3.57%

Interest Expense on Repurchase Agreements and the Cost of Funds

Average outstanding balances under repurchase agreements for the Company were $123.1 million and $96.6 million, generating interest expense of $0.6 million and $0.3 million for the six months ended June 30, 2017 and 2016, respectively. Our average cost of funds was 0.99% and 0.62% for six months ended June 30, 2017 and 2016, respectively. There was a 37 basis point increase in the average cost of funds and a $26.5 million increase in average outstanding repurchase agreements during the six months ended June 30, 2017, compared to the six months ended June 30, 2016.

The Company's economic interest expense was $0.9 million and $0.4 million for the six months ended June 30, 2017 and 2016, respectively. There was a 58 basis point increase in the average economic cost of funds to 1.42% for the six months ended June 30, 2017 from 0.84% for the six months ended June 30, 2016. The $0.5 million increase in economic interest expense was due to the $26.5 million increase in average outstanding repurchase agreements during the six months ended June 30, 2017, combined with the negative performance of our derivative agreements attributed to the current period.

Average outstanding balances under repurchase agreements for the Company were $126.3 million and $103.3 million, generating interest expense of $0.3 million and $0.2 million for the three months ended June 30, 2017 and 2016, respectively. Our average cost of funds was 1.02% and 0.67% for three months ended June 30, 2017 and 2016, respectively. There was a 35 basis point increase in the average cost of funds and a $23.1 million increase in average outstanding repurchase agreements during the three months ended June 30, 2017, compared to the three months ended June 30, 2016.

The Company's economic interest expense was $0.5 million and $0.2 million for the three months ended June 30, 2017 and 2016, respectively. There was a 60 basis point increase in the average economic cost of funds to 1.51% for the three months ended June 30, 2017 from 0.91% for the three months ended June 30, 2016. The $0.3 million increase in economic interest expense was due to the $23.1 million increase in average outstanding repurchase agreements during the three months ended June 30, 2017, combined with the negative performance of our derivative agreements attributed to the current period.

Because all of our repurchase agreements are short-term, changes in market rates directly affect our interest expense. The Company's average cost of funds calculated on a GAAP basis was 3 basis points below the average one-month LIBOR and 41 basis points below the average six-month LIBOR for the quarter ended June 30, 2017. The Company's average economic cost of funds was 46 basis points above the average one-month LIBOR and 8 basis points above the average six-month LIBOR for the quarter ended June 30, 2017. The average term to maturity of the outstanding repurchase agreements increased from 40 days at December 31, 2016 to 43 days at June 30, 2017.

The tables below present the consolidated average outstanding balances under our repurchase agreements, interest expense and average economic cost of funds, and average one-month and six-month LIBOR rates for the six months ended June 30, 2017 and 2016, and for each quarter in 2017 and 2016, on both a GAAP and economic basis.

($ in thousands)

	Average Balance of Repurchase Agreements	Interest Expense		Average Cost of Funds	
Three Months Ended		GAAP Basis	Economic Basis	GAAP Basis	Economic Basis
June 30, 2017	$ 126,341	$ 324	$ 476	1.02%	1.51%
March 31, 2017	119,938	283	399	0.94%	1.33%
December 31, 2016	123,909	251	373	0.81%	1.20%
September 30, 2016	114,858	195	287	0.68%	1.00%
June 30, 2016	103,259	174	234	0.67%	0.91%
March 31, 2016	90,014	127	172	0.57%	0.77%

($ in thousands)

	Average Balance of Repurchase Agreements	Interest Expense		Average Cost of Funds	
Six Months Ended		GAAP Basis	Economic Basis	GAAP Basis	Economic Basis
June 30, 2017	$ 123,140	$ 607	$ 875	0.99%	1.42%
June 30, 2016	96,637	301	406	0.62%	0.84%

	Average LIBOR		Average GAAP Cost of Funds Relative to Average		Average Economic Cost of Funds Relative to Average	
Three Months Ended	One-Month	Six-Month	One-Month LIBOR	Six-Month LIBOR	One-Month LIBOR	Six-Month LIBOR
June 30, 2017	1.05%	1.43%	(0.03)%	(0.41)%	0.46%	0.08%
March 31, 2017	0.82%	1.37%	0.12%	(0.43)%	0.51%	(0.04)%
December 31, 2016	0.62%	1.28%	0.19%	(0.47)%	0.58%	(0.08)%
September 30, 2016	0.49%	1.09%	0.19%	(0.41)%	0.51%	(0.09)%
June 30, 2016	0.44%	0.92%	0.23%	(0.25)%	0.47%	(0.01)%
March 31, 2016	0.40%	0.84%	0.17%	(0.27)%	0.37%	(0.07)%

Average GAAP Cost of Funds Relative to Average	Average Economic Cost of Funds Relative to Average

	Average LIBOR		One-Month	Six-Month	One-Month	Six-Month
Six Months Ended	One-Month	Six-Month	LIBOR	LIBOR	LIBOR	LIBOR
June 30, 2017	0.94 %	1.40 %	0.05 %	(0.41)%	0.48 %	0.02 %
June 30, 2016	0.42 %	0.88 %	0.20 %	(0.26)%	0.42 %	(0.04)%

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Junior Subordinated Notes

Interest expense on the Company's junior subordinated debt securities was $0.6 million and $0.5 million for the six months ended June 30, 2017 and 2016, respectively. The average rate of interest paid for the six months ended June 30, 2017 was 4.57% compared to 4.11% for the comparable period in 2016.

Interest expense on the Company's junior subordinated debt securities was $0.3 million and $0.3 million for the three month periods ended June 30, 2017 and 2016, respectively. The average rate of interest paid for the three months ended June 30, 2017 was 4.65% compared to 4.20% for the comparable period in 2016.

The junior subordinated debt securities pay interest at a floating rate. The rate is adjusted quarterly and set at a spread of 3.50% over the prevailing three-month LIBOR rate on the determination date. As of June 30, 2017, the interest rate was 4.75%.

Gains or Losses and Other Income

The table below presents the Company's gains or losses and other income for the six and three months ended June 30, 2017 and 2016.

(in thousands)

	Six Months Ended June 30,			Three Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Realized (losses) gains on sales of MBS	$(1)	$251	$ (252)	$-	$ 19	$ (19)
Unrealized (losses) gains on MBS						