

Orchid Island Capital, Inc.  
Form S-11/A  
July 11, 2011

As filed with the Securities and Exchange Commission on July 11, 2011  
Registration No. 333-173890

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

**Amendment No. 2**  
**to**  
**Form S-11**

**FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933**  
**OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES**

**ORCHID ISLAND CAPITAL, INC.**

*(Exact name of registrant as specified in its governing instruments)*

**3305 Flamingo Drive, Vero Beach, Florida 32963**  
**(772) 231-1400**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Robert E. Cauley**  
**Chairman and Chief Executive Officer**  
**Orchid Island Capital, Inc.**  
**3305 Flamingo Drive, Vero Beach, Florida 32963**  
**(772) 231-1400**

*(Name, address, including zip code and telephone number, including area code, of agent for service)*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the Securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

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

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

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

Subject to Completion, dated July 11, 2011

PROSPECTUS

7,500,000 Shares

Common Stock

Orchid Island Capital, Inc., a Maryland corporation, invests in residential mortgage-backed securities the principal and interest payments of which are guaranteed by a U.S. Government agency or a U.S. Government-sponsored entity. We will be externally managed and advised by Bimini Advisors, Inc., or our Manager, a wholly-owned subsidiary of Bimini Capital Management, Inc., or Bimini. Bimini is an existing real estate investment trust for U.S. federal income tax purposes, or REIT, incorporated in Maryland whose common stock is traded on the OTC Bulletin Board under the symbol BMNM.

This is our initial public offering. We are offering 7,500,000 shares of our common stock. We currently expect the initial public offering price of our common stock to be between \$10.00 and \$12.00 per share. Prior to this offering, there has been no public market for our common stock. We have applied to have our common stock listed on the New York Stock Exchange, or the NYSE, under the symbol ORC.

Concurrently with this offering, we intend to sell in a separate private placement to Bimini warrants to purchase an aggregate of 4,500,000 shares of our common stock. The aggregate purchase price of such warrants will be \$2,475,000. Each warrant will be exercisable into one share of our common stock at an exercise price of 110% of the price per share of the common stock sold in this offering, subject to certain adjustments. See Description of Securities Warrants. The warrants will become exercisable upon the completion of this offering and will expire at the close of business on \_\_\_\_\_, 2018.

We are organized and intend to conduct our operations to qualify as a REIT. To assist us in qualifying as a REIT, among other purposes, ownership of our stock by any person is generally limited to 9.8% in value or number of shares, whichever is more restrictive, of any class or series of our stock, except that Bimini may own up to 44% of our common stock so long as Bimini continues to qualify as a REIT. Our charter also contains various other restrictions on the ownership and transfer of our common stock, see Description of Securities Restrictions on Ownership and Transfer.

*Investing in our common stock involves risks. See Risk Factors beginning on page 25 of this prospectus.*

	Per Share	Total
Price to the public	\$	\$
Underwriting discounts and commissions <sup>(1)</sup>	\$	\$
Proceeds to us (before expenses) <sup>(2)</sup>	\$	\$

- (1) Upon the completion of this offering, the underwriters will be entitled to receive \$      per share from us for the shares sold in this offering. Our Manager will pay the underwriters the remaining \$      per share for the shares sold in this offering on a deferred basis after the completion of this offering.
- (2) Our obligation to pay for the expenses of this offering will be capped at 1.0% of the total gross proceeds from this offering. Our Manager will pay any offering expenses incurred above this 1.0% cap.

We have granted the underwriters the option to purchase 1,125,000 additional shares of common stock on the same terms and conditions set forth above within 30 days after the date of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Barclays Capital, on behalf of the underwriters, expects to deliver the shares on or about      , 2011.

**Barclays Capital**

**JMP Securities**

**Cantor Fitzgerald & Co.  
Lazard Capital Markets**

**Oppenheimer & Co.  
Sterne Agee**

Prospectus dated      , 2011

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**You should rely only on the information contained in this prospectus and any free writing prospectus that we authorize to be delivered to you. We have not, and the underwriters have not, authorized any other person to provide you with any additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus or another date specified herein. Our business, financial condition and prospects may have changed since such dates.**

## PROSPECTUS SUMMARY

*This section summarizes information contained elsewhere in this prospectus. It is not complete and may not contain all of the information that you may want to consider before making an investment in our common stock. You should read this entire prospectus carefully, including the section titled "Risk Factors" and our financial statements and related notes, before making an investment in our common stock. As used in this prospectus, "Orchid," "Company," "we," "our," "us" refer to Orchid Island Capital, Inc., except where the context otherwise requires. References to "our Manager" refer to Bimini Advisors, Inc., a wholly-owned subsidiary of Bimini Capital Management, Inc. References to "Bimini" and "Bimini Capital" refer to Bimini Capital Management, Inc. Unless otherwise indicated, the information in this prospectus assumes (i) the underwriters will not exercise their option to purchase up to 1,125,000 additional shares of our common stock, and (ii) that the shares of our common stock to be sold in this offering will be sold at \$11.00 per share, which is the mid-point of the price range set forth on the front cover of this prospectus. Unless otherwise indicated or the context requires, all information in this prospectus relating to the number of shares of common stock to be outstanding after the completion of this offering reflects a stock dividend of 7.0922 shares for each share of common stock that we will effect immediately prior to the completion of this offering. See "Description of Securities General."*

### **Our Company**

Orchid Island Capital, Inc. is a specialty finance company that invests in residential mortgage-backed securities, or RMBS. The principal and interest payments of these RMBS are guaranteed by the Federal National Mortgage Association, or Fannie Mae, the Federal Home Loan Mortgage Corporation, or Freddie Mac, or the Government National Mortgage Association, or Ginnie Mae, and are backed by primarily single-family residential mortgage loans. We refer to these types of RMBS as Agency RMBS. Our investment strategy focuses on, and our portfolio consists of, two categories of Agency RMBS: (i) traditional pass-through Agency RMBS and (ii) structured Agency RMBS, such as collateralized mortgage obligations, or CMOs, interest only securities, or IOs, inverse interest only securities, or IIOs, and principal only securities, or POs, among other types of structured Agency RMBS.

Our business objective is to provide attractive risk-adjusted total returns to our investors over the long term through a combination of capital appreciation and the payment of regular quarterly 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, which is the spread or difference between the interest income we earn on our assets and the interest cost of our related borrowing and hedging activities, on our leveraged pass-through Agency 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 pass-through Agency RMBS and certain of our structured Agency RMBS, such as fixed and floating rate tranches of CMOs and POs, through short-term borrowings structured as repurchase agreements. However, we do not intend to employ leverage on the securities in our structured Agency RMBS portfolio that have no principal balance, such as IOs and IIOs. We do not intend to use leverage in these instances because these securities contain structural leverage.

Pass-through Agency 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 were formed by Bimini in August 2010. We commenced operations on November 24, 2010, and through March 31, 2011, Bimini had contributed approximately \$7.5 million in cash to us. Bimini has agreed to contribute an additional \$7.5 million in cash to us prior to the completion of this offering

pursuant to a subscription agreement to purchase additional shares of our common stock. Bimini is currently our sole stockholder. Bimini has managed our portfolio since inception by utilizing the same investment strategy that we expect our Manager and its experienced RMBS investment team to continue to employ after completion of this offering. As of March 31, 2011, our Agency RMBS portfolio had a fair value of approximately \$28.9 million and was comprised of approximately 83.5% pass-through Agency RMBS and 16.5% structured Agency RMBS. Our net asset value as of March 31, 2011 was approximately \$7.5 million.

We intend to qualify and will elect to be taxed as a REIT under the Internal Revenue Code of 1986, as amended, or the Code, commencing with our short taxable year ending December 31, 2011. We generally will not be subject to U.S. federal income tax to the extent that we annually distribute all of our REIT taxable income to our stockholders and qualify as a REIT.

### **Our Manager**

We are currently managed by Bimini. Upon completion of this offering, we will be externally managed and advised by Bimini Advisors, Inc., or our Manager, pursuant to the terms of a management agreement. Our Manager is a newly-formed Maryland corporation and wholly-owned subsidiary of Bimini. Our Manager will be responsible for administering our business activities and day-to-day operations, subject to the supervision and oversight of our Board of Directors. Members of Bimini's and our Manager's senior management team will also serve as our executive officers. We will not have any employees.

Bimini is a mortgage REIT that has operated since 2003 and, as of March 31, 2011, had approximately \$117 million of pass-through Agency RMBS and structured Agency RMBS. Bimini has employed its investment strategy with its own portfolio since the third quarter of 2008 and with our portfolio since our inception. We expect that our Manager will continue to employ this strategy after the completion of this offering. We were formed and have been managed by Bimini as a vehicle through which Bimini could employ its same investment strategy and pursue growth and capital-raising opportunities. As a result of the adverse impact of its legacy mortgage origination business, Bimini has been unable to raise capital on attractive terms to finance the growth of its own portfolio. Bimini may seek to raise capital in the future if and when it is able to do so. For additional information regarding Bimini, see [About Bimini](#).

### **Our Investment and Capital Allocation Strategy**

#### ***Our Investment Strategy***

Our business objective is to provide attractive risk-adjusted total returns to our investors over the long term through a combination of capital appreciation and the payment of regular quarterly distributions. We intend to achieve this objective by investing in and strategically allocating capital between pass-through Agency RMBS and structured Agency RMBS. We seek to generate income from (i) the net interest margin on our leveraged pass-through Agency 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 also seek to minimize the volatility of both the net asset value of, and income from, our portfolio through a process which emphasizes capital allocation, asset selection, liquidity and active interest rate risk management.

We intend to fund our pass-through Agency RMBS and certain of our structured Agency RMBS, such as fixed and floating rate tranches of CMOs and POs, through repurchase agreements. However, we do not intend to employ leverage on our structured Agency RMBS that have no principal balance, such as IOs and IIOs. We do not intend to use leverage in these instances because the securities contain structural leverage.





Our target asset categories and the principal assets in which we intend to invest are as follows:

**Asset Categories**

**Principal Assets**

**Pass-through Agency RMBS**

**Residential Mortgage Pass-Through Certificates.** Residential mortgage pass-through certificates are securities representing interests in pools of mortgage loans secured by residential real property where payments of both interest and principal, plus pre-paid principal, on the securities are made monthly to holders of the securities, in effect passing through monthly payments made by the individual borrowers on the mortgage loans that underlie the securities, net of fees paid to the issuer/guarantor and servicers of the securities. Pass-through certificates can be divided into various categories based on the characteristics of the underlying mortgages, such as the term or whether the interest rate is fixed or variable.

The principal and interest payments of these Agency RMBS are guaranteed by Fannie Mae, Freddie Mac or Ginnie Mae and are backed by primarily single-family residential mortgage loans. We intend to invest in pass-through certificates with the three following types of underlying loans:

**Fixed-Rate Mortgages.** Fixed-rate mortgages are mortgages for which the borrower pays an interest rate that is constant throughout the term of the loan.

**Adjustable-Rate Mortgages (ARMs).** ARMs are mortgages for which the borrower pays an interest rate that varies over the term of the loan.

**Hybrid ARMs.** Hybrid ARMs are mortgages that have a fixed-rate for the first few years of the loan, often three, five or seven years, and thereafter reset periodically like a traditional ARM.

**Structured Agency RMBS**

**Collateralized Mortgage Obligations.** CMOs are securities that are structured from residential mortgage pass-through certificates, which receive monthly payments of principal and interest. CMOs may be collateralized by whole mortgage loans, but are more typically collateralized by portfolios of residential mortgage pass-through securities issued directly by or under the auspices of Fannie Mae, Freddie Mac or Ginnie Mae. CMOs divide the cash flows which come from the underlying residential mortgage pass-through certificates into different classes of securities that may have different maturities and different weighted average lives than the underlying residential mortgage pass-through certificates.

**Interest Only Securities.** IOs are securities that are structured from residential mortgage pass-through certificates, which receive monthly payments of interest only. IOs represent the stream of interest payments on a pool of mortgages, either fixed-rate mortgages or hybrid ARMs. The value of IOs depends primarily on two factors, which are prepayments and interest rates.

**Inverse Interest Only Securities.** IIOs are IOs that have interest rates that move in the opposite direction of an interest rate index, such as LIBOR. The value of IIOs depends primarily on three factors, which are prepayments, LIBOR and term interest rates.

**Principal Only Securities.** POs are securities that are structured from residential mortgage pass-through certificates, which receive monthly

payments of principal only and are, therefore, similar to zero coupon bonds. The value of POs depends primarily on two factors, which are prepayments and interest rates.

Our investment strategy consists of the following components:

investing in pass-through Agency RMBS and certain structured Agency RMBS, such as fixed and floating rate tranches of CMOs and POs, on a leveraged basis to increase returns on the capital allocated to this portfolio;

investing in certain structured Agency RMBS, such as IOs and IIOs, on an unleveraged basis in order to (i) increase returns due to the structural leverage contained in such securities, (ii) enhance liquidity due to the fact that these securities will be unencumbered and (iii) diversify portfolio interest rate risk due to the different interest rate sensitivity these securities have compared to pass-through Agency RMBS;

investing in Agency RMBS in order to minimize credit risk;

investing in assets that will cause us to maintain our exclusion from regulation as an investment company under the Investment Company Act of 1940, as amended, or the Investment Company Act; and

investing in assets that will allow us to qualify and maintain our qualification as a REIT.

Our Manager will make investment decisions based on various factors, including, but not limited to, relative value, expected cash yield, supply and demand, costs of hedging, costs of financing, liquidity requirements, expected future interest rate volatility and the overall shape of the U.S. Treasury and interest rate swap yield curves. We do not attribute any particular quantitative significance to any of these factors, and the weight we give to these factors depends on market conditions and economic trends. We believe that this strategy, combined with our Manager's experienced RMBS investment team, will enable us to provide attractive long-term returns to our stockholders.

### ***Capital Allocation Strategy***

The percentage of capital invested in our two asset categories will vary and will be 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. Typically, pass-through Agency RMBS and structured Agency RMBS exhibit materially different sensitivities to movements in interest rates. Declines in the value of one portfolio may be offset by appreciation in the other, although we cannot assure you that this will be the case. Additionally, our Manager will seek to maintain adequate liquidity as it allocates capital.

During periods of rising interest rates, refinancing opportunities available to borrowers typically decrease because borrowers are not able to refinance their current mortgage loans with new mortgage loans at lower interest rates. In such instances, securities that are highly sensitive to refinancing activity, such as IOs and IIOs, typically increase in value. Our capital allocation strategy allows us to redeploy our capital into such securities when and if we believe interest rates will be higher in the future, thereby allowing us to hold securities the value of which we believe is likely to increase as interest rates rise. Also, by being able to re-allocate capital into structured Agency RMBS, such as IOs, during periods of rising interest rates, we may be able to offset the likely decline in the value of our pass-through Agency RMBS, which are negatively impacted by rising interest rates.

### **Competitive Strengths**

We believe that our competitive strengths include:

***Ability to Successfully Allocate Capital between Pass-Through and Structured Agency RMBS.*** We seek to maximize our risk-adjusted returns by investing exclusively in Agency RMBS, which has limited credit

risk due to the guarantee of principal and interest payments on such securities by Fannie Mae, Freddie Mac or Ginnie Mae. Our Manager will allocate capital between pass-through Agency RMBS and structured Agency RMBS. The percentage of our capital we allocate to our two 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 this strategy will enhance our liquidity, earnings, book value stability and asset selection opportunities in various interest rate environments and provide us with a competitive advantage over other REITs that invest in only pass-through Agency RMBS. This is because, among other reasons, our investment and capital allocation strategies allow us to move capital out of pass-through Agency RMBS and into structured Agency RMBS in a rising interest rate environment, which will protect our portfolio from excess margin calls on our pass-through Agency RMBS portfolio and reduced net interest margins, and allow us to invest in securities, such as IOs, that have historically performed well in a rising interest rate environment.

***Experienced RMBS Investment Team.*** Robert Cauley, our Chief Executive Officer and co-founder of Bimini, and Hunter Haas, our Chief Investment Officer, have 19 and ten years of experience, respectively, in analyzing, trading and investing in Agency RMBS. Additionally, Messrs. Cauley and Haas each have over seven years of experience managing Bimini, which is a publicly-traded REIT that has invested in Agency RMBS since its inception in 2003. Messrs. Cauley and Haas managed Bimini through the recent housing market collapse and the related adverse effects on the banking and financial system, repositioning Bimini's portfolio in response to adverse market conditions. We believe this experience has enabled them to recognize portfolio risk in advance, hedge such risk accordingly and manage liquidity and borrowing risks during adverse market conditions. We believe that Messrs. Cauley's and Haas's experience will provide us with a competitive advantage over other management teams that may not have experience managing a publicly-traded mortgage REIT or managing a business similar to ours during various interest rate and credit cycles, including the recent housing market collapse.

***Clean Balance Sheet With an Implemented Investment Strategy.*** As a recently-formed entity, we intend to build on our existing investment portfolio. As of March 31, 2011, our Agency RMBS portfolio had a fair value of approximately \$28.9 million and was comprised of approximately 83.5% pass-through Agency RMBS and 16.5% structured Agency RMBS. Our net asset value as of March 31, 2011 was approximately \$7.5 million. Bimini has managed our portfolio since inception by utilizing the same investment strategy that we expect our Manager and its experienced RMBS investment team to continue to employ after the completion of this offering.

***Alignment of Interests.*** Upon completion of this offering, Bimini will own 1,063,830 shares of our common stock. Concurrently with this offering, we intend to sell to Bimini warrants to purchase an aggregate of 4,500,000 shares of our common stock in a separate private placement for an aggregate purchase price of \$2,475,000. Upon completion of this offering, Bimini will own common stock representing approximately 12.42% of the outstanding shares of our common stock (or 10.98% if the underwriters exercise their option to purchase additional shares in full). Bimini has agreed that, for a period of 365 days after the date of this prospectus, it will not, without the prior written consent of Barclays Capital Inc., dispose of or hedge any of (i) its shares of our common stock, including any shares of our common stock issuable upon the exercise of the warrants it intends to purchase in the concurrent private placement, (ii) the warrants that it intends to purchase in the concurrent private placement or (iii) any shares of common stock that it may acquire after the completion of this offering, subject to certain exceptions and extensions. We believe that Bimini's ownership of our common stock will align our Manager's interests with our interests.

## Summary Risk Factors

An investment in our common stock involves material risks. Each prospective purchaser of our common stock should consider carefully the matters discussed under Risk Factors beginning on page 25 before investing in our common stock. Some of the risks include:

The federal conservatorship of Fannie Mae and Freddie Mac and related efforts, along with any changes in laws and regulations affecting the relationship between Fannie Mae and Freddie Mac and the U.S. Government, may adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

Continued adverse developments in the broader residential mortgage market have adversely affected Bimini and may materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

Interest rate mismatches between our Agency RMBS and our borrowings may reduce our net interest margin during periods of changing interest rates, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

We have not established a minimum distribution payment level, and we cannot assure you of our ability to make distributions to our stockholders in the future.

Mortgage loan modification programs and future legislative action may adversely affect the value of, and the returns on, our Agency RMBS, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

Increased levels of prepayments on the mortgages underlying our Agency RMBS might decrease net interest income or result in a net loss, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

We invest in structured Agency RMBS, including CMOs, IOs, IIOs and POs. Although structured Agency RMBS are generally subject to the same risks as our pass-through Agency RMBS, certain types of risks may be enhanced depending on the type of structured Agency RMBS in which we invest.

Our use of leverage could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

Adverse market developments could cause our lenders to require us to pledge additional assets as collateral. If our assets were insufficient to meet these collateral requirements, we might be compelled to liquidate particular assets at inopportune times and at unfavorable prices, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

Hedging against interest rate exposure may not completely insulate us from interest rate risk and could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

The management agreement was not negotiated on an arm's-length basis and the terms, including fees payable and our inability to terminate, or our election not to renew, the management agreement based on our Manager's poor performance without paying our Manager a significant termination fee, may not be as favorable to us as if it were negotiated with an unaffiliated third party.

We are completely dependent upon our Manager and certain key personnel of Bimini who provide services to us through the management agreement, and we may not find suitable



replacements for our Manager and these personnel if the management agreement is terminated or such key personnel are no longer available to us.

There are various conflicts of interest in our relationship with our Manager and Bimini, which could result in decisions that are not in the best interest of our stockholders, including possible conflicts created by our Manager's compensation whereby it is entitled to receive a management fee that is not tied to the performance of our portfolio and possible conflicts of duties that may result from the fact that all of our Manager's officers are also employees of Bimini.

Loss of our exemption from regulation under the Investment Company Act would negatively affect the value of shares of our common stock and our ability to pay distributions to our stockholders.

Our failure to qualify, or maintain our qualification, as a REIT would subject us to U.S. federal income tax, which could adversely affect the value of the shares of our common stock and would substantially reduce the cash available for distribution to our stockholders.

### Our Portfolio

As of March 31, 2011, our portfolio consisted of Agency RMBS with an aggregate fair value of approximately \$28.9 million, a weighted average coupon of 4.22% and a net weighted average borrowing cost of 0.33%. The following table summarizes our portfolio as of March 31, 2011:

Asset Category	Fair Value (In thousands)	Percentage of Entire Portfolio	Weighted Average Coupon	Weighted Average Maturity in Months	Longest Maturity	Weighted Average Coupon Reset in Months	Weighted Average Lifetime Cap	Weighted Average Periodic Cap	Weighted Average CPR <sup>(1)</sup>
<b>Pass-through Agency MBS backed by:</b>									
Adjustable-Rate Mortgages	\$ 7,721	26.7%	2.53%	288	April 2035	5.03	9.55%	2.00%	0.11%
Fixed-Rate Mortgages	16,418	56.8%	4.54%	171	November 2025	N/A	N/A	N/A	0.75%
Hybrid Adjustable-Rate Mortgages									
Total/Weighted Average									
Whole-pool Mortgage Pass-through Agency MBS	\$ 24,139	83.5%	3.90%	208	April 2035	5.03	9.55%	2.00%	0.54%
<b>Structured Agency MBS:</b>									
ARMs	966	3.3%	4.50%	163	October 2024	N/A	N/A	N/A	N/A
FRMs	3,799	13.2%	6.22%	297	April 2037	N/A	N/A	N/A	19.73%

Os

Total/Weighted Average Structured Agency RMBS	4,765	16.5%	5.87%	270	April 2037	N/A	N/A	N/A	19.73%
<b>Total/Weighted Average</b>	<b>\$ 28,904</b>	<b>100%</b>	<b>4.22%</b>	<b>218</b>	<b>April 2037</b>	<b>5.03</b>	<b>9.55%</b>	<b>2.00%</b>	<b>5.67%</b>

(1) CPR refers to Constant Prepayment Rate, which 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 constant prepayment rate in the chart above represents the three month prepayment rate of the securities in the respective asset category.

### Our Financing Strategy

We intend to fund our pass-through Agency RMBS and certain of our structured Agency RMBS, such as fixed and floating rate tranches of CMOs and POs, through short-term repurchase agreements. However, we do not intend to employ leverage on our structured Agency RMBS that have

no principal balance, such as IOs and IIOs. We do not intend to use leverage in these instances because the securities contain structural leverage. Our borrowings currently consist of short-term repurchase agreements. We may use other sources of leverage, such as secured or unsecured debt or issuances of preferred stock. We do not have a policy limiting the amount of leverage we may incur. However, we generally expect that the ratio of our total liabilities compared to our equity, which we refer to as our leverage ratio, will be less than 12 to 1. Our amount of leverage may vary depending on market conditions and other factors that we deem relevant. As of March 31, 2011, our portfolio leverage ratio was approximately 3.0 to 1. As of March 31, 2011, we had entered into master repurchase agreements with two counterparties and had funding in place with one such counterparty, as described below. We have since entered into master repurchase agreements with three additional counterparties (for a total of five) and are currently negotiating, and intend to enter into, additional master repurchase agreements with additional counterparties after the completion of this offering to attain additional lending capacity and to diversify counterparty credit risk. However, we cannot assure you that we will enter into such additional master repurchase agreements on favorable terms, or at all.

<b>Counterparty</b>	<b>Balance</b>	<b>Percent of Total Borrowings</b>	<b>Net Weighted Average Borrowing Cost</b>	<b>Weighted Average Maturity of Repurchase Agreements in Days</b>	<b>Amount at Risk<sup>(1)</sup></b>
MF Global Inc.	\$ 22,530,842	100%	0.33%	77	\$ 1,673,153

<sup>(1)</sup> Equal to the fair value of securities sold, plus accrued interest income, minus the sum of repurchase agreement liabilities and accrued interest expense.

During the three months ended March 31, 2011, the average balance of our repurchase agreement financing was \$22,680,448.

## **Risk Management**

We invest in Agency RMBS to mitigate credit risk. Additionally, our Agency RMBS are backed by a diversified base of mortgage loans to mitigate geographic, loan originator and other types of concentration risks.

### ***Interest Rate Risk Management***

We believe that the risk of adverse interest rate movements represents the most significant risk to our portfolio. This risk arises because (i) the interest rate indices used to calculate the interest rates on the mortgages underlying our assets may be different from the interest rate indices used to calculate the interest rates on the related borrowings, and (ii) interest rate movements affecting our borrowings may not be reasonably correlated with interest rate movements affecting our assets. We attempt to mitigate our interest rate risk by using the following techniques:

***Agency RMBS Backed by ARMs.*** We seek to minimize the differences between interest rate indices and interest rate adjustment periods of our Agency RMBS backed by ARMs and related borrowings. At the time of funding, we typically align (i) the underlying interest rate index used to calculate interest rates for our Agency RMBS backed by ARMs and the related borrowings and (ii) the interest rate adjustment periods for our Agency RMBS backed by ARMs and the interest rate adjustment periods for our related borrowings. As our borrowings mature or are renewed, we may adjust the index used to calculate interest expense, the duration of the reset periods and the maturities of our

borrowings.

**Agency RMBS Backed by Fixed-Rate Mortgages.** As interest rates rise, our borrowing costs increase; however, the income on our Agency RMBS backed by fixed-rate mortgages remains unchanged. Subject to qualifying and maintaining our qualification as a REIT, we may seek to limit increases to our borrowing costs through the use of interest rate swap or cap agreements, options, put

or call agreements, futures contracts, forward rate agreements or similar financial instruments to effectively convert our floating-rate borrowings into fixed-rate borrowings.

**Agency RMBS Backed by Hybrid ARMs.** During the fixed-rate period of our Agency RMBS backed by hybrid ARMs, the security is similar to Agency RMBS backed by fixed-rate mortgages. During this period, subject to qualifying and maintaining our qualification as a REIT, we may employ the same hedging strategy that we employ for our Agency RMBS backed by fixed-rate mortgages. Once our Agency RMBS backed by hybrid ARMs convert to floating rate securities, we may employ the same hedging strategy as we employ for our Agency RMBS backed by ARMs.

Additionally, our structured Agency RMBS generally exhibit sensitivities to movements in interest rates different than our pass-through Agency RMBS. To the extent they do so, our structured Agency RMBS may protect us against declines in the market value of our combined portfolio that result from adverse interest rate movements, although we cannot assure you that this will be the case.

### ***Prepayment Risk Management***

The risk of mortgage prepayments is another significant risk to our portfolio. When prevailing interest rates fall below the coupon rate of a mortgage, mortgage prepayments are likely to increase. Conversely, when prevailing interest rates increase above the coupon rate of a mortgage, mortgage prepayments are likely to decrease.

When prepayment rates increase, we may not be able to reinvest the money received from prepayments at yields comparable to those of the securities prepaid. Also, some ARMs and hybrid ARMs which back our Agency RMBS may bear initial teaser interest rates that are lower than their fully-indexed interest rates. If these mortgages are prepaid during this teaser period, we may lose the opportunity to receive interest payments at the higher, fully-indexed rate over the expected life of the security. Additionally, some of our structured Agency RMBS, such as IOs and IIOs, may be negatively affected by an increase in prepayment rates because their value is wholly contingent on the underlying mortgage loans having an outstanding principal balance.

A decrease in prepayment rates may also have an adverse effect on our portfolio. For example, if we invest in POs, the purchase price of such securities will be based, in part, on an assumed level of prepayments on the underlying mortgage loan. Because the returns on POs decrease the longer it takes the principal payments on the underlying loans to be paid, a decrease in prepayment rates could decrease our returns on these securities.

Prepayment risk also affects our hedging activities. When an Agency RMBS backed by a fixed-rate mortgage or hybrid ARM is acquired with borrowings, we may cap or fix our borrowing costs for a period close to the anticipated average life of the fixed-rate portion of the related Agency RMBS. If prepayment rates are different than our projections, the term of the related hedging instrument may not match the fixed-rate portion of the security, which could cause us to incur losses.

Because our business may be adversely affected if prepayment rates are different than our projections, we seek to invest in Agency RMBS backed by mortgages with well-documented and predictable prepayment histories. To protect against increases in prepayment rates, we invest in Agency RMBS backed by mortgages that we believe are less likely to be prepaid. For example, we invest in Agency RMBS backed by mortgages (i) with loan balances low enough such that a borrower would likely have little incentive to refinance, (ii) extended to borrowers with credit histories weak enough to not be eligible to refinance their mortgage loans, (iii) that are newly originated fixed-rate or hybrid ARMs or (iv) that have interest rates low enough such that a borrower would likely have little incentive to refinance. To protect against decreases in prepayment rates, we may also invest in Agency RMBS backed by mortgages with characteristics opposite to those described above, which would typically be more likely to be refinanced. We may also

invest in certain types of structured Agency RMBS as a means of mitigating our portfolio-wide prepayment risks. For example, certain tranches of

CMOs are less sensitive to increases in prepayment rates, and we may invest in those tranches as a means of hedging against increases in prepayment rates.

### **Liquidity Management Strategy**

Because of our use of leverage, we manage liquidity to meet our lenders' margin calls using the following measures:

Maintaining cash balances or unencumbered assets well in excess of anticipated margin calls; and

Making margin calls on our lenders when we have an excess of collateral pledged against our borrowings.

We also attempt to minimize the number of margin calls we receive by:

Deploying capital from our leveraged Agency RMBS portfolio to our unleveraged Agency RMBS portfolio;

Investing in Agency RMBS backed by mortgages that we believe are less likely to be prepaid to decrease the risk of excessive margin calls when monthly prepayments are announced. Prepayments are declared, and the market value of the related security declines, before the receipt of the related cash flows. Prepayment declarations give rise to a temporary collateral deficiency and generally results in margin calls by lenders;

Obtaining funding arrangements which defer or waive prepayment-related margin requirements in exchange for payments to the lender tied to the dollar amount of the collateral deficiency and a pre-determined interest rate; and

Reducing our overall amount of leverage.

### **Our Management Agreement**

We are currently a party to a management agreement with Bimini. Upon completion of this offering, we will terminate our management agreement with Bimini and enter into a new management agreement with our Manager that will govern the relationship between us and our Manager and will describe the services to be provided by our Manager and its compensation for those services. Under the management agreement, our Manager, subject to the supervision of our Board of Directors, will be required to oversee our business affairs in conformity with our operating policies and our investment guidelines that are proposed by the investment committee of our Manager and approved by our Board of Directors. Our Manager's obligations and responsibilities under the management agreement will include asset selection, asset and liability management and investment portfolio risk management.

The management agreement will have an initial term expiring on \_\_\_\_\_, 2014, and will automatically be renewed for one-year terms thereafter unless terminated by us for cause or by us or our Manager upon at least 180-days' notice prior to the end of the initial term or any automatic renewal term.

The following table summarizes the fees that will be payable to our Manager pursuant to the management agreement:

Fee	Summary Description
Management Fee	<p>The management fee will be payable monthly in arrears in an amount equal to 1/12th of (a) 1.50% of the first \$250,000,000 of our equity (as defined below), (b) 1.25% of our equity that is greater than \$250,000,000 and less than or equal to \$500,000,000, and (c) 1.00% of our equity that is greater than \$500,000,000.</p> <p>Equity equals our month-end stockholders equity, adjusted to exclude the effect of any unrealized gains or losses included in either retained earnings or other comprehensive income (loss), as computed in accordance with accounting principles generally accepted in the United States, or GAAP. Under our existing management agreement with Bimini, which will be terminated upon the completion of this offering and replaced by a new management agreement with our Manager, we paid Bimini aggregate management fees of \$5,500 for the period beginning on November 24, 2010 (date operations commenced) to December 31, 2010, and we paid Bimini aggregate management fees of \$20,900 for the three months ended March 31, 2011.</p>
Stock-Based Compensation	<p>Our Manager's officers and employees will be eligible to receive stock awards pursuant to our 2011 Equity Incentive Plan.</p>
Expense Reimbursement	<p>We will reimburse any expenses directly related to our operations incurred by our Manager, but excluding personnel-related expenses of our Manager or of Bimini (other than the compensation of our Chief Financial Officer), which include services provided to us pursuant to the management agreement. We will reimburse our Manager for our allocable share of the compensation of our Chief Financial Officer based on our percentage of the aggregate amount of our Manager's assets under management and Bimini's assets. We will also reimburse our pro rata portion of our Manager's and Bimini's overhead expenses based on our percentage of the aggregate amount of our Manager's assets under management and Bimini's assets. Our obligation to pay for the expenses incurred in connection with this offering will be capped at 1.0% of the total gross proceeds from this offering (or approximately \$ , and approximately \$ if the underwriters exercise their overallotment option). Our Manager will pay the expenses incurred above this 1.0% cap.</p> <p>Under our existing management agreement with Bimini, which will be terminated upon the completion of this offering and replaced by a new management agreement with our Manager, we reimbursed Bimini an aggregate of \$7,200 in expenses for the period beginning on November 24, 2010 (date operations commenced) to December 31, 2010, and we reimbursed Bimini an aggregate of \$21,600 in expenses for the three months ended March 31, 2011.</p>
Termination Fee	<p>The termination fee, payable for non-renewal of the management agreement without cause, will be equal to three times the sum of the average annual management fee earned by our Manager during the prior 24-month period immediately preceding the most recently completed calendar quarter prior to</p>



the effective date of termination.

Assuming aggregate net proceeds from this offering (based on the mid-point of the price range set forth on the cover of this prospectus) and the concurrent private placement of warrants for

approximately \$81.7 million and no additional increases or decreases in our stockholders' equity, we will pay our Manager management fees equal to approximately \$1.45 million during the first 12 months after the completion of this offering and the concurrent private placement.

### **Overhead Sharing Agreement**

Our Manager will enter into an overhead sharing agreement with Bimini effective upon the closing of this offering. Pursuant to this agreement, our Manager will be provided with access to, among other things, Bimini's portfolio management, asset valuation, risk management and asset management services as well as administration services addressing accounting, financial reporting, legal, compliance, investor relations and information technologies necessary for the performance of our Manager's duties in exchange for a reimbursement of the Manager's allocable cost for these services. The reimbursement paid by our Manager pursuant to this agreement will not constitute an expense under the management agreement.

### **Conflicts of Interest; Equitable Allocation of Opportunities**

Bimini invests solely in Agency RMBS and, because it is internally-managed, does not pay a management fee. Additionally, Bimini currently receives management fees from us and, as the sole stockholder of our Manager, will indirectly receive the management fees earned by our Manager through reimbursement payments under the overhead sharing agreement and our Manager's payment of dividends to Bimini. Our Manager may in the future manage other funds, accounts and investment vehicles that have strategies that are similar to our strategy, although our Manager currently does not manage any other funds, accounts or investment vehicles. Our Manager and Bimini make available to us opportunities to acquire assets that they determine, in their reasonable and good faith judgment, based on our objectives, policies and strategies, and other relevant factors, are appropriate for us in accordance with their written investment allocation procedures and policies, subject to the exception that we might not be offered each such opportunity, but will on an overall basis equitably participate with Bimini and our Manager's other accounts in all such opportunities when considered together. Bimini and our Manager have agreed not to sponsor another REIT that has substantially the same investment strategy as Bimini or us prior to the earlier of (i) the termination or expiration of the management agreement or (ii) our Manager no longer being a subsidiary or affiliate of Bimini.

Because many of our targeted assets are typically available only in specified quantities and because many of our targeted assets are also targeted assets for Bimini and may be targeted assets for other accounts our Manager may manage in the future, neither Bimini nor our Manager may be able to buy as much of any given asset as required to satisfy the needs of Bimini, us and any other account our Manager may manage in the future. In these cases, our Manager's and Bimini's investment allocation procedures and policies will typically allocate such assets to multiple accounts in proportion to their needs and available capital. The policies will permit departure from such proportional allocation when (i) allocating purchases of whole-pool Agency RMBS, because those securities cannot be divided into multiple parts to be allocated among various accounts, and (ii) such allocation would result in an inefficiently small amount of the security being purchased for an account. In these cases, the policy allows for a protocol of allocating assets so that, on an overall basis, each account is treated equitably. Specifically, our investment allocation procedures and policies stipulate that we will base our allocation of investment opportunities on the following factors:

- the primary investment strategy and the stage of portfolio development of each account;

- the effect of the potential investment on the diversification of each account's portfolio by coupon, purchase price, size, prepayment characteristics and leverage;

- the cash requirements of each account;

the anticipated cash flow of each account's portfolio; and

the amount of funds available to each account and the length of time such funds have been available for investment.

We intend for our independent directors to conduct quarterly reviews with our Manager of its allocation decisions, if any, and discuss with our Manager the portfolio needs of each account for the next quarter and whether such needs will give rise to an asset allocation conflict and, if so, the potential resolution of such conflict.

Other policies that our Manager will apply to the management of the Company include controls for cross transactions (transactions between managed accounts (including us)), principal transactions (transactions between Bimini or our Manager and a managed account (including us)) and split price executions. To date we have not entered into any cross transactions but we have entered into one principal transaction and have conducted split price executions. See Our Manager and the Management Agreement Conflicts of Interest; Equitable Allocation of Opportunities and Certain Relationships and Related Transactions for a more detailed description of these types of transactions, the principal transaction we have entered into with Bimini and the policies of Bimini and our Manager that govern these types of transactions. We currently do not anticipate that we will enter into any cross transactions or principal transactions after the completion of this offering.

We are entirely dependent on our Manager for our day-to-day management and do not have any independent officers. Our executive officers are also executive officers of Bimini and our Manager, and none of them will devote his time to us exclusively. We compete with Bimini and will compete with any other account managed by our Manager or other RMBS investment vehicles that may be sponsored by Bimini in the future for access to these individuals.

John B. Van Heuvelen, one of our independent director nominees, owns shares of common stock of Bimini. Mr. 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. Mr. Haas, 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. Accordingly, Messrs. Van Heuvelen, Cauley and Haas may have a conflict of interest with respect to actions by our Board of Directors that relate to Bimini or our Manager.

Because our executive officers are also officers of our Manager, the terms of our management agreement, including fees payable, were not negotiated on an arm's-length basis, and its terms may not be as favorable to us as if it was negotiated with an unaffiliated party.

The management fee we will pay to our Manager will be paid regardless of our performance and it may not provide sufficient incentive to our Manager to seek to achieve attractive risk-adjusted returns for our investment portfolio.

## **Our Formation and Structure**

We were formed by Bimini as a Maryland corporation in August 2010. Concurrently with this offering, we intend to sell to Bimini in a separate private placement warrants to purchase an aggregate of 4,500,000 shares of our common stock. Upon completion of this offering, Bimini will own approximately 12.42% of our outstanding common stock, or 10.98% if the underwriters exercise their option to purchase additional shares in full. The following chart illustrates our ownership structure immediately after completion of this offering.

(1) Includes 1,063,830 shares of our common stock issued to Bimini prior to completion of this offering (after giving effect to the stock dividend that we will effect prior to the completion of this offering). See Description of Securities General.

### About Bimini

Bimini is a mortgage REIT that has operated since 2003 and had approximately \$117 million of pass-through Agency RMBS and structured Agency RMBS as of March 31, 2011. Bimini has employed this strategy with its own portfolio since the third quarter of 2008 and with our portfolio since our inception. The following table shows Bimini's returns on invested capital since employing our investment strategy in the third quarter of 2008. The returns on Bimini's invested capital provided below are net of the interest paid pursuant to Bimini's repurchase agreements but does not give effect to the cost of Bimini's other long-term financing costs as described below.

<b>Three Months Ended</b>	<b>Quarterly Return on Invested Capital<sup>(1)</sup></b>	<b>Cumulative Return on Invested Capital<sup>(1)(2)</sup></b>
September 30, 2008	2.5%	2.5%
December 31, 2008	8.9%	11.7%
March 31, 2009	13.2%	26.4%
June 30, 2009	14.0%	44.0%
September 30, 2009	10.7%	59.4%
December 31, 2009	7.0%	70.6%
March 31, 2010	(0.3)%	70.1%
June 30, 2010	9.4%	86.0%
September 30, 2010	3.0%	91.6%
December 31, 2010	8.0%	106.9%
March 31, 2011	6.2%	119.7%
Annualized Return on Invested Capital <sup>(3)</sup>		33.1%

(1) Returns on invested capital are calculated by dividing (i) the sum of (A) net interest income, before interest on junior subordinated notes (which equals the difference between interest income and interest expense), and (B) gains/losses on trading securities by (ii) invested capital. Invested capital consists of the sum of: (i) mortgage-backed securities pledged to counterparties (less repurchase agreements and unsettled security transactions), (ii) mortgage-backed securities unpledged (which consists of structured Agency RMBS and unpledged pass-through Agency RMBS less any unsettled Agency RMBS), (iii) cash and cash equivalents and (iv) restricted cash. The components of invested capital and returns on invested capital are based entirely on information contained in the SEC filings of Bimini Capital Management, Inc., which are

publicly available through the SEC's website at [www.sec.gov](http://www.sec.gov). The information contained in the SEC filings of Bimini Capital Management, Inc. do not constitute a part of this prospectus or any amendment or supplement thereto.

- (2) Cumulative return on invested capital represents the return on invested capital assuming the reinvestment of all prior period returns beginning on July 1, 2008. For example, the cumulative return on invested capital as of December 31, 2008 was calculated as follows:  $((1+0.0252)*(1+0.0891))-1$ .
- (3) Calculated by annualizing the total cumulative return on invested capital for the periods presented above.

We believe that this method of calculating returns described above provides a useful means to measure the performance of Bimini's portfolio because (i) it is based on actual capital invested in Bimini's portfolio (including cash and cash equivalents and restricted cash that could be used to satisfy margin calls) instead of overall stockholders equity, which takes into account Bimini's accumulated deficit and other factors unrelated to the portfolio, and (ii) it shows Bimini's quarterly and cumulative returns on its Agency RMBS portfolio taking into account the repurchase agreement financing costs typical to manage this type of portfolio, but without taking into account its entity-level capital by excluding from the returns the effects of interest due on Bimini's junior subordinated debt, which is related to Bimini's trust preferred securities. Because of the terms of its trust preferred securities (which include the long-term nature of the underlying junior subordinated debt and the fact that such debt is not held directly by outside investors, but indirectly through preferred equity securities of an intervening trust that holds such debt), Bimini characterizes its trust preferred securities (and the related junior subordinated debt) as a form of capital, rather than as a form of financing for Bimini's portfolio, when calculating returns on invested capital.

Our results may differ from Bimini's results and will depend on a variety of factors, some of which are beyond our control and/or are difficult to predict, including changes in interest rates, changes in prepayment speeds and other changes in market conditions and economic trends. In addition, Bimini's portfolio results above do not include other expenses necessary to operate a public company and that we will incur following the completion of this offering, including the management fee we will pay to our Manager. Therefore, you should not assume that Bimini's portfolio's performance will be indicative of the performance of our portfolio or the Company.

In 2005, Bimini acquired Opteum Financial Services, LLC, or OFS, an originator of residential mortgages. At the time OFS was acquired, Bimini managed an Agency RMBS portfolio with a fair value of approximately \$3.5 billion. OFS operated in 46 states and originated residential mortgages through three production channels. OFS did not have the capacity to retain the mortgages it originated, and relied on the ability to sell loans as they were originated as either whole loans or through off-balance sheet securitizations. When the residential housing market in the United States started to collapse in late 2006 and early 2007, the ability to successfully execute this strategy was quickly impaired as whole loan prices plummeted and the securitization markets closed. Bimini's management closed a majority of the mortgage origination operations in early 2007, with the balance sold by June 30, 2007. Additional losses were incurred after June 30, 2007 as the remaining assets were sold or became impaired, and by December 31, 2009, OFS had an accumulated deficit of approximately \$278 million. The losses generated by OFS required Bimini to slowly liquidate its Agency RMBS portfolio as capital was reduced and the operations of OFS drained Bimini's cash resources. On November 5, 2007, Bimini was delisted by the NYSE. By December 31, 2008, Bimini's Agency RMBS portfolio was reduced to approximately \$172 million and, as a result of the reduced capital remaining and the financial crisis, Bimini had limited access to repurchase agreement funding. Bimini and its subsidiaries are subject to a number of ongoing legal proceedings. Those proceedings or any future proceedings may divert the time and attention of our Manager and certain key personnel of our Manager from us and our investment strategy. The diversion of time of our Manager and certain key personnel of our Manager may have a material adverse effect on our reputation, business operations, financial condition and results of operations and our ability to pay distributions to our stockholders. See Risk Factors Legal proceedings involving Bimini and certain of its subsidiaries have adversely affected Bimini, may

materially adversely affect Bimini's ability to effectively manage our business and could materially

adversely affect our reputation, business operations, financial condition and results of operations and our ability to pay distributions to our stockholders.

Although our and Bimini's Chief Executive Officer, Mr. Cauley, and Chief Investment Officer and Chief Financial Officer, Mr. Haas, both worked at Bimini during the time it owned OFS (Mr. Cauley was the Chief Investment Officer and Chief Financial Officer and Mr. Haas was the Head of Research and Trading), their primary focus and responsibilities were the management of Bimini's securities portfolio, not the management of OFS. In addition, Mr. Cauley is the only director still serving on Bimini's board of directors that served when OFS was acquired. Bimini's current investment strategy was implemented in the third quarter of 2008, the first full quarter of operations after Mr. Cauley become the Chief Executive Officer of Bimini and Mr. Haas became the Chief Investment Officer and Chief Financial Officer of Bimini. Messrs. Cauley and Haas were appointed to these respective roles on April 14, 2008.

### **Tax Structure**

We will elect and intend to qualify to be taxed as a REIT commencing with our short taxable year ending December 31, 2011. Our qualification as a REIT, and the maintenance of such qualification, will depend upon our ability to meet, on a continuing basis, various complex requirements under the Code relating to, among other things, the sources of our gross income, the composition and values of our assets, our distribution levels and the concentration of ownership of our capital stock. We believe that we will be organized in conformity with the requirements for qualification and taxation as a REIT under the Code, and we intend to operate in a manner that will enable us to meet the requirements for qualification and taxation as a REIT commencing with our short taxable year ending December 31, 2011. In connection with this offering, we will receive an opinion from Hunton & Williams LLP to the effect that we will be organized in conformity with the requirements for qualification and taxation as a REIT under the Code, and that our intended method of operation will enable us to meet the requirements for qualification and taxation as a REIT.

As a REIT, we generally will not be subject to U.S. federal income tax on the REIT taxable income that we currently distribute to our stockholders, but taxable income generated by any taxable REIT subsidiary, or TRS, that we may form or acquire will be subject to federal, state and local income tax. Under the Code, REITs are subject to numerous organizational and operational requirements, including a requirement that they distribute annually at least 90% of their REIT taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gains. If we fail to qualify as a REIT in any calendar year and do not qualify for certain statutory relief provisions, our income would be subject to U.S. federal income tax (and any applicable state and local taxes), and we would likely be precluded from qualifying for treatment as a REIT until the fifth calendar year following the year in which we failed to qualify. Even if we qualify as a REIT, we may still be subject to certain federal, state and local taxes on our income and assets and to U.S. federal income and excise taxes on our undistributed income.

### **Our Distribution Policy**

To qualify as a REIT, we must distribute annually to our stockholders an amount at least equal to 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gain. We will be subject to income tax on our taxable income that is not distributed and to an excise tax to the extent that certain percentages of our taxable income are not distributed by specified dates. See Material U.S. Federal Income Tax Considerations. Income as computed for purposes of the foregoing tax rules will not necessarily correspond to our income as determined for financial reporting purposes. Our cash available for distribution may be less than the amount required to meet the distribution requirements for REITs under the Code, and we may be required to borrow money, sell assets or make taxable distributions of our capital stock or debt securities to satisfy the distribution requirements. Additionally, we may pay future distributions from the proceeds from this offering or other securities offerings, and



thus all or a portion of such

distributions may constitute a return of capital for U.S. federal income tax purposes. We do not currently intend to pay future distributions from the proceeds of this offering.

Any distributions that we make on our common stock will be authorized by and at the discretion of our Board of Directors and declared by us based upon a variety of factors deemed relevant by our directors, which may include among other things, our actual results of operations, restrictions under applicable law, our capital requirements and the REIT requirements of the Code. We have not established a minimum payment distribution level, and we cannot assure you of our ability to make distributions to our stockholders in the future.

Distributions to stockholders generally will be taxable to our stockholders as ordinary income, although a portion of such distributions may be designated by us as long-term capital gain or qualified dividend income or may constitute a return of capital. We will furnish annually to each of our stockholders a statement setting forth distributions paid during the preceding year and their U.S. federal income tax treatment. For a discussion of the U.S. federal income tax treatment of our distributions, see [Material U.S. Federal Income Tax Considerations](#).

### **Restrictions on Ownership and Transfer of Our Capital Stock**

Due to limitations on the concentration of ownership of REIT stock imposed by the Code, effective upon the completion of this offering and subject to certain exceptions, our charter will provide that no person may beneficially or constructively own more than 9.8% in value or in number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our capital stock, except that Bimini may own up to 44% of our common stock so long as Bimini continues to qualify as a REIT. See [Description of Securities](#) [Restrictions on Ownership and Transfer](#).

Our charter will also prohibit any person from, among other matters:

beneficially or constructively owning or transferring shares of our capital stock if such ownership or transfer would result in our being [closely held](#) within the meaning of Section 856(h) of the Code (without regard to whether the ownership interest is held during the last half of a taxable year) or otherwise cause us to fail to qualify as a REIT; and

transferring shares of our capital stock if such transfer would result in our capital stock being owned by less than 100 persons.

Our Board of Directors may, in its sole discretion, exempt (prospectively or retroactively) a person from the 9.8% ownership limit and other restrictions in our charter and may establish or increase an excepted holder percentage limit for such person if our Board of Directors obtains such representations, covenants and undertakings as it deems appropriate in order to conclude that granting the exemption and/or establishing or increasing the excepted holder percentage limit will not cause us to lose our qualification as a REIT.

Our charter will also provide that any ownership or purported transfer of our capital stock in violation of the foregoing restrictions will result in the shares owned or transferred in such violation being automatically transferred to a charitable trust for the benefit of a charitable beneficiary and the purported owner or transferee acquiring no rights in such shares, except that any transfer that results in the violation of the restriction relating to shares of our capital stock being beneficially owned by fewer than 100 persons will be void ab initio. Additionally, if the transfer to the trust is ineffective for any reason to prevent a violation of the restriction, the transfer that would have resulted in such violation will be void ab initio.

### **Investment Company Act Exemption**

We operate our business so that we are exempt from registration under the Investment Company Act. We rely on the exemption provided by Section 3(c)(5)(C) of the Investment Company Act. We monitor our portfolio periodically and prior to each investment to confirm that we continue to qualify for the exemption. To qualify for the exemption, we make investments so that at least 55% of

the assets we own on an unconsolidated basis consist of qualifying mortgages and other liens on and interests in real estate, which we refer to as qualifying real estate assets, and so that at least 80% of the assets we own on an unconsolidated basis consist of real estate-related assets, including our qualifying real estate assets.

We treat whole-pool pass-through Agency RMBS as qualifying real estate assets based on no-action letters issued by the Staff of the Securities and Exchange Commission, or the SEC. To the extent that the SEC publishes new or different guidance with respect to these matters, we may fail to qualify for this exemption. Our Manager intends to manage our pass-through Agency RMBS portfolio such that we will have sufficient whole-pool pass-through Agency RMBS to ensure we retain our exemption from registration under the Investment Company Act. At present, we generally do not expect that our investments in structured Agency RMBS will constitute qualifying real estate assets but will constitute real estate-related assets for purposes of the Investment Company Act.

### **Lock-Up Agreements**

We and each of our Manager, our directors and executive officers will agree that, for a period of 180 days after the date of this prospectus, without the prior written consent of Barclays Capital Inc., we and they will not sell, dispose of or hedge any shares of our common stock, subject to certain exceptions and extensions in certain circumstances. Additionally, Bimini will agree that, for a period of 365 days after the date of this prospectus, it will not, without the prior written consent of Barclays Capital Inc., dispose of or hedge any of (i) its shares of our common stock, including any shares of our common stock issuable upon the exercise of the warrants it intends to purchase in the concurrent private placement, (ii) the warrants that it intends to purchase in the concurrent private placement or (iii) any shares of our common stock that it may acquire after completion of this offering, subject to certain exceptions and extensions.

### **Our Corporate Information**

Our offices are located at 3305 Flamingo Drive, Vero Beach, Florida 32963, and the telephone number of our offices is (772) 231-1400. Our internet address is [www.orchidislandcapital.com](http://www.orchidislandcapital.com). Our internet site and the information contained therein or connected thereto do not constitute a part of this prospectus or any amendment or supplement thereto.

### The Offering

Common stock offered by us in this offering	7,500,000 shares <sup>(1)</sup>
Common stock to be outstanding after this offering	8,563,830 shares <sup>(1)(2)(3)</sup>
Common stock to be outstanding after this offering and the concurrent private placement of warrants, on a fully-diluted basis	13,063,830 shares <sup>(1)(2)(4)</sup>

#### Use of proceeds

We estimate that the net proceeds from this offering and the concurrent private placement will be approximately \$81.7 million (or approximately \$93.6 million if the underwriters fully exercise their option to purchase additional shares), after deducting the portion of the underwriting discount and commissions payable by us of approximately \$2.5 million (or approximately \$2.9 million if the underwriters fully exercise their option to purchase additional shares) and estimated offering expenses of approximately \$825,000 payable by us, in each case assuming the mid-point of the price range set forth on the cover of the prospectus. Our obligation to pay for the expenses of this offering will be capped at 1.0% of the total gross proceeds from this offering.

Our Manager will (i) pay the underwriters \$ per share with respect to each share of common stock sold in this offering on a deferred basis after the completion of this offering and (ii) pay the offering expenses related to this offering that exceed an amount equal to 1.0% of the total gross proceeds from this offering.

We intend to invest the net proceeds of this offering and the concurrent private placement in (i) pass-through Agency RMBS backed by hybrid ARMs, ARMs and fixed-rate mortgage loans and (ii) structured Agency RMBS. Specifically, we intend to invest the net proceeds of this offering as follows:

approximately 0% to 50% in pass-through Agency RMBS backed by fixed-rate mortgage loans;

approximately 0% to 50% in pass-through Agency RMBS backed by ARMs;

approximately 0% to 50% in pass-through Agency RMBS backed by hybrid ARMs; and

approximately 25% to 75% in structured Agency RMBS.

We expect to borrow against the pass-through Agency RMBS and certain of our structured Agency RMBS that we purchase with the net proceeds of this offering and the concurrent private placement through repurchase agreements and use the proceeds of the borrowings to acquire additional pass-through Agency RMBS and structured Agency RMBS in accordance with a similar targeted allocation. We reserve the right to

change our targeted allocation depending on prevailing market conditions, including, among others, the pricing and supply of pass-through Agency RMBS and structured Agency RMBS, the performance of our portfolio and the availability and terms of financing.

Distribution Policy

To qualify as a REIT, U.S. federal income tax law generally requires that we distribute annually at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gains, and that we pay tax at regular corporate rates on any undistributed REIT taxable income. We have not established a minimum distribution payment level, and we cannot assure you of our ability to make distributions to our stockholders in the future. In connection with these requirements, we intend to make regular quarterly distributions of all or substantially all of our net taxable income to our stockholders. Any distributions we make will be authorized by and at the discretion of our Board of Directors and will depend upon a variety of factors deemed relevant by our directors, which may include among other things, our actual results of operations, restrictions under applicable law, our capital requirements and the REIT requirements of the Code. For more information, please see [Distribution Policy](#) and [Material U.S. Federal Income Tax Considerations](#).

Proposed New York Stock Exchange symbol

ORC

Ownership and transfer restrictions

To assist us in qualifying as a REIT, among other purposes, our charter will generally limit beneficial and constructive ownership by any person to no more than 9.8% in value or in number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our capital stock, except that Bimini may own up to 44% of our common stock so long as Bimini continues to qualify as a REIT. In addition, our charter will contain various other restrictions on the ownership and transfer of our common stock. See [Description of Securities](#) [Restrictions on Ownership and Transfer](#).

Risk factors

Investing in our common stock involves a high degree of risk. See [Risk Factors](#) beginning on page 25.

- (1) Assumes the underwriters' option to purchase up to an additional 1,125,000 shares of our common stock is not exercised.
- (2) Includes (i) 150,000 shares of common stock issued to Bimini prior to completion of this offering (which will increase to 1,063,830 shares of common stock after giving effect to the stock dividend that we will effect prior to the completion of this offering as described in [Description of Securities](#) [General](#) ) and (ii) 7,500,000 shares of common stock to be sold in this offering. Excludes an aggregate of 4,000,000 shares of common stock available for issuance pursuant to our 2011 Equity Incentive Plan.
- (3) Excludes shares issuable upon the exercise of warrants.

- (4) Assumes that all of the shares of our common stock issuable upon exercise of the warrants we intend to sell to Bimini in the concurrent private placement have been issued and are outstanding upon the completion of this offering.



### Summary Selected Financial Data

The following table presents summary selected financial data as of March 31, 2011, for the three months ended March 31, 2011 and for the period beginning on November 24, 2010 (date operations commenced) to December 31, 2010. The statement of operations data for the period beginning on November 24, 2010 (date operations commenced) to December 31, 2010 has been derived from our audited financial statements. The statement of operations and balance sheet data as of March 31, 2011 and for the three months ended March 31, 2011 has been derived from our interim unaudited financial statements. These interim unaudited financial statements have been prepared on substantially the same basis as our audited financial statements and reflect all adjustments which are, in the opinion of management, necessary to provide a fair statement of our financial position as of March 31, 2011 and the results of operations for the three months ended March 31, 2011. All such adjustments are of a normal recurring nature. These results are not necessarily indicative of our results for the full fiscal year.

Because the information presented below is only a summary and does not provide all of the information contained in our historical financial statements, including the related notes, you should read it in conjunction with the more detailed information contained in our financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus.

	<b>Three Months Ended March 31, 2011 (unaudited)</b>	<b>Period from November 24, 2010 (Date Operations Commenced) to December 31, 2010</b>
<b>Statement of Operations Data:</b>		
Revenues:		
Interest income	\$ 307,764	\$ 69,340
Interest expense	(18,942)	(5,186)
Net interest income	288,822	64,154
Losses on trading securities <sup>(1)</sup>	(168,532)	(55,307)
Gains on futures contracts	10,875	
Net portfolio income	131,165	8,847
Total expenses	115,093	39,001
Net income (loss)	\$ 16,072	\$ (30,154)
Basic and diluted income (loss) per share of common stock <sup>(2)</sup>	\$ 0.21	\$ (0.68)
		<b>As of March 31, 2011 (unaudited)</b>

### Balance Sheet Data:

Total mortgage-backed securities	\$ 28,903,656
Total assets	30,101,395
Repurchase agreements	22,530,842
Total liabilities	22,615,477
Total stockholder's equity	7,485,918
Book value per share of our common stock <sup>(2)</sup>	\$ 99.81

(1) Because all of our Agency RMBS have been classified as held for trading securities, all changes in the fair values of our Agency RMBS are reflected in our statement of operations, as opposed to a component of other comprehensive income in our statement of stockholder's equity if they were instead classified as available for sale securities. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies - Mortgage-Backed Securities.

- (2) On March 31, 2011 and December 31, 2010, no shares of common stock were outstanding; however, on March 31, 2011 and December 31, 2010, 75,000 shares and 44,050 shares of our common stock had been subscribed for by Bimini, respectively. On April 29, 2011, we issued 75,000 shares of our common stock to Bimini, which consisted of the 44,050 shares subscribed for as of December 31, 2010, 17,950 shares subscribed for on March 28, 2011 and 13,000 shares subscribed for on March 31, 2011.

## Core Earnings

We classify our Agency RMBS as held for trading. We do not intend to elect GAAP hedge accounting for any derivative financial instruments that we may utilize. Securities held for trading and hedging instruments, for which hedge accounting has not been elected, are recorded at estimated fair value, with changes in the fair value recorded as unrealized gains or losses through the statement of operations. Many other publicly-traded REITs that invest in Agency RMBS classify their Agency RMBS as available for sale. Unrealized gains and losses in the fair value of securities classified as available for sale are recorded as a component of other comprehensive income in the statement of stockholders' equity. As a result, investors may not be able to readily compare our results of operations to those of many of our competitors. We believe that the presentation of our Core Earnings is useful to investors because it provides a means of comparing our results of operations to those of our competitors. Core Earnings represents a non-GAAP financial measure and is defined as net income (loss) excluding unrealized gains (losses) on trading securities and hedging instruments and net interest income (expense) on hedging instruments. Management utilizes Core Earnings because it allows management to: (i) isolate the net interest income plus other expenses of the Company over time, free of all mark-to-market adjustments and net payments associated with our hedging instruments and (ii) assess the effectiveness of our funding and hedging strategies, 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 our Manager's management of our portfolio.

Our presentation of Core Earnings may not be comparable to similarly-titled measures of other companies, who may use different calculations. As a result, Core Earnings 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.

	<b>Three Months Ended March 31, 2011</b>	<b>For the Period from November 24, 2010 (Date Operations Commenced) through December 31, 2010</b>
<b>Non-GAAP Reconciliation (unaudited):</b>		
Net income (loss)	\$ 16,072	\$ (30,154)
Unrealized (gains) losses on trading securities	168,532	55,307
Gains on futures contracts	(10,875)	
Net interest (income) expense on hedging instruments		
Core Earnings	\$ 173,729	\$ 25,153

### **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

We make forward-looking statements in this prospectus that are subject to risks and uncertainties. These forward-looking statements include information about possible or assumed future results of our business, financial condition, liquidity, results of operations, plans and objectives. When we use the words believe, expect, anticipate, estimate, intend, should, may, plans, projects, will, or similar expressions, or the negative of these words, identify forward-looking statements. Statements regarding the following subjects are forward-looking by their nature:

our business and investment strategy;

our ability to deploy effectively and timely the net proceeds of this offering;

our expected operating results;

our ability to acquire investments on attractive terms;

the effect of the U.S. Federal Reserve's and the U.S. Treasury's recent actions on the liquidity of the capital markets;

the federal conservatorship of Fannie Mae and Freddie Mac and related efforts, along with any changes in laws and regulations affecting the relationship between Fannie Mae and Freddie Mac and the U.S. Government;

mortgage loan modification programs and future legislative action;

our ability to access the capital markets;

our ability to obtain future financing arrangements;

our ability to successfully hedge the interest rate risk and prepayment risk associated with our portfolio;

the assumptions used to value the warrants we intend to sell to Bimini in the concurrent private placement;

our ability to make distributions to our stockholders in the future;

our understanding of our competition and our ability to compete effectively;

our ability to qualify and maintain our qualification as a REIT for U.S. federal income tax purposes;

our ability to maintain our exemption from registration under the Investment Company Act;

market trends;

expected capital expenditures; and

the impact of technology on our operations and business.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. We are not obligated to update or revise any forward-looking statements after the date of this prospectus, whether as a result of new information, future events or otherwise.

When considering forward-looking statements, you should keep in mind the risks and other cautionary statements set forth in this prospectus, including those contained in Risk Factors. Readers

are cautioned not to place undue reliance on any of these forward-looking statements, which reflect our views as of the date of this prospectus. You should carefully consider these risks when you make a decision concerning an investment in our common stock, along with the following factors, among others, that may cause actual results to vary from our forward-looking statements:

- general volatility of the securities markets in which we invest and the market price of our common stock;
- our limited operating history;
- changes in our business or investment strategy;
- changes in interest rate spreads or the yield curve;
- availability, terms and deployment of debt and equity capital;
- availability of qualified personnel;
- the degree and nature of our competition;
- increased prepayments of the mortgage loans underlying our Agency RMBS;
- risks associated with our hedging activities;
- changes in governmental regulations, tax rates and similar matters; and
- defaults on our investments.

## **RISK FACTORS**

*You should carefully consider the risks described below before making an investment decision. Our business, financial condition or results of operations could be harmed by any of these risks. Similarly, these risks could cause the market price of our common stock to decline and you might lose all or part of your investment. Our forward-looking statements in this prospectus are subject to the following risks and uncertainties. Our actual results could differ materially from those anticipated by our forward-looking statements as a result of the risk factors below.*

### **Risks Related to Our Business**

*The federal conservatorship of Fannie Mae and Freddie Mac and related efforts, along with any changes in laws and regulations affecting the relationship between Fannie Mae and Freddie Mac and the U.S. Government, may adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.*

The payments we receive on the Agency RMBS in which we invest are guaranteed by Ginnie Mae, Fannie Mae or Freddie Mac. Ginnie Mae is part of a U.S. Government agency and its guarantees are backed by the full faith and credit of the United States. Fannie Mae and Freddie Mac are U.S. Government sponsored entities, or GSEs, but their guarantees are not backed by the full faith and credit of the United States.

On September 7, 2008, in response to the deterioration in the financial condition of Fannie Mae and Freddie Mac, the Federal Housing Finance Authority, or FHFA, placed Fannie Mae and Freddie Mac into conservatorship, which is a statutory process pursuant to which the FHFA will operate Fannie Mae and Freddie Mac as conservator in an effort to stabilize the entities. The FHFA, together with the U.S. Treasury and the U.S. Federal Reserve, also has undertaken actions designed to boost investor confidence in Fannie Mae and Freddie Mac, support the availability of mortgage financing and protect taxpayers. In addition, the U.S. Treasury has taken steps to capitalize and provide financing to Fannie Mae and Freddie Mac and agreed to purchase direct obligations and Agency RMBS issued or guaranteed by Fannie Mae or Freddie Mac.

Shortly after Fannie Mae and Freddie Mac were placed in federal conservatorship, the Secretary of the U.S. Treasury, in announcing the actions, noted that the guarantee structure of Fannie Mae and Freddie Mac required examination and that changes in the structures of the entities were necessary to reduce risk to the financial system. In February 2011, the U.S. Treasury and the Department of Housing and Urban Development released a White Paper titled *Reforming America's Housing Finance Market*, or the Housing Report, in which they proposed to reduce or eliminate the role of GSEs in mortgage financing. The Housing Report calls for phasing in increased pricing of Fannie Mae and Freddie Mac guarantees to help level the playing field for the private sector to take back market share, reducing conforming loan limits by allowing the temporary increase in Fannie Mae's and Freddie Mac's conforming loan limits to reset as scheduled on October 1, 2011 to the lower levels set in the Housing and Economic Recovery Act of 2008 and continuing to wind down Fannie Mae's and Freddie Mac's investment portfolio at an annual rate of no less than 10% per year. The future roles of Fannie Mae and Freddie Mac could be significantly reduced and the nature of their guarantees could be eliminated or considerably limited relative to historical measurements.

If Fannie Mae or Freddie Mac were eliminated, or their structures were to change radically, we may not be able to acquire Agency RMBS from these companies, which would drastically reduce the amount and type of Agency RMBS available for investment, which would increase the price of these assets. Additionally, the current credit support provided by the U.S. Treasury to Fannie Mae and Freddie Mac, and any additional credit support it may provide in the future, could have the effect of lowering the interest rate we receive from Agency RMBS, thereby tightening the

spread between the interest we earn on our portfolio and our financing costs. Additionally, the U.S. Government could elect to stop providing credit support of any kind to the mortgage market. If any of these risks were to occur, our business, financial condition and results of operations and our ability to pay distributions to our stockholders could be materially adversely affected.



***Continued adverse developments in the broader residential mortgage market have adversely affected Bimini and may materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

The residential mortgage market in the United States has experienced a variety of difficulties and changed economic conditions, including defaults, credit losses and liquidity concerns. In addition, certain commercial banks, investment banks and insurance companies announced extensive losses from exposure to the residential mortgage market. These losses reduced financial industry capital, leading to reduced liquidity for some institutions. These factors have impacted investor perception of the risk associated with real estate-related assets, including Agency RMBS. As a result, values for RMBS, including some Agency RMBS and other AAA-rated RMBS assets, have been negatively impacted. Further increased volatility and deterioration in the broader residential mortgage and RMBS markets may adversely affect the performance and market value of the Agency RMBS in which we intend to invest.

In 2005, Bimini Capital acquired Opteum Financial Services, LLC, or OFS, an originator of residential mortgage loans. At the time OFS was acquired, Bimini managed an Agency RMBS portfolio with a fair value of approximately \$3.5 billion. OFS operated in 46 states and originated residential mortgages through three production channels. OFS did not have the capacity to retain the mortgages it originated, and relied on the ability to sell loans as they were originated as either whole loans or through off-balance sheet securitizations. When the residential housing market in the United States started to collapse in late 2006 and early 2007, the ability to execute this strategy was quickly impaired as whole loan prices plummeted and the securitization markets closed. Bimini's management closed a majority of the mortgage origination operations in early 2007, with the balance sold by June 30, 2007. Additional losses were incurred after June 30, 2007 as the remaining assets were sold or became impaired, and by December 31, 2009, OFS had an accumulated deficit of approximately \$278 million. The losses generated by OFS required Bimini to slowly liquidate its Agency RMBS portfolio as capital was reduced and the operations of OFS drained cash resources. On November 5, 2007, Bimini was delisted by the NYSE. By December 31, 2008, Bimini's Agency RMBS portfolio was reduced to approximately \$172 million and, as a result of the reduced capital remaining and the financial crisis, Bimini had limited access to repurchase agreement funding.

We will need to rely on our Agency RMBS as collateral for our financings. Any decline in their value, or perceived market uncertainty about their value, would likely make it difficult for us to obtain financing on favorable terms or at all, or maintain our compliance with terms of any financing arrangements already in place. Additionally, our Agency RMBS are classified for accounting purposes as held for trading and, therefore, will be reported on our financial statements at fair value, with unrealized gains and losses included in earnings. If market conditions result in a decline in the value of our Agency RMBS, our business, financial position and results of operations and our ability to pay distributions to our stockholders could be materially adversely affected.

***Interest rate mismatches between our Agency RMBS and our borrowings may reduce our net interest margin during periods of changing interest rates, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

Our portfolio includes Agency RMBS backed by ARMs, hybrid ARMs and fixed-rate mortgages, and the mix of these securities in the portfolio may be increased or decreased over time. Additionally, the interest rates on ARMs and hybrid ARMs may vary over time based on changes in a short-term interest rate index, of which there are many.

We finance our acquisitions of pass-through Agency RMBS with short-term financing. During periods of rising short-term interest rates, the income we earn on these securities will not change (with respect to Agency RMBS backed by fixed-rate mortgage loans) or will not increase at the same rate (with respect to Agency RMBS backed by ARMs and hybrid ARMs) as our related financing costs, which may reduce our net interest margin or result in losses.



Interest rate fluctuations will also cause variances in the yield curve, which illustrates the relationship between short-term and longer-term interest rates. If short-term interest rates rise disproportionately relative to longer-term interest rates (a flattening of the yield curve) or exceed long-term interest rates (an inversion of the yield curve), our borrowing costs may increase more rapidly than the interest income earned on the related Agency RMBS because the related Agency RMBS may bear interest based on longer-term rates than our borrowings. Consequently, a flattening or inversion of the yield curve may reduce our net interest margin or result in losses.

Additionally, to the extent cash flows from Agency RMBS are reinvested in new Agency RMBS, the spread between the yields of the new Agency RMBS and available borrowing rates may decline, which could reduce our net interest margin or result in losses. Any one of the foregoing risks could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

***Mortgage loan modification programs and future legislative action may adversely affect the value of, and the returns on, our Agency RMBS, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

During the second half of 2008, the U.S. Government commenced programs designed to provide homeowners with assistance in avoiding residential mortgage loan foreclosures. The programs involve, among other things, the modification of mortgage loans to reduce the principal amount of the loans or the rate of interest payable on the loans, or to extend the payment terms of the loans.

In addition, in February 2008, the U.S. Treasury announced the Homeowner Affordability and Stability Plan, or HASP, which is a multi-faceted plan intended to prevent residential mortgage foreclosures by, among other things:

- allowing certain homeowners whose homes are encumbered by Fannie Mae or Freddie Mac conforming mortgages to refinance those mortgages into lower interest rate mortgages with either Fannie Mae or Freddie Mac;

- creating the Homeowner Stability Initiative, which is intended to utilize various incentives for banks and mortgage servicers to modify residential mortgage loans with the goal of reducing monthly mortgage principal and interest payments for certain qualified homeowners; and

- allowing judicial modifications of Fannie Mae and Freddie Mac conforming residential mortgages loans during bankruptcy proceedings.

It is likely that loan modifications would result in increased prepayments on some Agency RMBS. These loan modification programs, as well as legislative or regulatory actions, including amendments to the bankruptcy laws that result in the modification of outstanding mortgage loans, may adversely affect the value of, and the returns on, the Agency RMBS in which we invest, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders. Furthermore, if Fannie Mae and Freddie Mac were to modify or end their repurchase programs or if the U.S. Government modified its loan modification programs to modify non-delinquent mortgage loans, our investment portfolio could be materially adversely affected.

***We invest in structured Agency RMBS, including CMOs, IOs, IIOs and POs. Although structured Agency RMBS are generally subject to the same risks as our pass-through Agency RMBS, certain types of risks may be enhanced depending on the type of structured Agency RMBS in which we invest.***

The structured Agency RMBS in which we invest are securitizations (i) issued by Fannie Mae, Freddie Mac or Ginnie Mae, (ii) that are collateralized by Agency RMBS and (iii) that are divided into various tranches that have different

characteristics (such as different maturities or different coupon payments). These securities may carry greater risk than an investment in pass-through Agency RMBS. For example, certain types of structured Agency RMBS, such as IOs, IIOs and POs, are more sensitive

to prepayment risks than pass-through Agency RMBS. If we were to invest in structured Agency RMBS that were more sensitive to prepayment risks relative to other types of structured Agency RMBS or pass-through Agency RMBS, we may increase our portfolio-wide prepayment risk.

***Increased levels of prepayments on the mortgages underlying our Agency RMBS might decrease net interest income or result in a net loss, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

Prepayment rates generally increase when interest rates fall and decrease when interest rates rise. Prepayment rates also may be affected by other factors, including, without limitation, conditions in the housing and financial markets, general economic conditions and the relative interest rates on ARMs, hybrid ARMs and fixed-rate mortgage loans. With respect to pass-through Agency RMBS, faster-than-expected prepayments could also materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders in various ways, including the following:

A portion of our pass-through Agency RMBS backed by ARMs and hybrid ARMs may initially bear interest at rates that are lower than their fully indexed rates, which are equivalent to the applicable index rate plus a margin. If a pass-through Agency RMBS backed by ARMs or hybrid ARMs is prepaid prior to or soon after the time of adjustment to a fully-indexed rate, we will have held that Agency RMBS while it was less profitable and lost the opportunity to receive interest at the fully-indexed rate over the remainder of its expected life.

If we are unable to acquire new Agency RMBS to replace the prepaid Agency RMBS, our returns on capital may be lower than if we were able to quickly acquire new Agency RMBS.

When we acquire structured Agency RMBS, we anticipate that the underlying mortgages will prepay at a projected rate, generating an expected yield. When the prepayment rates on the mortgages underlying our structured Agency RMBS are higher than expected, our returns on those securities may be materially adversely affected. For example, the value of our IOs and IIOs are extremely sensitive to prepayments because holders of these securities do not have the right to receive any principal payments on the underlying mortgages. Therefore, if the mortgage loans underlying our IOs and IIOs are prepaid, such securities would cease to have any value, which, in turn, could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

While we seek to minimize prepayment risk, we must balance prepayment risk against other risks and the potential returns of each investment. No strategy can completely insulate us from prepayment or other such risks.

***A decrease in prepayment rates on the mortgages underlying our Agency RMBS might decrease net interest income or result in a net loss, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

Certain of our structured Agency RMBS may be adversely affected by a decrease in prepayment rates. For example, because POs are similar to zero-coupon bonds, our expected returns on such securities will be contingent on our receiving the principal payments of the underlying mortgage loans at expected intervals, which assume a certain prepayment rate. If prepayment rates are lower than expected, we will not receive principal payments as quickly as we anticipated and, therefore, our expected returns on these securities will be adversely affected, which, in turn, could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

While we seek to minimize prepayment risk, we must balance prepayment risk against other risks and the potential returns of each investment. No strategy can completely insulate us from prepayment or other such risks.

***The U.S. Government's pressing for refinancing of certain loans may affect prepayment rates for mortgage loans underlying our Agency RMBS.***

In addition to the increased pressure upon residential mortgage loan investors and servicers to engage in loss mitigation activities, the U.S. Government is pressing for refinancing of certain loans, and this encouragement may affect prepayment rates for mortgage loans underlying our Agency RMBS. To the extent these and other economic stabilization or stimulus efforts are successful in increasing prepayment speeds for residential mortgage loans, such as those in Agency RMBS, our income and operating results could be harmed, particularly in connection with our IOs and IIOs, which, in turn, could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

***Interest rate caps on the ARMs and hybrid ARMs backing our Agency RMBS may reduce our net interest margin during periods of rising interest rates, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

ARMs and hybrid ARMs are typically subject to periodic and lifetime interest rate caps. Periodic interest rate caps limit the amount an interest rate can increase during any given period. Lifetime interest rate caps limit the amount an interest rate can increase through the maturity of the loan. Our borrowings typically are not subject to similar restrictions. Accordingly, in a period of rapidly increasing interest rates, our financing costs could increase without limitation while caps could limit the interest we earn on the ARMs and hybrid ARMs backing our Agency RMBS. This problem is magnified for ARMs and hybrid ARMs that are not fully indexed because such periodic interest rate caps prevent the coupon on the security from fully reaching the specified rate in one reset. Further, some ARMs and hybrid ARMs may be subject to periodic payment caps that result in a portion of the interest being deferred and added to the principal outstanding. As a result, we may receive less cash income on Agency RMBS backed by ARMs and hybrid ARMs than necessary to pay interest on our related borrowings. Interest rate caps on Agency RMBS backed by ARMs and hybrid ARMs could reduce our net interest margin if interest rates were to increase beyond the level of the caps, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

***We have a limited operating history and may not be able to operate our business successfully or generate sufficient revenue to make or sustain distributions to our stockholders.***

We commenced operations in November 2010 and have a limited operating history. We cannot assure you that we will be able to operate our business successfully or implement our operating policies and strategies. The results of our operations depend on several factors, including the availability of opportunities for the acquisition of target assets, the level and volatility of interest rates, the availability of adequate short and long-term financing, conditions in the financial markets and economic conditions. Our revenues will depend, in large part, on our ability to acquire assets at favorable spreads over our borrowing costs. If we are unable to acquire assets that generate favorable spreads, our results of operations may be materially adversely affected, which could materially adversely affect our ability to make or sustain distributions to our stockholders.

***We rely on analytical models and other data to analyze potential asset acquisition and disposition opportunities and to manage our portfolio. Such models and other data may be incorrect, misleading or incomplete, which could cause us to purchase assets that do not meet our expectations or to make asset management decisions that are not in line with our strategy.***

We rely on analytical models, and information and data supplied by third parties. These models and data may be used to value assets or potential asset acquisitions and dispositions and also in connection with our asset management activities. If our models and data prove to be incorrect, misleading or incomplete, any decisions made in reliance

thereon could expose us to potential risks.



Our reliance on models and data may induce us to purchase certain assets at prices that are too high, to sell certain other assets at prices that are too low or to miss favorable opportunities altogether. Similarly, any hedging activities that are based on faulty models and data may prove to be unsuccessful.

Some models, such as prepayment models, may be predictive in nature. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future behavior, leading to potential losses. In addition, the predictive models used by us may differ substantially from those models used by other market participants, with the result that valuations based on these predictive models may be substantially higher or lower for certain assets than actual market prices. Furthermore, because predictive models are usually constructed based on historical data supplied by third parties, the success of relying on such models may depend heavily on the accuracy and reliability of the supplied historical data, and, in the case of predicting performance in scenarios with little or no historical precedent (such as extreme broad-based declines in home prices, or deep economic recessions or depressions), such models must employ greater degrees of extrapolation, and are therefore more speculative and of more limited reliability.

All valuation models rely on correct market data input. If incorrect market data is entered into even a well-founded valuation model, the resulting valuations will be incorrect. However, even if market data is inputted correctly, model prices will often differ substantially from market prices, especially for securities with complex characteristics or whose values are particularly sensitive to various factors. If our market data inputs are incorrect or our model prices differ substantially from market prices, our business, financial condition and results of operations and our ability to make distributions to our stockholders could be materially adversely affected.

***Valuations of some of our assets are inherently uncertain, may be based on estimates, may fluctuate over short periods of time and may differ from the values that would have been used if a ready market for these assets existed. As a result, the values of some of our assets are uncertain.***

While in many cases our determination of the fair value of our assets is based on valuations provided by third-party dealers and pricing services, we can and do value assets based upon our judgment and such valuations may differ from those provided by third-party dealers and pricing services. Valuations of certain assets are often difficult to obtain or are unreliable. In general, dealers and pricing services heavily disclaim their valuations. Additionally, dealers may claim to furnish valuations only as an accommodation and without special compensation, and so they may disclaim any and all liability for any direct, incidental or consequential damages arising out of any inaccuracy or incompleteness in valuations, including any act of negligence or breach of any warranty. Depending on the complexity and illiquidity of an asset, valuations of the same asset can vary substantially from one dealer or pricing service to another. The valuation process has been particularly difficult recently because market events have made valuations of certain assets more difficult and unpredictable and the disparity of valuations provided by third-party dealers has widened.

Our business, financial condition and results of operations and our ability to make distributions to our stockholders could be materially adversely affected if our fair value determinations of these assets were materially higher than the values that would exist if a ready market existed for these assets.

***An increase in interest rates may cause a decrease in the volume of newly issued, or investor demand for, Agency RMBS, which could materially adversely affect our ability to acquire assets that satisfy our investment objectives and our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

Rising interest rates generally reduce the demand for consumer credit, including mortgage loans, due to the higher cost of borrowing. A reduction in the volume of mortgage loans may affect the volume of Agency RMBS available to us, which could affect our ability to acquire assets that satisfy our investment objectives. Rising interest rates may also

cause Agency RMBS that were issued prior to

an interest rate increase to provide yields that exceed prevailing market interest rates. If rising interest rates cause us to be unable to acquire a sufficient volume of Agency RMBS or Agency RMBS with a yield that exceeds our borrowing costs, our ability to satisfy our investment objectives and to generate income and pay dividends, our business, financial condition and results of operations and our ability to pay distributions to our stockholders may be materially adversely affected.

***Because the assets that we acquire might experience periods of illiquidity, we might be prevented from selling our Agency RMBS at favorable times and prices, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

Agency RMBS generally experience periods of illiquidity. Such conditions are more likely to occur for structured Agency RMBS because such securities are generally traded in markets much less liquid than the pass-through Agency RMBS market. As a result, we may be unable to dispose of our Agency RMBS at advantageous times and prices or in a timely manner. The lack of liquidity might result from the absence of a willing buyer or an established market for these assets, as well as legal or contractual restrictions on resale. The illiquidity of Agency RMBS could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

***Our use of leverage could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

Under normal market conditions, we generally expect our leverage ratio to be less than 12 to 1, although at times our borrowings may be above or below this level. We incur this indebtedness by borrowing against a substantial portion of the market value of our pass-through Agency RMBS and a portion of our structured Agency RMBS. Our total indebtedness, however, is not expressly limited by our policies and will depend on our and our prospective lenders estimates of the stability of our portfolio's cash flow. As a result, there is no limit on the amount of leverage that we may incur. We face the risk that we might not be able to meet our debt service obligations or a lender's margin requirements from our income and, to the extent we cannot, we might be forced to liquidate some of our Agency RMBS at unfavorable prices. Our use of leverage could materially adversely affect our business, financial condition and results of operation and our ability to pay distributions to our stockholders. For example:

Our borrowings are secured by our pass-through Agency RMBS and a portion of our structured Agency RMBS under repurchase agreements. A decline in the market value of the pass-through Agency RMBS or structured Agency RMBS used to secure these debt obligations could limit our ability to borrow or result in lenders requiring us to pledge additional collateral to secure our borrowings. In that situation, we could be required to sell Agency RMBS under adverse market conditions in order to obtain the additional collateral required by the lender. If these sales are made at prices lower than the carrying value of the Agency RMBS, we would experience losses.

To the extent we are compelled to liquidate qualifying real estate assets to repay debts, our compliance with the REIT rules regarding our assets and our sources of gross income could be negatively affected, which could jeopardize our qualification as a REIT. Losing our REIT qualification would cause us to be subject to U.S. federal income tax (and any applicable state and local taxes) on all of our income and would decrease profitability and cash available for distributions to stockholders.

If we experience losses as a result of our use of leverage, such losses could materially adversely affect our business, results of operations and financial condition and our ability to make distributions to our stockholders.



***We may incur increased borrowing costs, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

Our borrowing costs under repurchase agreements are generally adjustable and correspond to short-term interest rates, such as LIBOR or a short-term U.S. Treasury index, plus or minus a margin. The margins on these borrowings over or under short-term interest rates may vary depending upon a number of factors, including, without limitation:

- the movement of interest rates;
- the availability of financing in the market; and
- the value and liquidity of our Agency RMBS.

All of our current borrowings are collateralized borrowings in the form of repurchase agreements. If the interest rates on these repurchase agreements increase, our business, financial condition and results of operations and our ability to pay distributions to our stockholders could be materially adversely affected.

***Failure to procure adequate repurchase agreement financing, or to renew or replace existing repurchase agreement financing as it matures, could materially adversely affect our business, financial condition and results of operations and our ability to make distributions to our stockholders.***

We currently have master repurchase agreements with five counterparties. We cannot assure you that any, or sufficient, repurchase agreement financing will be available to us in the future on terms that are acceptable to us. Any decline in the value of Agency RMBS, or perceived market uncertainty about their value, would make it more difficult for us to obtain financing on favorable terms or at all, or maintain our compliance with the terms of any financing arrangements already in place. Additionally, our lenders may have owned or financed RMBS that have declined in value and caused the lender to suffer losses as a result of the recent downturn in the residential mortgage market. If these conditions persist, these institutions may be forced to exit the repurchase market, become insolvent or further tighten lending standards or increase the amount of equity capital, or haircuts, required to obtain financing, and in such event, could make it more difficult for us to obtain financing on favorable terms or at all. Additionally, we may be unable to diversify the credit risk associated with our lenders. In the event that we cannot obtain sufficient funding on acceptable terms, our business, financial condition and results of operations and our ability to pay distributions to our stockholders may be materially adversely effected.

Furthermore, because we intend to rely primarily on short-term borrowings, our ability to achieve our investment objective will depend not only on our ability to borrow money in sufficient amounts and on favorable terms, but also on our ability to renew or replace on a continuous basis our maturing short-term borrowings. If we are not able to renew or replace maturing borrowings, we will have to sell some or all of our assets, possibly under adverse market conditions. In addition, if the regulatory capital requirements imposed on our lenders change, they may be required to significantly increase the cost of the financing that they provide to us. Our lenders also may revise their eligibility requirements for the types of assets they are willing to finance or the terms of such financings, based on, among other factors, the regulatory environment and their management of perceived risk.

***Adverse market developments could cause our lenders to require us to pledge additional assets as collateral. If our assets were insufficient to meet these collateral requirements, we might be compelled to liquidate particular assets at inopportune times and at unfavorable prices, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

Adverse market developments, including a sharp or prolonged rise in interest rates, a change in prepayment rates or increasing market concern about the value or liquidity of one or more types of Agency RMBS, might reduce the market value of our portfolio, which might cause our lenders to

initiate margin calls. A margin call means that the lender requires us to pledge additional collateral to re-establish the ratio of the value of the collateral to the amount of the borrowing. The specific collateral value to borrowing ratio that would trigger a margin call is not set in the master repurchase agreements and not determined until we engage in a repurchase transaction under these agreements. Our fixed-rate Agency RMBS generally are more susceptible to margin calls as increases in interest rates tend to more negatively affect the market value of fixed-rate securities. If we are unable to satisfy margin calls, our lenders may foreclose on our collateral. The threat or occurrence of a margin call could force us to sell either directly or through a foreclosure our Agency RMBS under adverse market conditions. Because of the significant leverage we expect to have, we may incur substantial losses upon the threat or occurrence of a margin call, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders. Additionally, the liquidation of collateral may jeopardize our ability to qualify or maintain our qualification as a REIT, as we must comply with requirements regarding our assets and our sources of gross income. If we are compelled to liquidate our Agency RMBS, we may be unable to comply with these requirements, ultimately jeopardizing our ability to qualify or maintain our qualification as a REIT. Our failure to qualify as a REIT or maintain our qualification would cause us to be subject to U.S. federal income tax (and any applicable state and local taxes) on all of our income.

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

Our borrowings under repurchase agreements may qualify for special treatment under the bankruptcy code, giving our lenders the ability to avoid the automatic stay provisions of the bankruptcy code and to take possession of and liquidate our collateral under the repurchase agreements without delay if we file for bankruptcy. Furthermore, the special treatment of repurchase agreements under the bankruptcy code may make it difficult for us to recover our pledged assets in the event that any of our lenders files for bankruptcy. Thus, the use of repurchase agreements exposes our pledged assets to risk in the event of a bankruptcy filing by either our lenders or us. In addition, if the lender is a broker or dealer subject to the Securities Investor Protection Act of 1970, or an insured depository institution subject to the Federal Deposit Insurance Act, our ability to exercise our rights to recover our investment under a repurchase agreement or to be compensated for any damages resulting from the lender's insolvency may be further limited by those statutes.

***If we fail to maintain our relationship with AVM, L.P. or if we do not establish relationships with other repurchase agreement trading, clearing and administrative service providers, our business, financial condition and results of operations and our ability to pay distributions to our stockholders could be materially adversely affected.***

We have engaged AVM, L.P. to provide us with certain repurchase agreement trading, clearing and administrative services. If we are unable to maintain our relationship with AVM, L.P. or we are unable to establish successful relationships with other repurchase agreement trading, clearing and administrative service providers, our business, financial condition and results of operations and our ability to pay distributions to our stockholders could be materially adversely affected.

***If our lenders default on their obligations to resell the Agency RMBS back to us at the end of the repurchase transaction term, or if the value of the Agency RMBS has declined by the end of the repurchase transaction term or if we default on our obligations under the repurchase transaction, we will lose money on these transactions, which, in turn, may materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

When we engage in a repurchase transaction, we initially sell securities to the financial institution under one of our master repurchase agreements in exchange for cash and our counterparty is obligated to resell the securities to us at

the end of the term of the transaction, which is typically from 24 to 90 days, but which may have terms up to 364 days or more. The cash we receive when we



initially sell the securities is less than the value of those securities, which is referred to as the haircut. Many financial institutions from whom we may obtain repurchase agreement financing have increased their haircuts in the past, and may do so again in the future. As of March 31, 2011, our haircuts were approximately 7.0% on average, which means that we will be required to pledge Agency RMBS the value of which equals approximately 107% of the principal amount of the borrowings. If these haircuts are increased, we will be required to post additional cash or securities as collateral for our Agency RMBS. If our counterparty defaults on its obligation to resell the securities to us, we would incur a loss on the transaction equal to the amount of the haircut (assuming there was no change in the value of the securities). We would also lose money on a repurchase transaction if the value of the underlying securities has declined as of the end of the transaction term, as we would have to repurchase the securities for their initial value but would receive securities worth less than that amount. Any losses we incur on our repurchase transactions could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

If we default on one of our obligations under a repurchase transaction, the counterparty can terminate the transaction and cease entering into any other repurchase transactions with us. In that case, we would likely need to establish a replacement repurchase facility with another financial institution in order to continue to leverage our portfolio and carry out our investment strategy. There is no assurance we would be able to establish a suitable replacement facility on acceptable terms or at all.

***Hedging against interest rate exposure may not completely insulate us from interest rate risk and could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

To the extent consistent with qualifying and maintaining our qualification as a REIT, we may enter into interest rate cap or swap agreements or pursue other hedging strategies, including the purchase of puts, calls or other options and futures contracts in order to hedge the interest rate risk of our portfolio. In general, our hedging strategy depends on our view of our entire portfolio consisting of assets, liabilities and derivative instruments, in light of prevailing market conditions. We could misjudge the condition of our investment portfolio or the market. Our hedging activity will vary in scope based on the level and volatility of interest rates and principal prepayments, the type of Agency RMBS we hold and other changing market conditions. Hedging may fail to protect or could adversely affect us because, among other things:

hedging can be expensive, particularly during periods of rising and volatile interest rates;

available interest rate hedging may not correspond directly with the interest rate risk for which protection is sought;

the duration of the hedge may not match the duration of the related liability;

certain types of hedges may expose us to risk of loss beyond the fee paid to initiate the hedge;

the amount of gross income that a REIT may earn from certain hedging transactions is limited by federal income tax provisions governing REITs;

the credit quality of the counterparty on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction; and

the counterparty in the hedging transaction may default on its obligation to pay.

There are no perfect hedging strategies, and interest rate hedging may fail to protect us from loss. Alternatively, we may fail to properly assess a risk to our investment portfolio or may fail to recognize a risk entirely, leaving us exposed to losses without the benefit of any offsetting hedging activities. The derivative financial instruments we select may not have the effect of reducing our interest rate risk. The nature and timing of hedging transactions may influence the effectiveness of these strategies. Poorly designed strategies or improperly executed transactions could actually increase our risk and losses. In addition, hedging activities could result in losses if the event against which we hedge does not occur.

Because of the foregoing risks, our hedging activity could materially adversely affect our business, financial condition and results of operation and our ability to pay distributions to our stockholders.

***Our use of certain hedging techniques may expose us to counterparty risks.***

If an interest rate swap counterparty cannot perform under the terms of the interest rate swap, we may not receive payments due under that swap, and thus, we may lose any unrealized gain associated with the interest rate swap. The hedged liability could cease to be hedged by the interest rate swap. Additionally, we may also risk the loss of any collateral we have pledged to secure our obligations under the interest rate swap if the counterparty becomes insolvent or files for bankruptcy. Similarly, if an interest rate cap counterparty fails to perform under the terms of the interest rate cap agreement, we may not receive payments due under that agreement that would off-set our interest expense and then could incur a loss for the then remaining fair market value of the interest rate cap.

***Hedging instruments often are not traded on regulated exchanges, guaranteed by an exchange or a clearing house, or regulated by any U.S. or foreign governmental authorities and involve risks and costs.***

The cost of using hedging instruments increases as the period covered by the instrument increases and during periods of rising and volatile interest rates. We may increase our hedging activity and thus increase our hedging costs during periods when interest rates are volatile or rising and hedging costs have increased.

In addition, hedging instruments involve risk since they often are not traded on regulated exchanges, guaranteed by an exchange or its clearing house, or regulated by any U.S. or foreign governmental authorities. While the recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, among other current or proposed pieces of legislation, may add regulatory oversight or reduce counterparty risk among market participants, little of such oversight currently exists. Consequently, there are no requirements with respect to record keeping, financial responsibility or segregation of customer funds and positions. Furthermore, the enforceability of agreements underlying derivative transactions may depend on compliance with applicable statutory and commodity and other regulatory requirements and, depending on the identity of the counterparty, applicable international requirements. The business failure of a hedging counterparty with whom we enter into a hedging transaction most likely will result in a default. Default by a hedging counterparty may result in the loss of unrealized profits and force us to cover our resale commitments, if any, at the then current market price. In addition, we may not always be able to dispose of or close out a hedging position without the consent of the hedging counterparty, and we may not be able to enter into an offsetting contract to cover our risk. We cannot assure you that a liquid secondary market will exist for hedging instruments purchased or sold, and we may be required to maintain a position until exercise or expiration, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

***Our ability to achieve our investment objectives will depend on our ability to manage future growth effectively.***

Our ability to achieve our investment objectives will depend on our ability to grow, which will depend, in turn, on our Manager's ability to identify and invest in securities that meet our investment criteria. Accomplishing this result on a cost-effective basis largely will be a function of our Manager's structuring and implementation of the investment process, its ability to provide competent, attentive and efficient services to us and our access to financing on acceptable terms. Our Manager has substantial responsibilities, and, in order to grow, needs to hire, train, supervise and manage new employees successfully. Any failure to manage our future growth effectively could have a material adverse effect on our business, financial condition and results of operations and our ability to pay distributions to our stockholders.



***We may change our investment strategy, investment guidelines and asset allocation without notice or stockholder consent, which may result in riskier investments. In addition, our charter will provide that our Board of Directors may revoke or otherwise terminate our REIT election, without the approval of our stockholders.***

Our Board of Directors has the authority to change our investment strategy or asset allocation at any time without notice to or consent from our stockholders. To the extent that our investment strategy changes in the future, we may make investments that are different from, and possibly riskier than, the investments described in this prospectus. A change in our investment strategy may increase our exposure to interest rate and real estate market fluctuations. Furthermore, a change in our asset allocation could result in our allocating assets in a different manner than as described in this prospectus.

In addition, our charter will provide that our Board of Directors may revoke or otherwise terminate our REIT election, without the approval of our stockholders, if it determines that it is no longer in our best interests to qualify as a REIT. These changes could materially adversely affect our business, financial condition, results of operations, the market value of our common stock and our ability to make distributions to our stockholders.

***Competition might prevent us from acquiring Agency RMBS at favorable yields, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

We operate in a highly competitive market for investment opportunities. Our net income largely depends on our ability to acquire Agency RMBS at favorable spreads over our borrowing costs. In acquiring Agency RMBS, we compete with a variety of institutional investors, including other REITs, investment banking firms, savings and loan associations, banks, insurance companies, mutual funds, other lenders and other entities that purchase Agency RMBS, many of which have greater financial, technical, marketing and other resources than we do. Several other REITs have recently raised, or are expected to raise, significant amounts of capital, and may have investment objectives that overlap with ours, which may create additional competition for investment opportunities. Some competitors may have a lower cost of funds and access to funding sources that may not be available to us, such as funding from the U.S. Government. Additionally, many of our competitors are not subject to REIT tax compliance or required to maintain an exemption from the Investment Company Act. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments. Furthermore, competition for investments in Agency RMBS may lead the price of such investments to increase, which may further limit our ability to generate desired returns. As a result, we may not be able to acquire sufficient Agency RMBS at favorable spreads over our borrowing costs, which would materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

***The recent actions of the U.S. Government for the purpose of stabilizing the financial markets may adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

The U.S. Government, through the Federal Reserve, the U.S. Treasury, the SEC, the Federal Housing Administration, or FHA, the Federal Deposit Insurance Corporation, or FDIC, and other governmental and regulatory bodies have taken or are considering taking various actions to address the financial crisis. For example, on July 21, 2010, President Obama signed into law the Dodd-Frank Act. Many aspects of the Dodd-Frank Act are subject to rulemaking and will take effect over several years, making it difficult to anticipate the overall financial impact on us and, more generally, the financial services and mortgage industries. Additionally, we cannot predict whether there will be additional proposed laws or reforms that would affect us, whether or when such changes may be adopted, how such changes may be interpreted and enforced or how such changes may affect us. However, the costs of complying with any additional laws or regulations could have a material adverse



effect on our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

In addition to the foregoing, the U.S. Congress and/or various state and local legislatures may enact additional legislation or regulatory action designed to address the current economic crisis or for other purposes that could have a material adverse effect on our ability to execute our business strategies. To the extent the market does not respond favorably to these initiatives or they do not function as intended, our business, financial condition and results of operations and our ability to pay distributions to our stockholders could be materially adversely affected.

***We will be subject to the requirements of the Sarbanes-Oxley Act of 2002.***

After becoming a public company, management will be required to deliver a report that assesses the effectiveness of our internal controls over financial reporting, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act. Section 404 of the Sarbanes-Oxley Act may require our auditors to deliver an attestation report on the effectiveness of our internal controls over financial reporting in conjunction with their opinion on our audited financial statements as of December 31 subsequent to the year in which this registration statement becomes effective. Substantial work on our part is required to implement appropriate processes, document the system of internal control over key processes, assess their design, remediate any deficiencies identified and test their operation. This process is expected to be both costly and challenging. We cannot give any assurances that material weaknesses will not be identified in the future in connection with our compliance with the provisions of Section 302 and 404 of the Sarbanes-Oxley Act. The existence of any material weakness described above would preclude a conclusion by management and our independent auditors that we maintained effective internal control over financial reporting. Our management may be required to devote significant time and expense to remediate any material weaknesses that may be discovered and may not be able to remediate any material weakness in a timely manner. The existence of any material weakness in our internal control over financial reporting could also result in errors in our financial statements that could require us to restate our financial statements, cause us to fail to meet our reporting obligations and cause investors to lose confidence in our reported financial information, all of which could lead to a decline in the trading price of our common stock.

***Terrorist attacks and other acts of violence or war may materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

We cannot assure you that there will not be further terrorist attacks against the United States or U.S. businesses. These attacks or armed conflicts may directly impact the property underlying our Agency RMBS or the securities markets in general. Losses resulting from these types of events are uninsurable. More generally, any of these events could cause consumer confidence and spending to decrease or result in increased volatility in the United States and worldwide financial markets and economies. They also could result in economic uncertainty in the United States or abroad. Adverse economic conditions could harm the value of the property underlying our Agency RMBS or the securities markets in general, which could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

***We are highly dependent on communications and information systems operated by third parties, and systems failures could significantly disrupt our business, which may, in turn, adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

Our business is highly dependent on communications and information systems that allow us to monitor, value, buy, sell, finance and hedge our investments. These systems are operated by third parties and, as a result, we have limited ability to ensure their continued operation. In the event of a systems failure or interruption, we will have limited ability to affect the timing and success of systems restoration. Any failure or interruption of our systems could cause

delays or other problems in our



securities trading activities, including Agency RMBS trading activities, which could have a material adverse effect on our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

***If we issue debt securities, our operations may be restricted and we will be exposed to additional risk.***

If we decide to issue debt securities in the future, it is likely that such securities will be governed by an indenture or other instrument containing covenants restricting our operating flexibility. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our common stock. We, and indirectly our stockholders, will bear the cost of issuing and servicing such securities. Holders of debt securities may be granted specific rights, including but not limited to, the right to hold a perfected security interest in certain of our assets, the right to accelerate payments due under the indenture, rights to restrict dividend payments, and rights to approve the sale of assets. Such additional restrictive covenants and operating restrictions could have a material adverse effect on our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

### **Risks Related to Conflicts of Interest in Our Relationship with Our Manager and Bimini**

***The management agreement was not negotiated on an arm's-length basis and the terms, including fees payable and our inability to terminate, or our election not to renew, the management agreement based on our Manager's poor performance without paying our Manager a significant termination fee, may not be as favorable to us as if it were negotiated with an unaffiliated third party.***

The management agreement was negotiated between related parties, and we did not have the benefit of arm's-length negotiations of the type normally conducted with an unaffiliated third party. The terms of the management agreement, including fees payable and our inability to terminate, or our election not to renew, the management agreement based on our Manager's poor performance without paying our Manager a significant termination fee, may not reflect the terms we may have received if it was negotiated with an unrelated third party. In addition, as a result of the relationship with our Manager, we may choose not to enforce, or to enforce less vigorously, our rights under the management agreement because of our desire to maintain our ongoing relationship with our Manager.

***We have no employees and our Manager will be responsible for making all of our investment decisions. None of our or our Manager's officers are required to devote any specific amount of time to our business and each of them may provide their services to Bimini which could result in conflicts of interest.***

Our Manager will be responsible for making all of our investments. We do not have any employees, and we are completely reliant on our Manager to provide us with investment advisory services. Each of our and our Manager's officers is an employee of Bimini and none of them will devote their time to us exclusively. Each of Messrs. Cauley and Haas, who will be the initial members of our Manager's investment committee, is an officer of Bimini and has significant responsibilities to Bimini. Due to the fact that each of our officers is responsible for providing services to Bimini, they may not devote sufficient time to the management of our business operations. At times when there are turbulent conditions in the mortgage markets or distress in the credit markets or other times when we will need focused support and assistance from our executive officers and our Manager, Bimini and its affiliates will likewise require greater focus and attention from them. In such situations, we may not receive the level of support and assistance that we otherwise would likely have received if we were internally managed or if such executives were not otherwise committed to provide support to Bimini.

We expect our Board of Directors to adopt investment guidelines that will require that any investment transaction between us and Bimini or any affiliate of Bimini receives the prior approval of a majority of our independent directors. See Our Manager and the Management Agreement Conflicts of Interest; Equitable Allocation of

Opportunities. However, this policy will not eliminate the conflicts

of interest that our officers will face in making investment decisions on behalf of Bimini and us. Further, we do not have any agreement or understanding with Bimini that would give us any priority over Bimini or any of its affiliates. Accordingly, we may compete for access to the benefits that we expect our relationship with our Manager and Bimini to provide.

***We are completely dependent upon our Manager and certain key personnel of Bimini who provide services to us through the management agreement, and we may not find suitable replacements for our Manager and these personnel if the management agreement is terminated or such key personnel are no longer available to us.***

We are completely dependent on our Manager to conduct our operations pursuant to the management agreement. Because we do not have any employees or separate facilities, we are reliant on our Manager to provide us with the personnel, services and resources necessary to carry out our day-to-day operations. Our management agreement does not require our Manager to dedicate specific personnel to our operations or a specific amount of time to our business. Additionally, because we will be affiliated with Bimini, we may be negatively impacted by an event or factors, including ongoing and potential legal proceedings against Bimini and its subsidiaries, that negatively impacts or could negatively impact Bimini's business or financial condition.

After the initial term of the management agreement, which expires on \_\_\_\_\_, 2014, or upon the expiration of any automatic renewal term, our Manager may elect not to renew the management agreement without cause, and without penalty, on 180-days prior written notice to us. If we elect not to renew the management agreement without cause, we would have to pay a termination fee equal to three times the average annual management fee earned by our Manager during the prior 24-month period immediately preceding the most recently completed calendar quarter prior to the effective date of termination. During the term of the management agreement and for two years after its expiration or termination, we may not, without the consent of our Manager, employ any employee of the Manager or any of its affiliates or any person who has been employed by our Manager or any of its affiliates at any time within the two year period immediately preceding the date on which the person commences employment with us. We do not have retention agreements with any of our officers. We believe that the successful implementation of our investment and financing strategies depends to a significant extent upon the experience of Bimini's executive officers. None of these individuals' continued service is guaranteed. If the management agreement is terminated or these individuals leave Bimini, we may be unable to execute our business plan.

***Legal proceedings involving Bimini and certain of its subsidiaries have adversely affected Bimini, may materially adversely affect Bimini's ability to effectively manage our business and could materially adversely affect our reputation, business, financial condition and results of operations and our ability to pay distributions to our stockholders.***

Bimini and its subsidiaries are currently subject to a number of ongoing legal proceedings and could be subject to further legal proceedings in the future. Bimini is vigorously defending itself in these proceedings. Most of these legal proceedings arise out of the mortgage-related operations of Bimini's mortgage origination subsidiary that discontinued operations in 2007. In the past, Bimini and certain of its subsidiaries have been subject to similar actions, including proceedings alleging violations of the federal securities laws and for breach of duty arising from the sale of certain mortgage-related securities, which have now been satisfactorily resolved, but Bimini and its subsidiaries could be subject to similar actions in the future.

Because all of our Manager's officers are also officers of Bimini, any legal proceedings or regulatory inquiries involving Bimini and its subsidiaries, whether meritorious or not, may divert the time and attention of our Manager and certain key personnel of our Manager from us and our investment strategy and may negatively affect Bimini's business operations and financial condition. In addition, due to our relationship with Bimini and our Manager, such events could result in a material adverse effect on our reputation, business, financial condition and results of

operations and our ability to pay distributions to our stockholders. Furthermore, if these legal proceedings were to result in a bankruptcy of Bimini or our Manager, we may not terminate the management agreement with our

Manager until 30 days after we provide written notice of termination to the Manager and could experience difficulty in finding another manager or hiring personnel to conduct our business. Alternatively, a bankruptcy court could prevent us from exercising such termination right, regardless of the provisions of the management agreement.

***We, Bimini and other accounts managed by our Manager may compete for opportunities to acquire assets, which are allocated in accordance with the Investment Allocation Agreement by and among Bimini, our Manager and us.***

Bimini and our Manager may, from time to time, simultaneously seek to purchase the same or similar assets for us (through our Manager) that it is seeking to purchase for Bimini and other accounts that may be managed by our Manager in the future, and our Manager has no duty to allocate such opportunities in a manner that preferentially favors us. Bimini and our Manager make available to us opportunities to acquire assets that they determine, in their reasonable and good faith judgment, based on our objectives, policies and strategies, and other relevant factors, are appropriate for us in accordance with the Investment Allocation Agreement.

Because many of our targeted assets are typically available only in specified quantities and because many of our targeted assets are also targeted assets for Bimini and may be targeted assets for other accounts our Manager may manage in the future, neither Bimini nor our Manager may be able to buy as much of any given asset as required to satisfy the needs of Bimini, us and any other account our Manager may manage in the future. In these cases, the Investment Allocation Agreement will require the allocation of such assets to multiple accounts in proportion to their needs and available capital. The Investment Allocation Agreement will permit departure from such proportional allocation when (i) allocating purchases of whole-pool Agency RMBS, because those securities cannot be divided into multiple parts to be allocated among various accounts, and (ii) such allocation would result in an inefficiently small amount of the security being purchased for an account. In that case, the Investment Allocation Agreement allows for a protocol of allocating assets so that, on an overall basis, each account is treated equitably.

***There are conflicts of interest in our relationships with our Manager and Bimini, which could result in decisions that are not in the best interests of our stockholders.***

We are subject to conflicts of interest arising out of our relationship with Bimini and our Manager. All of our executive officers are employees of Bimini. As a result, our officers may have conflicts between their duties to us and their duties to Bimini or our Manager.

We may acquire or sell assets in which Bimini or its affiliates have or may have an interest. Similarly, Bimini or its affiliates may acquire or sell assets in which we have or may have an interest. Although such acquisitions or dispositions may present conflicts of interest, we nonetheless may pursue and consummate such transactions. Additionally, we may engage in transactions directly with Bimini or its affiliates, including the purchase and sale of all or a portion of a portfolio asset. For example, on March 31, 2011, we purchased Agency RMBS from Bimini for a purchase price of approximately \$1.1 million.

Acquisitions made for entities with similar objectives may be different from those made on our behalf. Bimini may have economic interests in or other relationships with others in whose obligations or securities we may acquire. In particular, such persons may make and/or hold an investment in securities that we acquire that may be pari passu, senior or junior in ranking to our interest in the securities or in which partners, security holders, officers, directors, agents or employees of such persons serve on the board of directors or otherwise have ongoing relationships. Each of such ownership and other relationships may result in securities laws restrictions on transactions in such securities and otherwise create conflicts of interest. In such instances, our Manager may, in its sole discretion, make recommendations and decisions regarding such securities for other entities that may be the same as or different from those made to or for us with respect to such securities and may take actions (or omit to take actions) in the context of these other economic interests or relationships the consequences of which may be adverse to our interests.



The officers of Bimini and our Manager devote as much time to us as Bimini and our Manager deem appropriate. However, these officers may have conflicts in allocating their time and services among us and Bimini and our Manager. During turbulent conditions in the mortgage industry, distress in the credit markets or other times when we will need focused support and assistance from our Manager's and Bimini's employees, Bimini and other entities for which our Manager may serve as a manager in the future, will likewise require greater focus and attention, placing our Manager's and Bimini's resources in high demand. In such situations, we may not receive the necessary support and assistance we require or would otherwise receive if we were internally managed.

We, directly or through Bimini or our Manager, may obtain confidential information about the companies or securities in which we have invested or may invest. If we do possess confidential information about such companies or securities, there may be restrictions on our ability to dispose of, increase the amount of, or otherwise take action with respect to the securities of such companies. Our Manager's management of other accounts could create a conflict of interest to the extent our Manager or Bimini is aware of material non-public information concerning potential investment decisions. We have implemented compliance procedures and practices designed to ensure that investment decisions are not made while in possession of material non-public information. We cannot assure you, however, that these procedures and practices will be effective. In addition, this conflict and these procedures and practices may limit the freedom of our Manager to make potentially profitable investments, which could have an adverse effect on our operations. These limitations imposed by access to confidential information could therefore materially adversely affect our business, financial condition and results of operations and our ability to make distributions to our stockholders.

John B. Van Heuvelen, one of our independent director nominees, owns shares of common stock of Bimini. Mr. 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. Mr. Haas, 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. Accordingly, Messrs. Van Heuvelen, Cauley and Haas may have a conflict of interest with respect to actions by our Board of Directors that relate to Bimini or our Manager.

Bimini will own 12.42% of our outstanding shares of common stock upon completion of this offering. In evaluating opportunities for us and other management strategies, this may lead our Manager to emphasize certain asset acquisition, disposition or management objectives over others, such as balancing risk or capital preservation objectives against return objectives. This could increase the risks, or decrease the returns, of your investment.

***If we elect to not renew the management agreement without cause, we would be required to pay our Manager a substantial termination fee. These and other provisions in our management agreement make non-renewal of our management agreement difficult and costly.***

Electing not to renew the management agreement without cause would be difficult and costly for us. With the consent of the majority of our independent directors, we may elect not to renew our management agreement after the initial term of the management agreement, which expires on \_\_\_\_\_, 2014, or upon the expiration of any automatic renewal term, both upon 180-days prior written notice. If we elect to not renew the agreement because of a decision by our Board of Directors that the management fee is unfair, our Manager has the right to renegotiate a mutually agreeable management fee. If we elect to not renew the management agreement without cause, we are required to pay our Manager a termination fee equal to three times the average annual management fee earned by our Manager during the prior 24-month period immediately preceding the most recently completed calendar quarter prior to the effective date of termination. These provisions may increase the effective cost to us of electing to not renew the management agreement, thereby adversely affecting our inclination to end our relationship with our Manager even if we believe our

Manager's performance is unsatisfactory.



***Our Manager's management fee is payable regardless of our performance.***

Our Manager is entitled to receive a management fee from us that is based on the amount of our equity (as defined in the management agreement), regardless of the performance of our investment portfolio. See Prospectus Summary Our Management Agreement. For example, we would pay our Manager a management fee for a specific period even if we experienced a net loss during the same period. Our Manager's entitlement to substantial nonperformance-based compensation may reduce its incentive to devote sufficient time and effort to seeking investments that provide attractive risk-adjusted returns for our investment portfolio. This in turn could materially adversely affect our business, financial condition and results of operations and our ability to make distributions to our stockholders.

***Our Manager will not be liable to us for any acts or omissions performed in accordance with the management agreement, including with respect to the performance of our investments.***

Our Manager has not assumed any responsibility other than to render the services called for under the management agreement in good faith and is not responsible for any action of our Board of Directors in following or declining to follow its advice or recommendations, including as set forth in the investment guidelines. Our Manager and its affiliates, and the directors, officers, employees, members and stockholders of our Manager and its affiliates, will not be liable to us, our Board of Directors or our stockholders for any acts or omissions performed in accordance with and pursuant to the management agreement, except by reason of acts constituting bad faith, willful misconduct, gross negligence or reckless disregard of their respective duties under the management agreement. We have agreed to indemnify our Manager and its affiliates, and the directors, officers, employees, members and stockholders of our Manager and its affiliates, with respect to all expenses, losses, damages, liabilities, demands, charges and claims in respect of or arising from any acts or omissions of our Manager, its affiliates, and the directors, officers, employees, members and stockholders of our Manager and its affiliates, performed in good faith under the management agreement and not constituting bad faith, willful misconduct, gross negligence, or reckless disregard of their respective duties. Therefore, you will have no recourse against our Manager with respect to the performance of investments made in accordance with the management agreement.

**Risks Related to Our Common Stock**

***Investing in our common stock may involve a high degree of risk.***

The investments we make in accordance with our investment objectives may result in a high amount of risk when compared to alternative investment options and volatility or loss of principal. Our investments may be highly speculative and aggressive, and therefore an investment in our common stock may not be suitable for someone with a lower risk tolerance.

***There may not be an active market for our common stock, which may cause our common stock to trade at a discount and make it difficult to sell the common stock you purchase.***

Prior to this offering, there has been no public market for our common stock. The initial public offering price for our common stock will be determined by negotiations between the underwriters and us. The initial public offering price may not correspond to the price at which our common stock will trade in the public market subsequent to this offering and the price of our shares available in the public market may not reflect our actual financial performance.

We have applied to have our common stock approved for listing on the NYSE under the symbol ORC. Trading on the NYSE will not ensure that an actual market will develop for our common stock. Accordingly, no assurance can be given as to:

the likelihood that an actual market for our common stock will develop;

the liquidity of any such market;

the ability of any holder to sell shares of our common stock; or

the prices that may be obtained for our common stock.

***We have not established a minimum distribution payment level, and we cannot assure you of our ability to make distributions to our stockholders in the future.***

We intend to make quarterly distributions to our stockholders in amounts such that we distribute all or substantially all of our taxable income in each year, subject to certain adjustments. We have not established a minimum distribution payment level, and our ability to make distributions might be harmed by the risk factors described in this prospectus. All distributions will be made at the discretion of our Board of Directors out of funds legally available therefor and will depend on our earnings, our financial condition, qualifying and maintaining our qualification as a REIT and such other factors as our Board of Directors may deem relevant from time to time. We cannot assure you that we will have the ability to make distributions to our stockholders in the future. To the extent that we decide to pay distributions from the proceeds from this offering or other securities offerings, such distributions would generally be considered a return of capital for U.S. federal income tax purposes. A return of capital reduces the basis of a stockholder's investment in our common stock to the extent of such basis and is treated as capital gain thereafter.

***The issuance of common stock issuable upon exercise of the warrants we intend to sell to Bimini in the concurrent private placement may substantially dilute your holdings and may, therefore, reduce the value of our common stock.***

We intend to sell to Bimini in a concurrent private placement warrants to purchase 4,500,000 shares of our common stock. These warrants likely will be exercised if the market price of our common stock equals or exceeds the exercise price of the warrants. The issuance of shares of our common stock to Bimini pursuant to the exercise of its warrants may substantially dilute your holdings as follows: (i) the issuance of shares of common stock to Bimini may decrease our earnings per share, (ii) the issuance of shares of common stock to Bimini may decrease our book value per share, and (iii) the issuance of shares of common stock to Bimini will dilute your voting interests. These dilutive events could cause a significant reduction in the value of our common stock.

***Future offerings of debt securities, which would be senior to our common stock upon liquidation, or equity securities, which would dilute our existing stockholders and may be senior to our common stock for the purposes of distributions, may harm the value of our common stock.***

In the future, we may attempt to increase our capital resources by making additional offerings of debt or equity securities, including commercial paper, medium-term notes, senior or subordinated notes and classes of preferred stock or common stock, as well as warrants to purchase shares of common stock or convertible preferred stock. Upon the liquidation of the Company, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common stock. Additional equity offerings by us may dilute the holdings of our existing stockholders or reduce the market value of our common stock, or both. Our preferred stock, if issued, would have a preference on distributions that could limit our ability to make distributions to the holders of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Our stockholders are therefore subject to the risk of our future securities offerings reducing the market price of our common stock and diluting their common stock.

***The market value of our common stock may be volatile following this offering.***

The market value of shares of our common stock may be based primarily upon current and future cash dividends, and the market price of shares of our common stock will be influenced by the dividends on those shares relative to market interest rates. Rising interest rates may lead potential buyers of our common stock to expect a higher dividend rate, which would adversely affect the market price of shares of our common stock. As a result, the market price of our common stock may be highly volatile and subject to wide price fluctuations. In addition, the trading volume in our

common

stock may fluctuate and cause significant price variations to occur. Some of the factors that could negatively affect the share price or trading volume of our common stock include:

- actual or anticipated variations in our quarterly operating results or distributions;
- changes in our earnings estimates or publication of research reports about us or the real estate or specialty finance industry;
- increases in market interest rates that lead purchasers of our common stock to demand a higher dividend yield;
- the exercise of the warrants we intend to sell to Bimini in the concurrent private placement;
- changes in market valuations of similar companies;
- adverse market reaction to any increased indebtedness we incur in the future;
- a change in our Manager or additions or departures of key management personnel;
- actions by institutional stockholders;
- speculation in the press or investment community; and
- general market and economic conditions.

If the market price of our common stock declines significantly, you may be unable to resell your shares at or above the offering price. We cannot assure you that the market price of our common stock will not fluctuate or decline significantly in the future.

***Broad market fluctuations could harm the market price of our common stock.***

The stock market has experienced extreme price and volume fluctuations in the past that have affected the market price of many companies in industries similar or related to ours and that have been unrelated to these companies operating performances. These broad market fluctuations could occur again and could reduce the market price of our common stock. Furthermore, our operating results and prospects may be below the expectations of public market analysts and investors or may be lower than those of companies with comparable market capitalizations, which could harm the market price of our common stock.

***Shares of our common stock eligible for future sale may harm our share price.***

We cannot predict the effect, if any, of future sales of shares of our common stock, or the availability of shares for future sales, on the market price of our common stock. Sales of substantial amounts of these shares of our common stock, or the perception that these sales could occur, may harm prevailing market prices for our common stock. Prior to the completion of this offering, Bimini will own 1,063,830 shares of our common stock (after giving effect to the stock dividend we intend to effect prior to the completion of this offering) and, upon completion of this offering and the concurrent private placement, we intend to sell to Bimini warrants to purchase 4,500,000 shares of our common stock. The 2011 Equity Incentive Plan provides for grants 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 award, subject to a maximum aggregate number of shares of common stock that may be issued under the 2011 Equity Incentive Plan of 4,000,000 shares of

common stock. Pursuant to the registration rights agreement, upon the first anniversary of the completion of this offering, we will grant to (i) Bimini and its transferees demand registration rights to have its shares of our common stock, including shares of our common stock issuable upon the exercise of the warrants we intend to sell to Bimini in the concurrent private placement, registered for resale, provided that no holder may request more than two demand registrations, and, (ii) solely Bimini, in certain circumstances, the right to piggy-back these shares in registration statements we might file in connection with any future public offering, so long as Bimini holds these shares. If Bimini sells a large number of our securities in the public market, the sale could reduce the market price of our common stock and could impede our ability to raise future capital.

***You should not rely on lock-up agreements in connection with this offering to limit the amount of common stock sold into the market.***

We and each of our Manager, our directors and executive officers will agree that, for a period of 180 days after the date of this prospectus, without the prior written consent of Barclays Capital Inc., we and they will not sell, dispose of or hedge any shares of our common stock, subject to certain exceptions and extensions in certain circumstances. Bimini will agree that, for a period of 365 days after the date of this prospectus, it will not, without the prior written consent of Barclays Capital Inc., dispose of or hedge any of (i) its shares of our common stock, including any shares of our common stock issuable upon the exercise of the warrants it intends to purchase in the concurrent private placement, (ii) the warrants that it intends to purchase in the concurrent private placement or (iii) any shares of our common stock that it may acquire after completion of this offering, subject to certain exceptions and extension in certain circumstances.

There are no present agreements between Barclays Capital Inc. and any of Bimini, our Manager, our directors, our executive officers or us to release any of them or us from these lock-up agreements. However, we cannot predict the circumstances or timing under which Barclays Capital Inc. may waive these restrictions. These sales or a perception that these sales may occur could reduce the market price of our common stock.

***An increase in market interest rates may cause a material decrease in the market price of our common stock.***

One of the factors that investors may consider in deciding whether to buy or sell shares of our common stock is our distribution rate as a percentage of our share price relative to market interest rates. If the market price of our common stock is based primarily on the earnings and return that we derive from our investments and income with respect to our investments and our related distributions to stockholders, and not from the market value of the investments themselves, then interest rate fluctuations and capital market conditions are likely to adversely affect the market price of our common stock. For instance, if market rates rise without an increase in our distribution rate, the market price of our common stock could decrease as potential investors may require a higher distribution yield on our common stock or seek other securities paying higher distributions or interest. In addition, rising interest rates would result in increased interest expense on our variable rate debt, thereby reducing cash flow and our ability to service our indebtedness and pay distributions.

## **Risks Related to Our Organization and Structure**

***Loss of our exemption from regulation under the Investment Company Act would negatively affect the value of shares of our common stock and our ability to pay distributions to our stockholders.***

We have operated and intend to continue to operate our business so as to be exempt from registration under the Investment Company Act because we are primarily engaged in the business of purchasing or otherwise acquiring mortgages and other liens on and interests in real estate. Specifically, we invest and intend to continue to invest so that at least 55% of the assets that we own on an unconsolidated basis consist of qualifying mortgages and other liens and interests in real estate, which are collectively referred to as qualifying real estate assets, and so that at least 80% of the assets we own on an unconsolidated basis consist of real estate related assets (including our qualifying real estate assets). We treat Fannie Mae, Freddie Mac and Ginnie Mae whole-pool residential mortgage pass-through securities issued with respect to an underlying pool of mortgage loans in which we hold all of the certificates issued by the pool as qualifying real estate assets based on no-action letters issued by the SEC. To the extent that the SEC publishes new or different guidance with respect to these matters, we may fail to qualify for this exemption.

If we fail to qualify for this exemption, we could be required to restructure our activities in a manner that, or at a time when, we would not otherwise choose to do so, which could negatively affect the value of shares of our common

stock and our ability to distribute dividends. For example, if the market value of our investments in CMOs or structured Agency RMBS, neither of which are qualifying real estate



assets, were to increase by an amount that resulted in less than 55% of our assets being invested in pass-through Agency RMBS, we might have to sell CMOs or structured Agency RMBS in order to maintain our exemption from the Investment Company Act. The sale could occur during adverse market conditions, and we could be forced to accept a price below that which we believe is acceptable.

Alternatively, if we fail to qualify for this exemption, we may have to register under the Investment Company Act and we could become subject to substantial regulation with respect to our capital structure (including our ability to use leverage), management, operations, transactions with affiliated persons (as defined in the Investment Company Act), portfolio composition, including restrictions with respect to diversification and industry concentration, and other matters.

We may be required at times to adopt less efficient methods of financing certain of our securities, and we may be precluded from acquiring certain types of higher yielding securities. The net effect of these factors would be to lower our net interest income. If we fail to qualify for an exemption from registration as an investment company or an exclusion from the definition of an investment company, our ability to use leverage would be substantially reduced, and we would not be able to conduct our business as described in this prospectus. Our business will be materially and adversely affected if we fail to qualify for and maintain an exemption from regulation pursuant to the Investment Company Act.

***Our ownership limitations and certain other provisions of applicable law and our charter and bylaws may restrict business combination opportunities that would otherwise be favorable to our stockholders.***

Our charter and bylaws and Maryland law contain provisions that may delay, defer or prevent a change in control or other transaction that might involve a premium price for our common stock or otherwise be in the best interests of our stockholders, including business combination provisions, supermajority vote and cause requirements for removal of directors, provisions that vacancies on our Board of Directors may be filled only by the remaining directors, for the full term of the directorship in which the vacancy occurred, the power of our Board of Directors to increase or decrease the aggregate number of authorized shares of stock or the number of shares of any class or series of stock, to cause us to issue additional shares of stock of any class or series and to fix the terms of one or more classes or series of stock without stockholder approval, the restrictions on ownership and transfer of our stock and advance notice requirements for director nominations and stockholder proposals.

Upon the closing of this offering, to assist us in qualifying as a REIT, among other purposes, ownership of our stock by any person will generally be limited to 9.8% in value or number of shares, whichever is more restrictive, of any class or series of our stock, except that Bimini may own up to 44% of our common stock so long as Bimini continues to qualify as a REIT. Additionally, our charter will prohibit beneficial or constructive ownership of our stock that would otherwise result in our failure to qualify as a REIT. The ownership rules in our charter are complex and may cause the outstanding stock owned by a group of related individuals or entities to be deemed to be owned by one individual or entity. As a result, these ownership rules could cause an individual or entity to unintentionally own shares beneficially or constructively in excess of our ownership limits. Any attempt to own or transfer shares of our common or preferred stock in excess of our ownership limits without the consent of our Board of Directors will result in such shares being transferred to a charitable trust. These provisions may inhibit market activity and the resulting opportunity for our stockholders to receive a premium for their stock that might otherwise exist if any person were to attempt to assemble a block of shares of our stock in excess of the number of shares permitted under our charter and which may be in the best interests of our security holders.

Our Board of Directors may, without stockholder approval, amend our charter to increase or decrease the aggregate number of our shares or the number of shares of any class or series that we have the authority to issue and to classify or reclassify any unissued shares of common stock or preferred stock, and set the preferences, rights and other terms

of the classified or reclassified shares. As a result, our Board of Directors may take actions with respect to our common or preferred stock that may have the effect of delaying or preventing a change in control, including transactions at a premium over the market price of our shares, even if stockholders believe that a change in control is in their interest. These provisions, along with the restrictions on ownership and transfer contained in our

charter and certain provisions of Maryland law described below, could discourage unsolicited acquisition proposals or make it more difficult for a third party to gain control of us, which could adversely affect the market price of our securities. See Certain Provisions of Maryland Law and of Our Charter and Bylaws.

***Our rights and the rights of our stockholders to take action against our directors and officers are limited, which could limit your recourse in the event of actions not in your best interests.***

Our charter will limit the liability of our directors and officers to us and our stockholders for money damages, except for liability resulting from:

actual receipt of an improper benefit or profit in money, property or services; or

a final judgment based upon a finding of active and deliberate dishonesty by the director or officer that was material to the cause of action adjudicated.

We will enter into indemnification agreements with our directors and executive officers that obligate us to indemnify them to the maximum extent permitted by Maryland law. In addition, our charter will authorize the Company to obligate itself to indemnify our present and former directors and officers for actions taken by them in those and other capacities to the maximum extent permitted by Maryland law. Our bylaws will require us, to the maximum extent permitted by Maryland law, to indemnify each present and former director or officer in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service to us. In addition, we may be obligated to advance the defense costs incurred by our directors and officers. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist absent the provisions in our charter, bylaws and indemnification agreements or that might exist with other companies. See Certain Provisions of Maryland Law and of our Charter and Bylaws Limitation of Directors and Officers Liability and Indemnification.

***Certain provisions of Maryland law could inhibit changes in control.***

Certain provisions of the Maryland General Corporation Law, or the MGCL, may have the effect of inhibiting a third party from making a proposal to acquire us or impeding a change of control under circumstances that otherwise could provide our stockholders with the opportunity to realize a premium over the then-prevailing market price of our common stock, including:

business combination provisions that, subject to limitations, prohibit certain business combinations between us and an interested stockholder (defined generally as any person who beneficially owns 10% or more of the voting power of our outstanding voting stock or an affiliate or associate of ours who, at any time within the two-year period immediately prior to the date in question, was the beneficial owner of 10% or more of the voting power of our then outstanding stock) or an affiliate of an interested stockholder for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter require two supermajority stockholder votes to approve any such combination; and

control share provisions that provide that a holder of control shares of the Company (defined as voting shares of stock which, when aggregated with all other shares of stock owned by the acquiror or in respect of which the acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), entitle the acquiror to exercise one of three increasing ranges of voting power in electing directors) acquired in a control share acquisition (defined as the direct or indirect acquisition of ownership or control of control shares, subject to certain exceptions) generally have no voting rights with respect to the control shares except to the extent approved by our stockholders by the affirmative vote of two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.



We will elect to opt-out of these provisions of the MGCL, in the case of the business combination provisions of the MGCL, by resolution of our Board of Directors (provided that such business combination is first approved by our Board of Directors, including a majority of our directors who are not affiliates or associates of such person), and in the case of the control share provisions of the MGCL, pursuant to a provision in our bylaws. However, our Board of Directors may by resolution elect to repeal the foregoing opt-out from the business combination provisions of the MGCL, and we may, by amendment to our bylaws, opt in to the control share provisions of the MGCL in the future.

***We may be subject to adverse legislative or regulatory changes that could reduce the market price of our common stock.***

At any time, laws or regulations, or the administrative interpretations of those laws or regulations, that impact our business and Maryland corporations may be amended. In addition, the markets for RMBS and derivatives, including interest rate swaps, have been the subject of intense scrutiny in recent months. We cannot predict when or if any new law, regulation or administrative interpretation, or any amendment to any existing law, regulation or administrative interpretation, will be adopted or promulgated or will become effective. Additionally, revision to these laws, regulations or administrative interpretations could cause us to change our investments. We could be materially adversely affected by any such change to any existing, or any new, law, regulation or administrative interpretation, which could reduce the market price of our common stock.

#### **U.S. Federal Income Tax Risks**

***Your investment has various U.S. federal income tax risks.***

Although the provisions of the Code relevant to your investment are generally described in Material U.S. Federal Income Tax Considerations, we strongly urge you to consult your own tax advisor concerning the effects of federal, state and local income tax law on an investment in our common stock and on your individual tax situation.

***Our failure to qualify or maintain our qualification as a REIT would subject us to U.S. federal income tax, which could adversely affect the value of the shares of our common stock and would substantially reduce the cash available for distribution to our stockholders.***

We believe that we will be organized in conformity with the requirements for qualification as a REIT under the Code, and we intend to operate in a manner that will enable us to meet the requirements for qualification and taxation as a REIT commencing with our short taxable year ending December 31, 2011. However, we cannot assure you that we will qualify and remain qualified as a REIT. In connection with this offering, we will receive an opinion from Hunton & Williams LLP that, commencing with our short taxable year ending December 31, 2011, we will be organized in conformity with the requirements for qualification and taxation as a REIT under the U.S. federal income tax laws and our intended method of operations will enable us to satisfy the requirements for qualification and taxation as a REIT under the U.S. federal income tax laws for our short taxable year ending December 31, 2011 and subsequent taxable years. Investors should be aware that Hunton & Williams LLP's opinion is based upon customary assumptions, will be conditioned upon certain representations made by us as to factual matters, including representations regarding the nature of our assets and the conduct of our business, is not binding upon the Internal Revenue Service, or the IRS, or any court and speaks as of the date issued. In addition, Hunton & Williams LLP's opinion will be based on existing U.S. federal income tax law governing qualification as a REIT, which is subject to change either prospectively or retroactively. Moreover, our qualification and taxation as a REIT will depend upon our ability to meet on a continuing basis, through actual annual operating results, certain qualification tests set forth in the U.S. federal tax laws. Hunton & Williams LLP will not review our compliance with those tests on a continuing basis. Accordingly, given the complex nature of the rules governing REITs, the ongoing importance of factual determinations, including the potential tax treatment of investments we make, and the possibility of future changes in

our circumstances, no assurance can be given that our actual results of operations for any particular taxable year will satisfy such requirements.

If we fail to qualify as a REIT in any calendar year, we would be required to pay U.S. federal income tax (and any applicable state and local tax), including any applicable alternative minimum tax, on our taxable income at regular corporate rates, and dividends paid to our stockholders would not be deductible by us in computing our taxable income (although such dividends received by certain non-corporate U.S. taxpayers generally would be subject to a preferential rate of taxation through December 31, 2012). Further, if we fail to qualify as a REIT, we might need to borrow money or sell assets in order to pay any resulting tax. Our payment of income tax would decrease the amount of our income available for distribution to our stockholders. Furthermore, if we fail to maintain our qualification as a REIT, we no longer would be required under U.S. federal tax laws to distribute substantially all of our REIT taxable income to our stockholders. Unless our failure to qualify as a REIT was subject to relief under U.S. federal tax laws, we could not re-elect to qualify as a REIT until the fifth calendar year following the year in which we failed to qualify.

***Complying with REIT requirements may cause us to forego or liquidate otherwise attractive investments.***

To qualify as a REIT, we must continually satisfy various tests regarding the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. In order to meet these tests, we may be required to forego investments we might otherwise make. Thus, compliance with the REIT requirements may hinder our investment performance.

In particular, we must ensure that at the end of each calendar quarter, at least 75% of the value of our total assets consists of cash, cash items, government securities and qualified REIT real estate assets, including Agency RMBS. The remainder of our investment in securities (other than government securities and qualified real estate assets) generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our total assets (other than government securities, TRS securities, and qualified real estate assets) can consist of the securities of any one issuer, and no more than 25% of the value of our total assets can be represented by securities of one or more TRSs. Generally, if we fail to comply with these requirements at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification and becoming subject to U.S. federal income tax (and any applicable state and local taxes) on all of our income. As a result, we may be required to liquidate from our portfolio otherwise attractive investments or contribute such investments to a TRS. These actions could have the effect of reducing our income and amounts available for distribution to our stockholders.

***Failure to make required distributions would subject us to tax, which would reduce the cash available for distribution to our stockholders.***

To qualify as a REIT, we must distribute to our stockholders each calendar year at least 90% of our REIT taxable income (including certain items of non-cash income), determined without regard to the deduction for dividends paid and excluding net capital gain. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our distributions in any calendar year are less than the sum of:

- 85% of our REIT ordinary income for that year;
- 95% of our REIT capital gain net income for that year; and
- any undistributed taxable income from prior years.

We intend to distribute our REIT taxable income to our stockholders in a manner intended to satisfy the 90% distribution requirement and to avoid both corporate income tax and the 4%



nondeductible excise tax. However, there is no requirement that TRSs distribute their after-tax net income to their parent REIT or their stockholders.

Our taxable income may substantially exceed our net income as determined based on GAAP, because, for example, realized capital losses will be deducted in determining our GAAP net income, but may not be deductible in computing our taxable income. In addition, we may invest in assets that generate taxable income in excess of economic income or in advance of the corresponding cash flow from the assets. As a result of the foregoing, we may generate less cash flow than taxable income in a particular year. To the extent that we generate such non-cash taxable income in a taxable year, we may incur corporate income tax and the 4% nondeductible excise tax on that income if we do not distribute such income to stockholders in that year. In that event, we may be required to use cash reserves, incur debt, sell assets, make taxable distributions of our stock or debt securities or liquidate non-cash assets at rates or at times that we regard as unfavorable to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax in that year.

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

Even if we qualify for taxation as a REIT, we may be subject to certain federal, state and local taxes on our income and assets, including taxes on any undistributed income, tax on income from some activities conducted as a result of a foreclosure, and state or local income, property and transfer taxes. In addition, any TRSs we form will be subject to regular corporate federal, state and local taxes. Any of these taxes would decrease cash available for distributions to stockholders.

***The failure of Agency RMBS subject to a repurchase agreement to qualify as real estate assets would adversely affect our ability to qualify as a REIT.***

We have entered and intend to continue to enter into repurchase agreements under which we will nominally sell certain of our Agency RMBS to a counterparty and simultaneously enter into an agreement to repurchase the sold assets. We believe that for U.S. federal income tax purposes these transactions will be treated as secured debt and we will be treated as the owner of the Agency RMBS that are the subject of any such agreement notwithstanding that such agreement may transfer record ownership of such assets to the counterparty during the term of the agreement. It is possible, however, that the IRS could successfully assert that we do not own the Agency RMBS during the term of the repurchase agreement, in which case we could fail to qualify as a REIT.

***Our ability to invest in and dispose of contracts for delayed delivery transactions, or delayed delivery contracts, including to be announced securities, could be limited by the requirements necessary to qualify as a REIT, and we could fail to qualify as a REIT as a result of these investments.***

We may purchase Agency RMBS through delayed delivery contracts, including to-be-announced forward contracts, or TBAs. We may recognize income or gains on the disposition of delayed delivery contracts. For example, rather than take delivery of the Agency RMBS subject to a TBA, we may dispose of the TBA through a roll transaction in which we agree to purchase similar securities in the future at a predetermined price or otherwise, which may result in the recognition of income or gains. The law is unclear regarding whether delayed delivery contracts will be qualifying assets for the 75% asset test and whether income and gains from dispositions of delayed delivery contracts will be qualifying income for the 75% gross income test.

Until we receive a favorable private letter ruling from the IRS or we are advised by counsel that delayed delivery contracts should be treated as qualifying assets for purposes of the 75% asset test, we will limit our investment in delayed delivery contracts and any non-qualifying assets to no more than 25% of our total gross assets at the end of any calendar quarter and will limit the delayed delivery contracts issued by any one issuer to no more than 5% of our

total gross assets at the end of any calendar quarter. Further, until we receive a favorable private letter ruling from the IRS or we are advised by counsel that income and gains from the disposition of delayed delivery contracts should be treated as qualifying income for purposes of the 75% gross income test, we will limit our income and

gains from dispositions of delayed delivery contracts and any non-qualifying income to no more than 25% of our gross income for each calendar year. Accordingly, our ability to purchase Agency RMBS through delayed delivery contracts and to dispose of delayed delivery contracts through roll transactions or otherwise, could be limited.

Moreover, even if we are advised by counsel that delayed delivery contracts should be treated as qualifying assets or that income and gains from dispositions of delayed delivery contracts should be treated as qualifying income, it is possible that the IRS could successfully take the position that such assets are not qualifying assets and such income is not qualifying income. In that event, we could be subject to a penalty tax or we could fail to qualify as a REIT if (i) the value of our delayed delivery contracts together with our non-qualifying assets for the 75% asset test, exceeded 25% of our total gross assets at the end of any calendar quarter, (ii) the value of our delayed delivery contracts, including TBAs, issued by any one issuer exceeds 5% of our total assets at the end of any calendar quarter, or (iii) our income and gains from the disposition of delayed delivery contracts together with our non-qualifying income for the 75% gross income test, exceeded 25% of our gross income for any taxable year.

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

The REIT provisions of the Code substantially limit our ability to hedge. Our aggregate gross income from non-qualifying hedges, fees, and certain other non-qualifying sources cannot exceed 5% of our annual gross income. As a result, we might have to limit our use of advantageous hedging techniques or implement those hedges through a TRS. Any hedging income earned by a TRS would be subject to federal, state and local income tax at regular corporate rates. This could increase the cost of our hedging activities or expose us to greater risks associated with changes in interest rates than we would otherwise want to bear.

***Our ownership of and relationship with any TRSs that we form will be limited and a failure to comply with the limits would jeopardize our REIT status and may result in the application of a 100% excise tax.***

A REIT may own up to 100% of the stock of one or more TRSs. A TRS may earn income that would not be qualifying income if earned directly by the parent REIT. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation (other than a REIT) of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 25% of the value of a REIT's total assets may consist of stock or securities of one or more TRSs. A domestic TRS will pay federal, state and local income tax at regular corporate rates on any income that it earns. In addition, the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's length basis. Any domestic TRS that we may form will pay federal, state and local income tax on its taxable income, and its after-tax net income will be available for distribution to us but is not required to be distributed to us unless necessary to maintain our REIT qualification.

***Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.***

The maximum tax rate applicable to income from qualified dividends payable to domestic stockholders taxed at individual rates has been reduced by legislation to 15% through the end of 2012. Dividends payable by REITs, however, generally are not eligible for the reduced rates. Although this legislation does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends could cause investors who are taxed at individual rates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends treated as qualified dividend income, which could adversely affect the value of the stock of REITs, including our common stock.



***We may pay taxable dividends in cash and our common stock, in which case stockholders may sell shares of our common stock to pay tax on such dividends, placing downward pressure on the market price of our common stock.***

We may distribute taxable dividends that are payable in cash and common stock at the election of each stockholder. Under IRS Revenue Procedure 2010-12, up to 90% of any such taxable dividend paid with respect to our 2011 taxable year could be payable in shares of our common stock. Taxable stockholders receiving such dividends will be required to include the full amount of the dividend as ordinary income to the extent of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. As a result, stockholders may be required to pay income tax with respect to such dividends in excess of the cash dividends received. If a U.S. stockholder sells the common stock that it receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our common stock at the time of the sale. Furthermore, with respect to certain non-U.S. stockholders, the applicable withholding agent may be required to withhold U.S. federal income tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in common stock. If we utilize Revenue Procedure 2010-12 and a significant number of our stockholders determine to sell shares of our common stock in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our common stock. Further, although Revenue Procedure 2010-12 applies only to taxable dividends payable in cash and stock with respect to our 2011 taxable year, it is unclear whether and to what extent we will be able to pay taxable dividends payable in cash and our stock in later years. Moreover, various tax aspects of taxable cash/stock dividends are uncertain and have not yet been addressed by the IRS. No assurance can be given that the IRS will not impose additional requirements in the future with respect to taxable cash/stock dividends, including on a retroactive basis, or assert that the requirements for such taxable cash/stock dividends have not been met. We currently do not intend to pay taxable dividends payable in cash and our stock.

***Our ownership limitations may restrict change of control or business combination opportunities in which our stockholders might receive a premium for their stock.***

In order for us to qualify as a REIT for each taxable year after 2011, no more than 50% in value of our outstanding stock may be owned, directly or indirectly, by five or fewer individuals during the last half of any calendar year.

Individuals for this purpose include natural persons, private foundations, some employee benefit plans and trusts, and some charitable trusts. In order to assist us in qualifying as a REIT, among other purposes, ownership of our stock by any person is generally limited to 9.8% in value or number of shares, whichever is more restrictive, of any class or series of our stock, except that Bimini may own up to 44% of our common stock so long as Bimini continues to qualify as a REIT.

These ownership limitations could have the effect of discouraging a takeover or other transaction in which holders of our common stock might receive a premium for their common stock over the then-prevailing market price or which holders might believe to be otherwise in their best interests.

***We may be subject to adverse legislative or regulatory tax changes that could reduce the market price of our common stock.***

At any time, the U.S. federal income tax laws or regulations governing REITs or the administrative interpretations of those laws or regulations may be amended. We cannot predict when or if any new U.S. federal income tax law, regulation or administrative interpretation, or any amendment to any existing U.S. federal income tax law, regulation or administrative interpretation, will be adopted, promulgated or become effective and any such law, regulation or interpretation may take effect retroactively. We and our stockholders could be adversely affected by any such change in, or any new, U.S. federal income tax law, regulation or administrative interpretation.



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

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

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

***Our recognition of phantom income may reduce a stockholder's after-tax return on an investment in our common stock.***

We may recognize taxable income in excess of our economic income, known as phantom income, in the first years that we hold certain investments, and experience an offsetting excess of economic income over our taxable income in later years. As a result, stockholders at times may be required to pay U.S. federal income tax on distributions that economically represent a return of capital rather than a dividend. These distributions would be offset in later years by distributions representing economic income that would be treated as returns of capital for U.S. federal income tax purposes. Taking into account the time value of money, this acceleration of U.S. federal income tax liabilities may reduce a stockholder's after-tax return on his or her investment to an amount less than the after-tax return on an investment with an identical before-tax rate of return that did not generate phantom income.

***Liquidation of our assets may jeopardize our REIT qualification.***

To qualify and maintain our qualification as a REIT, we must comply with requirements regarding our assets and our sources of income. If we are compelled to liquidate our assets to repay obligations to our lenders, we may be unable to comply with these requirements, thereby jeopardizing our qualification as a REIT, or we may be subject to a 100% tax on any resultant gain if we sell assets that are treated as inventory or property held primarily for sale to customers in the ordinary course of business.

***Our qualification as a REIT and exemption from U.S. federal income tax with respect to certain assets may be dependent on the accuracy of legal opinions or advice rendered or given or statements by the issuers of assets that we acquire, and the inaccuracy of any such opinions, advice or statements may adversely affect our REIT qualification and result in significant corporate-level tax.***

When purchasing securities, we may rely on opinions or advice of counsel for the issuer of such securities, or statements made in related offering documents, for purposes of determining whether such securities represent debt or equity securities for U.S. federal income tax purposes, the value of such securities, and also to what extent those securities constitute qualified real estate assets for purposes of the REIT asset tests and produce income which qualifies under the 75% gross income test. The inaccuracy of any such opinions, advice or statements may adversely

affect our REIT qualification and result in significant corporate-level tax.



## USE OF PROCEEDS

We estimate that the net proceeds from this offering and the concurrent private placement will be approximately \$81.7 million (or approximately \$93.6 million if the underwriters fully exercise their option to purchase additional shares), after deducting the portion of the underwriting discount and commissions payable by us of approximately \$2.5 million (or approximately \$2.9 million if the underwriters fully exercise their option to purchase additional shares) and estimated offering expenses of approximately \$825,000 payable by us. A \$1.00 increase (decrease) in the assumed public offering price of \$11.00 per share would increase (decrease) the net proceeds that we will receive from this offering and the concurrent private placement by \$7.2 million, assuming the number of shares offered by us, as set forth on the front cover of this prospectus, remains the same and after deducting the portion of the underwriting discount and commissions payable by us and estimated offering expenses payable by us.

Our obligation to pay for the expenses of this offering will be capped at 1.0% of the total gross proceeds from this offering.

Our Manager will (i) pay the underwriters \$ per share with respect to each share of common stock sold in this offering on a deferred basis after the completion of this offering and (ii) pay the offering expenses that exceed an amount equal to 1.0% of the total gross proceeds from this offering.

We intend to invest the net proceeds of this offering and the concurrent private placement in (i) pass-through Agency RMBS backed by hybrid ARMs, ARMs and fixed-rate mortgage loans and (ii) structured Agency RMBS. Specifically, we intend to invest the net proceeds of this offering as follows:

approximately 0% to 50% in pass-through Agency RMBS backed by fixed-rate mortgage loans;

approximately 0% to 50% in pass-through Agency RMBS backed by ARMs;

approximately 0% to 50% in pass-through Agency RMBS backed by hybrid ARMs; and

approximately 25% to 75% in structured Agency RMBS.

We expect to fully invest the net proceeds of this offering and the concurrent private placement in Agency RMBS within approximately three months of closing the offering and, for our pass-through Agency RMBS portfolio and a certain portion of our structured Agency RMBS portfolio, to implement our leveraging strategy within approximately three additional months. We then expect to borrow against the pass-through Agency RMBS and a portion of our structured Agency RMBS that we purchase with the net proceeds of this offering through repurchase agreements and use the proceeds of the borrowings to acquire additional pass-through Agency RMBS and structured Agency RMBS in accordance with a similar targeted allocation. We reserve the right to change our targeted allocation depending on prevailing market conditions, including, among others, the pricing and supply of Agency RMBS and structured Agency RMBS, the performance of our portfolio and the availability and terms of financing.

Until these assets can be identified and obtained, we may temporarily invest the balance of the proceeds of this offering in interest-bearing short-term investment grade securities or money market accounts consistent with our intention to qualify and maintain our qualification as a REIT, or we may hold cash. These investments are expected to provide a lower net return than we hope to achieve from our intended investments.



## DISTRIBUTION POLICY

We intend to make regular quarterly cash distributions to our stockholders, as more fully described below. To qualify as a REIT, we must distribute annually to our stockholders an amount at least equal to 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gain. We will be subject to income tax on our taxable income that is not distributed and to an excise tax to the extent that certain percentages of our taxable income are not distributed by specified dates. See Material U.S. Federal Income Tax Considerations. Income as computed for purposes of the foregoing tax rules will not necessarily correspond to our income as determined for financial reporting purposes.

Any distributions we make will be authorized by and at the discretion of our Board of Directors based upon a variety of factors deemed relevant by our directors, which may include:

- actual results of operations;
- our financial condition;
- our level of retained cash flows;
- our capital requirements;
- the timing of the investment of the net proceeds of this offering and the concurrent private placement;
- any debt service requirements;
- our taxable income;
- the annual distribution requirements under the REIT provisions of the Code;
- applicable provisions of Maryland law; and
- other factors that our Board of Directors may deem relevant.

We have not established a minimum distribution payment level, and we cannot assure you of our ability to make distributions to our stockholders in the future.

Our charter will authorize us to issue preferred stock that could have a preference over our common stock with respect to distributions. We currently have no intention to issue any preferred stock, but if we do, the distribution preference on the preferred stock could limit our ability to make distributions to the holders of our common stock.

Our ability to make distributions to our stockholders will depend upon the performance of our investment portfolio, and, in turn, upon our Manager's management of our business. To the extent that our cash available for distribution is less than the amount required to be distributed under the REIT provisions of the Code, we may consider various funding sources to cover any shortfall, including selling certain of our assets, borrowing funds or using a portion of the net proceeds we receive in this offering and the concurrent private placement or future offerings (and thus all or a portion of such distributions may constitute a return of capital for U.S. federal income tax purposes). We also may elect to pay all or a portion of any distribution in the form of a taxable distribution of our stock or debt securities. We

do not currently intend to pay future distributions from the proceeds of this offering. In addition, our Board of Directors may change our distribution policy in the future. See Risk Factors.

**CAPITALIZATION**

The following table sets forth our capitalization as of March 31, 2011:

On an actual basis;

On an as adjusted basis to give effect to (i) the sale of 7,500,000 shares of our common stock in this offering, assuming a public offering price of \$11.00 per share, which is the mid-point of the price range set forth on the cover of this prospectus, and after deducting the portion of the underwriters' discount payable by us and estimated offering expenses payable by us, (ii) the issuance of 1,063,830 shares of our common stock sold to Bimini for \$15.0 million in cash (after giving effect to \$7.5 million investment to be made prior to completion of this offering and the stock dividend of 7.0922 shares for each share of common stock that we will effect prior to the completion of this offering, or the Stock Dividend), (iii) the sale of warrants to purchase 4,500,000 shares of our common stock in the concurrent private placement for an aggregate purchase price of \$2,475,000 and (iv) the Stock Dividend.

You should read this table together with Management's Discussion and Analysis of Financial Conditions and Results of Operations and our financial statements and related notes included elsewhere in this prospectus.

	<b>March 31, 2011</b>	
	<b>Actual</b>	<b>As Adjusted<sup>(1)(2)</sup></b>
<b>STOCKHOLDERS' EQUITY:</b>		
Common stock, \$0.01 par value; 1,000,000 shares authorized; 75,000 shares subscribed, actual; 500,000,000 shares authorized, as adjusted; 8,563,830 shares issued and outstanding, as adjusted	\$ 750	\$ 85,638
Preferred stock, \$0.01 par value; no shares authorized; no shares outstanding, actual; 100,000,000 shares authorized and no shares issued and outstanding, as adjusted		
Additional paid-in capital	7,499,250	96,589,362
(Accumulated deficit) Retained earnings	(14,082)	(14,082)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>\$ 7,485,918</b>	<b>\$ 96,660,918</b>

- (1) The number of shares of common stock to be outstanding immediately after the closing of this offering and the concurrent private placement includes (i) 1,063,830 shares of our common stock that will be held by Bimini upon completion of this offering, and (ii) 7,500,000 shares of common stock to be sold in this offering. Does not include 4,000,000 shares of common stock reserved for issuance under our 2011 Equity Incentive Plan.
- (2) Does not include the underwriters' option to purchase up to an additional 1,125,000 shares of common stock. Also does not include 4,500,000 shares of common stock issuable upon exercise of the warrants issued to Bimini in the concurrent private placement, however, as adjusted additional paid-in capital does include the \$2,475,000 aggregate purchase price of such warrants. Each warrant will have an exercise price of 110% of the price per share of the common stock sold in this offering, will be immediately exercisable and will expire seven years from the completion of the offering.



**DILUTION**

Our net tangible book value as of March 31, 2011 was approximately \$7.5 million, or \$99.81 per share of our common stock subscribed. Net tangible book value per share represents the amount of our total tangible assets minus our total liabilities, divided by the aggregate shares of our common stock outstanding (or subscribed for). After giving effect to (i) the sale of 7,500,000 shares of our common stock in this offering at an assumed initial public offering price of \$11.00 per share, which is the mid-point of the range set forth on the cover page of this prospectus, and after deducting the portion of the underwriting discounts and commissions payable by us and estimated offering expenses payable by us and (ii) the sale of warrants to purchase 4,500,000 shares of our common stock in the concurrent private placement for an aggregate purchase price of \$2,475,000, our as adjusted net tangible book value on March 31, 2011 would have been approximately \$96.7 million, or \$11.29 per share. This amount represents an immediate increase in net tangible book value of \$0.29 per share to new investors who purchase our common stock in this offering at an assumed initial public offering price of \$11.00. The following table shows this immediate per share dilution:

Public offering price per share	\$ 11.00
Net tangible book value per share subscribed for on March 31, 2011, before giving effect to this offering and the concurrent private placement	\$ 99.81
As adjusted net tangible book value per share of common stock on March 31, 2011, after giving effect to the additional investment of \$7.5 million in cash and the Stock Dividend (1,063,830 shares outstanding, as adjusted)	\$ 14.09
Decrease in net tangible book value per share attributable to this offering and the concurrent private placement	(2.80)
As adjusted net tangible book value per share on March 31, 2011, after giving effect to this offering and the concurrent private placement	\$ 11.29
Accretion in as adjusted net tangible book value per share to new investors	\$ 0.29

The following table summarizes, on the as adjusted basis described above as of March 31, 2011, the differences between the average price per share paid by our existing stockholder and by new investors purchasing shares of common stock in this offering at an assumed initial public offering price of \$11.00 per share, which is the mid-point of the range set forth on the front cover of this prospectus, before deducting the portion of the underwriting discounts and commissions payable by us and estimated offering expenses payable by us in this offering:

	Shares		Total Consideration		Average Price Per Share <sup>(2)</sup>
	Purchased <sup>(1)</sup> Number	%	Amount	%	
Shares purchased by existing stockholder	1,063,830	12.42%	\$ 15,000,000	15.38%	\$ 14.10
New investors <sup>(3)</sup>	7,500,000	87.58	82,500,000	84.62	11.00
Total <sup>(3)</sup>	8,563,830	100.00%	\$ 97,500,000	100.00%	

- (1) Assumes no exercise of the underwriters' option to purchase an additional 1,125,000 shares of our common stock.
- (2) The average price per share for shares purchased by the existing stockholder gives effect to the issuance of 913,830 shares of our common stock to Bimini pursuant to the Stock Dividend on that will occur immediately prior to the completion of this offering. The actual average price per share for shares purchased by Bimini was \$100.00.
- (3) A \$1.00 increase (decrease) in the assumed initial public offering price of \$11.00 per share, which is the mid-point of the range set forth on the cover page of this prospectus, would increase (decrease) total consideration paid by new investors and total consideration paid by all investors by \$7.5 million, assuming the number of shares of common stock offered by us, as set forth on the cover page of this prospectus, remains the same and the underwriters do not exercise their over-allotment option to purchase an additional 1,125,000 shares of our common stock, and after deducting estimated offering expenses payable by us.

If the underwriters fully exercise their option to purchase an additional 1,125,000 shares of our common stock, the number of shares of common stock held by the existing stockholder will be reduced to 10.98% of the aggregate number of shares of common stock outstanding after this offering, and the number of shares of common stock held by new investors will be increased to 8,625,000, or 89.02% of the aggregate number of shares of common stock outstanding after this offering.



**SELECTED FINANCIAL DATA**

The following table presents selected financial data as of March 31, 2011, for the three months ended March 31, 2011 and for the period beginning on November 24, 2010 (date operations commenced) to December 31, 2010. The statement of operations data for the period beginning on November 24, 2010 (date operations commenced) to December 31, 2010 has been derived from our audited financial statements. The statement of operations and balance sheet data as of March 31, 2011 and for the three months ended March 31, 2011 has been derived from our interim unaudited financial statements. These interim unaudited financial statements have been prepared on substantially the same basis as our audited financial statements and reflect all adjustments which are, in the opinion of management, necessary to provide a fair statement of our financial position as of March 31, 2011 and the results of operations for the three months ended March 31, 2011. All such adjustments are of a normal recurring nature. These results are not necessarily indicative of our results for the full fiscal year.

Because the information presented below is only a summary and does not provide all of the information contained in our historical financial statements, including the related notes, you should read it in conjunction with the more detailed information contained in our financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus.

	<b>Three Months Ended March 31, 2011 (unaudited)</b>	<b>Period from November 24, 2010 (Date Operations Commenced) to December 31, 2010</b>
<b>Statement of Operations Data:</b>		
Revenues:		
Interest income	\$ 307,764	\$ 69,340
Interest expense	(18,942)	(5,186)
Net interest income	288,822	64,154
Losses on trading securities <sup>(1)</sup>	(168,532)	(55,307)
Gains on futures contracts	10,875	
Net portfolio income	131,165	8,847
Total expenses	115,093	39,001
Net income (loss)	\$ 16,072	\$ (30,154)
Basic and diluted income (loss) per share of common stock <sup>(2)</sup>	\$ 0.21	\$ (0.68)

**As of  
March 31, 2011**

**(unaudited)****Balance Sheet Data:**

Total mortgage-backed securities	\$ 28,903,656
Total assets	30,101,395
Repurchase agreements	22,530,842
Total liabilities	22,615,477
Total stockholder's equity	7,485,918
Book value per share of our common stock <sup>(2)</sup>	\$ 99.81

<sup>(1)</sup> Because all of our Agency RMBS have been classified as held for trading securities, all changes in the fair values of our Agency RMBS are reflected in our statement of operations, as opposed to a component of other comprehensive income in our

statement of stockholders' equity if they were instead classified as available for sale securities. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies - Mortgage-Backed Securities.

- (2) On March 31, 2011 and December 31, 2010, no shares of common stock were outstanding; however, on March 31, 2011 and December 31, 2010, 75,000 shares and 44,050 shares of our common stock had been subscribed for by Bimini, respectively. On April 29, 2011, we issued 75,000 shares of our common stock to Bimini, which consisted of the 44,050 shares subscribed for as of December 31, 2010, 17,950 shares subscribed for on March 28, 2011 and 13,000 shares subscribed for on March 31, 2011.

## Core Earnings

We classify our Agency RMBS as held for trading. We do not intend to elect GAAP hedge accounting for any derivative financial instruments that we may utilize. Securities held for trading and hedging instruments, for which hedge accounting has not been elected, are recorded at estimated fair value, with changes in the fair value recorded as unrealized gains or losses through the statement of operations. Many other publicly-traded REITs that invest in Agency RMBS classify their Agency RMBS as available for sale. Unrealized gains and losses in the fair value of securities classified as available for sale are recorded as a component of other comprehensive income in the statement of stockholders' equity. As a result, investors may not be able to readily compare our results of operations to those of many of our competitors. We believe that the presentation of our Core Earnings is useful to investors because it provides a means of comparing our results of operations to those of our competitors. Core Earnings represents a non-GAAP financial measure and is defined as net income (loss) excluding unrealized gains (losses) on trading securities and hedging instruments and net interest income (expense) on hedging instruments. Management utilizes Core Earnings because it allows management to: (i) isolate the net interest income plus other expenses of the Company over time, free of all mark-to-market adjustments and net payments associated with our hedging instruments and (ii) assess the effectiveness of our funding and hedging strategies, 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 our Manager's management of our portfolio.

Our presentation of Core Earnings may not be comparable to similarly-titled measures of other companies, who may use different calculations. As a result, Core Earnings 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.

	<b>Three Months Ended March 31, 2011</b>	<b>For the Period from November 24, 2010 (Date Operations Commenced) through December 31, 2010</b>
<b>Non-GAAP Reconciliation (unaudited):</b>		
Net income (loss)	\$ 16,072	\$ (30,154)
Unrealized (gains) losses on trading securities	168,532	55,307
Unrealized (gains) losses on hedging instruments	(10,875)	
Net interest (income) expense on hedging instruments		
Core Earnings	\$ 173,729	\$ 25,153



## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion in conjunction with the sections of this prospectus entitled Risk Factors, Special Note Regarding Forward-Looking Statements, Business and our financial statements and the related notes thereto included elsewhere in this prospectus. This discussion contains forward-looking statements reflecting current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled Risk Factors and elsewhere in this prospectus.*

### Overview

Orchid Island Capital, Inc. is a specialty finance company that invests in Agency RMBS. Our investment strategy focuses on, and our portfolio consists of, two categories of Agency RMBS: (i) traditional pass-through Agency RMBS and (ii) structured Agency RMBS, such as CMOs, IOs, IIOs and POs, among other types of structured Agency RMBS.

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 quarterly 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 pass-through Agency 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 pass-through Agency RMBS and certain of our structured Agency RMBS, such as fixed and floating rate tranches of CMOs and POs, through short-term borrowings structured as repurchase agreements. However, we do not intend to employ leverage on the securities in our structured Agency RMBS portfolio that have no principal balance, such as IOs and IIOs. We do not intend to use leverage in these instances because the securities contain structural leverage. Pass-through Agency 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 were formed by Bimini in August 2010. We commenced operations on November 24, 2010, and through March 31, 2011, Bimini had contributed approximately \$7.5 million in cash to us. Bimini has agreed to contribute an additional \$7.5 million in cash to us prior to the completion of this offering pursuant to a subscription agreement to purchase additional shares of our common stock. Bimini is currently our sole stockholder. Bimini has managed our portfolio since inception by utilizing the same investment strategy that we expect our Manager and its experienced RMBS investment team to continue to employ after completion of this offering. As of March 31, 2011, our Agency RMBS portfolio had a fair value of approximately \$28.9 million and was comprised of approximately 83.5% pass-through Agency RMBS and 16.5% structured Agency RMBS. Our net asset value as of March 31, 2011 was approximately \$7.5 million.

We intend to qualify and will elect to be taxed as a REIT commencing with our short taxable year ending December 31, 2011. We generally will not be subject to U.S. federal income tax to the extent that we annually distribute all of our REIT taxable income to our stockholders and qualify as a REIT.



## **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;

prepayment rates on mortgages underlying our Agency RMBS, and credit trends insofar as they affect prepayment rates;

the difference between Agency RMBS yields and our funding and hedging costs;

competition for investments in Agency RMBS;

recent actions taken by the U.S. Federal Reserve and the U.S. Treasury; 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; and

the requirements to qualify as a REIT and the requirements to qualify for a registration exemption under the Investment Company Act.

We anticipate that, for any period during which changes in the interest rates earned on our assets do not coincide with interest rate changes on the corresponding liabilities, such assets will reprice more slowly than the corresponding liabilities. Consequently, changes in interest rates, particularly short term interest rates, may significantly influence our net income.

Our net income may be affected by a difference between actual prepayment rates and our projections. Prepayments on loans and securities may be influenced by changes in market interest rates and homeowners' ability and desire to refinance their mortgages.

## **Outlook**

### ***Regulatory Developments***

In response to the credit market disruption and the deteriorating financial conditions of Fannie Mae and Freddie Mac, Congress and the U.S. Treasury undertook a series of actions that culminated with putting Fannie Mae and Freddie

Mac in conservatorship in September 2008. The FHFA now operates Fannie Mae and Freddie Mac as conservator, in an effort to stabilize the entities. The FHFA also noted that during the conservatorship period, it would work to enact new regulations for minimum capital standards, prudent safety and soundness standards and portfolio limits of Fannie Mae and Freddie Mac.

Although the U.S. Government has committed significant resources to Fannie Mae and Freddie Mac, Agency RMBS guaranteed by either Fannie Mae or Freddie Mac are not backed by the full faith and credit of the United States. Moreover, the Secretary of the U.S. Treasury noted that the guarantee structure of Fannie Mae and Freddie Mac required examination and that changes in the structures of the entities were necessary to reduce risk to the financial system. Such changes may involve an explicit U.S. Government backing of Fannie Mae and Freddie Mac Agency RMBS or the express elimination of any implied U.S. Government guarantee and, therefore, the creation of credit risk with respect to Fannie



Mae and Freddie Mac Agency RMBS. Additionally, on February 11, 2011, the U.S. Treasury issued a White Paper titled *Reforming America's Housing Finance Market* that lays out, among other things, proposals to limit or potentially wind down the role that Fannie Mae and Freddie Mac play in the mortgage market. Accordingly, the effect of the actions taken and to be taken by the U.S. Treasury and FHFA remains uncertain. The November 2, 2010 national elections in the United States created further uncertainty because of material changes to the composition of both houses of Congress. Given the public reaction to the substantial funds made available to Fannie Mae and Freddie Mac, future funding for both is likely to face increased scrutiny. New and recently enacted laws, regulations and programs related to Fannie Mae and Freddie Mac may adversely affect the pricing, supply, liquidity and value of Agency RMBS and otherwise materially harm our business and operations. See *Risk Factors - Risks Related to Our Business* The federal conservatorship of Fannie Mae and Freddie Mac and related efforts, along with changes in laws and regulations affecting the relationship between Fannie Mae and Freddie Mac and the U.S. Government, may materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

On July 21, 2010, President Obama signed into law the Dodd-Frank Act. The Dodd-Frank Act provides for new regulations on financial institutions and creates new supervisory and advisory bodies, including the new Consumer Financial Protection Bureau. The Dodd-Frank Act tasks many agencies with issuing a variety of new regulations, including rules related to mortgage origination and servicing, securitization and derivatives. Because a significant number of regulations under the Dodd-Frank Act have either not yet been proposed or not yet been adopted in final form, it is not possible for us to predict how the Dodd-Frank Act will impact our business. See *Risk Factors - Risks Related to Our Business* The recent actions of the U.S. Government for the purpose of stabilizing the financial markets may adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

### ***Agency RMBS***

Our Agency RMBS backed by hybrid ARMs pay a fixed interest rate for a set period and then convert to a floating rate payment structure. Our Agency RMBS backed by fixed-rate mortgage loans pay a fixed rate for a term of either 15 or 30 years. The market prices of Agency RMBS backed by fixed-rate mortgage loans correlate more closely with movements in long-term interest rates than Agency RMBS backed by ARMs or hybrid ARMs.

As 2010 drew to a close, the U.S. economy had not fully recovered from the effects of the financial crisis. Unemployment in the United States was 9.4% and gross domestic product growth was still low. Moreover, inflation in the United States was at or near the low end of the U.S. Federal Reserve's target range of 1% to 2%. On November 3, 2010, the U.S. Federal Reserve instituted a second round of asset purchases of up to \$600 billion of U.S. Treasury securities intended to further reduce long-term interest rates. In addition, the U.S. Federal Reserve announced all principal amortization of their \$1.25 trillion Agency RMBS portfolio purchased during 2009 and 2010 would be used to purchase additional U.S. Treasury securities as well. Partially as a result of the U.S. Federal Reserve's actions to stimulate the economy, long-term interest rates have remained high relative to short-term interest rates, which has resulted in the issuance of higher-yielding Agency RMBS. Additionally, on March 21, 2011, the U.S. Treasury announced that it will begin selling its portfolio of approximately \$142 billion of Agency RMBS at a rate of up to \$10 billion per month beginning in March 2011. These sales will add additional supply to the Agency RMBS market, which could lower prices on Agency RMBS and, therefore, increase yields.

Assuming there is no change in inflation and inflation expectations and the U.S. labor market recovery remains tepid, we believe long-term interest rates will remain high relative to short-term interest rates. However, recent signs of strength in the U.S. economy and recent increases in energy prices, to the extent such increases are not transitory, may cause an increase in long-term interest rates which, in turn, will decrease the value of certain Agency RMBS, possibly at an accelerated rate.



### ***Borrowing Costs***

We leverage our pass-through Agency 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 most closely correlate with the 30-day LIBOR.

European inter-bank lending rates, specifically LIBOR, are affected by the fiscal and budgetary problems of several European countries. The European Union, International Monetary Fund and member countries provide emergency funding mechanisms to support those countries facing a crisis of investor confidence and inability to raise new debt at acceptable levels (such as Greece, Ireland, Portugal and Spain) and to head off the expansion of the same to other nations. To the extent this crisis persists or worsens, LIBOR may increase substantially and thus increase our funding costs and depress our profitability and potential dividends.

If the recent strength in the U.S. economy or inflation pressures cause the U.S. Federal Reserve to raise the Federal Funds Target Rate in the near future, LIBOR would almost certainly increase, which would increase our borrowing costs.

### ***Prepayment Rates and Loan Modification Programs***

#### ***Prepayment Rates***

Our portfolio is affected by movements in mortgage prepayment rates in a number of ways. See Prospectus Summary Risk Management Prepayment Risk Management, for a discussion of how movements in prepayment rates affect our portfolio.

Prepayment rates generally increase when interest rates fall and decrease when interest rates rise; however, changes in prepayment rates are difficult to accurately predict. Other factors also affect prepayment rates, including homeowners ability and desire to refinance their mortgages, conditions in the housing and financial markets, conditions in the mortgage origination industry, general economic conditions and the relative interest rates on adjustable-rate and fixed-rate mortgage loans.

According to Bloomberg, interest rates on 30-year fixed-rate mortgages have increased from 4.17% to 4.80% from November 11, 2010 to April 21, 2011, and interest rates on 15-year fixed-rate mortgages have increased from 3.57% to 4.02% during the same period. Conditions in the U.S. residential housing market have yet to materially improve. Sales of existing and new homes remain materially below pre-crisis levels. Foreclosure activity is, and is expected to remain, elevated because of depressed home prices, high unemployment, record delinquency and foreclosure rates, and delays in the initiation of foreclosure proceedings over the last year stemming from legal issues raised with many mortgage loan servicers. The supply of new and existing homes for sale, plus the shadow inventory of homes expected to be on the market as a result of future foreclosures, is likely to keep home prices depressed for an extended period. The trend in rising mortgage rates coupled with depressed housing prices have led to a decrease in prepayment rates among borrowers. Although prepayment rates have been decreasing, certain recently-enacted government programs have resulted in prepayments on Agency RMBS. For example, in early March 2010, both Fannie Mae and Freddie Mac announced they would purchase from the pools of mortgage loans underlying their RMBS all mortgage loans that are more than 120 days delinquent.

Due to the recent increase in mortgage interest rates and currently depressed housing prices, we believe overall prepayment rates will continue to remain low for the near future.

#### ***Loan Modification Programs***

During the second half of 2008, the U.S. Government, through the FHA and the FDIC, implemented programs to help homeowners avoid foreclosures. Such programs include extensions to payment terms or reductions in mortgage principal balances or interest rates. For example, the Hope

for Homeowners program has enabled certain distressed borrowers to refinance their mortgages into FHA-insured loans.

In February 2009, the U.S. Treasury announced the HASP, a multi-faceted plan to prevent residential mortgage foreclosures which:

allows certain homeowners, whose homes are encumbered by Fannie Mae or Freddie Mac conforming mortgages, to refinance those mortgages into lower interest rate mortgages with either Fannie Mae or Freddie Mac;

created the Homeowner Stability Initiative, which provides incentives to banks and mortgage servicers to reduce monthly mortgage principal and interest payments for certain qualified homeowners; and

allows judicial modifications of Fannie Mae and Freddie Mac conforming residential mortgages loans during bankruptcy proceedings.

The various mortgage loan modification programs have not had a material impact on the level of foreclosures in the U.S. housing market. It is unclear if the U.S. Government will continue pursuing these programs due to their limited success, controversial nature and in light of the current political climate related to deficit spending. However, the current conditions of the U.S. housing market combined with the current high unemployment rate may persuade the FHA and the FDIC to extend homeownership assistance programs beyond their termination dates.

#### **Effect on Us**

Regulatory developments, movements in interest rates and prepayment rates as well as loan modification programs affect us in many ways, including the following:

#### ***Regulatory Developments***

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.

#### ***Movements in Interest Rates***

With respect to our pass-through Agency RMBS portfolio, an increase in long-term interest rates may cause prices on certain Agency RMBS to decrease, which would decrease the fair value of our pass-through Agency RMBS portfolio but also decrease the price of pass-through Agency RMBS we may purchase in the future. Because we base our investment decisions on risk management principles rather than anticipated movements in interest rates, in a volatile interest rate environment we intend to allocate more capital to structured Agency RMBS with shorter durations, such as short-term fixed and floating rate CMOs. We believe these securities have a lower sensitivity to changes in long-term interest rates than other asset classes. We may also 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 pass-through Agency RMBS, particularly pass-through Agency RMBS backed by fixed-rate mortgages.

An increase in LIBOR (which could result from an increase in the U.S. Federal Funds Target Rate) would increase our borrowing costs, which could lower our net interest margin. Because we finance our pass-through Agency RMBS

portfolio and a portion of our structured Agency RMBS portfolio with LIBOR-based, short-term borrowings, an increase in LIBOR would quickly be reflected in our borrowing costs unless we have properly hedged the leveraged portion of our Agency RMBS

portfolio. Additionally, an increase in LIBOR would reduce the coupon payments and possibly the market value of IIOs.

### ***Movements in Prepayment Rates and Loan Modification Programs***

We believe that our pass-through Agency RMBS portfolio will benefit from the current and expected lower prepayment rates. An increase in prepayment rates would cause us to receive the principal balances of our pass-through Agency RMBS faster than expected. If such an increase in prepayment rates were to be caused by lower levels of prevailing interest rates, we would most likely have to reinvest the principal received in lower-yielding investments. We believe our IOs and IIOs will also benefit from lower prepayment rates. Because the value of IOs and IIOs are contingent on the existence of a principal balance on the underlying mortgages, a decrease in prepayment rates will extend the effective term of these securities. Despite the current level of prepayment rates, our portfolio may experience increased prepayment rates due to the Fannie Mae and Freddie Mac repurchase programs described above.

We do not believe our investment portfolio will be materially affected by loan modification programs because Agency RMBS backed by loans that would qualify for such programs (i.e. seriously delinquent loans) will be purchased by Fannie Mae and Freddie Mac at their par value prior to the implementation of such programs. However, if Fannie Mae and Freddie Mac were to modify or end their repurchase programs or if the U.S. Government modified its loan modification programs to modify non-delinquent mortgage loans, our investment portfolio could be materially negatively impacted.

### **Critical Accounting Policies**

Our 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 policies involve decisions and assessments which could significantly affect reported assets, liabilities, revenues and expenses. Management has identified its most critical accounting policies:

#### ***Mortgage-Backed Securities***

Our investments in Agency RMBS are classified as held for trading. We acquire our Agency RMBS for the purpose of generating long-term returns, and not for the short-term investment of idle capital. Under FASB ASC Topic 320, *Investments - Debt and Equity Securities*, we have the option to classify our Agency RMBS as either trading securities or available-for-sale securities. Changes in the fair value of securities held for trading are reflected as part of our net income or loss in our statement of operations, as opposed to a component of other comprehensive income in our statement of stockholder's equity if they were instead reclassified as available-for-sale securities. We elected to classify our Agency RMBS as trading securities in order to reflect changes in the fair value of our Agency RMBS in our statement of operations, which we believe more appropriately reflects the results of our operations for a particular reporting period. We have a three-level valuation hierarchy for determining the fair value of our Agency RMBS. These levels include:

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.

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

In managing our portfolio, Bimini employs the following four-step process at each valuation date to determine the fair value of our Agency RMBS:

First, Bimini obtains fair values from a subscription-based independent pricing source through AVM, LLP, our repurchase agreement funding services provider. These prices are used by both Bimini as well as our repurchase agreement counterparty on a daily basis to establish margin requirements for our borrowings. As of June 30, 2011, Bimini subscribed to a second subscription-based pricing service through Bank of America, which receives market values directly from Bank of America's trading desk.

Second, Bimini requests non-binding quotes from one to four broker-dealers for each of its Agency RMBS in order to validate the values obtained by the pricing service. Bimini requests these quotes from broker-dealers that actively trade and make markets in the respective asset class for which the quote is requested.

Third, Bimini reviews the values obtained by the pricing source and the broker-dealers for consistency across similar assets.

Finally, if the data from the pricing services and broker-dealers is not homogenous or if the data obtained is inconsistent with Bimini's market observations, Bimini makes a judgment to determine which price appears the most consistent with observed prices from similar assets and selects that price. To the extent Bimini believes that none of the prices are consistent with observed prices for similar assets, which is typically the case for only an immaterial portion of our portfolio each quarter, Bimini may use a third price that is consistent with observed prices for identical or similar assets. In the case of assets that have quoted prices such as Agency RMBS backed by fixed-rate mortgages, Bimini generally uses the quoted or observed market price. For assets such as Agency RMBS backed by ARMs or structured Agency RMBS, Bimini may determine the price based on the yield or spread that is identical to an observed transaction or a similar asset for which a dealer mark or subscription-based price has been obtained.

After the completion of this offering, we expect our Manager to continue to employ the process described above to value our Agency RMBS.

Management believes its pricing methodology to be consistent with the definition of fair value described in FASB ASC 820, *Fair Value Measurements and Disclosures*.

### ***Repurchase Agreements***

We intend to finance the acquisition of a portion of our Agency RMBS through repurchase transactions under master repurchase agreements. Repurchase transactions will be treated as collateralized financing transactions and will be

carried at their contractual amounts, including accrued interest. We have entered into master repurchase agreements with two financial institutions (and have taken the initial steps to begin securing additional repurchase agreement capacity with other

counterparties, which we intend to have in place shortly before or concurrently with the completion of this offering).

In instances where we acquire Agency RMBS through repurchase agreements with the same counterparty from whom the Agency RMBS were purchased, we will account for the purchase commitment and repurchase agreement on a net basis and record a forward commitment to purchase Agency RMBS as a derivative instrument if the transaction does not comply with the criteria in FASB ASC 860, *Transfers and Servicing*, for gross presentation. If the transaction complies with the criteria for gross presentation, we will record the assets and the related financing on a gross basis in our statements of financial condition, and the corresponding interest income and interest expense in our statement of operations and comprehensive income (loss). Such forward commitments are recorded at fair value with subsequent changes in fair value recognized in income. Additionally, we will record the cash portion of our investment in Agency RMBS as a mortgage related receivable from the counterparty on our balance sheet.

### ***Derivatives and Hedging Activities***

We may account for derivative financial instruments in accordance with FASB ASC 815, *Disclosure about Derivative Instruments*, which requires an entity to recognize all derivatives as either assets or liabilities on the balance sheet and to measure those instruments at fair value. Additionally, the fair value adjustments will affect either other comprehensive income in stockholders' equity until the hedged item is recognized in earnings or net income depending on whether the derivative instrument qualifies as a hedge for accounting purposes and, if so, the nature of the hedging activity. We use derivatives for hedging purposes rather than speculation. We will use quotations from counterparties to determine their fair values.

In the normal course of business, subject to qualifying and maintaining our qualification as a REIT, we may use a variety of derivative financial instruments to manage, or hedge, interest rate risk on our borrowings. These derivative financial instruments must be effective in reducing our interest rate risk exposure in order to qualify for hedge accounting. When the terms of an underlying transaction are modified, or when the underlying hedged item ceases to exist, all changes in the fair value of the instrument are marked-to-market with changes in value included in net income for each period until the derivative instrument matures or is settled. Any derivative instrument used for risk management that does not meet the effective hedge criteria is marked-to-market with the changes in value included in net income.

We do not intend to elect GAAP hedge accounting for any derivative financial instruments that we may utilize.

### ***Income Recognition***

For securities classified as held for trading, interest income is based on the stated interest rate and the outstanding principal balance. We have elected the fair value option, therefore, premium or discount associated with the purchase of Agency RMBS are not amortized. Since we commenced operations, all of our Agency RMBS have been classified as held for trading.

All of our Agency RMBS will be either pass-through securities or structured Agency RMBS, including CMOs, IOs, IIOs or POs. Income on pass-through securities, POs and CMOs that contain principal balances is based on the stated interest rate of the security. Premium or discount present at the date of purchase is not amortized. For IOs, IIOs and CMOs that do not contain principal balances, income is accrued based on the carrying value and the effective yield. As cash is received it is first applied to accrued interest and then to reduce the carrying value of the security. At each reporting date, the effective yield is adjusted prospectively from the reporting period based on the new estimate of prepayments, current interest rates and current asset prices. The new effective yield is calculated based on the carrying value at the end of the previous reporting period, the new prepayment estimates and the contractual terms of the security. Changes in fair value of all of our Agency RMBS during the



period are recorded in earnings and reported as losses on trading securities in the accompanying statement of operations.

**Our Portfolio**

As of March 31, 2011, our Agency RMBS portfolio had a fair value of approximately \$28.9 million, weighted average coupon on assets of 4.22% and a net weighted average borrowing cost of 0.33%. The following tables summarize our portfolio as of March 31, 2011:

Asset Category	Fair Value (In thousands)	Percentage of Weighted		Weighted Average Maturity	Longest Maturity	Weighted Average		Weighted Average	Weighted Average	
		Entire Portfolio	Average Coupon	in Months		Reset in Months	Lifetime Cap			Periodic Cap
<b>Pass-through Agency MBS backed by:</b>										
Adjustable-Rate Mortgages	\$ 7,721	26.7%	2.53%	288	April 2035	5.03	9.55%	2.00%	0.11%	
Fixed-Rate Mortgages	16,418	56.8%	4.54%	171	November 2025	N/A	N/A	N/A	0.75%	
Hybrid Adjustable-Rate Mortgages										
Total/Weighted Average Whole-pool Mortgage Pass-through Agency MBS	\$ 24,139	83.5%	3.90%	208	April 2035	5.03	9.55%	2.00%	0.54%	
<b>Structured Agency MBS:</b>										
MOs	966	3.3%	4.50%	163	October 2024	N/A	N/A	N/A	N/A	
POs	3,799	13.2%	6.22%	297	April 2037	N/A	N/A	N/A	19.73%	
SOs										
Total/Weighted Average Structured Agency RMBS	4,765	16.5%	5.87%	270	April 2037	N/A	N/A	N/A	19.73%	
<b>Total/Weighted Average</b>	<b>\$ 28,904</b>	<b>100%</b>	<b>4.22%</b>	<b>218</b>	<b>April 2037</b>	<b>5.03</b>	<b>9.55%</b>	<b>2.00%</b>	<b>5.67%</b>	

Agency	Fair Value (In thousands)	Percentage of Entire Portfolio
Fannie Mae	\$ 22,310	77.2%
Freddie Mac	4,337	15.0%
Ginnie Mae	2,257	7.8%
Total Portfolio	\$ 28,904	100.0%

#### Entire Portfolio

Weighted Average Pass-through Purchase Price	\$ 105.44
Weighted Average Structured Agency RMBS Purchase Price	\$ 13.55
Weighted Average Pass-through Current Price	\$ 105.22
Weighted Average Structured Agency RMBS Current Price	\$ 12.66
Effective Duration <sup>(2)</sup>	3.26

(1) 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 constant prepayment rate in the chart above represents the three month prepayment rate of our securities in the respective asset category.

(2) Effective duration of 3.26 indicates that an interest rate increase of 1.0% would be expected to cause a 3.26% decline in the value of our Agency RMBS as of March 31, 2011. These figures include the structured RMBS securities in the portfolio.

#### Liabilities

We have entered into repurchase agreements to finance acquisitions of our Agency RMBS. As of March 31, 2011, we had entered into master repurchase agreements with two counterparties and had funding in place with one of those parties. The material terms of this repurchase agreement are described below:

Counterparty	Balance	Net Weighted Average Borrowing Cost	Weighted Average Maturity of Repurchase Agreements in Days	Amount at Risk <sup>(1)</sup>
MF Global, Inc.	\$ 22,530,842	0.33%	77	\$ 1,673,253

(1) Equal to the fair value of securities sold, plus accrued interest income, minus the sum of repurchase agreement liabilities and accrued interest expense.

During the three months ended March 31, 2011, the average balance of our repurchase agreement financing was \$22,680,448.

As of May 10, 2011, the weighted average haircut on the repurchase agreement was approximately 5.0%. We have since entered into three more master repurchase agreements (for a total of five) and are currently negotiating, and intend to enter into, additional master repurchase agreements with additional counterparties after the completion of this offering. Our master repurchase agreement has 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 absent an event of default. A negotiated termination can occur but may involve a fee to be paid by the party seeking to terminate the repurchase agreement transaction.

### **Liquidity and Capital Resources**

Liquidity refers to our ability to meet our cash needs. Our short-term (one-year or less) and long-term liquidity requirements include asset acquisition, compliance with margin requirements,

repayment of borrowings to the extent we are unable to or unwilling to roll forward our repurchase agreements and payment of our general operating expenses.

Our principal sources of capital generally consist of borrowings under repurchase agreements, proceeds from equity offerings and payments of principal and interest we receive on our Agency RMBS portfolio. We believe that these sources of funds will be sufficient to meet our short-term and long-term liquidity needs.

Based on our current portfolio, amount of free cash on hand, debt-to-equity ratio and current and anticipated availability of credit, we believe that our capital resources will be sufficient to enable us to meet anticipated short-term and long-term liquidity requirements. However, the unexpected inability to finance our pass-through Agency RMBS portfolio would create a serious short-term strain on our liquidity and would require us to liquidate much of that portfolio, which in turn would require us to restructure our portfolio to maintain our exclusion from registration under the Investment Company Act. Steep declines in the values of our Agency RMBS assets financed using repurchase agreements would result in margin calls that would significantly reduce our free cash position. Furthermore, a substantial increase in prepayment rates on our assets financed by repurchase agreements could cause a temporary liquidity shortfall, because on such assets we are generally required to post margin in proportion to the amount of the announced principal pay-downs before the actual receipt of the cash from such principal pay-downs. If our cash resources are at any time insufficient to satisfy our liquidity requirements, we may have to sell assets or issue debt or additional equity securities.

### **Contractual Obligations**

We are currently party to a management agreement with Bimini. Upon completion of this offering, we will terminate our management agreement with Bimini and enter into a new management agreement as described below. Under our existing management agreement with Bimini, we paid Bimini aggregate management fees of \$26,400 for the period beginning on November 24, 2010 (date operations commenced) to March 31, 2011, and we reimbursed Bimini an aggregate of \$28,800 in expenses for the period beginning on November 24, 2010 (date operations commenced) to March 31, 2011.

We intend to enter into a management agreement with our Manager. Our Manager will be entitled to receive a management fee, be reimbursed for its expenses incurred on our behalf, and, in certain circumstances, receive a termination fee, each as described in the management agreement. Such fees and expenses do not have fixed and determinable payments. The management fee will be payable monthly in arrears in an amount equal to 1/12th of (a) 1.50% of the first \$250,000,000 of our equity (as defined below), (b) 1.25% of our equity that is greater than \$250,000,000 and less than or equal to \$500,000,000, and (c) 1.00% of our equity that is greater than \$500,000,000.

Equity equals our month-end stockholders' equity, adjusted to exclude the effect of any unrealized gains or losses included in either retained earnings or other comprehensive income (loss), as computed in accordance with GAAP.

We will be required to pay or reimburse our Manager for all expenses incurred by it related to our operations, but excluding all employment related expenses of our and our Manager's officers and any Bimini employees who provide services to us pursuant to the management agreement (other than our Chief Financial Officer). We will reimburse our Manager for our allocable share of the compensation of our Chief Financial Officer based on our percentage of the aggregate amount of our Manager's assets under management and Bimini's assets. We will also reimburse our pro rata portion of our Manager's and Bimini's overhead expenses based on our percentage of the aggregate amount of our Manager's assets under management and Bimini's assets. We will also be required to pay a termination fee for our non-renewal of the management agreement without cause. This fee will be equal to three times the average annual management fee earned by our Manager during the prior 24-month period immediately preceding the most recently completed calendar quarter prior to the effective date of termination.





We enter into repurchase agreements to finance some of our purchases of our pass-through Agency RMBS. As of March 31, 2011, we had outstanding \$22,530,842 of liabilities pursuant to a repurchase agreement that had a borrowing rate of approximately 0.33% and maturity of 77 days. As of March 31, 2011, interest payable on our repurchase agreements was \$9,103.

### **Off-Balance Sheet Arrangements**

As of March 31, 2011, we had no off-balance sheet arrangements.

### **Inflation**

Virtually all of our assets and liabilities are financial in nature. As a result, interest rates and other factors influence our performance far more so than does inflation. Changes in interest rates do not necessarily correlate with inflation rates or changes in inflation rates. Our financial statements are prepared in accordance with GAAP and our distributions are determined by our Board of Directors based primarily on our net income as calculated for tax purposes. In each case, our activities and balance sheet are measured with reference to historical cost and or fair market value without considering inflation.

## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We believe the primary risk inherent in our investments is the effect of movements in interest rates, especially with respect to our use of leverage and the uncertainty of principal payment cash flows, which we refer to as prepayment risk. We, therefore, follow a risk management program designed to offset the potential adverse effects resulting from these risks.

### **Interest Rate Risk**

We believe that the risk of adverse interest rate movements represents the most significant risk to our portfolio. This risk arises because (i) the interest rate indices used to calculate the interest rates on the mortgages underlying our assets may be different from the interest rate indices used to calculate the interest rates on the related borrowings, and (ii) interest rate movements affecting our borrowings may not be reasonably correlated with interest rate movements affecting our assets.

### ***Interest Rate Mismatch Risk***

We intend to fund a substantial portion of our acquisitions of Agency RMBS backed by ARMs and hybrid ARMs with borrowings that have interest rates based on indices and repricing terms similar to, but of somewhat shorter maturities than, the interest rate indices and repricing terms of the Agency RMBS we are financing. The interest rate indices and repricing terms of our Agency RMBS and our funding sources will be mismatched. Our cost of funds will likely rise or fall more quickly than the yield on assets. During periods of changing interest rates, such interest rate mismatches could negatively impact our business, financial condition and results of operations and our ability to pay distributions to our stockholders.

### ***Extension Risk***

We invest in Agency RMBS backed by fixed-rate and hybrid ARMs. Hybrid ARMs have interest rates that are fixed for the first few years of the loan typically three, five, seven or 10 years and thereafter their interest rates reset periodically on the same basis as ARMs. As of March 31, 2011, we did not own any Agency RMBS backed by hybrid ARMs. We compute the projected weighted average life of our Agency RMBS backed by fixed-rate mortgages and hybrid ARMs based on the market's prepayment rate assumptions. In general, when an Agency RMBS backed by fixed-rate mortgages or hybrid ARMs is acquired with borrowings, subject to qualifying and maintaining our qualification as a REIT, we may, but are not required to, enter into interest rate swap and cap contracts or forward funding agreements that effectively cap or fix our borrowing costs for a period close to the anticipated average life of the fixed-rate portion of the related Agency RMBS. This strategy is designed to protect us from rising interest rates because the borrowing costs are fixed for the duration of the fixed-rate portion of the related Agency RMBS. However, if prepayment rates decrease as interest rates rise, the life of the fixed-rate portion of the related Agency RMBS could extend beyond the term of the swap agreement or other hedging instrument. Our borrowing costs would no longer be fixed after the end of the hedging instrument, but the income earned on the related Agency RMBS would remain fixed. This situation may also cause the market value of our Agency RMBS to decline with little or no offsetting gain from the related hedging transactions. In extreme situations, we may be forced to sell assets and incur losses to maintain adequate liquidity.

### ***Interest Rate Cap Risk***

We invest in Agency RMBS backed by ARMs and hybrid ARMs, which are typically subject to periodic and lifetime interest rate caps and floors. Interest rate caps and floors may limit changes to the Agency RMBS yield. However, our borrowing costs pursuant to our repurchase agreements will not be subject to similar restrictions. As interest rates rise, the interest rate costs on our borrowings could increase without limitation by caps, but the interest-rate yields on the related assets would effectively be limited by caps. The effect of ARM interest rate caps is magnified to the extent we acquire Agency

RMBS backed by ARMs and hybrid ARMs whose current coupon is below the fully-indexed coupon. Further, the underlying mortgages may be subject to periodic payment caps that result in some portion of the interest being deferred and added to the principal outstanding, affecting available liquidity needed to pay our financing costs. These factors could lower our net interest income or cause a net loss during periods of rising interest rates.

### ***Effect on Fair Value***

The market value of our assets is sensitive to changes in interest rates and may increase or decrease at different rates than the market value of our liabilities, including our hedging instruments. We primarily assess our interest rate risk by estimating the duration of our assets and the duration of our liabilities. Duration essentially measures the market price volatility of financial instruments as interest rates change. We generally calculate duration using various financial models and empirical data, and different models and methodologies can produce different duration numbers for the same securities. If our duration estimates are inaccurate, we could underestimate our interest rate risk.

### **Prepayment Risk**

Risk of mortgage prepayments is another significant risk to our portfolio. When prepayment rates increase, we may not be able to reinvest the money received from prepayments at yields comparable to those of the securities prepaid. Also, some ARMs and hybrid ARMs which back our Agency RMBS may bear initial teaser interest rates that are lower than their fully-indexed interest rates. If these mortgages are prepaid during this teaser period, we may lose the opportunity to receive interest payments at the higher, fully-indexed rate over the expected life of the security. Additionally, some of our structured Agency RMBS, such as IOs and IIOs, may be negatively affected by an increase in prepayment rates because their value is wholly contingent on the underlying mortgage loans having an outstanding principal balance.

A decrease in prepayment rates may also have an adverse effect on our portfolio. Also, if we invest in POs, the purchase price of such securities will be based, in part, on an assumed level of prepayments on the underlying mortgage loan. Because the returns on POs decrease the longer it takes the principal payments on the underlying loans to be paid, a decrease in prepayment rates could decrease our returns on these securities.

Prepayment risk also affects our hedging activities. When an Agency RMBS backed by a fixed-rate mortgage or hybrid ARM is acquired with borrowings, subject to qualifying and maintaining our qualification as a REIT, we may cap or fix our borrowing costs for a period close to the anticipated average life of the fixed-rate portion of the related Agency RMBS. If prepayment rates are different than our projections, the term of the related hedging instrument may not match the fixed-rate portion of the security, which could cause us to incur losses.

When prevailing interest rates fall below (rise above) the coupon rate of a mortgage, it becomes more (less) likely to prepay. Our business may be adversely affected if prepayment rates are significantly different than our projections.

**Analyzing Interest Rate and Prepayment Risks**

The following sensitivity analysis shows the estimated impact on the fair value of our interest rate-sensitive investments as of March 31, 2011, assuming rates instantaneously fall 100 basis points, rise 100 basis points and rise 200 basis points, or BPS:

		<b>Interest Rates Fall 100 BPS</b>	<b>Interest Rates Rise 100 BPS <i>(In thousands)</i></b>	<b>Interest Rates Rise 200 BPS</b>
<b>Agency RMBS backed by ARMs</b>				
Fair Value	\$ 7,721			
Change in Fair Value		\$ 184	\$ (184)	\$ (368)
Change as a % of Fair Value		2.38%	(2.38)%	(4.76)%
<b>Agency RMBS backed by fixed-rate mortgages</b>				
Fair Value	\$ 16,418			
Change in Fair Value		\$ 608	\$ (608)	\$ (1,217)
Change as a % of Fair Value		3.70%	(3.70)%	(7.41)%
<b>Agency RMBS backed by hybrid ARMS</b>				
Fair Value	\$			
Change in Fair Value		\$	\$	\$
Change as a % of Fair Value		%	%	%
<b>Structured RMBS</b>				
Fair Value	\$ 4,765			
Change in Fair Value		\$ 151	\$ (151)	\$ (303)
Change as a % of Fair Value		3.18%	(3.18)%	(6.36)%
<b>Portfolio Total</b>				
Fair Value	\$ 28,904			
Change in Fair Value		\$ 943	\$ (943)	\$ (1,887)
Change as a % of Fair Value		3.26%	(3.26)%	(6.53)%
<b>Cash</b>				
Fair Value	\$ 684			

The table below reflects the same analysis presented above but with figures in the columns that indicate the estimated impact of a 100 basis point fall or rise and a 200 basis point rise adjusted to reflect the impact of convexity, which is the measure of the sensitivity of our Agency RMBS' s effective duration to movements in interest rates.

		<b>Interest Rates Fall 100 BPS</b>	<b>Interest Rates Rise 100 BPS <i>(In thousands)</i></b>	<b>Interest Rates Rise 200 BPS</b>
<b>Agency RMBS backed by ARMs</b>				
Fair Value	\$ 7,721			
Change in Fair Value		\$ 109	\$ (216)	\$ (489)
Change as a % of Fair Value		1.42%	(2.79)%	(6.33)%
<b>Agency RMBS backed by fixed-rate mortgages</b>				
Fair Value	\$ 16,418			
Change in Fair Value		\$ 459	\$ (686)	\$ (1,427)
Change as a % of Fair Value		2.80%	(4.18)%	(8.69)%
<b>Agency RMBS backed by hybrid ARMs</b>				
Fair Value	\$			
Change in Fair Value		\$	\$	\$
Change as a % of Fair Value		%	%	%
<b>Structured RMBS</b>				
Fair Value	\$ 4,765			
Change in Fair Value		\$ (132)	\$ (303)	\$