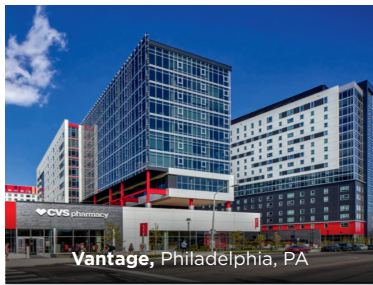




2021 ANNUAL REPORT



STARWOOD PROPERTY TRUST HEADQUARTERS
2340 COLLINS AVENUE, MIAMI BEACH



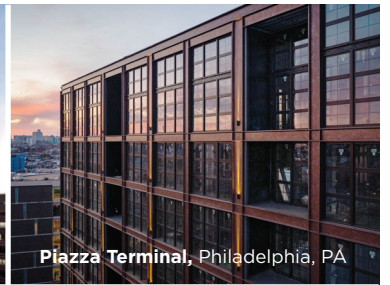
Vantage, Philadelphia, PA



425 Summit Avenue, Jersey City, NJ



The Wheeler, Brooklyn, NY



Piazza Terminal, Philadelphia, PA



Bass Pro Shops, Dania Beach, FL



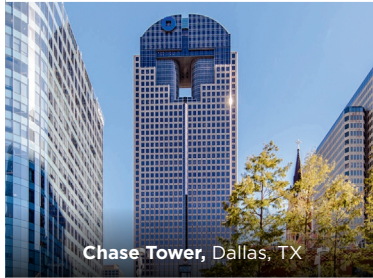
425 Summit Avenue, Jersey City, NJ



Angel Square, London, U.K.



Cricket Valley Energy Center,
Dover, NY



Chase Tower, Dallas, TX



Sorrel River Ranch Resort, Moab, UT



Aspire Fillmore, Phoenix, AZ



Life Time Living, Coral Gables, FL



Park Place, Oviedo, FL



Amazon, Orlando, FL



Aspire Fillmore, Phoenix, AZ



Trademark, Los Angeles, CA



Calcasieu Pass LNG, Cameron, LA



Harbor Sky, Portland, OR



Hotel Danieli, Venice, Italy



**The Westin Savannah Harbor Golf
Resort & Spa**, Savannah, GA



Bourne Leisure - Thoresby Hall Hotel
Nottinghamshire, U.K.



Medical Office Building
Jersey City, NJ



Dolce Living Twin Creeks
Allen, TX



Waterford Pointe, Orlando, FL



The Mayson Hotel, Dublin, Ireland



807 Bank Street, Brooklyn, NY



Outrigger Kona Resort and Spa
Kailua-Kona, HI



Shareholders of Starwood Property Trust,

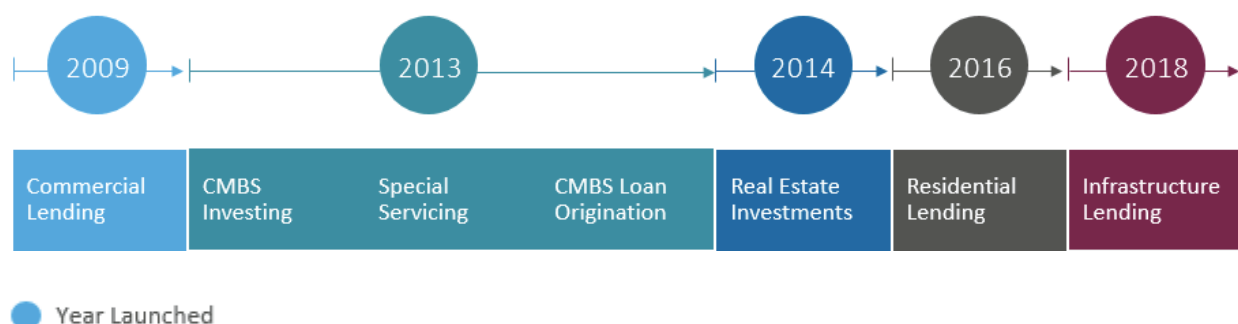
2021 was an incredible year for your Company. The power of our diversified platform was on full display as we opportunistically deployed record amounts of capital globally across all our business lines. Our seven investing cylinders deployed \$16.7 billion for the year, the most among what we consider our competitive set. Just as importantly, we believe the current environment gives us unique opportunities to continue to deploy accretive capital globally.

One of the highlights of the year was the establishment of the Woodstar Fund. The fund holds our over 15,000 owned affordable housing units and in October we closed the sale of an approximately 20% interest in the fund to third party investors. The price at which we transacted validated a majority of the over \$4.00 per share of unrealized distributable earnings gains in our owned real estate portfolio that we have been talking about for several years. Our un-depreciated book value increased over 20% in 2021, to \$20.74 per share, the highest level since we spun-off our single-family rental business, Starwood Waypoint (SWAY) in 2013. The Woodstar portfolio, which is concentrated in the central Florida market, remains very attractive, with rents determined based on changes in the consumer price index and average median income. Higher rent growth driven by inflation and rising wages could provide additional upside to the value of this investment should rents appreciate at the levels we expect in the coming years. In addition to our Woodstar assets, we believe we have nearly \$1.00 per share of additional unrealized fair market value gains across our other property investments.

In 2021, we raised \$1.3 billion of capital, including through common equity, corporate debt and term loans to fund increased investment volumes across our sectors. In addition, we executed \$5.5 billion of securitizations and CLOs in 2021 and recently issued two additional CLOs to further de-risk our balance sheet. At year-end, we had \$6.9 billion of credit capacity on 32 warehouse facilities from 18 banks. We are not reliant on any single counterparty. Additionally we have excess unencumbered collateral that provides us with the unique ability to raise an additional \$1 billion each of corporate debt and term loans to continue to fund what we expect to be a robust pipeline in front of us.

We chose to issue both equity and debt to maintain our low leverage, de-risk our balance sheet and fortify our corporate credit ratings which should lower the cost of future debt issuances. We continue to believe our uniquely diversified company, with only 2.3x debt-to-equity and highly accretive investment cylinders, provides meaningful long term value for shareholders. Management is a significant shareholder and is fully aligned with all of you as we continue to grow our business.

STWD Primary Investment Cylinders



Commercial Lending

Our floating rate portfolio was built to outperform in inflationary environments, and over time we believe will benefit from the cycle we are entering. Our full year commitments were a record \$10 billion across 72 loans, more than 40% above our previous records. With \$4.8 billion of these loans being in the multifamily asset class, we more than doubled our exposure to this historically stable and well performing property type. We also increased industrial exposure while reducing our office and retail exposure significantly since the beginning of the COVID-19 pandemic.

Our manager, Starwood Capital Group, added substantial additional resources to existing capabilities in Europe and Australia, allowing us to originate approximately 30% of our commercial loans in 2021 in those markets.

As of 2021 year-end, 55% of our funded commercial loan portfolio consisted of post-COVID originations. The credit quality of our portfolio continues to improve with our weighted average loan-to-value at 61% at year-end. The COVID recovery is best observed in our hotel loans where occupancy was up over 40% in our portfolio last year and net operating income at our hotels, which was negative in 2020, was almost \$300 million in 2021 and is expected to trend higher this year.

Property Portfolio

Our property segment created significant value for shareholders in 2021 and ended the year with 98% occupancy across our portfolio. In connection with the Woodstar transaction mentioned above, we unlocked almost \$200 million of shareholder capital for future accretive investments.

We expect to realize significant rent increases in our affordable housing investments in 2022 and we believe that there has been continued cap rate compression in this sector.

Our other two portfolios, comprised of our Master Lease Portfolio and Medical Office Portfolio, also continue to generate attractive cash yields and we believe are well positioned to withstand potentially higher interest rates.

Real Estate Investing & Servicing

Our Real Estate Investing & Servicing platform is uniquely positioned to continue to find ways to invest accretively, with decades of experience, access to terabytes of data and a robust underwriting infrastructure.

Starwood Mortgage Capital, our conduit, was once again ranked the largest non-bank CMBS loan originator in 2021. We hedge interest rates and credit exposure in this business and it continues to earn consistent high-quality income for the company across market cycles.

Our special servicer was again affirmed as the only CMBS special servicer with the highest Fitch rating. We obtained 26 assignments totaling \$21 billion during the year, bringing our named servicing portfolio to \$95 billion, the highest level since 2017. Our active servicing portfolio ended 2021 at \$7.3 billion. This business also produced consistently high return on equity contributions in 2021 as assets in servicing continue to resolve.

Though smaller than it has been historically, our owned CMBS portfolio continues to perform very well.

Residential Lending

Our residential “nonqualified” mortgage lending business ended a record year with \$4.5 billion of loan purchases, bringing our total purchases since inception in 2016 to \$9.8 billion. We have developed a leading securitization platform, completing our 15th securitization as of 2021 year-end and securitizing \$6.0 billion of loans since we started this business in 2018. We opportunistically deployed additional capital during the year, and we continue to reposition our financing to reduce risk.

Starwood Infrastructure Finance

Our \$2.1 billion infrastructure portfolio grew this year as we invested \$772 million at accretive returns. We continue to diversify this pool of loans by asset type and markets and, importantly, continue to diversify our funding sources, having completed our second actively managed \$500 million CLO in 2022. Our ability to diversify funding will continue to drive our pace of investments as we take a slow and steady approach to a business that continues to improve. Our team has tremendous experience in this sector, and we continue to consider new accretive low-risk areas to deploy capital.

Outlook

In sum, management is very pleased with the performance of our company in 2021, and we are grateful that shareholders recognize the power of the unique, diversified platform we have created. Our ability to monetize the nearly \$4.00 per share of unrealized distributable earnings gains on our properties provides our shareholders with a degree of downside protection. With contractual rent increases in our master lease portfolio and formulaic rent determinations based on inflation and median wages in our affordable housing fund, we believe there is the potential for further appreciation in these values going forward.

Our record capital deployment during the year was only possible given the unique platform we have created, which we believe offers us accretive investment opportunities globally at among the lowest levels of leverage in our sector. We have designed this business to have the capability to outperform during times of distress, such as the COVID-19 pandemic, and had the ability to quickly pivot when opportunities presented themselves as they did during the last two years. We intend to continue running the business with this same mindset, which we believe will help us navigate various market cycles while allowing us to stay invested in the best risk adjusted opportunities.

We would like to again thank our Board of Directors for its leadership and all of the dedicated employees at Starwood Property Trust and Starwood Capital Group for their hard work and expertise. We also would like to thank you, our shareholders and partners, many of whom have been with us from the beginning, for trusting us to manage this business.

Yours very truly,



Barry S. Sternlicht
Chairman and Chief Executive Officer



Jeffrey F. DiModica, CFA
President

Forward-Looking Statements

Statements in this letter which are not historical fact may be deemed forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are developed by combining currently available information with our beliefs and assumptions and are generally identified by the words “believe,” “expect,” “anticipate” and other similar expressions. Although Starwood Property Trust, Inc. (the “Company”) believes the expectations reflected in any forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be attained. Factors that could cause actual results to differ materially from the Company’s expectations include, but are not limited to, the severity and duration of economic disruption caused by the COVID-19 global pandemic (including the emergence of new strains of the virus), completion of pending investments and financings, continued ability to acquire additional investments, competition within the finance and real estate industries, availability of financing and other risks detailed under the heading “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, as well as other risks and uncertainties set forth from time to time in the Company's reports filed with the SEC.

In light of these risks and uncertainties, there can be no assurances that the results referred to in the forward-looking statements contained herein will in fact occur. Except to the extent required by applicable law or regulation, we undertake no obligation to, and expressly disclaim any such obligation to, update or revise any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events, changes to future results over time or otherwise.

BOARD OF DIRECTORS & EXECUTIVE TEAM

BOARD OF DIRECTORS

Barry S. Sternlicht

Chairman & CEO

Starwood Capital Group & Starwood Property Trust

Jeffrey G. Dishner

*Senior Managing Director & Global Head of
Real Estate Acquisitions*

Starwood Capital Group

Richard D. Bronson

Chairman

The Bronson Companies, LLC

Camille J. Douglas

*Senior Managing Director, Acquisitions &
Development*

LeFrak

Solomon J. Kumin

Co-President

Leucadia Asset Management LLC

Fred Perpall

Chief Executive Officer

The Beck Group

Fred S. Ridley

Partner

Foley & Lardner LLP

Strauss Zelnick

Founding Partner

ZMC, L.P.

EXECUTIVE TEAM

Barry S. Sternlicht

Chairman & CEO

Starwood Capital Group & Starwood Property Trust

Jeffrey F. DiModica, CFA

President

Starwood Property Trust

Rina Paniry

Chief Financial Officer

Starwood Property Trust

Andrew J. Sossen

Chief Operating Officer & General Counsel

Starwood Property Trust

PRINCIPAL EXECUTIVE OFFICE

Starwood Property Trust

591 West Putnam Avenue

Greenwich, CT 06830

Phone: (203) 422-7700

www.starwoodpropertytrust.com

INVESTOR RELATIONS CONTACT

Zachary Tanenbaum

Starwood Property Trust

Phone: (203) 422-7788

ztanenbaum@starwood.com

TRANSFER AGENT

Computershare Trust Company, N.A.

PO Box 30170

College Station, TX 77842-3170

Within USA, US territories & Canada - Phone: (877) 373 6374

Outside USA, US territories & Canada - Phone: (781) 575 3100

[This page intentionally left blank]

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2021

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____

Commission file number 001-34436

Starwood Property Trust, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)
591 West Putnam Avenue
Greenwich, Connecticut
(Address of Principal Executive Offices)

27-0247747
(I.R.S. Employer
Identification Number)

06830
(Zip Code)

Registrant's telephone number, including area code **(203) 422-7700**

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	STWD	New York Stock Exchange

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

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

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

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

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

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

Large accelerated filer ☒

Non-accelerated filer ☐

Accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

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

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

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

As of June 30, 2021, the aggregate market value of the voting stock held by non-affiliates was \$7,164,419,530 based on the reported last sale price of our common stock on June 30, 2021. Shares of our common stock held by affiliates, which includes officers and directors of the registrant, have been excluded from this calculation. This calculation does not reflect a determination that persons are affiliates for any other purposes.

The number of shares of the issuer's common stock, \$0.01 par value, outstanding as of February 18, 2022 was 304,827,055.

DOCUMENTS INCORPORATED BY REFERENCE

Documents Incorporated By Reference: The information required by Part III of this Form 10-K, to the extent not set forth herein or by amendment, is incorporated by reference from the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A on or prior to May 2, 2022.

TABLE OF CONTENTS

	Page
Part I	4
Item 1. Business	4
Item 1A. Risk Factors	15
Item 1B. Unresolved Staff Comments	56
Item 2. Properties	57
Item 3. Legal Proceedings	57
Item 4. Mine Safety Disclosures	57
Part II	57
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	57
Item 6. [Reserved]	58
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	59
Item 7A. Quantitative and Qualitative Disclosures about Market Risk	93
Item 8. Financial Statements and Supplementary Data	98
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	176
Item 9A. Controls and Procedures	176
Item 9B. Other Information	176
Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspection	176
Part III	177
Item 10. Directors, Executive Officers and Corporate Governance	177
Item 11. Executive Compensation	177
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	177
Item 13. Certain Relationships and Related Transactions, and Director Independence	177
Item 14. Principal Accountant Fees and Services	177
Part IV	178
Item 15. Exhibits and Financial Statement Schedules	178
Item 16. Form 10-K Summary	180
Signatures	181

Special Note Regarding Forward-Looking Statements

This Annual Report on Form 10-K (this “Form 10-K”) contains certain forward-looking statements, including without limitation, statements concerning our operations, economic performance and financial condition. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are developed by combining currently available information with our beliefs and assumptions and are generally identified by the words “believe,” “expect,” “anticipate” and other similar expressions. Forward-looking statements do not guarantee future performance, which may be materially different from that expressed in, or implied by, any such statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their respective dates.

These forward-looking statements are based largely on our current beliefs, assumptions and expectations of our future performance taking into account all information currently available to us. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us or within our control, and which could materially affect actual results, performance or achievements. Factors that may cause actual results to vary from our forward-looking statements include, but are not limited to:

- the severity and duration of the pandemic of the novel strain of coronavirus (“COVID-19”), actions that may be taken by governmental authorities, businesses and others to contain the COVID-19 pandemic, including variants and resurgences, or to treat its impact and the adverse impacts that the COVID-19 pandemic has had, and will likely continue to have, on the global economy, on the borrowers underlying our real estate-related assets and infrastructure loans and tenants of our owned properties, including their ability to make payments on their loans or to pay rent, as the case may be, and on our operations and financial performance;
- defaults by borrowers in paying debt service on outstanding indebtedness;
- impairment in the value of real estate property securing our loans or in which we invest;
- availability of mortgage origination and acquisition opportunities acceptable to us;
- potential mismatches in the timing of asset repayments and the maturity of the associated financing agreements;
- our ability to achieve the benefits that we anticipate from the prior acquisition of the project finance origination, underwriting and capital markets business of GE Capital Global Holdings, LLC;
- national and local economic and business conditions, including continued disruption from the COVID-19 pandemic;
- general and local commercial and residential real estate property conditions;
- changes in federal government policies;
- changes in federal, state and local governmental laws and regulations;
- increased competition from entities engaged in mortgage lending and securities investing activities;
- changes in interest rates; and
- the availability of, and costs associated with, sources of liquidity.

In light of these risks and uncertainties, there can be no assurances that the results referred to in the forward-looking statements contained in this Form 10-K will in fact occur. Except to the extent required by applicable law or regulation, we undertake no obligation to, and expressly disclaim any such obligation to, update or revise any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events, changes to future results over time or otherwise.

PART I

Item 1. Business.

The following description of our business should be read in conjunction with the information included elsewhere in this Form 10-K for the year ended December 31, 2021. This discussion contains forward-looking statements that involve risks and uncertainties. Actual results could differ significantly from the results discussed in the forward-looking statements due to the factors set forth in "Risk Factors" and elsewhere in this Form 10-K. References in this Form 10-K to "we," "our," "us," or the "Company" refer to Starwood Property Trust, Inc. and its subsidiaries.

General

Starwood Property Trust, Inc. ("STWD" and, together with its subsidiaries, "we" or the "Company") is a Maryland corporation that commenced operations in August 2009, upon the completion of our initial public offering ("IPO"). We are focused primarily on originating, acquiring, financing and managing mortgage loans and other real estate investments in the United States ("U.S."), Europe and Australia. As market conditions change over time, we may adjust our strategy to take advantage of changes in interest rates and credit spreads as well as economic and credit conditions.

We have four reportable business segments as of December 31, 2021 and we refer to the investments within these segments as our target assets:

- Real estate commercial and residential lending (the "Commercial and Residential Lending Segment")—engages primarily in originating, acquiring, financing and managing commercial first mortgages, non-agency residential mortgages ("residential loans"), subordinated mortgages, mezzanine loans, preferred equity, commercial mortgage-backed securities ("CMBS"), residential mortgage-backed securities ("RMBS") and other real estate and real estate-related debt investments in the U.S., Europe and Australia (including distressed or non-performing loans). Our residential loans are secured by a first mortgage lien on residential property and primarily consist of non-agency residential loans that are not guaranteed by any U.S. Government agency or federally chartered corporation.
- Infrastructure lending (the "Infrastructure Lending Segment")—engages primarily in originating, acquiring, financing and managing infrastructure debt investments.
- Real estate property (the "Property Segment")—engages primarily in acquiring and managing equity interests in stabilized commercial real estate properties, including multifamily properties and commercial properties subject to net leases, that are held for investment.
- Real estate investing and servicing (the "Investing and Servicing Segment")—includes (i) a servicing business in the U.S. that manages and works out problem assets, (ii) an investment business that selectively acquires and manages unrated, investment grade and non-investment grade rated CMBS, including subordinated interests of securitization and resecuritization transactions, (iii) a mortgage loan business which originates conduit loans for the primary purpose of selling these loans into securitization transactions and (iv) an investment business that selectively acquires commercial real estate assets, including properties acquired from CMBS trusts.

Our segments exclude the consolidation of securitization variable interest entities ("VIEs").

We are organized and conduct our operations to qualify as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended (the "Code"). As such, we will generally not be subject to U.S. federal corporate income tax on that portion of our net income that is distributed to stockholders if we distribute at least 90% of our taxable income to our stockholders by prescribed dates and comply with various other requirements. We also operate our business in a manner that will permit us to maintain our exemption from registration under the Investment Company Act of 1940 as amended (the "Investment Company Act" or "1940 Act").

We are organized as a holding company and conduct our business primarily through our various wholly-owned subsidiaries. We are externally managed and advised by SPT Management, LLC (our "Manager") pursuant to the terms of a management agreement. Our Manager is controlled by Barry Sternlicht, our Chairman and Chief Executive Officer. Our Manager is an affiliate of Starwood Capital Group Global, L.P. ("Starwood Capital Group"), a privately-held private equity firm founded by Mr. Sternlicht.

Our corporate headquarters office is located at 591 West Putnam Avenue, Greenwich, Connecticut 06830, and our telephone number is (203) 422-7700.

Investment Strategy

We seek to attain attractive risk-adjusted returns for our investors over the long term by sourcing and managing a diversified portfolio of target assets, financed in a manner that is designed to deliver attractive returns across a variety of market conditions and economic cycles. Our investment strategy focuses on a few fundamental themes:

- origination and acquisition of real estate debt assets with an implied basis sufficiently low to weather declines in asset values;
- acquisition of equity interests in commercial real estate properties that generate stable current returns, increase the duration of our investment portfolio and provide potential for capital appreciation;
- focus on real estate markets and asset classes with strong supply and demand fundamentals and/or barriers to entry;
- structuring and financing each transaction in a manner that reflects the risk of the underlying asset's cash flow stream and credit risk profile, and efficiently managing and maintaining the transaction's interest rate and currency exposures at levels consistent with management's risk objectives;
- seeking situations where our size, scale, speed and sophistication allow us to position ourselves as a "one-stop" lending solution for real estate owner/operators;
- utilizing the skills, expertise, and contacts developed by our Manager over the past 30 years as one of the premier global real estate investment managers to (i) correctly anticipate trends and identify attractive risk-adjusted investment opportunities in U.S., European and Australian real estate markets; and (ii) expand and diversify our presence in various asset classes, including:
 - origination and acquisition of residential loans, including non-agency residential loans sometimes referred to as "non-qualified mortgages" or "non-QMs"; and
 - origination and acquisition of corporate and asset-backed loans;
- utilizing the skills, expertise and infrastructure we acquired through our 2013 acquisition of LNR Property LLC ("LNR"), a market leading diversified real estate investment management and loan servicing company comprising our Investing and Servicing Segment, to expand and diversify our presence in various segments of real estate, including:
 - origination of small and medium sized loan transactions (\$5 million to \$50 million) for both investment and securitization/gain-on-sale;
 - investment in CMBS;
 - investment in commercial real estate;
 - special servicing of commercial real estate loans in commercial real estate securitization transactions; and
- utilizing the skills and expertise we acquired through our 2018 acquisition of the Infrastructure Lending Segment from GE Capital Global Holdings, LLC ("GE Capital") to expand our originations and acquisitions of infrastructure debt investments.

In order to capitalize on the changing sets of investment opportunities that may be present in the various points of an economic cycle, we may expand or refocus our investment strategy by emphasizing investments in different parts of the capital structure and different sectors of real estate. Our investment strategy may be amended from time to time, if recommended by our Manager and approved by our board of directors, without the approval of our stockholders. In addition to our Manager making direct investments on our behalf, we may enter into joint venture, management or other agreements with persons that have special expertise or sourcing capabilities.

Investment Guidelines

Our board of directors has adopted the following investment guidelines:

- our investments will be in our target assets unless otherwise approved by our board of directors;
- no investment shall be made that would cause us to fail to qualify as a REIT for federal income tax purposes;
- no investment shall be made that would cause us or any of our subsidiaries to be required to be registered as an investment company under the 1940 Act;
- not more than 25% of our equity will be invested in any individual asset without the consent of a majority of our independent directors; and
- (a) any investment that is less than \$150.0 million will require approval of our Chief Executive Officer; (b) any investment that is equal to or in excess of \$150.0 million but less than \$250.0 million will require approval of our Manager's investment committee; (c) any investment that is equal to or in excess of \$250.0 million but less than \$400.0 million will require approval of each of the investment committee of our board of directors and our Manager's investment committee; and (d) any investment that is equal to or in excess of \$400.0 million will require approval of each of our board of directors and our Manager's investment committee.

These investment guidelines may be changed from time to time by our board of directors without the approval of our stockholders. In addition, both our Manager and our board of directors must approve any change in our investment guidelines that would modify or expand the types of assets in which we invest.

Investment Process

Our investment process includes sourcing and screening of investment opportunities, assessing investment suitability, conducting interest rate and prepayment analysis, evaluating cash flow and collateral performance, and reviewing legal structure and servicer and originator information and investment structuring, as appropriate, to seek an attractive return commensurate with the risk we are bearing. Upon identification of an investment opportunity, the investment will be screened and monitored by us to determine its impact on maintaining our REIT qualification and our exemption from registration under the 1940 Act. We will seek to make investments in sectors where we have strong core competencies and believe market risk and expected performance can be reasonably quantified.

We evaluate each one of our investment opportunities based on its expected risk-adjusted return relative to the returns available from other, comparable investments. In addition, we evaluate new opportunities based on their relative expected returns compared to comparable positions held in our portfolio. The terms of any leverage available to us for use in funding an investment purchase are also taken into consideration, as are any risks posed by illiquidity or correlations with other securities in the portfolio. We also develop a macro outlook with respect to each target asset class by examining factors in the broader economy such as gross domestic product, interest rates, unemployment rates and availability of credit, among other things. We also analyze fundamental trends in the relevant target asset class sector to adjust/maintain our outlook for that particular target asset class.

Financing Strategy

Subject to maintaining our qualification as a REIT for U.S. federal income tax purposes and our exemption from registering under the 1940 Act, we may finance the acquisition of our target assets, to the extent available to us, through the following methods:

- sources of private and government sponsored financing, including long and short-term repurchase agreements, warehouse and bank credit facilities, and mortgage loans on equity interests in commercial real estate properties;
- loan sales, syndications and/or securitizations; and
- public or private offerings of our equity and/or debt securities.

We may also utilize other sources of financing to the extent available to us.

Our Target Assets

We invest in target assets secured primarily by U.S., European or Australian collateral. We focus primarily on originating or opportunistically acquiring commercial mortgage whole loans, B-Notes, mezzanine loans, preferred equity and mortgage-backed securities (“MBS”). We may invest in performing and non-performing mortgage loans and other real estate-related loans and debt investments. We may acquire target assets through portfolio acquisitions or other types of acquisitions. Our Manager targets desirable markets where it has expertise in the real estate collateral underlying the assets being acquired. Our target assets include the following types of loans and other investments:

- *Whole mortgage loans*: loans secured by a first mortgage lien on a commercial property that provide mortgage financing to commercial property developers or owners generally having maturity dates ranging from three to ten years;
- *B-Notes*: typically a privately negotiated loan that is secured by a first mortgage on a single large commercial property or group of related properties and subordinated to an A-Note secured by the same first mortgage on the same property or group;
- *Mezzanine loans*: loans made to commercial property owners that are secured by pledges of the borrower’s ownership interests in the property and/or the property owner, subordinate to whole mortgage loans secured by first or second mortgage liens on the property and senior to the borrower’s equity in the property;
- *Construction or rehabilitation loans*: mortgage loans and mezzanine loans to finance the cost of construction or rehabilitation of a commercial property;
- *CMBS*: securities that are collateralized by commercial mortgage loans, including:
 - senior and subordinated investment grade CMBS,
 - below investment grade CMBS, and
 - unrated CMBS;
- *Corporate bank debt*: term loans and revolving credit facilities of commercial real estate operating or finance companies, each of which are generally secured by such companies’ assets;
- *Equity*: equity interests in commercial real estate properties, including commercial properties purchased from CMBS trusts;
- *Corporate bonds*: debt securities issued by commercial real estate operating or finance companies that may or may not be secured by such companies’ assets, including:
 - investment grade corporate bonds,
 - below investment grade corporate bonds, and
 - unrated corporate bonds;
- *Non-Agency RMBS*: securities collateralized by residential loans that are not guaranteed by any U.S. Government agency or federally chartered corporation;
- *Residential loans*: loans secured by a first mortgage lien on residential property;
- *Infrastructure loans*: senior secured project finance loans and senior secured project finance investment securities secured by power generation facilities and midstream and downstream oil and gas assets; and
- *Net leases*: commercial properties subject to net leases, which leases typically have longer terms than gross leases, require tenants to pay substantially all of the operating costs associated with the properties and often have contractually specified rent increases throughout their terms.

In addition, we may invest in the following real estate-related investments:

- *Agency RMBS*: RMBS for which a U.S. government agency or a federally chartered corporation guarantees payments of principal and interest on the securities.

Business Segments

We currently operate our business in four reportable segments: the Commercial and Residential Lending Segment, the Infrastructure Lending Segment, the Property Segment and the Investing and Servicing Segment. Refer to Note 24 to the consolidated financial statements included herein (the “Consolidated Financial Statements”) for our results of operations and financial position by business segment.

Refer to the section entitled “Risk Factors” in Part I, Item 1A of this Form 10-K for a discussion of the potential impacts on us from the COVID-19 pandemic.

Commercial and Residential Lending Segment

The following table sets forth the amount of each category of investments we owned across various property types within our Commercial and Residential Lending Segment as of December 31, 2021 and 2020 (dollars in thousands):

	Face Amount	Carrying Value	Asset Specific Financing	Net Investment	Unlevered Return on Asset
December 31, 2021					
First mortgages (1)	\$ 13,057,621	\$ 12,981,196	\$ 9,116,486	\$ 3,864,710	5.3 %
Subordinated mortgages (2)	72,371	70,771	—	70,771	11.0 %
Mezzanine loans (1)	415,155	417,504	—	417,504	10.9 %
Residential loans, fair value option	60,133	59,225	36,934	22,291	6.0 % (5)
Other loans	19,029	17,424	—	17,424	13.3 %
Loans held-for-sale, fair value option, residential	2,525,910	2,590,005	1,808,372	781,633	4.2 % (5)
RMBS, available-for-sale	221,806	143,980	97,354	46,626	11.8 %
RMBS, fair value option	127,437	250,424 (3)	37,213	213,211	12.6 %
CMBS, fair value option	102,900	98,211 (3)	49,798	48,413	5.2 %
HTM debt securities (4)	655,557	656,915	113,143	543,772	6.7 %
Credit loss allowance	—	(52,302)	—	(52,302)	
Equity security	12,366	11,624	—	11,624	
Investments in unconsolidated entities	N/A	44,938	—	44,938	
Properties, net	N/A	124,503	49,483	75,020	
	<u>\$ 17,270,285</u>	<u>\$ 17,414,418</u>	<u>\$ 11,308,783</u>	<u>\$ 6,105,635</u>	
December 31, 2020					
First mortgages (1)	\$ 8,977,365	\$ 8,930,764	\$ 5,892,684	\$ 3,038,080	6.4 %
Subordinated mortgages (2)	72,257	71,185	—	71,185	8.7 %
Mezzanine loans (1)	619,352	620,319	—	620,319	11.5 %
Residential loans, fair value option	86,796	90,684	58,885	31,799	6.0 % (5)
Other loans	33,626	30,284	—	30,284	9.8 %
Loans held-for-sale, fair value option, residential	820,807	841,963	573,584	268,379	6.0 % (5)
RMBS, available-for-sale	252,738	167,349	110,724	56,625	11.0 %
RMBS, fair value option	142,288	235,997 (3)	30,267	205,730	6.3 %
CMBS, fair value option	102,900	96,885 (3)	25,313	71,572	5.6 %
HTM debt securities (4)	505,247	505,673	84,233	421,440	6.8 %
Credit loss allowance	—	(72,360)	—	(72,360)	
Equity security	12,497	11,247	—	11,247	
Investments in unconsolidated entities	N/A	54,407	—	54,407	
Properties, net	N/A	103,896	48,863	55,033	
	<u>\$ 11,625,873</u>	<u>\$ 11,688,293</u>	<u>\$ 6,824,553</u>	<u>\$ 4,863,740</u>	

- (1) First mortgages include first mortgage loans and any contiguous mezzanine loan components because as a whole, the expected credit quality of these loans is more similar to that of a first mortgage loan. The application of this methodology resulted in mezzanine loans with carrying values of \$1.4 billion and \$877.3 million being classified as first mortgages as of December 31, 2021 and 2020, respectively.

- (2) Subordinated mortgages include B-Notes and junior participation in first mortgages where we do not own the senior A-Note or senior participation. If we own both the A-Note and B-Note, we categorize the loan as a first mortgage loan.
- (3) Eliminated in consolidation against VIE liabilities pursuant to Accounting Standards Codification ("ASC") 810.
- (4) CMBS held-to-maturity ("HTM") and mandatorily redeemable preferred equity interests in commercial real estate entities.
- (5) Represents the weighted average coupon of residential mortgage loans.

As of December 31, 2021 and 2020, our Commercial and Residential Lending Segment's investment portfolio, excluding residential loans, RMBS, properties and other investments, had the following characteristics based on carrying values:

Collateral Property Type	December 31, 2021	December 31, 2020
Office	29.5 %	35.2 %
Multifamily	27.3 %	16.1 %
Hotel	19.0 %	21.6 %
Mixed Use	11.5 %	8.2 %
Residential	1.6 %	6.7 %
Industrial	5.6 %	3.0 %
Retail	2.1 %	2.8 %
Other	3.4 %	6.4 %
	<u>100.0 %</u>	<u>100.0 %</u>

Geographic Location	December 31, 2021	December 31, 2020
U.S. Regions:		
North East	20.0 %	22.7 %
West	15.1 %	19.0 %
South West	13.0 %	11.1 %
South East	12.9 %	7.3 %
Mid Atlantic	10.8 %	9.5 %
Midwest	3.4 %	4.4 %
International:		
United Kingdom	15.8 %	17.5 %
Other Europe	5.1 %	4.7 %
Bahamas/Bermuda	2.1 %	2.7 %
Australia	1.8 %	1.1 %
	<u>100.0 %</u>	<u>100.0 %</u>

Our primary focus has been to build a portfolio of commercial mortgage and mezzanine loans with attractive risk-adjusted returns by focusing on the underlying real estate fundamentals and credit analysis of the borrowers. We continually monitor borrower performance and complete a detailed, loan-by-loan formal credit review on a quarterly basis. The results of this review are incorporated into our quarterly assessment of credit loss allowances.

As of December 31, 2021, commercial loans held-for-investment and HTM securities had a weighted-average expected maturity of 1.9 years, inclusive of extension options that management believes are probable of exercise.

Infrastructure Lending Segment

The following table sets forth the amount of each category of investments we owned within our Infrastructure Lending Segment as of December 31, 2021 and 2020 (dollars in thousands):

	Face Amount	Carrying Value	Asset Specific Financing	Net Investment	Unlevered Return on Asset
December 31, 2021					
First priority infrastructure loans and HTM securities	\$ 2,116,836	\$ 2,082,927	\$ 1,630,866	\$ 452,061	5.1 %
Loans held-for-sale, infrastructure	—	—	—	—	— %
Credit loss allowance	—	(23,578)	—	(23,578)	
Investments in unconsolidated entities	—	26,255	—	26,255	
	<u>\$ 2,116,836</u>	<u>\$ 2,085,604</u>	<u>\$ 1,630,866</u>	<u>\$ 454,738</u>	
December 31, 2020					
First priority infrastructure loans and HTM securities	\$ 1,488,614	\$ 1,458,880	\$ 1,140,608	\$ 318,272	5.2 %
Loans held-for-sale, infrastructure	120,900	120,540	100,155	20,385	3.5 %
Credit loss allowance	N/A	(10,759)	—	(10,759)	
Investments in unconsolidated entities	N/A	25,095	—	25,095	
	<u>\$ 1,609,514</u>	<u>\$ 1,593,756</u>	<u>\$ 1,240,763</u>	<u>\$ 352,993</u>	

As of December 31, 2021 and 2020, our Infrastructure Lending Segment's investment portfolio had the following characteristics based on carrying values:

Collateral Type	December 31, 2021	December 31, 2020
Natural gas power	61.0 %	65.8 %
Midstream/downstream oil & gas	33.2 %	21.9 %
Renewable power	1.8 %	9.0 %
Other thermal power	4.0 %	3.3 %
	<u>100.0 %</u>	<u>100.0 %</u>
Geographic Location		
U.S. Regions:		
North East	41.5 %	43.1 %
Midwest	18.9 %	20.8 %
South West	19.5 %	15.3 %
South East	8.8 %	9.6 %
West	4.3 %	4.3 %
Mid-Atlantic	1.6 %	3.2 %
Other	2.1 %	— %
International:		
Mexico	2.0 %	2.7 %
Other	1.3 %	1.0 %
	<u>100.0 %</u>	<u>100.0 %</u>

As of December 31, 2021, the Infrastructure Lending Segment's first priority infrastructure loans and HTM securities had a weighted-average contractual maturity of 4.4 years.

Property Segment

The following table sets forth the amount of each category of investments held within our Property Segment as of December 31, 2021 and 2020 (amounts in thousands):

	December 31, 2021	December 31, 2020
Properties, net	\$ 887,553	\$ 1,969,414
Lease intangibles, net	33,151	38,511
Investments of consolidated affordable housing fund (1)	1,040,309	—
	<u>\$ 1,961,013</u>	<u>\$ 2,007,925</u>

- (1) Refer to Notes 2, 7 and 8 to the Consolidated Financial Statements for a discussion of the reclassification of our multifamily residential properties upon establishment of the Woodstar Fund which, as an investment company under GAAP, is required to present its investments at fair value on an unconsolidated basis.

The following table sets forth our net investment and other information regarding the Property Segment's properties and lease intangibles as of December 31, 2021 (dollars in thousands):

	Carrying Value	Asset Specific Financing	Net Investment	Occupancy Rate	Weighted Average Remaining Lease Term
Office—Medical Office Portfolio	\$ 763,076	\$ 594,352	\$ 168,724	93.6 %	5.2 years
Retail—Master Lease Portfolio	343,790	193,044	150,746	100.0 %	20.3 years
Subtotal—undepreciated carrying value	1,106,866	787,396	319,470		
Accumulated depreciation and amortization	(186,162)	—	(186,162)		
Net carrying value	<u>\$ 920,704</u>	<u>\$ 787,396</u>	<u>\$ 133,308</u>		

See Note 7 to the Consolidated Financial Statements for a description of the above-referenced Property Segment Portfolios.

As of December 31, 2021 and 2020, our Property Segment's investment portfolio had the following geographic characteristics based on carrying values:

Geographic Location	December 31, 2021	December 31, 2020
South East	62.3 %	62.1 %
South West	10.3 %	10.3 %
Midwest	10.0 %	10.1 %
North East	9.5 %	9.6 %
West	7.9 %	7.9 %
	<u>100.0 %</u>	<u>100.0 %</u>

Refer to Schedule III included in Item 8 of this Form 10-K for a detailed listing of the properties held by the Company, including their respective geographic locations.

Investing and Servicing Segment

The following table sets forth the amount of each category of investments we owned within our Investing and Servicing Segment as of December 31, 2021 and 2020 (amounts in thousands):

	Face Amount	Carrying Value		Asset Specific Financing		Net Investment
December 31, 2021						
CMBS, fair value option	\$ 2,694,413	\$ 1,165,395	(1)	\$ 380,004	(2)	\$ 785,391
Intangible assets - servicing rights	N/A	58,899	(3)	—		58,899
Lease intangibles, net	N/A	11,342		—		11,342
Loans held-for-sale, fair value option, commercial	289,761	286,795		173,430		113,365
Loans held-for-investment	9,903	9,903		—		9,903
Investments in unconsolidated entities	N/A	34,160	(4)	—		34,160
Properties, net	N/A	154,331		160,803		(6,472)
	<u>\$ 2,994,077</u>	<u>\$ 1,720,825</u>		<u>\$ 714,237</u>		<u>\$ 1,006,588</u>
December 31, 2020						
CMBS, fair value option	\$ 2,652,459	\$ 1,112,145	(1)	\$ 360,221	(2)	\$ 751,924
Intangible assets - servicing rights	N/A	54,578	(3)	—		54,578
Lease intangibles, net	N/A	15,548		—		15,548
Loans held-for-sale, fair value option, commercial	90,789	90,332		53,040		37,292
Loans held-for-investment	1,008	1,008		—		1,008
Investments in unconsolidated entities	N/A	44,664	(4)	—		44,664
Properties, net	N/A	197,843		192,839		5,004
	<u>\$ 2,744,256</u>	<u>\$ 1,516,118</u>		<u>\$ 606,100</u>		<u>\$ 910,018</u>

- (1) Includes \$1.14 billion and \$1.09 billion of CMBS eliminated in consolidation against VIE liabilities pursuant to ASC 810 as of December 31, 2021 and 2020, respectively. Also includes \$182.6 million and \$179.5 million of non-controlling interests in the consolidated entities which hold certain of these CMBS as of December 31, 2021 and 2020, respectively.
- (2) Includes \$35.8 million and \$41.3 million of non-controlling interests in the consolidated entities which hold certain debt balances as of December 31, 2021 and 2020, respectively.
- (3) Includes \$42.1 million and \$41.4 million of servicing rights intangibles eliminated in consolidation against VIE assets pursuant to ASC 810 as of December 31, 2021 and 2020, respectively.
- (4) Includes \$15.3 million and \$16.1 million of investments in unconsolidated entities eliminated in consolidation against VIE assets pursuant to ASC 810 as of December 31, 2021 and 2020, respectively.

As of December 31, 2021, the Investing and Servicing Segment's CMBS had a weighted-average expected maturity of 6.9 years.

Our Investing and Servicing Segment Property Portfolio (the “REIS Equity Portfolio”), as described in Note 7 to the Consolidated Financial Statements, had the following characteristics based on carrying values of \$150.9 million and \$198.2 million as of December 31, 2021 and 2020, respectively:

Property Type	December 31, 2021	December 31, 2020
Office	37.4 %	50.6 %
Retail	37.9 %	29.9 %
Mixed Use	9.0 %	6.9 %
Self-storage	8.0 %	6.2 %
Multifamily	5.4 %	4.2 %
Hotel	2.3 %	2.2 %
	<u>100.0 %</u>	<u>100.0 %</u>

Geographic Location	December 31, 2021	December 31, 2020
North East	31.8 %	24.8 %
South West	6.6 %	25.1 %
South East	18.9 %	15.4 %
West	18.1 %	14.8 %
Mid Atlantic	14.5 %	11.5 %
Midwest	10.1 %	8.4 %
	<u>100.0 %</u>	<u>100.0 %</u>

Regulation

Our operations are subject, in certain instances, to supervision and regulation by state and federal governmental authorities and may be subject to various laws and judicial and administrative decisions imposing various requirements and restrictions, which, among other things: (1) regulate credit granting activities; (2) establish maximum interest rates, finance charges and other charges; (3) require disclosures to customers; (4) govern secured transactions; (5) set collection, foreclosure, repossession and claims handling procedures and other trade practices; and (6) regulate affordable housing rental activities. Although most states do not regulate commercial finance, certain states impose limitations on interest rates and other charges and on certain collection practices and creditor remedies, and require licensing of lenders and financiers and adequate disclosure of certain contract terms. The assets underlying our Infrastructure loans are subject to state and federal laws and regulations applicable to the electric power and oil and gas industries, which laws and regulations govern, among other things, the siting and construction, operation, environmental impacts, and revenue streams of such assets. We are also required to comply with certain provisions of the Equal Credit Opportunity Act that are applicable to commercial loans and the Fair Housing Act. We intend to conduct our business so that neither we nor any of our subsidiaries are required to register as an investment company under the 1940 Act.

Competition

We are engaged in a competitive business. In our investment activities, we compete for opportunities with numerous public and private investment vehicles, including financial institutions, specialty finance companies, mortgage banks, pension funds, opportunity funds, hedge funds, insurance companies, REITs and other institutional investors, as well as individuals. Many competitors are significantly larger than we are, have well established operating histories and may have greater access to capital, more resources and other advantages over us. These competitors may be willing to accept lower returns on their investments or to compromise underwriting standards and, as a result, our origination volume and profit margins could be adversely affected.

Our Manager

We are externally managed and advised by our Manager and benefit from the personnel, relationships and experience of our Manager’s executive team and other personnel of Starwood Capital Group. Pursuant to the terms of a management agreement between our Manager and us, our Manager provides us with our management team and appropriate support personnel. Pursuant to an investment advisory agreement between our Manager and Starwood Capital Group

Management, LLC, our Manager has access to the personnel and resources of Starwood Capital Group necessary for the implementation and execution of our business strategy.

Our Manager is an affiliate of Starwood Capital Group, a privately-held private equity firm founded and controlled by Mr. Sternlicht. Starwood Capital Group has invested in all major real estate asset classes, directly and indirectly, through operating companies, portfolios of properties and single assets. Starwood Capital Group invests at different levels of the capital structure, including equity, preferred equity, mezzanine debt and senior debt, depending on the asset risk profile and return expectation.

Our Manager draws upon the experience and expertise of Starwood Capital Group's team of professionals and support personnel operating in 16 cities across seven countries. Our Manager also benefits from Starwood Capital Group's dedicated asset management group operating in offices located in the U.S. and abroad. We also benefit from Starwood Capital Group's portfolio management, finance and administration functions, which address legal, compliance, investor relations and operational matters, asset valuation, risk management and information technologies in connection with the performance of our Manager's duties.

Human Capital Resources

As of December 31, 2021, the Company had 277 full-time employees, the majority of which are real estate professionals located throughout the U.S. The Company strives to be an employer of choice, and is therefore highly focused on creating and maintaining best in class recruitment, retention and compensation programs and a culture designed to encourage performance, integrity and well-being. The Company believes that its competitive compensation, outstanding benefits, training opportunities and stimulating work environment help attract and retain people with exceptional financial and real estate skills.

Taxation of the Company

We have elected to be taxed as a REIT under the Code for federal income tax purposes. We generally must distribute annually at least 90% of our taxable income, subject to certain adjustments and excluding any net capital gain, in order for federal corporate income tax not to apply to our earnings that we distribute. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our stockholders in a calendar year is less than a minimum amount specified under federal tax laws. Our qualification as a REIT also depends on our ability to meet various other requirements imposed by the Code, which relate to organizational structure, diversity of stock ownership and certain restrictions with regard to owned assets and categories of income. If we qualify for taxation as a REIT, we will generally not be subject to U.S. federal corporate income tax on our taxable income that is currently distributed to stockholders.

Even if we qualify as a REIT, we may be subject to certain federal excise taxes and state and local taxes on our income and property. If we fail to qualify as a REIT in any taxable year, we will be subject to federal income taxes at regular corporate rates (including any applicable alternative minimum tax) and will not be able to qualify as a REIT for four subsequent taxable years.

We utilize taxable REIT subsidiaries ("TRSs") to conduct certain activities that would generate non-qualifying income or income subject to the prohibited transaction tax if earned directly by the REIT, and to hold certain assets that would represent non-qualifying assets if held directly by the REIT. In most cases, income associated with a TRS is fully taxable because a TRS is classified as a regular corporation for income tax purposes.

See Item 1A—"Risk Factors—Risks Related to Our Taxation as a REIT" for additional tax status information.

Leverage Policies

Refer to Item 7—"Management's Discussion and Analysis of Financial Condition and Results of Operations—Leverage Policies."

Available Information

Our website address is www.starwoodpropertytrust.com. We make available free of charge through our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, all amendments to those reports and other filings as soon as reasonably practicable after such material is electronically filed with or furnished to the

Securities and Exchange Commission (the “SEC”), and also make available on our website the charters for the Audit, Compensation and Nominating and Corporate Governance Committees of our board of directors and our Code of Business Conduct and Ethics and Code of Ethics for Principal Executive Officer and Senior Financial Officers, as well as our corporate governance guidelines. Copies in print of these documents are available upon request to our Corporate Secretary at the address indicated on the cover of this report. The information on our website is not a part of, nor is it incorporated by reference into, this Form 10-K. Any material we file with or furnish to the SEC is also maintained on the SEC's website (<http://www.sec.gov>).

We intend to post on our website any amendment to, or waiver of, a provision of our Code of Business Conduct and Ethics or Code of Ethics for Principal Executive Officer and Senior Financial Officers that applies to our Chief Executive Officer, Chief Financial Officer or persons performing similar functions and that relates to any element of the code of ethics definition set forth in Item 406 of Regulation S-K of the Securities Act of 1933, as amended.

To communicate with our board of directors electronically, we have established an e-mail address, BoardofDirectors@stwdreit.com, to which stockholders may send correspondence to our board of directors or any such individual directors or group or committee of directors.

Item 1A. Risk Factors

Summary Risk Factors

We are subject to a number of risks that, if realized, could have a material adverse effect on our business, financial condition, results of operations, liquidity, the market price of our common stock and our ability to make distributions to our stockholders. Some of our more significant challenges and risks include, but are not limited to, the following, which are described in greater detail below:

- We are dependent on Starwood Capital Group, including our Manager and their key personnel, who provide services to us through the management agreement, and we may not find a suitable replacement for our Manager and Starwood Capital Group if the management agreement is terminated, or for these key personnel if they leave Starwood Capital Group or otherwise become unavailable to us.
- There are various conflicts of interest in our relationship with Starwood Capital Group, including our Manager, which could result in decisions that are not in the best interests of our stockholders.
- The management agreement with our Manager was not negotiated on an arm’s-length basis and may not be as favorable to us as if it had been negotiated with an unaffiliated third party and may be costly and difficult to terminate.
- The global COVID-19 pandemic has had, and may continue to have, an adverse impact on our operations and financial performance, as well as on the operations and financial performance of many of the borrowers underlying our real estate-related assets and tenants of our owned properties. We are unable to predict the extent to which the pandemic and related impacts may continue to adversely impact our business, financial condition, results of operations, liquidity, the market price of our common stock and our ability to make distributions to our stockholders.
- Our access to sources of financing may be limited and thus our ability to maximize our returns may be adversely affected.
- Our significant indebtedness subjects us to increased risk of loss and may reduce cash available for distributions to our stockholders.
- Interest rate fluctuations could significantly decrease our results of operations and cash flows and the market value of our investments.
- Hedging may adversely affect our earnings, which could reduce our cash available for distribution to our stockholders.
- The lack of liquidity in our investments may adversely affect our business.
- Difficult conditions in the mortgage, commercial and residential real estate markets may cause us to experience market losses related to our holdings.
- Our commercial construction or rehabilitation lending may expose us to increased lending risks.
- The commercial mortgage loans we originate or acquire and the mortgage loans underlying our CMBS investments are subject to the ability of the commercial property owner to generate net income from operating the property, as well as the risks of delinquency and foreclosure.
- If we overestimate the yields or incorrectly price the risks of our investments, we may experience losses.
- The B-Notes that we acquire are subject to additional risks related to the privately negotiated structure and terms of the transaction, which may result in losses to us. Our mezzanine loans involve greater risks of loss than senior loans secured by similar income-producing properties.

- We may acquire and sell from time to time residential loans, including “non-QM” loans, which may subject us to legal, regulatory and other risks, which could adversely impact our business and financial results.
- The residential loans that we may acquire, and that underlie the RMBS we acquire, are subject to risks particular to investments secured by mortgage loans on residential property. These risks are heightened because we may purchase non-performing loans.
- Prepayment rates may adversely affect the value of our investment portfolio.
- Some of our portfolio investments are recorded at fair value and, as a result, there is uncertainty as to the value of these investments. We may experience a decline in the fair value of our assets.
- Investments outside the U.S. that are denominated in foreign currencies subject us to foreign currency risks and to the uncertainty of foreign laws and markets, which may adversely affect our distributions and our REIT status.
- We invest in equity interests in commercial real estate assets, which subjects us to the general risks of owning commercial real estate.
- We have sponsored, and purchased the more junior securities of, CLOs and such instruments involve significant risks, including that these securities receive distributions from the CLO only if the CLO generates enough income to first pay all the investors holding senior tranches and all CLO expenses.
- We are subject to the risks of investing in project finance investments, many of which are outside our control, and that may negatively impact our business and financial results.
- The investment portfolio of our Infrastructure Lending Segment is concentrated in the power industry, which subjects the portfolio to more risks than if the investments were more diversified. The power industry is subject to extensive regulation, which could adversely impact the business and financial performance of the projects to which our infrastructure loans relate.
- The business activities of our Investing and Servicing Segment, particularly our special servicing business, expose us to certain risks.
- The risks of investment in subordinated CMBS are magnified in the case of our Investing and Servicing Segment, where the principal payments received by the CMBS trust are made in priority to the higher rated securities.
- Certain provisions of Maryland law and of our charter could inhibit changes in control.
- Maintenance of our exemption from registration under the Investment Company Act imposes significant limits on our operations.
- If we do not qualify as a REIT or fail to remain qualified as a REIT, we will be subject to tax as a regular corporation and could face a substantial tax liability, which would reduce the amount of cash available for distribution to our stockholders.
- Complying with REIT requirements may cause us to forgo otherwise attractive opportunities or to liquidate otherwise attractive investments.
- Failure to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and stock price.
- We are highly dependent on information systems and systems failures could significantly disrupt our business, which may, in turn, negatively affect the market price of our common stock and our ability to make distributions to our stockholders.

The above list is not exhaustive, and we face additional challenges and risks. Please carefully consider all of the information in this Form 10-K, including the risk factors set forth below in this Item 1A.

Risk Factors

Risks Related to Our Relationship with Our Manager

We are dependent on Starwood Capital Group, including our Manager and their key personnel, who provide services to us through the management agreement, and we may not find a suitable replacement for our Manager and Starwood Capital Group if the management agreement is terminated, or for these key personnel if they leave Starwood Capital Group or otherwise become unavailable to us.

Our Manager has significant discretion as to the implementation of our investment and operating policies and strategies. Accordingly, we believe that our success depends to a material extent upon the efforts, experience, diligence, skill and network of business contacts of the officers and key personnel of our Manager. The officers and key personnel of our Manager evaluate, negotiate, close and monitor a substantial portion of our investments; therefore, our success depends on their continued service. The departure of any of the officers or key personnel of our Manager could have a material adverse effect on our performance.

We offer no assurance that our Manager will remain our investment manager or that we will continue to have access to our Manager’s officers and key personnel. The terms of our management agreement with our Manager and the investment

advisory agreement between our Manager and Starwood Capital Group Management, LLC are automatically renewed on an annual basis; provided, however, that our Manager may terminate the management agreement annually upon 180 days prior notice. If the management agreement and the investment advisory agreement are terminated and no suitable replacement is found to manage us, we may not be able to continue to execute our business plan.

There are various conflicts of interest in our relationship with Starwood Capital Group, including our Manager, 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 Starwood Capital Group, including our Manager. Specifically, Mr. Sternlicht, our Chairman and Chief Executive Officer, Jeffrey G. Dishner, one of our other directors, and certain of our executive officers are executives of Starwood Capital Group.

Our Manager and executive officers may have conflicts between their duties to us and their duties to, and interests in, Starwood Capital Group and its other investment funds. From time to time, one or more private investment funds sponsored by Starwood Capital Group (collectively, “Starwood Private Real Estate Funds”) may be subject to exclusivity provisions that require all or a portion of investment opportunities related to real estate to be allocated to such Starwood Private Real Estate Funds rather than to us. Subject to the provisions of the co-investment and allocation agreement as described in the next paragraph, there can be no assurance that future Starwood Private Real Estate Funds would not be subject to such exclusivity requirements and, as a result, they may acquire investment opportunities that would not be available to us. Our independent directors do not approve each co-investment made by the Starwood Private Real Estate Funds and us unless the amount of capital we invest in the proposed co-investment otherwise requires the review and approval of our independent directors pursuant to our investment guidelines. Pursuant to the exclusivity provisions of the Starwood Private Real Estate Funds, our investment strategy may not include either (i) equity interests in real estate or (ii) “near-to-medium-term loan to own” investments, in each case (of both (i) and (ii)) if such investments are expected, at the time such investment is made, to produce an internal rate of return (“IRR”) within the target return threshold specified in the governing documents of one or more Starwood Private Real Estate Funds. Therefore, our board of directors does not have the flexibility to expand our investment strategy to include equity interests in real estate or “near-term loan to own” investments with such an IRR expectation.

Our Manager, Starwood Capital Group and their respective affiliates may sponsor or manage one or more publicly traded investment vehicles, public reporting vehicles or funds that invest generally in real estate assets but not primarily in our “target assets” (as defined in our co-investment and allocation agreement) or one or more publicly traded investment vehicles, public reporting vehicles, or funds that do invest in some of our target assets (a “potential competing vehicle”). Our Manager and Starwood Capital Group have also agreed in our co-investment and allocation agreement that for so long as the management agreement is in effect and our Manager and Starwood Capital Group are under common control, no entity controlled by Starwood Capital Group will sponsor or manage a potential competing vehicle unless Starwood Capital Group adopts a policy that either (i) provides for the fair and equitable allocation of investment opportunities in our “target assets” (as defined in our co-investment and allocation agreement) among all such vehicles and us or (ii) provides us the right to co-invest with respect to any “target assets” (as defined in our co-investment and allocation agreement) with such vehicles, in each case subject to the suitability of each investment opportunity for the particular vehicle and us and each such vehicle’s and our availability of cash for investment. To the extent that there is overlap between our investment program and that of a Starwood Private Real Estate Fund, a fair and equitable allocation policy may involve a co-investment between us and such Starwood Private Real Estate Fund or a chronological rotation between us and such Starwood Private Real Estate Fund. Although Starwood Capital Group has adopted such an investment allocation policy, Starwood Capital Group has some discretion as to how investment opportunities are allocated. As a result, we may either not be presented with the opportunity to participate in these investments or may be limited in our ability to invest.

Our board of directors has adopted a policy with respect to any proposed investments by our directors or officers or the officers of our Manager, which we refer to as the covered persons, in any of our target asset classes. This policy provides that any proposed investment by a covered person for his or her own account in any of our target asset classes will be permitted if the capital required for the investment does not exceed the personal investment limit. To the extent that a proposed investment exceeds the personal investment limit, we expect that our board of directors will only permit the covered person to make the investment (i) upon the approval of the disinterested directors or (ii) if the proposed investment otherwise complies with terms of any other related party transaction policy our board of directors has adopted. Subject to compliance with all applicable laws, these individuals may make investments for their own account in our target assets which may present certain conflicts of interest not addressed by our current policies.

We pay our Manager substantial base management fees regardless of the performance of our portfolio. Our Manager’s entitlement to a base management fee, which is not based upon performance metrics or goals, might reduce its incentive to devote its time and effort to seeking investments that provide attractive risk-adjusted returns for our portfolio. This in turn could hurt both our ability to make distributions to our stockholders and the market price of our common stock.

Excluding our operating subsidiaries, we do not have any employees except for Andrew Sossen, our Chief Operating Officer, Executive Vice President, General Counsel and Chief Compliance Officer, and Rina Paniry, our Chief Financial Officer, Treasurer and Chief Accounting Officer, whom Starwood Capital Group has seconded to us exclusively. Mr. Sossen and Ms. Paniry are also employees of other entities affiliated with our Manager and, as a result, are subject to potential conflicts of interest in service as our employees and as employees of such entities.

The management agreement with our Manager was not negotiated on an arm's-length basis and may not be as favorable to us as if it had been negotiated with an unaffiliated third party and may be costly and difficult to terminate.

Certain of our executive officers and two of our directors are executives of Starwood Capital Group. Our management agreement with our Manager was negotiated between related parties and its terms, including fees payable, may not be as favorable to us as if it had been negotiated with an unaffiliated third party.

Termination of the management agreement with our Manager without cause is difficult and costly. Our independent directors will review our Manager's performance and the management fees annually and the management agreement may be terminated annually upon the affirmative vote of at least two-thirds of our independent directors based upon: (i) our Manager's unsatisfactory performance that is materially detrimental to us or (ii) a determination that the management fees payable to our Manager are not fair, subject to our Manager's right to prevent termination based on unfair fees by accepting a reduction of management fees agreed to by at least two-thirds of our independent directors. Our Manager will be provided 180 days prior notice of any such a termination. Additionally, upon such a termination, the management agreement provides that we will pay our Manager a termination fee equal to three times the sum of the average annual base management fee and incentive fee received by our Manager during the prior 24-month period before such termination, calculated as of the end of the most recently completed fiscal quarter. These provisions may increase the cost to us of terminating the management agreement and adversely affect our ability to terminate our Manager without cause.

Our Manager may terminate the management agreement annually upon 180 days prior notice. If the management agreement is terminated and no suitable replacement is found to manage us, we may not be able to continue to execute our business plan.

Pursuant to the management agreement, our Manager does not assume any responsibility other than to render the services called for thereunder and is not responsible for any action of our board of directors in following or declining to follow its advice or recommendations. Our Manager maintains a contractual, as opposed to a fiduciary, relationship with us. Under the terms of the management agreement, our Manager, its officers, members, personnel, any person controlling or controlled by our Manager and any person providing sub-advisory services to our Manager (the "indemnified parties") will not be liable to us, any subsidiary of ours, our directors, our stockholders or any subsidiary's stockholders or partners for acts or omissions performed in accordance with and pursuant to the management agreement, except because of acts constituting bad faith, willful misconduct, gross negligence or reckless disregard of their duties under the management agreement. In addition, we have agreed to indemnify the indemnified parties with respect to all expenses, losses, damages, liabilities, demands, charges and claims arising from acts or omissions of our Manager not constituting bad faith, willful misconduct, gross negligence or reckless disregard of duties, performed in good faith in accordance with and pursuant to the management agreement.

The incentive fee payable to our Manager under the management agreement is payable quarterly and is based on our Distributable Earnings and, therefore, may cause our Manager to select investments in more risky assets to increase its incentive compensation.

Our Manager is entitled to receive incentive compensation based upon our achievement of targeted levels of Distributable Earnings (which is referred to as "Core Earnings" in our management agreement). In evaluating investments and other management strategies, the opportunity to earn incentive compensation based on Distributable Earnings may lead our Manager to place undue emphasis on the maximization of Distributable Earnings at the expense of other criteria, such as preservation of capital, in order to achieve higher incentive compensation. Investments with higher yield potential are generally riskier or more speculative. This could result in increased risk to the value of our investment portfolio.

Distributable Earnings is not a measure calculated in accordance with accounting principles generally accepted in the United States of America ("GAAP") and is defined within Item 7 – Non-GAAP Financial Measures in this Form 10-K.

Our conflicts of interest policy may not adequately address all of the conflicts of interest that may arise with respect to our investment activities and also may limit the allocation of investments to us.

In order to avoid any actual or perceived conflicts of interest with our Manager, Starwood Capital Group, any of their affiliates or any investment vehicle sponsored or managed by Starwood Capital Group or any of its affiliates, which we refer to as the Starwood parties, we have adopted a conflicts of interest policy to specifically address some of the conflicts relating to our investment opportunities. Although under this policy the approval of a majority of our independent directors is required to approve (i) any purchase of our assets by any of the Starwood parties and (ii) any purchase by us of any assets of any of the Starwood parties, this policy may not be adequate to address all of the conflicts that may arise or may not address such conflicts

in a manner that results in the allocation of a particular investment opportunity to us or is otherwise favorable to us. In addition, the Starwood Private Real Estate Funds currently, and additional competing vehicles may in the future, participate in some of our investments, possibly at a more senior level in the capital structure of the underlying borrower and related real estate than our investment. Our interests in such investments may also conflict with the interests of these entities in the event of a default or restructuring of the investment. Participating investments will not be the result of arm's length negotiations and will involve potential conflicts between our interests and those of the other participating entities in obtaining favorable terms. Since certain of our executives are also executives of Starwood Capital Group, the same personnel may determine the price and terms for the investments for both us and these entities and any procedural protections, such as obtaining market prices or other reliable indicators of fair value, may not prevent the consideration we pay for these investments from exceeding their fair value or ensure that we receive terms for a particular investment opportunity that are as favorable as those available from an independent third party.

Risks Related to Our Company

The global COVID-19 pandemic has had, and may continue to have, an adverse impact on our operations and financial performance, as well as on the operations and financial performance of many of the borrowers underlying our real estate-related assets and tenants of our owned properties. We are unable to predict the extent to which the pandemic and related impacts may continue to adversely impact our business, financial condition, results of operations, liquidity, the market price of our common stock and our ability to make distributions to our stockholders.

Our operations and financial performance have been negatively impacted by the COVID-19 pandemic that has caused, may continue to cause, the global slowdown of economic activity and significant volatility and disruption of financial markets. Although vaccines for COVID-19 that have been approved for use and distributed to the public are generally effective, the global impact of the COVID-19 pandemic continues to rapidly evolve, especially with the emergence and widespread nature of variants. Because the severity, magnitude and duration of the COVID-19 pandemic and its economic consequences remain uncertain, rapidly changing and difficult to predict, the pandemic's impact on our business, financial condition, results of operations, liquidity, the market price of our common stock and our ability to make distributions to our stockholders also remains uncertain and difficult to predict. Further, the ultimate impact of the COVID-19 pandemic on our business, financial condition, results of operations, liquidity, the market price of our common stock and our ability to make distributions to our stockholders continues to depend on many factors that are not within our control, including, but not limited, to: governmental, business and individuals' actions that have been, or may in the future be, taken in response to the pandemic and its variants (including the re-institution of quarantine and "stay-at-home" orders or recommendations, renewed restrictions or advisories on travel and transport, school closures or virtual learning policies, limits or restrictions on the operations of non-essential businesses, work-from-home policies and other workforce pressures); the impact of the pandemic and its variants, and actions taken in response thereto, on global and regional economies and economic activity, including the expansion of the economic impact thereof as a result of periodic resurgences of the pandemic or jurisdictions re-instituting restrictions or lifting restrictions prematurely; the continued availability of U.S. federal, state, local or non-U.S. funding programs aimed at supporting the economy during the COVID 19-pandemic, including uncertainties regarding the potential extension of existing programs as a result of resurgences of the pandemic; general economic uncertainty in key global markets and financial market volatility; global economic conditions and levels of economic growth; and the pace of recovery, including the effectiveness and efficiency of the distribution of vaccines and boosters. Although vaccines for COVID-19, and boosters thereof, have been approved for use that are generally effective, there can be no assurance that the continuing efforts to vaccinate the public will be successful in ending the pandemic or that vaccines and boosters will continue to be effective against variants.

The COVID-19 pandemic, including its variants, and measures implemented to prevent its spread and any extended period of economic slowdown or recession could have a material adverse effect on our business, financial condition, results of operations, liquidity, the market price of our common stock and our ability to make distributions to our stockholders, among other matters. These adverse effects may continue as long as the pandemic persists and potentially even longer. Although it is difficult to predict the magnitude of the business and economic implications, the COVID-19 pandemic could affect us in various ways, including, among other factors:

- the decline in the value of commercial and residential real estate, which negatively impacts the value of our investments, potentially materially.
- the negative impact on the financial stability of borrowers underlying our real estate-related assets and infrastructure loans, which may increase significantly the number of borrowers who become delinquent or default on their loans, or who seek to defer payment on, or refinance, their loans. Assets relating to certain property types have experienced, and are more likely to continue to experience, particular stress as a result of the impact of COVID-19, including in particular assets secured by hotel, multifamily and retail properties. The borrowers underlying these assets, and the tenants at such properties, have faced, and may continue to face, operational and financial hardships resulting from the spread of COVID-19 and related governmental measures. For example, certain of the hotel and retail properties securing our assets were, and may in the future be, required to temporarily close or limit their operations significantly

as a result of COVID-19 and related governmental measures, which has had, and may in the future have, a material adverse effect on the businesses of the applicable borrowers. If the disruptions caused by the COVID-19 pandemic continue or resume and the restrictions put in place are not lifted or are re-instituted, the businesses of such borrowers, and the tenants at such properties, could continue to suffer materially or such borrowers and tenants could become insolvent.

To the extent that borrowers that have been negatively impacted by the COVID-19 pandemic do not timely remit payments of principal and interest relating to their respective real estate-related assets, the value of such assets will likely be impaired, potentially materially. Failure to receive interest when due may adversely affect our liquidity and therefore our ability to fund our operations or address maturing liabilities on a timely basis.

- we may receive margin calls from our lenders as a result of the decline in the market value of the loans or other assets pledged by us to our lenders under our repurchase agreements and warehouse credit facilities, and if we fail to resolve such margin calls when due by payment of cash or delivery of additional collateral, the lenders may exercise remedies including demanding payment by us of our aggregate outstanding financing obligations and/or taking ownership of the loans or other assets securing the applicable obligations. We may not have the funds available to repay such financing obligations, and we may be unable to raise the funds from alternative sources on favorable terms or at all. Forced sales of the loans or other assets that secure our financing obligations in order to pay outstanding financing obligations may be on terms less favorable to us than might otherwise be available in a regularly functioning market and could result in deficiency judgments and other claims against us.
- the adverse effect on the financial stability of the tenants in the retail and multifamily properties that we own, which is expected to negatively impact the ability of such tenants to make their rental payments to us on a timely basis or at all. To the extent the number of tenants who are unable to make timely rental payments to us increases significantly, the value of these property investments will likely be impaired, potentially materially. In addition, as a result of the foregoing, these properties may not generate sufficient funds to pay principal and interest on the mortgage loans secured by such properties or may otherwise fail to satisfy financial covenants applicable under the terms of such loans. In this regard, we may enter into agreements with certain of our tenants to allow, among other items, for a deferral of some portion of the rent owed to us for an agreed-upon period of time. Failure to receive rent when due may adversely affect our liquidity and therefore our ability to fund our operations or address maturing liabilities on a timely basis.
- if we fail to meet or satisfy any of the covenants in our repurchase agreements, warehouse credit facilities or other financing arrangements as a result of the impact of the COVID-19 pandemic, we would be in default under these agreements, which could result in a cross-default or cross-acceleration under other financing arrangements, and our lenders could elect to declare outstanding amounts due and payable (or such amounts may automatically become due and payable), terminate their commitments, require the posting of additional collateral and enforce their respective interests against existing collateral.
- a decline in the market value of the loans in our collateralized loan obligations (the “CLOs”) may cause the pool of loans in the CLOs not to meet certain interest coverage tests, overcollateralization coverage tests or other tests that could result in a change in the priority of distributions, which could result in the reduction or elimination of distributions to the subordinate debt and equity tranches we own until the tests have been met or certain senior classes of securities have been paid in full. Accordingly, we may experience a reduction in our cash flow from those interests which may adversely affect our liquidity and therefore our ability to fund our operations or address maturing liabilities on a timely basis.
- difficulty accessing debt and equity capital on attractive terms, or at all, and a severe disruption and instability in the global financial markets or deteriorations in credit and financing conditions, which may adversely affect our access to capital necessary to fund our operations or address maturing liabilities on a timely basis, as well as the ability of borrowers underlying our real estate-related assets and infrastructure loans, or of tenants of the properties we own, to meet their obligations to us. The adverse impact of the COVID-19 pandemic could adversely affect our liquidity position and could limit our ability to grow our business and fully execute our business strategy.
- uncertainties created by the COVID-19 pandemic may make it difficult to estimate provisions for loan losses.
- a general decline in business activity and demand for mortgage financing, servicing and other real estate and real estate-related transactions, which could adversely affect our ability to source attractive investments or to redeploy the proceeds from repayments of our existing investments.
- temporary, prolonged or permanent changes involving our investment activities; to the extent we elect or are required to limit or be more selective in making investments, we may strain our relationships or reputation with borrowers,

business partners and counterparties, breach actual or perceived obligations to them, or be subject to litigation and claims from such borrowers, business partners and counterparties.

- prolonged closures of, or other operational issues at, properties that secure our investments, or properties that we own.
- the long-term impact on the market for office properties in the event a significant number of businesses continue to utilize large-scale work-from-home policies as the COVID-19 pandemic continues and thereafter.
- government-mandated moratoriums on the construction, development or redevelopment of properties underlying our construction or rehabilitation loans, or with respect to infrastructure projects, may prevent the completion, on a timely basis or at all, of such projects. The repayment of construction or rehabilitation loans often depends on the borrower's ability to secure permanent "take-out" financing, which requires the successful completion of construction and stabilization of the project, or operation of the property with an income stream sufficient to meet operating expenses. Similarly, because the loan structure for project finance relies primarily on the underlying project's cash flows for repayment, the ability of the project company to repay a project finance loan is dependent upon the successful development, construction and/or operation of such project rather than upon the existence of independent income or assets of the project company. Accordingly, if a project cannot be completed on a timely basis or at all as a result of the COVID-19 pandemic and related governmental measures, the ability to repay the applicable loan will likely be impaired. In addition, certain of such projects may rely on tax credits which may be available only if construction is completed by certain deadlines, which may not be met because of such moratoriums.

To the extent the COVID-19 pandemic adversely affects our business, financial condition, results of operations, liquidity, the market price of our common stock and our ability to make distributions to our stockholders, it may also have the effect of heightening many of the other risks described in this Item 1A.

Provisions for credit losses are difficult to estimate.

Our credit loss provision is evaluated on a quarterly basis. The determination of such provision requires us to make certain estimates and judgments, which may be difficult to determine. Our estimates and judgments are based on a number of factors, including projected cash flow from the collateral securing our loans, debt structure, including the availability of reserves and recourse guarantees, likelihood of repayment in full at the maturity of a loan, potential for refinancing and expected market discount rates for varying property types, all of which remain uncertain and are subjective. Our estimates and judgments may not be correct and, therefore, our results of operations and financial condition could be severely impacted.

Accounting Standards Update 2016-13, "Financial Instruments—Credit Losses, Measurement of Credit Losses on Financial Instruments (Topic 326)," which replaces the "incurred loss" model for recognizing credit losses with an "expected loss" model referred to as the Current Expected Credit Loss model ("CECL") became effective for us on January 1, 2020. Under the CECL model, we are required to provide allowances for credit losses on certain financial assets carried at amortized cost, such as loans held-for-investment and held-to-maturity debt securities, including related future funding commitments and accrued interest receivable. The measurement of expected credit losses is to be based on information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. This measurement takes place at the time the financial asset is first added to the balance sheet and updated quarterly thereafter. This differs significantly from the "incurred loss" model previously required under GAAP, which delayed recognition until it was probable a loss had been incurred. Accordingly, the adoption of the CECL model has materially affected how we determine our credit loss provision and required us to significantly increase our allowance and recognize provisions for credit losses earlier in the lending cycle. Moreover, the CECL model creates more volatility in the level of our credit loss provisions. If we are required to materially increase our future level of credit loss allowances for any reason, such increase could adversely affect our business, results of operations, liquidity and financial condition.

We have not established a minimum distribution payment level and we may not be able to make distributions to our stockholders in the future at current levels or at all.

We are generally required to distribute to our stockholders at least 90% of our taxable income each year for us to qualify as a REIT under the Code, which requirement we currently intend to satisfy through quarterly distributions of all or substantially all of our REIT taxable income in such year, subject to certain adjustments. We have not established a minimum distribution payment level, and our ability to pay distributions may be adversely affected by a number of factors, including the risk factors contained in this Form 10-K. Although we have made, and anticipate continuing to make, quarterly distributions to our stockholders, our board of directors has the sole discretion to determine the timing, form and amount of any future distributions to our stockholders, and such determination will depend on our earnings, our financial condition, debt covenants, maintenance of our REIT qualification and other factors as our board of directors may deem relevant from time to time. We believe that a change in any one of the following factors could adversely affect our results of operations and impair our ability to continue to pay distributions to our stockholders:

- the profitability of the investment of the net proceeds from our equity offerings;

- our ability to make profitable investments;
- margin calls or other expenses that reduce our cash flow;
- defaults in our asset portfolio or decreases in the value of our portfolio; and
- the fact that anticipated operating expense levels may not prove accurate, as actual results may vary from estimates.

As a result, distributions to our stockholders in the future may not continue or the level of any future distributions we do make to our stockholders may not achieve a market yield or increase or even be maintained over time, any of which could materially and adversely affect our stockholders' return on investment.

In addition, distributions that we make to our stockholders are generally taxable to our stockholders as ordinary income. However, a portion of our distributions may be designated by us as long-term capital gains to the extent that they are attributable to capital gain income recognized by us or may constitute a return of capital to the extent that they exceed our earnings and profits as determined for tax purposes. A return of capital is not taxable, but has the effect of reducing the basis of a stockholder's investment in our common stock.

Risks Related to Sources of Financing

Our access to sources of financing may be limited and thus our ability to maximize our returns may be adversely affected.

Our financing sources currently include our credit agreements, our master repurchase agreements, our CLOs, our single asset securitization ("SASB"), our convertible senior notes, our senior notes, our mortgage debt on certain investment properties and common stock and debt offerings. Subject to market conditions and availability, we may seek additional sources of financing in the form of bank credit facilities (including term loans and revolving facilities), repurchase agreements, warehouse facilities, structured financing arrangements, public and private equity and debt issuances and derivative instruments, in addition to transaction or asset-specific funding arrangements.

Our access to additional sources of financing will depend upon a number of factors, over which we have little or no control, including:

- general market conditions, including as a result of the COVID-19 pandemic;
- the market's view of the quality of our assets;
- the market's perception of our growth potential;
- our current and potential future earnings and cash distributions; and
- the market price of the shares of our common stock.

A dislocation and/or weakness in the capital and credit markets, including as a result of the COVID-19 pandemic, could adversely affect one or more private lenders and could cause one or more of our private lenders to be unwilling or unable to provide us with financing or to increase the costs of that financing. In addition, if regulatory capital requirements imposed on our private lenders change, they may be required to limit, or increase the cost of, financing they provide to us. In general, this could potentially increase our financing costs and reduce our liquidity or require us to sell assets at an inopportune time or price.

To the extent structured financing arrangements are unavailable, we may have to rely more heavily on additional equity issuances, which may be dilutive to our stockholders, or on less efficient forms of debt financing that require a larger portion of our cash flow from operations, thereby reducing funds available for our operations, future business opportunities, cash distributions to our stockholders and other purposes. We cannot assure you that we will have access to such equity or debt capital on favorable terms (including, without limitation, cost and term) at the desired times, or at all, which may cause us to curtail our asset acquisition activities and/or dispose of assets, which could negatively affect our results of operations.

Our significant indebtedness subjects us to increased risk of loss and may reduce cash available for distributions to our stockholders.

We currently have a significant amount of indebtedness outstanding. As of December 31, 2021, our total consolidated indebtedness was approximately \$17.0 billion (excluding accounts payable, accrued expenses, other liabilities, VIE liabilities and unfunded commitments). Our outstanding indebtedness currently includes our credit agreements, our repurchase agreements, our CLO, our SASB, our convertible senior notes, our senior notes and mortgage debt on certain investment properties. Subject to market conditions and availability, we may incur additional debt through bank credit facilities (including term loans and revolving facilities), repurchase agreements, warehouse facilities, structured financing arrangements, public and private debt issuances and derivative instruments, in addition to transaction or asset-specific funding arrangements. The percentage of leverage we employ varies depending on our available capital, our ability to obtain and access financing arrangements with lenders and the lenders' and rating agencies' estimate of the stability of our investment portfolio's cash flow.

Our governing documents contain no limitation on the amount of debt we may incur. We may significantly increase the amount of leverage we utilize at any time without approval of our board of directors. However, our secured debt agreements contain customary affirmative and negative covenants, including financial covenants, that in some cases restrict our total leverage (as defined therein). Moreover, the respective indentures governing our senior notes contain covenants that, subject to a number of exceptions and adjustments, among other things, limit our ability to incur additional indebtedness and require that we maintain total unencumbered assets (as defined therein) of not less than 120% of the aggregate principal amount of our outstanding unsecured indebtedness (as defined therein). In addition, we may leverage individual assets at substantially higher levels. Incurring substantial debt subjects us to many risks that, if realized, would materially and adversely affect us, including the risk that:

- our cash flow from operations may be insufficient to make required payments of principal of and interest on the debt or we may fail to comply with all of the other covenants contained in the debt, which is likely to result in (i) acceleration of such debt (and any other debt containing a cross-default or cross-acceleration provision) that we may be unable to repay from internal funds or to refinance on favorable terms, or at all, (ii) our inability to borrow unused amounts under our financing arrangements, even if we are current in payments on borrowings under those arrangements and/or (iii) the loss of some or all of our assets to foreclosure or sale;
- our debt may increase our vulnerability to adverse economic and industry conditions, and investment yields may not increase with higher financing costs;
- we may be required to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing funds available for operations, future business opportunities, stockholder distributions or other purposes; and
- we may not be able to refinance debt that matures prior to the investment it was used to finance on favorable terms, or at all.

In addition, subject to certain conditions, the lenders under our credit facilities retain the sole discretion over the market value of loans and/or securities that serve as collateral for the borrowings under our credit facilities for purposes of determining whether we are required to pay margin to such lenders.

Interest rate fluctuations could significantly decrease our results of operations and cash flows and the market value of our investments.

Our primary interest rate exposures relate to the following:

- changes in interest rates may affect the yield on our investments and the financing cost of our debt, as well as the performance of our interest rate swaps that we utilize for hedging purposes, which could result in operating losses for us should interest expense exceed interest income;
- declines in interest rates may reduce the yield on existing floating rate assets and/or the yield on prospective investments;
- changes in the level of interest rates may affect our ability to source investments;
- increases in the level of interest rates may negatively impact the value of our investments and our ability to realize gains from the disposition of assets;
- increases in the level of interest rates may (x) increase the credit risk of our assets by negatively impacting the ability of our borrowers to pay debt service or our ability to refinance our assets upon maturity and (y) negatively impact the value of the real estate supporting our investments (or that we own directly) through the impact such increases can have on property valuation capitalization rates; and
- changes in interest rates and/or the differential between U.S. dollar interest rates and those of non-dollar currencies in which we invest can adversely affect the value of our non-dollar assets and/or associated currency hedging transactions.

Our operating results depend in large part on differences between the income from our assets, net of credit losses, and our financing costs. We anticipate that for any period during which our assets are not match-funded, the income from such assets will respond more slowly to interest rate fluctuations than the cost of our borrowings. Consequently, changes in interest rates may significantly influence our net income. Interest rate fluctuations resulting in our interest expense exceeding interest income would result in operating losses for us.

We are subject to risks associated with the discontinuation of LIBOR.

Our variable rate indebtedness uses LIBOR as a benchmark for establishing the rate. As of December 31, 2021, one-week and two-month U.S. dollar LIBOR (and certain non-U.S. dollar LIBOR settings) were discontinued, while the remaining non-U.S. dollar LIBOR settings ceased to be representative and thereafter began to be published only on a “synthetic basis”. In

addition, the UK Financial Conduct Authority (the “FCA”), which is the regulator of the LIBOR administrator, has announced that the principal U.S. dollar LIBOR tenors (overnight and one, three, six and 12 months) will cease to be published by any administrator or will no longer be representative as of June 30, 2023.

Despite the expected publication of the principal U.S. dollar LIBOR settings through June 30, 2023, the FCA has prohibited the firms it regulates from using such settings in new contracts after December 31, 2021 (subject to limited exceptions), and certain U.S. (and other) regulators have stated that no new contracts using U.S. dollar LIBOR should be entered into after that date.

Accordingly, many LIBOR obligations have transitioned to another benchmark or will do so. Different types of financial products have transitioned, or are expected to transition, to different alternative benchmarks; and there is no assurance that any alternative benchmark will be the economic equivalent of any LIBOR setting. For some existing LIBOR-based obligations, the contractual consequences of the discontinuation of LIBOR may not be clear.

Although the foregoing reflects the timing (or expected timing) of LIBOR discontinuation and certain consequences, there is no assurance that LIBOR, of any particular currency or tenor, will continue to be published until any particular date or in any particular form, and there is no assurance regarding the consequences of LIBOR discontinuation. Uncertainty as to the foregoing and the nature of alternative reference rates may adversely impact the availability and costs of borrowings.

We are continuing to evaluate the impact of the LIBOR transition and the establishment of alternative reference rates, and there is no assurance that we have identified all material potential effects that these events may have on our business, financial condition, results of operations, liquidity, the market price of our common stock and our ability to make distributions to our stockholders.

SOFR is expected to replace U.S. dollar LIBOR, and SONIA is replacing sterling LIBOR, which subjects us to various risks.

In the United States, there have been efforts to identify alternative reference interest rates for U.S. dollar LIBOR. The cash markets have generally coalesced around recommendations from the Alternative Reference Rates Committee (the “ARRC”), which was convened by the Board of Governors of the Federal Reserve System and the Federal Reserve Bank of New York (“FRBNY”). The ARRC has recommended that U.S. dollar LIBOR be replaced by rates based on the Secured Overnight Financing Rate (“SOFR”) plus, in the case of existing LIBOR contracts and obligations, a spread adjustment. The derivatives markets are also expected to use SOFR-based rates to replace U.S. dollar LIBOR.

SOFR has a limited history, having been first published in April 2018. The future performance of SOFR, and SOFR-based reference rates, cannot be predicted based on SOFR’s history or otherwise. Future levels of SOFR may bear little or no relation to historical levels of SOFR, LIBOR or other rates. SOFR-based rates will differ from U.S. dollar LIBOR, and the differences may be material. SOFR is intended to be a broad measure of the cost of borrowing funds overnight in transactions that are collateralized by U.S. Treasury securities. Because SOFR is a financing rate based on overnight secured funding transactions, it differs fundamentally from LIBOR. LIBOR is intended to be an unsecured rate that represents interbank funding costs for different short-term tenors. It is a forward-looking rate reflecting expectations regarding interest rates for those tenors. Thus, LIBOR is intended to be sensitive to bank credit risk and to short-term interest rate risk. In contrast, SOFR is a secured overnight rate reflecting the credit of U.S. Treasury securities as collateral. Thus, it is intended to be insensitive to credit risk and to risks related to interest rates other than overnight rates. SOFR has been more volatile than other benchmark or market rates, such as three-month U.S. dollar LIBOR, during certain periods.

It is expected that more than one SOFR-based rate will be used in the financial markets. Like LIBOR, some SOFR-based rates will be forward-looking term rates; other SOFR-based rates will be intended to resemble rates for term structures through their use of averaging mechanisms applied to rates from overnight transactions, as in the case of “simple average” or “compounded average” SOFR. Different kinds of SOFR-based rates will result in different interest rates. Mismatches between SOFR-based rates, and between SOFR-based rates and other rates, may cause economic inefficiencies, particularly if market participants seek to hedge one kind of SOFR-based rate by entering into hedge transactions based on another SOFR-based rate or another rate. For these reasons, among others, there is no assurance that SOFR, or rates derived from SOFR, will perform in the same or a similar way as U.S. dollar LIBOR would have performed at any time, and there is no assurance that SOFR-based rates will be a suitable substitute for U.S. dollar LIBOR.

In the United Kingdom, the Working Group on Sterling Risk-Free Reference Rates has recommended SONIA (Sterling Overnight Index Average), published by the Bank of England, as the risk-free rate for the sterling markets. SONIA is used extensively across the sterling derivative, loan and bond markets. A large number of contracts formerly based on sterling LIBOR have transitioned to using SONIA as their benchmark. However, certain contracts continue to use sterling LIBOR settings that (as noted above) are now being published only on a “synthetic basis”. Similar to the position described above with regard to U.S. dollar LIBOR and SOFR, there are different bases for determining SONIA rates (including compounded rates and term rates), different SONIA-based rates may be, or become, customary in different markets or products, and practice continues to develop in these (and other) respects. Mismatches could exist among different SONIA-based rates, and between

any SONIA-based rate and any other rate. There is no assurance that SONIA, or rates derived from SONIA, will perform in the same or a similar way as sterling LIBOR would have performed at any time, and there is no assurance that SONIA-based rates will be a suitable substitute for sterling LIBOR.

Non-LIBOR floating rate obligations, including SOFR-based or SONIA-based obligations, may have returns and values that fluctuate more than those of floating rate obligations that are based on LIBOR or other rates. Also, because SOFR, the current forms of SONIA, and some alternative floating rates are relatively new market indexes, markets for certain non-LIBOR obligations may never develop or may not be liquid. Market terms for non-LIBOR floating rate obligations, such as the spread over the index reflected in interest rate provisions, may evolve over time, and prices of non-LIBOR floating rate obligations may be different depending on when they are issued and changing views about correct spread levels.

These matters may adversely affect financial markets generally and may also adversely affect our operations specifically, particularly as financial markets continue to transition away from LIBOR.

Our warehouse facilities may limit our ability to acquire assets, and we may incur losses if the collateral is liquidated.

We utilize warehouse facilities pursuant to which we accumulate mortgage loans in anticipation of a securitization financing, which assets are pledged as collateral for such facilities until the securitization transaction is consummated. In order to borrow funds to acquire assets under any additional warehouse facilities, we expect that our lenders thereunder would have the right to review the potential assets for which we are seeking financing. We may be unable to obtain the consent of a lender to acquire assets that we believe would be beneficial to us and we may be unable to obtain alternate financing for such assets. In addition, a securitization transaction may not be consummated with respect to the assets being warehoused. If the securitization is not consummated, the lender could liquidate the warehoused collateral and we would then have to pay any amount by which the original purchase price of the collateral assets exceeds its sale price, subject to negotiated caps, if any, on our exposure. In addition, regardless of whether the securitization is consummated, if any of the warehoused collateral is sold before the consummation, we would have to bear any resulting loss on the sale. We may not be able to obtain additional warehouse facilities on favorable terms, or at all.

The utilization of our repurchase agreements is subject to the pre-approval of the lender.

We utilize repurchase agreements to finance certain investments. In order for us to borrow funds under a repurchase agreement, our lender must have the right to review the potential assets for which we are seeking financing and approve such assets in its sole discretion. Accordingly, we may be unable to obtain the consent of a lender to finance an investment and alternate sources of financing for such asset may not exist.

A failure to comply with restrictive covenants in our financing arrangements would have a material adverse effect on us, and any future financings may require us to provide additional collateral or pay down debt.

We are subject to various restrictive covenants contained in our existing financing arrangements and may become subject to additional covenants in connection with future financings. Our credit agreements contain covenants that restrict our ability to incur additional debt or liens, make certain investments or acquisitions, merge, consolidate or transfer or dispose of substantially all of our assets or otherwise dispose of property and assets, pay dividends and make certain other restricted payments, change the nature of our business or enter into transactions with affiliates. Our credit agreements, as well as our master repurchase agreements, each requires us to maintain compliance with various financial covenants, including, as applicable, a minimum tangible net worth and cash liquidity, and specified financial ratios, such as total debt to total assets and EBITDA to fixed charges or loan-to-value ratios. In addition, the respective indentures governing our respective senior notes contain covenants that, subject to a number of exceptions, adjustments and, in certain circumstances, termination provisions, among other things: limit our ability to incur additional indebtedness; require that we maintain total unencumbered assets (as defined therein) of not less than 120% of the aggregate principal amount of our outstanding unsecured indebtedness (as defined therein); and impose certain requirements in order for us to merge or consolidate with another person.

These covenants may limit our flexibility to pursue certain investments or incur additional debt. If we fail to meet or satisfy any of these covenants, we would be in default under these agreements and our indebtedness could be declared due and payable. In addition, our lenders could terminate their commitments, require the posting of additional collateral and enforce their interests against existing collateral. We may also be subject to cross-default and acceleration rights and, with respect to collateralized debt, the posting of additional collateral and foreclosure rights upon default. Further, such limitations on our liquidity could also make it difficult for us to satisfy the distribution requirements necessary to maintain our status as a REIT for U.S. federal income tax purposes.

Our credit agreements and master repurchase agreements also involve the risk that the market value of the loans pledged or sold by us to the repurchase agreement counterparty or provider of the bank credit facility may decline in value, in which case the lender may require us to provide additional collateral or to repay all or a portion of the funds advanced. We may not have the funds available to repay our debt at that time, which would likely result in defaults unless we are able to raise the

funds from alternative sources, which we may not be able to achieve on favorable terms or at all. Posting additional collateral would reduce our liquidity and limit our ability to leverage our assets. If we cannot meet these requirements, the lender could accelerate our indebtedness, increase the interest rate on advanced funds and terminate our ability to borrow funds from them, which could materially and adversely affect our financial condition and ability to continue to implement our business plan. In addition, in the event that the lender files for bankruptcy or becomes insolvent, our loans may become subject to bankruptcy or insolvency proceedings, thus depriving us, at least temporarily, of the benefit of these assets. Such an event could restrict our access to bank credit facilities and increase our cost of capital.

If one or more of our Manager's executive officers are no longer employed by our Manager, the financial institutions providing us financing may not provide future financing to us, which could materially and adversely affect us.

If financial institutions with whom we seek to finance our investments require that one or more of our Manager's executives continue to serve in such capacity and if one or more of our Manager's executives are no longer employed by our Manager, it may constitute an event of default and the financial institution providing the arrangement may have acceleration rights with respect to outstanding borrowings and termination rights with respect to our ability to finance our future investments with that institution. If we are unable to obtain financing for our accelerated borrowings and for our future investments under such circumstances, we could be materially and adversely affected.

We directly or indirectly utilize non-recourse securitizations, and such structures expose us to risks that could result in losses to us.

We utilize non-recourse securitizations of our investments in mortgage loans to the extent consistent with the maintenance of our REIT qualification and exemption from the Investment Company Act in order to generate cash for funding new investments and/or to leverage existing assets. In most instances, this involves us transferring our loans to a special purpose securitization entity in exchange for cash. In some sale transactions, we also retain a subordinated interest in the loans sold. The securitization of our portfolio investments might magnify our exposure to losses on those portfolio investments because the subordinated interest we retain in the loans sold would be subordinate to the senior interest in the loans sold, and we would, therefore, absorb all of the losses sustained with respect to a loan sold before the owners of the senior interest experience any losses. Moreover, we cannot be assured that we will be able to access the securitization market in the future or be able to do so at favorable rates. The inability to consummate securitizations of our portfolio investments to finance our investments on a long-term basis could require us to seek other forms of potentially less attractive financing or to liquidate assets at an inopportune time or price, which could adversely affect our performance and our ability to continue to grow our business.

We may not have the ability to raise funds on acceptable terms necessary to settle conversions of our outstanding convertible senior notes or to purchase our outstanding convertible senior notes upon a fundamental change.

As of December 31, 2021, we had \$250.0 million in principal amount of convertible senior notes outstanding. If a fundamental change within the meaning of our outstanding convertible senior notes occurs, holders of those notes will have the right to require us to purchase for cash any or all of their notes. The fundamental change purchase price will equal 100% of the principal amount of the notes to be purchased, plus accrued and unpaid interest thereon. In addition, upon conversion of the convertible senior notes, we will be required to make cash payments in respect of the notes being converted, unless we elect to settle the conversion entirely in shares of our common stock. However, we may not have sufficient funds at the time we are required to purchase the notes surrendered therefor or to make cash payments on the notes being converted, and we may not be able to arrange necessary financing on acceptable terms. If we were unable to raise necessary funding on acceptable terms, our operating results and financial position could be negatively impacted if we were required to repurchase the notes or to pay cash upon conversion.

Risks Related to Hedging

We enter into hedging transactions that could expose us to contingent liabilities in the future.

Subject to maintaining our qualification as a REIT, part of our investment strategy involves entering into hedging transactions that require us to fund cash payments in certain circumstances (such as the early termination of the hedging instrument caused by an event of default or other early termination event, or the decision by a counterparty to request margin securities it is contractually owed under the terms of the hedging instrument). The amount due would be equal to the unrealized loss of the open swap positions with the respective counterparty and could also include other fees and charges. These economic losses will be reflected in our results of operations, and our ability to fund these obligations will depend on the liquidity of our assets and access to capital at the time, and the need to fund these obligations could adversely impact our financial condition.

Hedging may adversely affect our earnings, which could reduce our cash available for distribution to our stockholders.

Subject to maintaining our qualification as a REIT, we pursue various hedging strategies to seek to reduce our exposure to adverse changes in interest and foreign currency rates. Our hedging activity varies in scope based on the level and

volatility of interest rates, exchange rates, the types of assets held and other changing market conditions. Hedging may fail to protect or could adversely affect us because, among other things:

- interest rate, currency and/or credit hedging can be expensive and may result in us receiving less interest income;
- available interest rate hedges may not correspond directly with the interest rate risk for which protection is sought;
- due to a credit loss, prepayment or asset sale, the duration of the hedge may not match the duration of the related asset or liability;
- the amount of income that a REIT may earn from hedging transactions (other than hedging transactions that satisfy certain requirements of the Code or that are done through a TRS) to offset losses is limited by U.S. federal tax provisions governing REITs;
- the credit quality of the hedging counterparty owing money 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 hedging counterparty owing money in the hedging transaction may default on its obligation to pay.

In addition, we may fail to recalculate, readjust or execute hedges in an efficient manner.

Any hedging activity in which we engage may materially and adversely affect our results of operations and cash flows. Therefore, while we may enter into such transactions seeking to reduce risks, unanticipated changes in interest rates, credit spreads or currencies may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions or liabilities being hedged may vary materially. Moreover, for a variety of reasons, we may not seek to establish a perfect correlation between such hedging instruments and the portfolio positions or liabilities being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss.

Hedging instruments 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 and involve risks and costs that could result in material losses.

The cost of using hedging instruments increases as the period covered by the instrument increases and during periods of rising and volatile interest rates. In addition, some hedging instruments involve risk because 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. Consequently, in many cases, there are no requirements with respect to record keeping, financial responsibility or segregation of customer funds and positions. Furthermore, the enforceability of agreements underlying hedging transactions may depend on compliance with applicable securities, 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 that is not cleared on a regulated centralized clearing house will most likely result in its default. Default by a party with whom we enter into a hedging transaction may result in the loss of unrealized profits and force us to cover our commitments, if any, at the then current market price. Although generally we will seek to reserve the right to terminate our hedging positions, it may not always be possible 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 in order 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 result in significant losses.

We may fail to qualify for, or choose not to elect, hedge accounting treatment.

We record derivative and hedging transactions in accordance with GAAP. Under these standards, we may fail to qualify for, or choose not to elect, hedge accounting treatment for a number of reasons, including if we use instruments that do not meet the definition of a derivative (such as short sales), we fail to satisfy hedge documentation and hedge effectiveness assessment requirements or our instruments are not highly effective. If we fail to qualify for, or choose not to elect, hedge accounting treatment, our operating results may be volatile because changes in the fair value of the derivatives that we enter into may not be offset by a change in the fair value of the related hedged transaction or item.

Risks Related to Our Real Estate-Related Investments

The lack of liquidity in our investments may adversely affect our business.

The lack of liquidity of our investments in real estate loans and investments, other than certain of our investments in MBS, may make it difficult for us to sell such investments if the need or desire arises. Many of the securities we purchase are not registered under the relevant securities laws, resulting in a prohibition against their transfer, sale, pledge or their disposition, except in a transaction that is exempt from the registration requirements of, or otherwise in accordance with, those laws. In addition, certain investments such as B-Notes, mezzanine loans and bridge and other loans are also particularly illiquid investments due to their short life, their potential unsuitability for securitization and/or the greater difficulty of recovery in the

event of a borrower default. As a result, many of our current investments are, and our future investments will be, illiquid and if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we have previously recorded our investments. Further, we may face other restrictions on our ability to liquidate an investment in a business entity to the extent that we or our Manager has or could be attributed with material non-public information regarding such business entity. As a result, our ability to vary our portfolio in response to changes in economic and other conditions may be relatively limited, which could adversely affect our results of operations and financial condition.

In connection with certain contributions of properties to our subsidiary, SPT Dolphin Intermediate LLC (“SPT Dolphin”), we have entered into a tax protection agreement with the contributors of such properties, pursuant to which SPT Dolphin is generally restricted from transferring the applicable properties during a specified period unless such contributors are indemnified against the tax liability on their shares of any gain recognized in such transfers (as well as any such tax liability arising due to SPT Dolphin not maintaining a specified level of nonrecourse debt on those properties during the specified period). This tax protection agreement, and any additional tax protection agreements that a subsidiary of ours may enter into in the future, will limit our flexibility to sell or otherwise dispose of, or to reduce the amount of indebtedness encumbering, the relevant properties even if it would otherwise be economically advantageous to us to do so.

Our investments may be concentrated and are subject to risk of default.

While we seek to diversify our portfolio of investments, we are not required to observe specific diversification criteria, except as may be set forth in the investment guidelines adopted by our board of directors. Therefore, our investments in our target assets may at times be concentrated in certain property types that are subject to higher risk of foreclosure or secured by properties concentrated in a limited number of geographic locations. To the extent that our portfolio is concentrated in any one region or type of asset, downturns relating generally to such region or type of asset may result in defaults on a number of our investments within a short time period, which may reduce our net income and the value of our common stock and accordingly reduce our ability to make distributions to our stockholders.

Difficult conditions in the mortgage, commercial and residential real estate markets may cause us to experience market losses related to our holdings.

Our results of operations are materially affected by conditions in the real estate markets, the financial markets and the economy generally. Concerns about the real estate market, as well as the COVID-19 pandemic, inflation, energy costs, geopolitical issues and the availability and cost of credit, have contributed to increased volatility and diminished expectations for the economy and markets going forward. The residential mortgage market has been affected by changes in the lending landscape, and there is no assurance that these conditions have stabilized or that they will not worsen. The disruption in the residential mortgage market has an impact on new demand for homes, which weigh on future home price performance. There is a strong inverse correlation between home price growth rates and mortgage loan delinquencies. Deterioration in the real estate market may cause us to experience losses related to our assets and to sell assets at a loss. Declines in the market values of our investments may adversely affect our results of operations and credit availability, which may reduce earnings and, in turn, cash available for distribution to our stockholders.

Our preferred equity investments involve a greater risk of loss than conventional debt financing.

We make preferred equity investments. These investments involve a higher degree of risk than conventional debt financing due to a variety of factors, including their non-collateralized nature and subordinated ranking to other loans and liabilities of the entity in which such preferred equity is held. Accordingly, if the issuer defaults on our investment, we would only be able to proceed against such entity in accordance with the terms of the preferred security and not against any property owned by such entity. Furthermore, in the event of bankruptcy or foreclosure, we would only be able to recoup our investment after all lenders to, and other creditors of, such entity are paid in full. As a result, we may lose all or a significant part of our investment, which could result in significant losses.

Our commercial construction or rehabilitation lending may expose us to increased lending risks.

Construction or rehabilitation loans generally expose a lender to greater risk of non-payment and loss than permanent commercial mortgage loans because repayment of the loans often depends on the borrower’s ability to secure permanent “take-out” financing, which requires the successful completion of construction, renovation, refurbishment or expansion and stabilization of the project, or operation of the property with an income stream sufficient to meet operating expenses, including debt service on such replacement financing. For construction or rehabilitation loans, increased risks include the accuracy of the estimate of the property’s value at completion of construction, renovation, refurbishment or expansion and the estimated cost of construction, renovation, refurbishment or expansion—all of which may be affected by unanticipated delays and cost over-runs. Such loans typically involve an expectation that the borrower’s sponsors will contribute sufficient equity funds in order to keep the loan “in balance,” and the sponsors’ failure or inability to meet this obligation could result in delays in construction, renovation, refurbishment or expansion or an inability to complete such work. Commercial construction or rehabilitation loans also expose the lender to additional risks of contractor non-performance or borrower disputes with contractors resulting in

mechanic's or materialmen's liens on the property and possible further delay. In addition, since such loans generally entail greater risk than mortgage loans on income producing property, we may need to increase our allowance for loan losses in the future to account for the likely increase in probable incurred credit losses associated with such loans. Further, as the lender under a construction or rehabilitation loan, we may be obligated to fund all or a significant portion of the loan at one or more future dates. We may not have the funds available at such future date(s) to meet our funding obligations under the loan. In that event, we would likely be in breach of the loan unless we are able to raise the funds from alternative sources, which we may not be able to achieve on favorable terms or at all. In addition, many of our construction or rehabilitation loans have multiple lenders and if another lender fails to fund, we could be faced with the choice of either funding for that defaulting lender or suffering a delay or protracted interruption in the progress of construction, renovation, refurbishment or expansion.

The commercial mortgage loans we originate or acquire and the mortgage loans underlying our CMBS investments are subject to the ability of the commercial property owner to generate net income from operating the property, as well as the risks of delinquency and foreclosure.

Commercial mortgage loans are secured by multifamily or commercial property and are subject to risks of delinquency and foreclosure, and risks of loss may be greater than similar risks associated with loans made on the security of single-family residential property. The ability of a borrower to repay a loan secured by an income-producing property typically is dependent primarily upon the successful operation of such property rather than upon the existence of independent income or assets of the borrower. If the net operating income of the property is reduced, the borrower's ability to repay the loan may be impaired. Net operating income of an income-producing property can be adversely affected by, among other things,

- tenant mix;
- success of tenant businesses;
- property management decisions;
- property location, condition and design;
- competition from comparable types of properties;
- changes in laws that increase operating expenses or limit rents that may be charged;
- changes in national, regional or local economic conditions and/or specific industry segments, including the credit and securitization markets;
- declines in regional or local real estate values;
- declines in regional or local rental or occupancy rates;
- increases in interest rates, real estate tax rates and other operating expenses;
- costs of remediation and liabilities associated with environmental conditions;
- the potential for uninsured or underinsured property losses;
- changes in governmental laws and regulations, including fiscal policies, zoning ordinances and environmental legislation and the related costs of compliance; and
- acts of God, terrorist attacks, pandemics, such as COVID-19, natural disasters, global climate change, social unrest and civil disturbances.

In the event of any default under a mortgage loan held directly by us, we will bear a risk of loss of principal to the extent of any deficiency between the value of the collateral and the principal and accrued interest of the mortgage loan, which could have a material adverse effect on our cash flow from operations and limit amounts available for distribution to our stockholders. In the event of the bankruptcy of a mortgage loan borrower, the mortgage loan to such borrower will be deemed to be secured only to the extent of the value of the underlying collateral at the time of bankruptcy (as determined by the bankruptcy court), and the lien securing the mortgage loan will be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession to the extent the lien is unenforceable under state law. Foreclosure of a mortgage loan can be an expensive and lengthy process, which could have a substantial negative effect on our anticipated return on the foreclosed mortgage loan.

Our investments in CMBS are generally subject to losses.

Our investments in CMBS are subject to losses. In general, losses on a mortgaged property securing a mortgage loan included in a securitization will be borne first by the equity holder of the property, then by a cash reserve fund or letter of credit, if any, then by the holder of a mezzanine loan or B-Note, if any, then by the "first loss" subordinated security holder (generally, the "B-Piece" buyer) and then by the holder of a higher-rated security. In the event of default and the exhaustion of any equity support, reserve fund, letter of credit, mezzanine loans or B-Notes, and any classes of securities junior to those in which we

invest, we will not be able to recover all of our investment in the securities we purchase. In addition, if the underlying mortgage portfolio has been overvalued by the originator, or if the values subsequently decline and, as a result, less collateral is available to satisfy interest and principal payments due on the related CMBS, there would be an increased risk of loss. The prices of lower credit quality securities are generally less sensitive to interest rate changes than more highly rated investments, but more sensitive to adverse economic downturns or individual issuer developments.

Dislocations, illiquidity and volatility in the market for commercial real estate as well as the broader financial markets could adversely affect the performance and value of commercial mortgage loans, the demand for CMBS and the value of CMBS investments.

Any significant dislocations, illiquidity or volatility in the real estate and securitization markets, including the market for CMBS, as well as global financial markets and the economy generally, could adversely affect our business and financial results. We cannot assure you that dislocations in the commercial mortgage loan market will not occur in the future.

Challenging economic conditions affect the financial strength of many commercial, multifamily and other tenants and result in increased rent delinquencies and decreased occupancy. Economic challenges may lead to decreased occupancy, decreased rents or other declines in income from, or the value of, commercial, multifamily and manufactured housing community real estate.

Declining commercial real estate values, coupled with tighter underwriting standards for commercial real estate loans, may prevent commercial borrowers from refinancing their mortgages, which results in increased delinquencies and defaults on commercial, multifamily and other mortgage loans. Declines in commercial real estate values also result in reduced borrower equity, further hindering borrowers' ability to refinance in an environment of increasingly restrictive lending standards and giving them less incentive to cure delinquencies and avoid foreclosure. The lack of refinancing opportunities has impacted and could impact in the future, in particular, mortgage loans that do not fully amortize and on which there is a substantial balloon payment due at maturity, because borrowers generally expect to refinance these types of loans on or prior to their maturity date. Finally, declining commercial real estate values and the associated increases in loan-to-value ratios would result in lower recoveries on foreclosure and an increase in losses above those that would have been realized had commercial property values remained the same or increased. Continuing defaults, delinquencies and losses would further decrease property values, thereby resulting in additional defaults by commercial mortgage borrowers, further credit constraints and further declines in property values.

For a discussion of the risk factors affecting us relating to the COVID-19 pandemic, see "The global COVID-19 pandemic has had, and may continue to have, an adverse impact on our operations and financial performance, as well as on the operations and financial performance of many of the borrowers underlying our real estate-related assets and tenants of our owned properties. We are unable to predict the extent to which the pandemic and related impacts may continue to adversely impact our business, financial condition, results of operations, liquidity, the market price of our common stock and our ability to make distributions to our stockholders."

If we overestimate the yields or incorrectly price the risks of our investments, we may experience losses.

We value our investments based on yields and risks, taking into account estimated future losses on the mortgage loans and the underlying collateral included in the securitization's pools, and the estimated impact of these losses on expected future cash flows and returns. Our loss estimates may not prove accurate, as actual results may vary from estimates. In the event that we underestimate the asset level losses relative to the price we pay for a particular investment, we may experience losses with respect to such investment.

Real estate valuation is inherently subjective and uncertain.

The valuation of real estate and therefore the valuation of any underlying security relating to loans made by us is inherently subjective due to, among other factors, the individual nature of each property, its location, the expected future rental revenues from that particular property and the valuation methodology adopted. In addition, where we invest in construction loans, initial valuations will assume completion of the project. As a result, the valuations of the real estate assets against which we make loans are subject to a degree of uncertainty and are made on the basis of assumptions and methodologies that may not prove to be accurate, particularly in periods of volatility, low transaction flow or restricted debt availability in the commercial or residential real estate markets.

Any investments in corporate bank debt and debt securities of commercial real estate operating or finance companies are subject to the specific risks relating to the particular companies and to the general risks of investing in real estate-related loans and securities, which may result in significant losses.

We may invest in corporate bank debt and in debt securities of commercial real estate operating or finance companies. These investments involve special risks relating to the particular company, including its financial condition, liquidity, results of operations, business and prospects. In particular, the debt securities are often non-collateralized and may also be subordinated to

its other obligations. We also invest in debt securities of companies that are not rated or are rated non-investment grade by one or more rating agencies. Investments that are not rated or are rated non-investment grade have a higher risk of default than investment grade rated assets and therefore may result in losses to us. We have not adopted any limit on such investments.

These investments also subject us to the risks inherent with real estate-related investments, including:

- risks of delinquency and foreclosure, and risks of loss in the event thereof;
- the dependence upon the successful operation of, and net income from, real property;
- risks generally incident to interests in real property; and
- risks specific to the type and use of a particular property.

These risks may adversely affect the value of our investments in commercial real estate operating and finance companies and the ability of the issuers thereof to make principal and interest payments in a timely manner, or at all, and could result in significant losses.

Investments in non-conforming and non-investment grade rated loans or securities involve increased risk of loss.

Many of our investments do not conform to conventional loan standards applied by traditional lenders and either are not rated or rated as non-investment grade by the rating agencies. The non-investment grade credit ratings for these assets typically result from the overall leverage of the loans, the lack of a strong operating history for the properties underlying the loans, the borrowers' credit history, the properties' underlying cash flow or other factors. As a result, these investments have a higher risk of default and loss than investment grade rated assets. Any loss we incur may be significant and may reduce distributions to our stockholders and adversely affect the market value of our common stock. There are no limits on the percentage of unrated or non-investment grade rated assets we may hold in our investment portfolio.

Any credit ratings assigned to our investments are subject to ongoing evaluations and revisions and we cannot assure you that those ratings will not be downgraded.

Some of our investments are rated by Moody's Investors Service, Inc., Fitch Ratings, Inc., S&P Global Ratings, DBRS, Inc. or Kroll Bond Rating Agency, Inc. Any credit ratings on our investments are subject to ongoing evaluation by credit rating agencies, and we cannot assure you that any such ratings will not be changed or withdrawn by a rating agency in the future if, in its judgment, circumstances warrant. If rating agencies assign a lower-than-expected rating or reduce or withdraw, or indicate that they may reduce or withdraw, their ratings of our investments in the future, the value of these investments could significantly decline, which would adversely affect the value of our investment portfolio and could result in losses upon disposition or the failure of borrowers to satisfy their debt service obligations to us.

The B-Notes that we acquire are subject to additional risks related to the privately negotiated structure and terms of the transaction, which may result in losses to us.

We invest in B-Notes. A B-Note is a mortgage loan typically (i) secured by a first mortgage on a single large commercial property or group of related properties and (ii) subordinated to an A-Note secured by the same first mortgage on the same collateral. As a result, if a borrower defaults, there may not be sufficient funds remaining for a B-Note holder after payment to the A-Note holder. However, because each transaction is privately negotiated, B-Notes can vary in their structural characteristics and risks. For example, the rights of holders of B-Notes to control the process following a borrower default may vary from transaction to transaction. Further, B-Notes typically are secured by a single property and so reflect the risks associated with significant concentration. Significant losses related to our B-Notes would result in operating losses for us and may limit our ability to make distributions to our stockholders.

Our mezzanine loans involve greater risks of loss than senior loans secured by income-producing properties.

We invest in mezzanine loans, which sometimes take the form of subordinated loans secured by second mortgages on the underlying property or more commonly take the form of loans secured by a pledge of the ownership interests of either the entity owning the property or a pledge of the ownership interests of the entity that owns the interest in the entity owning the property. These types of assets involve a higher degree of risk than long-term senior mortgage lending secured by income-producing real property because the loan may become unsecured as a result of foreclosure by the senior lender. In the event of a bankruptcy of the entity providing the pledge of its ownership interests as security, we may not have full recourse to the assets of such entity, or the assets of the entity may not be sufficient to satisfy our mezzanine loan. If a borrower defaults on our mezzanine loan or debt senior to our loan, or in the event of a borrower bankruptcy, our mezzanine loan will be satisfied only after the senior debt. As a result, we may not recover some or all of our investment. In addition, mezzanine loans may have higher loan-to-value ratios than conventional mortgage loans, resulting in less equity in the property and increasing the risk of loss of principal. Significant losses related to our mezzanine loans would result in operating losses for us and may limit our ability to make distributions to our stockholders.

Bridge loans involve a greater risk of loss than traditional investment-grade mortgage loans with fully insured borrowers.

We may acquire bridge loans secured by first lien mortgages on a property to borrowers who are typically seeking short-term capital to be used in an acquisition, construction or rehabilitation of a property, or other short-term liquidity needs. The typical borrower under a bridge loan has usually identified an undervalued asset that has been under-managed and/or is located in a recovering market. If the market in which the asset is located fails to recover according to the borrower's projections, or if the borrower fails to improve the quality of the asset's management and/or the value of the asset, the borrower may not receive a sufficient return on the asset to satisfy the bridge loan, and we bear the risk that we may not recover some or all of our initial expenditure.

In addition, borrowers usually use the proceeds of a conventional mortgage to repay a bridge loan. A bridge loan therefore is subject to the risk of a borrower's inability to obtain permanent financing to repay the bridge loan. Bridge loans are also subject to risks of borrower defaults, bankruptcies, fraud, losses and special hazard losses that are not covered by standard hazard insurance. In the event of any default under bridge loans held by us, we bear the risk of loss of principal and non-payment of interest and fees to the extent of any deficiency between the value of the mortgage collateral and the principal amount and unpaid interest of the bridge loan. To the extent we suffer such losses with respect to our bridge loans, the value of our company and the price of our shares of common stock may be adversely affected.

We purchase securities backed by subprime or alternative documentation residential loans, which are subject to increased risks.

We own non-agency RMBS backed by collateral pools of mortgage loans that have been originated using underwriting standards that are less restrictive than those used in underwriting "prime" mortgage loans. These lower standards include mortgage loans made to borrowers having imperfect or impaired credit histories, mortgage loans where the amount of the loan at origination is 80% or more of the value of the mortgaged property, mortgage loans made to borrowers with low credit scores, mortgage loans made to borrowers who have other debt that represents a large portion of their income and mortgage loans made to borrowers whose income is not required to be disclosed or verified. Due to economic conditions, including increased interest rates and lower home prices, as well as aggressive lending practices, subprime mortgage loans have in recent periods experienced increased rates of delinquency, foreclosure, bankruptcy and loss, and they are likely to continue to experience delinquency, foreclosure, bankruptcy and loss rates that are higher, and that may be substantially higher, than those experienced by mortgage loans underwritten in a more traditional manner. Thus, because of the higher delinquency rates and losses associated with subprime mortgage loans and alternative documentation ("Alt-A") mortgage loans, the performance of non-agency RMBS backed by subprime mortgage loans and Alt-A mortgage loans that we acquire could be correspondingly adversely affected, which could adversely impact our results of operations, financial condition and business.

We may acquire and sell from time to time residential loans, including "non-QM" loans, which may subject us to legal, regulatory and other risks, which could adversely impact our business and financial results.

We may from time to time acquire residential loans, including residential loans sometimes referred to as "non-qualified mortgages" or "non-QMs" that will not have the benefit of enhanced legal protections otherwise available in connection with the origination of residential loans to a more restrictive credit standard than just determining a borrower's ability to repay, as further described below.

The ownership of residential loans, including non-QMs, subjects us to legal, regulatory and other risks, including those arising under federal consumer protection laws and regulations designed to regulate residential loan underwriting and originators' lending processes, standards and disclosures to borrowers. These laws and regulations include the Consumer Financial Protection Bureau's ("CFPB") TILA-RESPA Integrated Disclosure rule (also referred to as "TRID"), the "ability-to-repay" rules ("ATR Rules") under the Truth-in-Lending Act and "qualified mortgage" regulations, in addition to various federal, state and local laws and regulations intended to discourage predatory lending practices by residential loan originators. The ATR Rules specify the characteristics of a "qualified mortgage" and two levels of presumption of compliance with the ATR Rules: a safe harbor and a rebuttable presumption for higher priced loans. The "safe harbor" under the ATR Rules applies to a covered transaction that meets the definition of "qualified mortgage" and is not a "higher-priced covered transaction." For any covered transaction that meets the definition of a "qualified mortgage" and is not a "higher-priced covered transaction," the creditor or assignee will be deemed to have complied with the ability-to-repay requirement and, accordingly, will be conclusively presumed to have made a good faith and reasonable determination of the consumer's ability to repay. Creditors or assignees will have the benefit of a rebuttable presumption of compliance with the applicable ATR Rules if they have complied with the qualified mortgage characteristics of the ATR Rules other than the residential loan being higher-priced in excess of certain thresholds. Non-QMs, such as residential loans with a debt-to-income ratio exceeding 43%, are among the loan products that we may acquire that do not constitute qualified mortgages and, accordingly, do not have the benefit of either a safe harbor from liability under the ATR Rules or a rebuttable presumption of compliance with the ATR Rules. Application of certain standards set forth in the ATR Rules is highly subjective and subject to interpretive uncertainties. As a result, a court may determine that a residential loan did not meet the standard or test even if the originator reasonably believed such standard

or test had been satisfied. Failure of residential loan originators or servicers to comply with these laws and regulations could subject us, as an assignee or purchaser of these loans (or as an investor in securities backed by these loans), to monetary penalties assessed by the CFPB through its administrative enforcement authority and by mortgagors through a private right of action against lenders or as a defense to foreclosure, including by recoupment or setoff of finance charges and fees collected, and could result in rescission of the affected residential loans, which could adversely impact our business and financial results. Such risks may be higher in connection with the acquisition of non-QMs. Borrowers under non-QMs may be more likely to challenge the analysis conducted under the ATR Rules by lenders. Even if a borrower does not succeed in the challenge, additional costs may be incurred in connection with challenging and defending such claims, which may be more costly in judicial foreclosure jurisdictions than in non-judicial foreclosure jurisdictions, and there may be more of a likelihood such claims are made since the borrower is already exposed to the judicial system to process the foreclosure.

In addition, when certain of our wholly-owned subsidiaries sell, finance or sponsor securitizations of residential loans, such subsidiaries may make representations and warranties to the purchaser, the financing provider or to other third parties regarding, among other things, certain characteristics of those assets, including characteristics sought to be verified through underwriting and due diligence efforts. In the event of breaches of representations and warranties with respect to any asset, such subsidiaries may be obligated to repurchase that asset or pay damages or remove that asset from the borrowing base, as applicable, which may result in a loss. Even if representations and warranties are made by counterparties from whom we acquired the loans, they may not parallel the representations and warranties our subsidiaries make or may otherwise not protect us from losses, including, for example, due to the fact that the counterparty may be insolvent or otherwise unable to make a payment at the time of a claim against such counterparty for damages for a breach of a representation or warranty.

The residential loans that we may acquire, and that underlie the RMBS we acquire, are subject to risks particular to investments secured by mortgage loans on residential property. These risks are heightened because we may purchase non-performing loans.

Residential loans are secured by single-family residential property and are subject to risks of delinquency and foreclosure and risks of loss. The ability of a borrower to repay a loan secured by a residential property typically is dependent upon the income and/or assets of the borrower. A number of factors may impair borrowers' abilities to repay their loans, including:

- changes in the borrowers' income or assets;
- acts of God, including, without limitation, earthquakes, hurricanes, pandemics, such as the COVID-19 pandemic, other natural disasters and global climate change, which may result in uninsured losses;
- acts of war or terrorism, including the consequences of such events;
- adverse changes in national and local economic and market conditions;
- changes in governmental laws and regulations, including fiscal policies, zoning ordinances and environmental legislation and the related costs of compliance;
- costs of remediation and liabilities associated with environmental conditions; and
- the potential for uninsured or under-insured property losses.

In the event of any default under a residential loan held directly by us, we will bear a risk of loss of principal to the extent of any deficiency between the value of the collateral and the price we paid for the loan and any accrued interest of the mortgage loan plus advances made, which could have a material adverse effect on our cash flow from operations. In the event of the bankruptcy of a mortgage loan borrower, the mortgage loan to such borrower will be deemed to be secured only to the extent of the value of the underlying collateral at the time of bankruptcy (as determined by the bankruptcy court), and the lien securing the mortgage loan will be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession to the extent the lien is unenforceable under state law. Additionally, foreclosure on a mortgage loan could subject us to greater concentration of the risks of the residential real estate markets and risks related to the ownership and management of real property.

We may acquire non-agency RMBS, which are backed by residential property but, in contrast to agency RMBS, their principal and interest are not guaranteed by federally chartered entities such as the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation and, in the case of the Government National Mortgage Association, the U.S. government. Our investments in RMBS are subject to the risks of default, foreclosure timeline extension, fraud, home price depreciation and unfavorable modification of loan principal amount, interest rate and amortization of principal accompanying the underlying residential loans. To the extent that assets underlying our investments are concentrated geographically, by property type or in certain other respects, we may be subject to certain of the foregoing risks to a greater extent. In the event of defaults on the residential loans that underlie our investments in agency RMBS and the exhaustion of any underlying or any

additional credit support, we may not realize our anticipated return on our investments and we may incur a loss on these investments.

Our inability to promptly foreclose upon defaulted residential loans could increase our cost of doing business and/or diminish our expected return on investments.

Our ability to promptly foreclose upon defaulted residential loans and liquidate the underlying real property plays a critical role in our valuation of, and expected return on, those investments. There are a variety of factors that may inhibit our ability to foreclose upon a residential loan and liquidate the real property within the time frames we model as part of our valuation process. These factors include, without limitation: federal, state or local legislative action or initiatives designed to provide homeowners with assistance in avoiding residential loan foreclosures and that serve to delay the foreclosure process; Home Affordable Modification Program and other programs that require specific procedures to be followed to explore the refinancing of a mortgage loan prior to the commencement of a foreclosure proceeding; and continued declines in real estate values and sustained high levels of unemployment that increase the number of foreclosures and place additional pressure on the already overburdened judicial and administrative systems.

Prepayment rates may adversely affect the value of our investment portfolio.

The value of our investment portfolio is affected by prepayment rates on our mortgage assets. In many cases, borrowers are not prohibited from making prepayments on their mortgage loans. Prepayment rates are influenced by changes in interest rates and a variety of economic, geographic and other factors beyond our control, including, without limitation, housing and financial markets and relative interest rates on fixed rate mortgage loans and adjustable rate mortgage loans ("ARMs"). Consequently, prepayment rates cannot be predicted.

We generally receive principal payments that are made on our mortgage assets, including residential loans underlying the agency RMBS or the non-agency RMBS that we acquire. When borrowers prepay their mortgage loans faster than expected, it results in prepayments that are faster than expected. Faster than expected prepayments could adversely affect our profitability and our ability to recoup our cost of certain investments purchased at a premium over par value, including in the following ways:

- We may purchase RMBS that have a higher interest rate than the prevailing market interest rate at the time. In exchange for this higher interest rate, we may pay a premium over the par value to acquire our mortgage asset. In accordance with GAAP, we may amortize this premium over the estimated term of our mortgage asset. If our mortgage asset is prepaid in whole or in part prior to its maturity date, however, we may be required to expense the allocable portion of the premium at the time of the prepayment.
- Prepayment rates generally increase when interest rates fall and decrease when interest rates rise, making it unlikely that we would be able to reinvest the proceeds of any prepayment in mortgage assets of similar quality and terms (including yield). If we are unable to invest in similar mortgage assets, we would be adversely affected.

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

Interest rate mismatches between our agency RMBS backed by ARMs and our borrowings used to fund our purchases of these assets may reduce our net interest income and cause us to suffer a loss during periods of rising interest rates.

To the extent that we invest in agency RMBS backed by ARMs, we may finance these investments with borrowings that have interest rates that adjust more frequently than the interest rates of those agency RMBS or the ARMs that back those RMBS. Accordingly, if short-term interest rates increase, our borrowing costs may increase faster than the interest rates on agency RMBS backed by ARMs adjust. As a result, in a period of rising interest rates, we could experience a decrease in net income or a net loss. In most cases, the interest rates on our agency RMBS and on our borrowings will not be identical, thereby potentially creating an interest rate mismatch between our investments and our borrowings. While the historical spread between relevant short-term interest rate indices has been relatively stable, there have been periods when the spread between these indices was volatile. During periods of changing interest rates, these interest rate index mismatches could reduce our net income or produce a net loss, and adversely affect our ability to make distributions and the market price of our common stock.

In addition, agency RMBS backed by ARMs are typically subject to lifetime interest rate caps which limit the amount that interest rates can increase through the maturity of the agency RMBS. However, our borrowings under repurchase agreements typically are not subject to similar restrictions. Accordingly, in a period of rapidly increasing interest rates, the interest rates paid on our borrowings could increase without limitation while caps could limit the interest rates on these types of agency RMBS. This problem is magnified for agency RMBS backed by ARMs that are not fully indexed. Further, some agency RMBS backed by 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 these types of agency RMBS than we need

to pay interest on our related borrowings. These factors could reduce our net interest income and cause us to suffer a loss during periods of rising interest rates.

We may invest in distressed and non-performing commercial loans which could subject us to increased risks relative to performing loans, which may result in losses to us.

We may invest in distressed and non-performing commercial mortgage loans, which are subject to increased risks of loss. Such loans may be or become non-performing for a variety of reasons, including, without limitation, because the underlying property is too highly leveraged or the borrower falls upon financial distress, in either case, resulting in the borrower being unable to meet its debt service obligations. Such loans may require a substantial amount of workout negotiations and/or restructuring, which may divert attention from other activities and may entail, among other things, a substantial reduction in the interest rate and a substantial write-down of the principal of the loan. Moreover, the ability to implement a successful restructuring entails a high degree of uncertainty, and we may not be able to implement any such restructuring on favorable terms or at all.

The financial or operating difficulties relating to the distressed or non-performing loan may never be overcome and may cause the borrower to become subject to bankruptcy or other similar administrative proceedings. In connection with any such proceeding, we may incur substantial or total losses on our investments and may become subject to certain additional potential liabilities that may exceed the value of our original investment therein. For example, under certain circumstances, a lender that has inappropriately exercised control over the management and policies of a debtor may have its claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. In addition, under certain circumstances, payments to us may be reclaimed if any such payment is later determined to have been a fraudulent conveyance, preferential payment or similar transaction under applicable bankruptcy and insolvency laws.

Alternatively, we may find it necessary or desirable to foreclose on one of these loans, and the foreclosure process may be lengthy and expensive. Borrowers or junior lenders may resist mortgage foreclosure actions by asserting numerous claims, counterclaims and defenses against us. Any costs or delays involved in the effectuation of a foreclosure of the loan or a liquidation of the underlying property, or defending challenges brought after the completion of a foreclosure, will further reduce the proceeds and thus increase our loss.

Some of our portfolio investments are recorded at fair value and, as a result, there is uncertainty as to the value of these investments.

Some of our portfolio investments are in the form of positions or securities that are not publicly traded. The fair value of securities and other investments that are not publicly traded may not be readily determinable. We value these investments quarterly at fair value, as determined in accordance with GAAP, which include consideration of unobservable inputs. Because such valuations are subjective, the fair value of certain of our assets may fluctuate over short periods of time and our determinations of fair value may differ materially from the values that would have been used if a ready market for these securities existed. The value of our common stock could be adversely affected if our determinations regarding the fair value of these investments were materially higher than the values that we ultimately realize upon their disposal.

We may experience a decline in the fair value of our assets.

A decline in the fair value of our assets would require us to recognize an unrealized loss against earnings for those assets that are recorded at fair value through earnings, or may trigger an impairment, credit loss or other charge against earnings under applicable GAAP for those assets that are not recorded at fair value through earnings if we expect that the carrying value of those assets will not be recoverable. Subsequent disposition or sale of such assets could further affect our future losses or gains depending on the actual proceeds received.

Liability relating to environmental matters may impact the value of properties that we may purchase or acquire.

We may be subject to environmental liabilities arising from properties we own. Under various U.S. federal, state and local laws, an owner or operator of real property may become liable for the costs of removal of certain hazardous substances released on its property. These laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release of such hazardous substances.

The presence of hazardous substances may adversely affect an owner's ability to sell real estate or borrow using real estate as collateral. To the extent that an owner of a property underlying one of our debt investments becomes liable for removal costs, the ability of the owner to make payments to us may be reduced, which in turn may adversely affect the value of the relevant mortgage asset held by us and our ability to make distributions to our stockholders.

The presence of hazardous substances on a property we own may adversely affect our ability to sell the property and we may incur substantial remediation costs, thus harming our financial condition. The discovery of material environmental liabilities attached to such properties could have a material adverse effect on our results of operations and financial condition and our ability to make distributions to our stockholders.

We invest in commercial properties subject to net leases, which could subject us to losses.

We invest in commercial properties subject to net leases. Typically, net leases require the tenants to pay substantially all of the operating costs associated with the properties. As a result, the value of, and income from, investments in commercial properties subject to net leases will depend, in part, upon the ability of the applicable tenant to meet its obligations to maintain the property under the terms of the net lease. If a tenant fails or becomes unable to so maintain a property, we will be subject to all risks associated with owning the underlying real estate. Under many net leases, however, the owner of the property retains certain obligations with respect to the property, including, among other things, the responsibility for maintenance and repair of the property, to provide adequate parking, maintenance of common areas and compliance with other affirmative covenants in the lease. If we were to fail to meet any such obligations, the applicable tenant could abate rent or terminate the applicable lease, which could result in a loss of our capital invested in, and anticipated profits from, the property.

We expect that some commercial properties subject to net leases in which we invest generally will be occupied by a single tenant and, therefore, the success of these investments will be materially dependent on the financial stability of each such tenant. A default of any such tenant on its lease payments to us would cause us to lose the revenue from the property and cause us to have to find an alternative source of revenue to meet any mortgage payment and prevent a foreclosure if the property is subject to a mortgage. In the event of a default, we may experience delays in enforcing our rights as landlord and may incur substantial costs in protecting our investment and re-letting our property. If a lease is terminated, we may also incur significant losses to make the leased premises ready for another tenant and experience difficulty or a significant delay in re-leasing such property.

In addition, net leases typically have longer lease terms and, thus, there is an increased risk that contractual rental increases in future years will fail to result in fair market rental rates during those years.

We may acquire these investments through sale-leaseback transactions, which involve the purchase of a property and the leasing of such property back to the seller thereof. If we enter into a sale-leaseback transaction, we will seek to structure any such sale-leaseback transaction such that the lease will be characterized as a “true lease” for U.S. federal income tax purposes, thereby allowing us to be treated as the owner of the property for U.S. federal income tax purposes. However, we cannot assure you that the Internal Revenue Service (the “IRS”) will not challenge such characterization. In the event that any such sale-leaseback transaction is challenged and recharacterized as a financing transaction or loan for U.S. federal income tax purposes, deductions for depreciation and cost recovery relating to such property would be disallowed. If a sale-leaseback transaction were so recharacterized, we might fail to satisfy the REIT qualification “asset tests” or “income tests” and, consequently, lose our REIT status effective with the year of recharacterization. Alternatively, the amount of our REIT taxable income could be recalculated, which might also cause us to fail to meet the REIT distribution requirement for a taxable year.

Investments outside the U.S. that are denominated in foreign currencies subject us to foreign currency risks and to the uncertainty of foreign laws and markets, which may adversely affect our distributions and our REIT status.

Our investments outside the U.S. denominated in foreign currencies subject us to foreign currency risk due to potential fluctuations in exchange rates between foreign currencies and the U.S. dollar. As a result, changes in exchange rates of any such foreign currency to U.S. dollars may affect our income and distributions and may also affect the book value of our assets and the amount of stockholders’ equity. In addition, these investments subject us to risks of multiple and conflicting tax laws and regulations, and other laws and regulations that may make foreclosure and the exercise of other remedies in the case of default more difficult or costly compared to U.S. assets, and political and economic instability abroad, any of which factors could adversely affect our receipt of returns on and distributions from these investments.

Changes in foreign currency exchange rates used to value a REIT’s foreign assets may be considered changes in the value of the REIT’s assets. These changes may adversely affect our status as a REIT. Further, bank accounts in foreign currency which are not considered cash or cash equivalents may adversely affect our status as a REIT.

Developments affecting European financial markets could have an adverse impact on our business, including on the value of our investments.

We currently hold, and may acquire additional, investments that are denominated in Pounds Sterling (“GBP”) and EURs (including loans secured by assets located in the United Kingdom or Europe), as well as equity interests in real estate properties located in Europe. In the recent past, as a separate matter from the disruptions arising from the COVID-19 pandemic, European financial markets have experienced volatility and have been adversely affected by concerns about rising government debt levels, credit rating downgrades and possible default on or restructuring of government debt. These events have caused bond yield spreads (the cost of borrowing debt in the capital markets) and credit default spreads (the cost of purchasing credit protection) to increase, most notably in relation to certain Eurozone countries. The governments of several member countries of the European Union have experienced large public budget deficits, which have adversely affected the sovereign debt issued by those countries and may ultimately lead to declines in the value of the Euro.

The United Kingdom has withdrawn from the European Union (an event referred to as “Brexit”). There is uncertainty regarding the implications and implementation of the ongoing relationship between the United Kingdom and the European Union following Brexit. Brexit could adversely affect economic and market conditions in the United Kingdom, in the European Union and its member states and elsewhere, could contribute to uncertainty and instability in global financial markets and could significantly impact volatility, liquidity and/or the market value of securities. Any such consequences could have a material adverse effect on our business, the value of our properties and investments and our potential growth in Europe, and could amplify the currency risks faced by us.

We invest in equity interests in commercial real estate assets, which subjects us to the general risks of owning commercial real estate.

We acquire and manage equity interests in commercial real estate assets. The economic performance and value of these investments can be adversely affected by many factors that are generally applicable to most real estate, including the following:

- changes in the national, regional, local and international economic climate;
- local conditions, such as oversupply of space or a reduction in demand for real estate in the areas in which they are located;
- competition from other available space;
- the attractiveness of the real estate to tenants;
- increases in operating costs if these costs cannot be passed through to tenants;
- the financial condition of tenants and the ability to collect rent from tenants;
- vacancies, changes in market rental rates and the need to periodically renovate, repair and re-let space;
- changes in interest rates and the availability of financing;
- changes in zoning laws and taxation, government regulation and potential liability under environmental or other laws or regulations;
- acts of God, including, without limitation, earthquakes, hurricanes, pandemics, such as the COVID-19 pandemic, other natural disasters, global climate change, or acts of war or terrorism, in each case which may result in uninsured or underinsured losses; and
- decreases in the underlying value of real estate.

Certain significant expenditures associated with an investment in commercial real estate assets (such as mortgage payments, real estate taxes and maintenance costs) generally do not decline when circumstances cause a reduction in income from the asset. Because real estate investments are relatively illiquid, our ability to vary any investments in commercial real estate assets promptly in response to economic or other conditions would be limited. This relative illiquidity could impede our ability to respond to adverse changes in the performance of such investments. The value of our equity investments in commercial real estate assets could decrease in the future.

We face risks associated with acquisitions of commercial real estate assets.

Our acquisition of equity interests in commercial real estate assets is subject to, and the success of those assets may be adversely affected by, various risks, including those described below:

- we may be unable to meet required closing conditions;
- we may be unable to finance acquisitions on favorable terms or at all;
- acquired assets may fail to perform as expected;
- our estimates of the costs of repositioning or renovating acquired commercial real estate assets may be inaccurate;
- we may not be able to obtain adequate insurance coverage for acquired commercial real estate assets;
- acquisitions may be located in markets where we and our Manager have a lack of market knowledge or understanding of the local economy, lack of business relationships in the area and unfamiliarity with local governmental and permitting procedures;

- we may be unable to quickly and efficiently integrate new acquisitions of commercial real estate assets into our existing operations and, therefore, our results of operations and financial condition could be adversely affected; and
- we may acquire equity interests in commercial real estate assets through a joint venture, and such investments could be adversely affected by our lack of sole decision-making authority and reliance upon a co-venturer's financial condition. In addition, if we co-invest with affiliates of our Manager, we may be obligated to pay fees to such affiliates and would be subject to a variety of conflicts of interest with such affiliates, including conflicts similar to those described under the section captioned “—Risks Related to Our Relationship with Our Manager.”

We make equity investments in commercial real estate assets subject to both known and unknown liabilities and without any recourse, or with only limited recourse to the seller thereof. As a result, if a liability were asserted against us arising from our ownership of those assets, we might have to pay substantial sums to settle it, which could adversely affect us. Unknown liabilities with respect to commercial real estate assets may include:

- claims by tenants, vendors or other persons arising from dealing with the former owners of the assets;
- liabilities incurred in the ordinary course of business;
- claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the assets; and
- liabilities for clean-up of undisclosed environmental contamination.

Government housing regulations may limit the opportunities at the affordable housing communities in which we invest, and failure to comply with resident qualification requirements may result in financial penalties or loss of benefits.

We own, and may acquire additional, equity interests in affordable housing communities and other properties that benefit from governmental programs intended to provide housing to individuals with low or moderate incomes. These programs, which are typically administered by the United States Department of Housing and Urban Development (“HUD”) or state housing finance agencies, typically provide mortgage insurance, favorable financing terms, tax credits or rental assistance payments to property owners. As a condition of the receipt of assistance under these programs, the properties must comply with various requirements, which typically limit rents to pre-approved amounts and impose restrictions on resident incomes. Failure to comply with these requirements and restrictions may result in financial penalties or loss of benefits. In addition, we will typically need to obtain the approval of HUD in order to acquire or dispose of a significant interest in or manage a HUD-assisted property. We may not always receive such approval.

We are subject to the general risks of owning properties relating to the healthcare industry.

We own, and may acquire additional, equity interests in properties relating to the healthcare industry. The economic performance and value of these properties and of some or all of the tenants/operators of such properties could be adversely affected by many factors that are generally applicable to properties relating to the healthcare industry, including the following:

- adverse trends in healthcare provider operations, such as changes in the demand for and methods of delivering healthcare services, changes in third party reimbursement policies, significant unused capacity in certain areas, which has created substantial competition for patients among healthcare providers in those areas, increased expense for uninsured patients, increased competition among healthcare providers, increased liability insurance expense, continued pressure by private and governmental payors to reduce payments to providers of services and increased scrutiny of billing, referral and other practices by federal and state authorities and private insurers;
- extensive healthcare regulation, changes in enforcement policies with respect to such regulation and potential changes in the regulatory framework of the healthcare industry; and
- significant legal actions brought against tenants/operators that could subject them to increased operating costs and substantial uninsured liabilities.

We have sponsored, and purchased the more junior securities of, CLOs and such instruments involve significant risks, including that these securities receive distributions from the CLO only if the CLO generates enough income to first pay all the investors holding senior tranches and all CLO expenses.

We have sponsored, and purchased the junior securities of, CLOs, and in the future we may sponsor, and purchase the more junior securities of, additional CLOs. In CLOs, investors purchase specific tranches, or slices, of debt instruments that are secured or backed by a pool of loans. The CLO debt classes have a specific seniority structure and priority of payments. The most junior securities along with the preferred shares of a CLO are generally retained by the sponsor of the CLO and are

usually entitled to all of the income generated by the pool of loans after the payment of debt service on all the more senior classes of debt and the payment of all expenses. Defaults on the pool of loans therefore first affect the most junior tranches. The subordinate tranches of CLO debt may also experience a lower recovery and greater risk of loss, including risk of deferral or non-payment of interest than more senior tranches of the CLO debt because they bear the bulk of defaults from the loans held in the CLO and serve to protect the other, more senior tranches from default in all but the most severe circumstances. Despite the protection provided by the subordinate tranches, even more senior CLO tranches can experience substantial losses due to actual defaults, increased sensitivity to defaults due to collateral default and disappearance of protecting tranches, decline in market value due to market anticipation of defaults and aversion to CLO securities as a class. Further, the transaction documents relating to the issuance of CLO securities may impose eligibility criteria on the assets of the CLO, restrict the ability of the CLO's sponsor to trade investments and impose certain portfolio-wide asset quality requirements. Finally, the credit risk retention rules of the SEC impose a retention requirement of 5% of the issued debt classes by the sponsor of the CLO. These criteria, restrictions and requirements may limit the ability of the CLO's sponsor (or collateral manager) to maximize returns on the CLO securities.

In addition, CLOs are not actively traded and are relatively illiquid investments and volatility in CLO trading markets may cause the value of these investments to decline. The market value of CLO securities may be affected by, among other things, changes in the market value of the underlying loans held by the CLO, changes in the distributions on the underlying loans, defaults and recoveries on the underlying loans, capital gains and losses on the underlying losses (or foreclosure assets), prepayments on the underlying loans and the availability, prices and interest rate of underlying loans. Furthermore, the leveraged nature of each subordinated tranche may magnify the adverse impact on such class of changes in the value of the loans, changes in the distributions on the loans, defaults and recoveries on the loans, capital gains and losses on the loans (or foreclosure assets), prepayment on loans and availability, price and interest rates of the loans.

Our CLOs include certain interest coverage tests, overcollateralization coverage tests or other tests that, if not met, may result in a change in the priority of distributions, which may result in the reduction or elimination of distributions to the subordinate debt and equity tranches until the tests have been met or certain senior classes of securities have been paid in full. For example, even if no loan in the pool experiences a default, an appraisal reduction of a loan in the pool may cause the pool of loans in the CLO not to meet certain of these test. Accordingly, if such tests are not satisfied, we, as holders of the subordinate debt and equity interests in the CLOs, may experience a significant reduction in our cash flow from those interests.

Moreover, the reinvestment and replenishment period in one or more of our CLOs may be nearing the end of its term. Once the reinvestment and replenishment period has ended any repayments of a loan in the CLO will require us to pay down the most senior debt in the CLO resulting in an increase in our cost of funds.

Furthermore, if any CLO that we sponsor or in which we hold interests fails to meet certain tests relevant to the most senior debt issued and outstanding by the CLO issuer, an event of default may occur under that CLO. If that occurs, (i) if we were serving as manager of the CLO, our ability to manage the CLO may be terminated and (ii) our ability to attempt to cure any defaults in the CLO may be limited, which would increase the likelihood of a reduction or elimination of cash flow and returns to us in the CLOs for an indefinite time.

Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on joint venture partners' financial condition and liquidity and disputes between us and our joint venture partners.

We may make investments through joint ventures. Such joint venture investments may involve risks not otherwise present when we make investments without partners, including the following:

- we may not have exclusive control over the investment or the joint venture, which may prevent us from taking actions that are in our best interest and could create the potential risk of creating impasses on decisions, such as with respect to acquisitions or dispositions;
- joint venture agreements often restrict the transfer of a partner's interest or may otherwise restrict our ability to sell the interest when we desire and/or on advantageous terms;
- joint venture agreements may contain buy-sell provisions pursuant to which one partner may initiate procedures requiring the other partner to choose between buying the other partner's interest or selling its interest to that partner;
- a partner may, at any time, have economic or business interests or goals that are, or that may become, inconsistent with our business interests or goals;
- a partner may be in a position to take action contrary to our instructions, requests, policies or objectives, including our policy with respect to maintaining our qualification as a REIT and our exemption from registration under the Investment Company Act;

- a partner may fail to fund its share of required capital contributions or may become bankrupt, which may mean that we and any other remaining partners generally would remain liable for the joint venture's liabilities;
- our relationships with our partners are contractual in nature and may be terminated or dissolved under the terms of the applicable joint venture agreements and, in such event, we may not continue to own or operate the interests or investments underlying such relationship or may need to purchase such interests or investments at a premium to the market price to continue ownership;
- disputes between us and a partner may result in litigation or arbitration that could increase our expenses and prevent our Manager and our officers and directors from focusing their time and efforts on our business and could result in subjecting the investments owned by the joint venture to additional risk; or
- we may, in certain circumstances, be liable for the actions of a partner, and the activities of a partner could adversely affect our ability to qualify as a REIT or maintain our exclusion from registration under the Investment Company Act, even though we do not control the joint venture.

Any of the above may subject us to liabilities in excess of those contemplated and adversely affect the value of our joint venture investments.

Risks Related to Our Infrastructure Lending Segment

We may not realize all of the anticipated benefits of our prior acquisition of the Infrastructure Lending Segment or such benefits may take longer to realize than expected.

The success of our prior acquisition of the Infrastructure Lending Segment depends, in part, on our ability to realize the anticipated benefits from successfully integrating the Infrastructure Lending Segment with our company. The combination of this business with ours is a complex, costly and time-consuming process. As a result, we are required to devote significant management attention and resources to integrating the Infrastructure Lending Segment with the rest of our company. The integration process may disrupt our business and, if implemented ineffectively, could preclude us from realizing all of the potential benefits we expect to realize with respect to the acquisition. Our failure to meet the challenges involved in the integration could cause an interruption of, or a loss of momentum in, our business and could harm our results of operations. In addition, the integration may result in material unanticipated problems, expenses, liabilities, loss of business relationships and diversion of management's attention, and may cause our stock price to decline. The difficulties relating to the integration process include, among others:

- managing a new area of business;
- the potential diversion of management focus and resources from other strategic opportunities and from operational matters and potential disruption associated with the acquisition;
- maintaining employee morale and retaining key management and other employees;
- integrating two unique business cultures;
- the possibility of faulty assumptions underlying expectations regarding the integration process;
- consolidating corporate and administrative infrastructures;
- coordinating geographically separate organizations;
- unanticipated issues in integrating information technology, communications and other systems;
- unanticipated changes in applicable laws and regulations;
- managing tax costs or inefficiencies associated with the integration process; and
- suffering losses if we do not experience the anticipated benefits of the transaction.

For our prior acquisition of the Infrastructure Lending Segment to be successful, we must retain and motivate key employees, and failure to do so could seriously harm our business and financial results. In addition, the success of our acquisition of the Infrastructure Lending Segment depends, in part, on our ability to leverage the capabilities of Starwood Energy Group and Starwood Oil and Gas.

The success of our prior acquisition of the Infrastructure Lending Segment largely depends on the skills, experience, industry contacts and continued efforts of management and other key personnel. As a result, for our prior acquisition of the Infrastructure Lending Segment to be successful, we must retain and motivate executives and other key employees. Employees from the Infrastructure Lending Segment may experience uncertainty about their future roles with us until or after strategies relating to the Infrastructure Lending Segment are executed. In addition, the marketplace for infrastructure debt professionals is

highly competitive and other infrastructure debt providers may seek to recruit our executives and other key employees. These circumstances may adversely affect our ability to retain executives of the Infrastructure Lending Segment and other key personnel. We also must continue to motivate employees and keep them focused on our strategies and goals, which effort may be adversely affected as a result of the uncertainty and difficulties with integrating the Infrastructure Lending Segment with the rest of our company. If we are unable to retain executives and other key employees, the roles and responsibilities of such executive officers and employees will need to be filled either by existing or new officers and employees, which may require us to devote time and resources to identifying, hiring and integrating replacements for the departed executives and employees that could otherwise be used to integrate the Infrastructure Lending Segment with the rest of our company or otherwise pursue business opportunities. Moreover, because the marketplace for infrastructure debt professionals is highly competitive, we may not be able to replace departing employees on a timely basis or at all without incurring significant expense.

In addition, we intend to leverage the existing capabilities of Starwood Energy Group and Starwood Oil and Gas, affiliates of our Manager, with respect to our existing and future infrastructure debt investments, and our success depends, in part, on our ability to do so. Neither Starwood Energy Group or Starwood Oil and Gas has an obligation to provide any services to us, and so our ability to access Starwood Energy Group's and Starwood Oil and Gas' existing capabilities is dependent on our ongoing relationship with our Manager and Starwood Capital Group. See "—Risks Related to Our Relationship with Our Manager." Accordingly, we may not continue to have access to Starwood Energy Group or Starwood Oil and Gas and their respective officers and key personnel.

We are subject to the risks of investing in project finance investments, many of which are outside our control, and that may negatively impact our business and financial results.

We are subject to the risks of investing in project finance investments. Infrastructure loans are subject to the risk of default, foreclosure and loss, and the risk of loss may be greater than similar risks associated with loans made on other types of assets. The loan structure for project finance relies primarily on the underlying project's cash flows for repayment, with the project's assets, rights and interests, together with the equity in the project company, typically pledged as collateral. Accordingly, the ability of the project company to repay a project finance loan is dependent upon the successful development, construction and/or operation of such project rather than upon the existence of independent income or assets of the project company. Moreover, the loans are typically non-recourse or limited recourse to the project sponsor, and the project company, as a special purpose entity, typically has no assets other than the project. Accordingly, if the project's cash flows are reduced or are otherwise less than projected, the project company's ability to repay the loan will likely be impaired. The Infrastructure Lending Segment has made and will continue to make certain estimates regarding project cash flows during the underwriting of its investments. These estimates may not prove accurate, as actual results may vary from estimates. A project's cash flows can be adversely affected by, among other things:

- if the project involves new construction,
 - cost overruns,
 - delays in completion,
 - availability of land, building materials, energy, raw materials and transportation,
 - availability of work force, management personnel and reliable contractors, and
 - natural disasters (fire, drought, flood, earthquake, pandemics, including the COVID-19 pandemic), global climate change, war, civil unrest and strikes affecting contractors, suppliers or markets;
- shortfalls in expected capacity, output or efficiency;
- the terms of the power purchase or other offtake agreements used in the project;
- the creditworthiness of the project company and the project sponsor;
- competition;
- volatility in commodity prices;
- technology deployed, and the failure or degradation of equipment;
- inflation and fluctuations in exchange rates or interest rates;
- operation and maintenance costs;
- unforeseen capital expenditures;
- sufficiency of gas and electric transmission capabilities;
- licensing and permit requirements;

- increased environmental or other applicable regulations;
- increased regulatory scrutiny and enforcement; and
- changes in national, international, regional, state or local policies, economic conditions, laws and regulations.

In the event of any default under a project finance loan, we bear the risk of loss of principal to the extent of any deficiency between the value of the collateral, if any, and the principal and accrued interest of the loan, which could have a material adverse effect on our business, financial condition and results of operations. In the event of the bankruptcy of a project company, our investment will be deemed to be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession and our contractual rights may be unenforceable under state or other applicable law. Foreclosure proceedings against a project can be an expensive and lengthy process, which could have a substantial negative effect on our anticipated return on the foreclosed investment.

The investment portfolio of our Infrastructure Lending Segment is concentrated in the power industry, which subjects the portfolio to more risks than if the investments were more diversified.

Many of the investments in the portfolio of our Infrastructure Lending Segment are focused in the power industry, including thermal power and renewable power. If there is a downturn in the U.S. or global power industry generally, the applicable infrastructure investments may default or not perform in accordance with expectations. In addition to the factors described above regarding the general risks of investing in project finance, the power industry and its subsectors can be adversely affected by, among other factors:

- market pricing for electricity;
- change in creditworthiness of the offtaker;
- unforeseen capital expenditures;
- government regulation and policy change; and
- world and regional events, politics and economic conditions.

In addition to investments focused in the power industry, our portfolio also contains investments related to projects in the midstream oil and gas industry, which also subjects us to certain risks inherent in the midstream oil and gas industry.

Loans to power projects or midstream oil and gas projects may be adversely affected if production from the projects declines. Such declines may be caused by various factors, including, as applicable, decreased access to capital or loss of economic incentive to complete a project or continue to operate a project, depletion of resources, catastrophic events affecting production, labor difficulties, political events, environmental proceedings, increased regulations, equipment failures and unexpected maintenance problems, failure to obtain necessary permits, unscheduled outages, unanticipated expenses, inability to successfully carry out new construction or acquisitions, import or export supply and demand disruptions or increased competition from alternative energy sources.

The default of one or more of the infrastructure loans as a result of a downturn within the energy industry generally, could have a material adverse effect on our business, financial condition and results of operations.

We may have difficulty meeting our obligations on the unfunded commitments of the infrastructure loans, which could have a material adverse effect on us.

Under certain circumstances, we may find it difficult to meet our remaining funding obligations with the existing infrastructure loans, or with respect to future infrastructure loans, from our ordinary operations. In such situations, in order to meet our then-existing funding obligations, we may be required to: (i) sell assets in adverse market conditions; (ii) borrow on unfavorable terms; or (iii) fund the infrastructure loans with amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt. These alternatives could increase our costs or reduce our equity. Thus, compliance with the funding obligations with respect to the infrastructure loans may hinder our ability to grow, which could have a material adverse effect on our business, financial condition and results of operations. In the event that we are unable to meet our funding obligations with respect to one or more infrastructure loans, we would be in breach of such loan(s), which could damage our reputation and could result in a lawsuit being brought by the project company or others, which could result in substantial costs and divert our attention and resources.

The power and oil and gas industries are subject to extensive regulation, which could adversely impact the business and financial performance of the projects to which our infrastructure loans relate.

The projects to which our infrastructure loans relate, which are focused in the power industry and oil and gas industry, are subject to significant and extensive federal, international, state and local governmental regulation, including how facilities are constructed, maintained and operated, environmental and safety controls, and the prices they may charge for the products

and services they provide. Various governmental authorities have the power to enforce compliance with these regulations and the permits issued under them, and violators are subject to administrative, civil and criminal penalties, including civil fines, injunctions or both. Stricter laws, regulations or enforcement policies could be enacted in the future that likely would increase compliance costs, which could adversely affect the business and financial performance of the projects. Any of the foregoing could result in a default on one or more of our investments, which could have a material adverse effect on our business, financial condition and results of operations.

We generally are not able to control the projects underlying our infrastructure loans.

Although the covenants in the financing documentation relating to the infrastructure loans generally restrict certain actions that may be taken by project companies (including restrictions on making equity distributions and incurring additional indebtedness), we generally are not able to control the projects underlying our infrastructure loans. As a result, we are subject to the risk that the project company may make business decisions with which we disagree or that the project company may take risks or otherwise act in ways that do not serve our interests.

Operation of a project underlying an infrastructure loan involves significant risks and hazards that may impair the project company's ability to repay the loan, resulting in its default, which could have a material adverse effect on our business and financial results.

The ongoing operation of a project underlying any of our infrastructure loans involves risks that include, among other things, the breakdown or failure of equipment or processes or performance below expected levels of output or efficiency due to wear and tear, latent defect, design error or operator error or force majeure events. In addition to natural risks such as earthquake, flood, drought, lightning, wildfire, hurricane, wind and pandemics, including the COVID-19 pandemic, other hazards, such as fire, explosion, structural collapse and machinery failure, acts of terrorism or related acts of war, hostile cyber intrusions or other catastrophic events are inherent risks in the operation of a project. These and other hazards can cause significant personal injury or loss of life, severe damage to and destruction of property, plant and equipment and contamination of, or damage to, the environment and suspension of operations. Operation of a project also involves risks that the operator will be unable to transport its product to its customers in an efficient manner due to a lack of transmission capacity. Unplanned outages of a project, including extensions of scheduled outages due to mechanical failures or other problems, occur from time to time. Unplanned outages typically increase operation and maintenance expenses and may reduce revenues. While a project typically maintains insurance, obtains warranties from vendors and obligates contractors to meet certain performance levels, the proceeds of such insurance, warranties or performance guarantees may not cover the lost revenues, increased expenses or liquidated damages payments should the project experience equipment breakdown or non-performance by contractors or vendors. A project's inability to operate its assets efficiently, manage capital expenditures and costs and generate earnings and cash flow could have a material adverse effect on the project company's ability to repay the loan, which could result in its default. A default on one or more of the infrastructure loans could have a material adverse effect on our business, financial condition and results of operations.

Loans to companies engaged in oil and gas exploration and production may be exposed to production risk and to commodity price risk.

The Infrastructure Lending segment seeks to make loans to companies that engage in oil and gas exploration and production. These companies generate revenue, and our loans are expected to be repaid, from a combination of (i) sales of oil and gas under contracts pursuant to which third parties – rather than our borrowers – bear most of the risk of commodity price fluctuation and (ii) sales of oil and gas in the open commodity markets at then-prevailing prices. To the extent production from the underlying oil and gas wells is lower than forecasted, there is non-performance by (or a bankruptcy or insolvency of) the counterparty under a commodity contract, or the spot market price for the commodities decreases, the borrowers' revenues, and ability to repay our loan, may be negatively affected.

Tax considerations relating to the Infrastructure Lending Segment may reduce our net proceeds received from interest payments.

The Infrastructure Lending Segment is held in one or more domestic or foreign subsidiaries in order to facilitate our financing of the acquisition of that portfolio and aid in the maintenance of our status as a REIT under the Code. The domestic subsidiary that initially acquired a significant portion of the pre-existing investment portfolio of the Infrastructure Lending Segment is disregarded as to our company for U.S. federal income tax purposes and we have elected to have other foreign and domestic subsidiaries that hold or will hold a portion of the pre-existing portfolio each treated as a TRS. With respect to newly originated infrastructure loans, we will hold such loans either in a subsidiary that is disregarded as to our company for U.S. federal income tax purposes or in foreign or domestic TRSs that are subject to U.S. taxation under the general rules applicable to such corporations. See “—Risks Related to Taxation as a REIT.”

Certain interest payments to us or to any such domestic or foreign subsidiary made by the underlying borrowers with respect to the infrastructure loans may be subject to withholding taxes in the jurisdictions in which the related facilities or borrowers are located, which would reduce the net proceeds from such payments that are received by us.

Risks Related to Our Investing and Servicing Segment

The business activities of our Investing and Servicing Segment, particularly our special servicing business, expose us to certain risks.

In our Investing and Servicing Segment, we derive a substantial portion of our cash flows from the special servicing of pools of commercial mortgage loans. As special servicer, we typically receive fees based upon the outstanding balance of the loans that are being specially serviced by us. The balance of loans in special servicing where we act as special servicer could decline significantly and as such our servicing fees could likewise decline materially. The special servicing industry is highly competitive, and our inability to compete successfully with other firms to maintain our existing servicing portfolio and obtain future servicing opportunities could have a material and adverse impact on our future cash flows and results of operations. Because the right to appoint the special servicer for securitized mortgage loans generally resides with the holder of the “controlling class” position in the relevant trust and may migrate to holders of different classes of securities as additional losses are realized, our ability to maintain our existing servicing rights and obtain future servicing opportunities may require, in many cases, the acquisition of additional CMBS. Accordingly, our ability to compete effectively may depend, in part, on the availability of additional debt or equity capital to fund these purchases. To maintain our existing servicing rights and to obtain future assignments, in certain instances our special servicer entity has entered and in the future will enter into a fee sharing arrangement with the holder of the controlling class. Additionally, our existing servicing portfolio is subject to “run off,” meaning that mortgage loans serviced by us may be prepaid prior to maturity, refinanced with a mortgage not serviced by us, liquidated through foreclosure, deed-in-lieu of foreclosure or other liquidation processes or repaid through standard amortization of principal, resulting in lower servicing fees and/or lower returns on the subordinated securities owned by us. Improving economic conditions and property prices and declines in interest rates and greater availability of mortgage financing could reduce the incidence of assets going into special servicing and reduce our revenues from special servicing, including as a result of lower fees under new arrangements. The fair value of our servicing rights may decrease under the foregoing circumstances, resulting in losses.

In connection with the special servicing of mortgage loans, a special servicer may, at the direction of the directing certificateholder, generally take actions with respect to the specially serviced mortgage loans that could adversely affect the holders of some or all of the more senior classes of CMBS. We may hold subordinated CMBS and we may or may not be the directing holder in any CMBS transaction in which we also act as special servicer. We may have conflicts of interest in exercising our rights as holder of subordinated classes of CMBS and in owning the entity that also acts as the special servicer for such transactions. It is possible that we, acting as the directing certificateholder for a CMBS transaction, may direct special servicer actions that conflict with the interests of certain other classes of the CMBS issued in that transaction. The special servicer is not permitted to take actions that are prohibited by law or that violate the applicable servicing standard or the terms of the applicable CMBS documentation or the applicable mortgage loan documentation, and we are subject to the risk of claims asserted by mortgage loan borrowers and the holders of other classes of CMBS that we have violated applicable law or, if applicable, the servicing standard and our other obligations under such CMBS documentation or mortgage loan documentation, as a result of actions we may take.

The conduit operations in our Investing and Servicing Segment are subject to volatile market conditions and significant competition. In addition, the conduit business may suffer losses as a result of ineffective or inadequate hedges and credit issues.

The business activities in our Investing and Servicing Segment are subject to an evolving regulatory environment that may affect certain aspects of these activities.

In our Investing and Servicing Segment, we acquire subordinated securities issued by and act as special servicer for securitizations. As a result of the dislocation of the credit markets, the securitization industry has become subject to additional regulation. In particular, pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), various federal agencies have promulgated a rule that generally requires issuers in securitizations to retain 5% of the risk associated with the securities. While the rule as adopted generally allows the purchase of the CMBS B-Piece by a party not affiliated with the issuer to satisfy the risk retention requirement, current CMBS B-Pieces are generally not large enough to fully satisfy the 5% requirement. Accordingly, buyers of B-Pieces such as us may be required to purchase larger B-Pieces, potentially reducing returns on such investments. Furthermore, any such B-Pieces purchased by a party (such as us) unaffiliated with the issuer generally cannot be transferred for a period of five years following the closing date of the securitization or hedged against credit risk. These restrictions would reduce our liquidity and could potentially reduce our returns on such investments.

The mortgage loan servicing activities of our Investing and Servicing Segment are subject to a still evolving set of regulations, including regulations being promulgated under the Dodd-Frank Act. In addition, various governmental authorities have increased their investigative focus on the activities of mortgage loan servicers. As a result, we may have to spend additional resources and devote additional management time to address any regulatory concerns, which may reduce the resources available to grow our business. In addition, if we fail to operate the servicing activities of our Investing and Servicing Segment in compliance with existing and future regulations, our business, reputation, financial condition or results of operations could be materially and adversely affected.

The risks of investment in subordinated CMBS are magnified in the case of our Investing and Servicing Segment, where the principal payments received by the CMBS trust are made in priority to the higher rated securities.

CMBS are subject to the various risks that relate to the pool of underlying commercial mortgage loans and any other assets in which the CMBS represents an interest. In addition, CMBS are subject to additional risks arising from the geographic, property type and other types of concentrations in the pool of underlying commercial mortgage loans, which risks are magnified by the subordinated nature of the CMBS in which we invest in our Investing and Servicing Segment. In the event of defaults on the mortgage loans in the CMBS trusts, we bear a risk of loss on our related subordinated CMBS to the extent of deficiencies between the value of the collateral and the principal, accrued interest and unpaid fees and expenses on the mortgage loans, which may be offset to some extent by the special servicing fees received by us on those mortgage loans. The yield to maturity on the CMBS depends largely upon the price paid for the CMBS, which are generally sold at a discount at issuance and trade at even steeper discounts in the secondary markets. Further, the yield to maturity on CMBS depends, in significant part, upon the rate and timing of principal payments on the underlying mortgage loans, including both voluntary prepayments, if permitted, and involuntary prepayments, such as prepayments resulting from casualty or condemnation, defaults and liquidations or repurchases upon breaches of representations and warranties or document defects. Any changes in the weighted average lives of CMBS may adversely affect yield on the CMBS. Prepayments resulting in a shortening of weighted average lives of CMBS may be made at a time of low interest rates when we may be unable to reinvest the resulting payment of principal on the CMBS at a rate comparable to that being earned on the CMBS, while delays and extensions resulting in a lengthening of those weighted average lives may occur at a time of high interest rates when we may have been able to reinvest scheduled principal payments at higher rates.

The exercise of remedies and successful realization of liquidation proceeds relating to commercial mortgage loans underlying CMBS may be highly dependent on our performance as special servicer. We attempt to underwrite investments on a “loss-adjusted” basis, which projects a certain level of performance. However, this underwriting may not accurately predict the timing or magnitude of such losses. To the extent that this underwriting has incorrectly anticipated the timing or magnitude of losses, our business may be adversely affected. Some of the mortgage loans underlying the CMBS are in default and additional loans may default in the future. In the case of such defaults, cash flows of CMBS investments held by us may be adversely affected as any reduction in the mortgage payments or principal losses on liquidation of any mortgage loan may be applied to the class of CMBS securities relating to such defaulted loans that we hold.

The market value of CMBS could fluctuate materially as a result of various risks that are out of our control and may result in significant losses.

The market value of CMBS investments could fluctuate materially over time as the result of changes in mortgage spreads, treasury bond interest rates, capital market supply and demand factors, and many other factors that affect high-yield fixed income products. These factors are out of our control and could impair our ability to obtain short-term financing on the CMBS. CMBS investments, especially subordinated classes of CMBS, may have no, or only a limited, trading market. The financial markets have experienced and may continue to experience volatility and reduced liquidity, which may continue and reduce the market value of CMBS. Some or all of the CMBS, especially subordinated classes of CMBS, may be subject to restrictions on transfer and may be considered illiquid.

Most of the assets in our Investing and Servicing Segment are held through, or are ownership interests in, entities subject to entity level or foreign taxes, which cannot be passed through to, or used by, our stockholders to reduce taxes they owe.

Most of the assets in our Investing and Servicing Segment are held through a TRS, which is subject to entity level taxes on income that it earns. Such taxes have materially increased the taxes paid by our TRSs. In addition, certain of the assets in our Investing and Servicing Segment include entities organized or assets located in foreign jurisdictions. Taxes that we or such entities pay in foreign jurisdictions may not be passed through to, or used by, our stockholders as a foreign tax credit or otherwise.

Our Consolidated Financial Statements changed materially following our acquisition of LNR, as we became required to consolidate the assets and liabilities of CMBS pools in which we own the controlling class of subordinated securities and are considered the “primary beneficiary.”

Following our acquisition of LNR, we became required to consolidate the assets and liabilities of certain CMBS pools in which we own the controlling class of subordinated securities into our financial statements, even though the value of the subordinated securities may represent a small interest relative to the size of the pool. Under GAAP, companies are required to consolidate VIEs in which they are determined to be the primary beneficiary. A VIE must be consolidated only by its primary beneficiary, which is defined as the party who, along with its affiliates and agents, has a potentially significant interest in the entity and controls the entity's significant decisions. As a result of the foregoing, our financial statements are more complex and may be more difficult to understand than if we did not consolidate the CMBS pools.

Risks Related to Our Organization and Structure

Certain provisions of Maryland law could inhibit changes in control.

Certain provisions of the Maryland General Corporation Law (the "MGCL") may have the effect of deterring a third party from making a proposal to acquire us or of impeding a change in control under circumstances that otherwise could provide the holders of our common stock with the opportunity to realize a premium over the then-prevailing market price of our common stock. We are subject to the "business combination" provisions of the MGCL that, subject to limitations, prohibit certain business combinations (including a merger, consolidation, share exchange or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities) between us and an "interested stockholder" (defined generally as any person who beneficially owns 10% or more of our then outstanding voting capital stock or an affiliate or associate of ours who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of our then outstanding voting capital stock) or an affiliate thereof for five years after the most recent date on which the stockholder becomes an interested stockholder. After the five-year prohibition, any business combination between us and an interested stockholder generally must be recommended by our board of directors and approved by the affirmative vote of at least (i) 80% of the votes entitled to be cast by holders of outstanding shares of our voting capital stock and (ii) two-thirds of the votes entitled to be cast by holders of voting capital stock of the corporation other than shares held by the interested stockholder with whom or with whose affiliate the business combination is to be effected or held by an affiliate or associate of the interested stockholder. These super-majority voting requirements do not apply if our common stockholders receive a minimum price, as defined under Maryland law, for their shares in the form of cash or other consideration in the same form as previously paid by the interested stockholder for its shares. These provisions of the MGCL also do not apply to business combinations that are approved or exempted by a board of directors prior to the time that the interested stockholder becomes an interested stockholder. Pursuant to the statute, our board of directors has by resolution exempted business combinations between us and any other person, 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).

The "control share" provisions of the MGCL provide that "control shares" of a Maryland corporation (defined as shares which, when aggregated with other shares controlled by the stockholder (except solely by virtue of a revocable proxy), entitle the stockholder 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") have no voting rights except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding votes entitled to be cast by the acquirer of control shares, our officers and our personnel who are also our directors. Our bylaws contain a provision exempting from the control share acquisition statute any and all acquisitions by any person of shares of our stock, but this provision could be amended or eliminated at any time in the future.

The "unsolicited takeover" provisions of the MGCL permit our board of directors, without stockholder approval and regardless of what is currently provided in our charter or bylaws, to implement takeover defenses, some of which (for example, a classified board) we do not yet have. These provisions may have the effect of inhibiting a third party from making an acquisition proposal for us or of delaying, deferring or preventing a change in control of us under the circumstances that otherwise could provide the holders of shares of common stock with the opportunity to realize a premium over the then current market price.

Our authorized but unissued shares of common and preferred stock may prevent a change in control.

Our charter authorizes us to issue additional authorized but unissued shares of common or preferred stock. In addition, our board of directors may, without stockholder approval, amend our charter to increase the aggregate number of our shares of stock or the number of shares of stock of any class or series that we have authority to issue and classify or reclassify any unissued shares of common 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 establish a series of shares of common or preferred stock that could delay or prevent a transaction or a change in control that might involve a premium price for our shares of common stock or otherwise be in the best interest of our stockholders.

Maintenance of our exemption from registration under the Investment Company Act imposes significant limits on our operations.

We intend to continue to conduct our operations so that neither we nor any of our subsidiaries are required to register as an investment company under the Investment Company Act. Because we are a holding company that conducts our businesses primarily through wholly-owned subsidiaries, the securities issued by these subsidiaries that are excepted from the definition of “investment company” under Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act, together with any other investment securities we own, may not have a combined value in excess of 40% of the value of our adjusted total assets on an unconsolidated basis. The term “investment securities” generally includes all securities except U.S. government securities and securities of majority-owned subsidiaries that are not themselves investment companies and are not relying on the exemption from the definition of investment company under Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act. This requirement limits the types of businesses in which we may engage through our subsidiaries. In addition, the assets we and our subsidiaries may acquire are limited by the provisions of the Investment Company Act and the rules and regulations promulgated under the Investment Company Act, which may adversely affect our performance.

If the value of securities issued by our subsidiaries that are excepted from the definition of “investment company” by Section 3(c)(1) or 3(c)(7) of the Investment Company Act, together with any other investment securities we own, exceeds 40% of our adjusted total assets on an unconsolidated basis, or if one or more of such subsidiaries fail to maintain an exception or exemption from the Investment Company Act, we could, among other things, be required either (i) to substantially change the manner in which we conduct our operations to avoid being required to register as an investment company or (ii) to register as an investment company under the Investment Company Act, either of which could have an adverse effect on us and the market price of our securities. If we were required to register as an investment company under the Investment Company Act, we would become subject to substantial regulation with respect to our capital structure (including our ability to use leverage), management, operations, transactions with affiliated persons (as defined in the Investment Company Act), portfolio composition, including restrictions with respect to diversification and industry concentration, and other matters.

We will determine whether an entity is a majority-owned subsidiary of our Company. The Investment Company Act defines a majority-owned subsidiary of a person as a company 50% or more of the outstanding voting securities of which are owned by such person, or by another company which is a majority-owned subsidiary of such person. The Investment Company Act defines voting securities as any security presently entitling the owner or holder thereof to vote for the election of directors of a company. We treat entities in which we own at least 50% of the outstanding voting securities as majority-owned subsidiaries for purposes of the 40% test referenced above. We have not requested that the SEC or its staff approve our treatment of any entity as a majority-owned subsidiary, and neither has done so. If the SEC or its staff was to disagree with our treatment of one or more subsidiary entities as majority-owned subsidiaries, we would need to adjust our strategy and our assets in order to continue to pass the 40% test.

Many of our subsidiaries rely on the exclusion from the definition of an investment company under Section 3(c)(5)(C) of the Investment Company Act, which is available for entities “primarily engaged in [the business of] . . . purchasing or otherwise acquiring mortgages and other liens on and interests in real estate.” This exclusion, as interpreted by the SEC staff, generally requires that at least 55% of a subsidiary’s portfolio must be comprised of qualifying real estate assets and at least 80% of its portfolio must be comprised of qualifying real estate assets and real estate-related assets (and no more than 20% comprised of miscellaneous assets). In addition, certain of our subsidiaries in our Infrastructure Lending Segment may seek to rely, among other things, on the exceptions from the definition of “investment company” contained in Section 3(c)(5)(A) or Section 3(c)(5)(B) of the Investment Company Act. Section 3(c)(5)(A) provides an exception from the definition of “investment company” for entities that are primarily engaged in the business of purchasing or otherwise acquiring notes, drafts, acceptances, open accounts receivable, and other obligations representing part or all of the sales price of merchandise, insurance, and services. Section 3(c)(5)(B) excepts from the definition of “investment company” entities that are primarily engaged in the business of making loans to manufacturers, wholesalers, retailers and prospective purchasers of specified merchandise, insurance or services.

As with other provisions of the Investment Company Act, including Section 3(c)(5)(C), reliance on Sections 3(c)(5)(A) and/or 3(c)(5)(B) is based in large part on the nature of the assets held by the relevant entities, and we have analyzed the availability of Section 3(c)(5)(A) and/or 3(c)(5)(B) to certain of our subsidiaries in the Infrastructure Lending Segment based on guidance from the SEC staff on the types of assets that qualify an entity to rely on either exception. However, the SEC guidance is somewhat limited in this area and the SEC may in the future issue additional guidance through no action letters or otherwise and there can be no assurance that the assets of our subsidiaries in the Infrastructure Lending Segment will conform to such guidance.

In that regard, to the extent that any of such subsidiaries can no longer rely on the above Sections, such subsidiaries may be required to rely on other exceptions from the definition of “investment company”, such as Section 3(c)(1) or 3(c)(7), in which case we will need to treat our holdings therein as investment securities for purposes of the 40% test described above, or otherwise change the manner in which they conduct operations. Any such change could have an adverse effect on the performance of such subsidiaries and their ability to conduct their operations as currently contemplated.

In August 2011, the SEC solicited public comment on a wide range of issues relating to Section 3(c)(5)(C) of the Investment Company Act, including the nature of the assets that qualify for purposes of the exemption and whether mortgage REITs should be regulated in a manner similar to investment companies. The laws and regulations governing the Investment Company Act status of REITs, including the Division of Investment Management of the SEC providing more specific or different guidance regarding these exemptions, could change in a manner that adversely affects our operations. If we or our subsidiaries fail to maintain an exception or exemption from the Investment Company Act, we could, among other things, be required to (i) change the manner in which we conduct our operations to avoid being required to register as an investment company, (ii) effect sales of our assets in a manner that, or at a time when, we would not otherwise choose to do so, or (iii) register as an investment company (which, among other things, would require us to comply with the leverage constraints applicable to investment companies), any of which could negatively affect the value of our common stock, the sustainability of our business model and our ability to make distributions to our stockholders, which could, in turn, materially and adversely affect the market price of our common stock.

Rapid changes in the values of our real estate-related and other investments may make it more difficult for us to maintain our qualification as a REIT or exemption from the Investment Company Act.

If the market value or income potential of real estate-related or other investments declines as a result of increased interest rates, prepayment rates or other factors, including changes in carrying value of certain assets made in accordance with CECL, we may need to increase our real estate investments and income and/or liquidate our non-qualifying assets in order to maintain our REIT qualification or exemption from the Investment Company Act. Moreover, we may have to take similar action if the market value or income potential of any investment securities that we own increases. If the change in real estate or other asset values and/or income occurs quickly, this may be especially difficult to accomplish. This difficulty may be exacerbated by the illiquid nature of any non-qualifying assets that we may own. We may have to make investment decisions that we otherwise would not make absent the REIT and Investment Company Act considerations.

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.

Under Maryland law generally, a director's actions will be upheld if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in our best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In addition, our charter limits 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
- active and deliberate dishonesty by the director or officer that was established by a final judgment as being material to the cause of action adjudicated.

Our charter authorizes us to indemnify our directors and officers for actions taken by them in those capacities to the maximum extent permitted by Maryland law. Our bylaws require us to indemnify each director or officer, to the maximum extent permitted by Maryland law, 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 fund 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 current provisions in our charter and bylaws or that might exist with other companies.

Our charter contains provisions that make removal of our directors difficult, which could make it difficult for our stockholders to effect changes to our management.

Our charter provides that a director may only be removed for cause upon the affirmative vote of holders of two-thirds of the votes entitled to be cast in the election of directors. Vacancies may be filled only by a majority of the remaining directors in office, even if less than a quorum. These requirements make it more difficult to change our management by removing and replacing directors and may prevent a change in control of our company that is in the best interests of our stockholders.

Ownership limitations may restrict change of control or business combination opportunities in which our stockholders might receive a premium for their shares.

In order for us to qualify as a REIT, no more than 50% in value of our outstanding capital 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. To preserve our REIT qualification, our charter generally prohibits any person from directly or indirectly owning more than 9.8% in value or in number of shares, whichever is more restrictive, of the outstanding shares of our capital stock or more than 9.8% in value or in number of shares, whichever is more restrictive, of the outstanding shares of our common stock. This ownership limitation could have the effect of discouraging a takeover or other transaction in which holders of our common stock might receive a

premium for their shares over the then prevailing market price or which holders might believe to be otherwise in their best interests.

Risks Related to Taxation as a REIT

If we do not qualify as a REIT or fail to remain qualified as a REIT, we will be subject to tax as a regular corporation and could face a substantial tax liability, which would reduce the amount of cash available for distribution to our stockholders.

We intend to continue to operate in a manner that will allow us to qualify as a REIT for U.S. federal income tax purposes. We have not requested nor obtained a ruling from the IRS as to our REIT qualification. Qualification as a REIT involves the application of highly technical and complex Code provisions for which only limited judicial and administrative authorities exist. Even a technical or inadvertent violation could jeopardize our REIT qualification. Our qualification as a REIT depends on our satisfaction of certain asset, income, organizational, distribution, stockholder ownership and other requirements on a continuing basis. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. Our compliance with the REIT income and quarterly asset requirements also depends upon our analysis of the character of our income and our ability to successfully manage the composition of our income and assets on an ongoing basis. Moreover, the proper classification of an instrument as debt or equity for U.S. federal income tax purposes may be uncertain in some circumstances, which could affect the application of the REIT qualification requirements as described below. In addition, our ability to satisfy the requirements to qualify as a REIT depends in part on the actions of third parties over which we have no control or only limited influence, including in cases where we own an equity interest in an entity that is classified as a partnership for U.S. federal income tax purposes. Accordingly, there can be no assurance that the IRS will not contend that our interests in subsidiaries or in securities of other issuers will not cause a violation of the REIT requirements.

If we were to fail to qualify as a REIT in any taxable year, we would be subject to U.S. federal income tax and applicable state and local taxes, on our taxable income at regular corporate rates, and distributions made to our stockholders would not be deductible by us in computing our taxable income. Any resulting corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our stockholders, which in turn could have an adverse impact on the value of our common stock. Unless we were entitled to relief under certain Code provisions, we also would be disqualified from taxation as a REIT for the four taxable years following the year in which we failed to qualify as a REIT.

Ordinary dividends payable by REITs do not qualify for the reduced tax rates available for some corporate dividends.

The maximum tax rate applicable to “qualified dividends” payable by regular U.S. corporations to domestic stockholders that are individuals, trusts or estates is currently 20%. Dividends payable by REITs generally are not eligible for that reduced rate. However, pursuant to the 2017 Tax Cuts and Jobs Act, such domestic stockholders may generally be allowed to deduct from their taxable income one-fifth of the ordinary dividends payable to them by REITs for taxable years beginning before January 1, 2026. This would amount to a reduction in the effective tax rate on REIT dividends as compared to prior law. To qualify for this deduction, the domestic stockholder receiving such dividend must hold the dividend-paying REIT shares for at least 46 days (taking into account certain special holding period rules) of the 91-day period beginning 45 days before the shares become ex-dividend, and cannot be under an obligation to make related payments with respect to a position in substantially similar or related property.

However, the more favorable rates that will nevertheless continue to apply to regular corporate qualified dividends could cause investors who are individuals, trusts or estates to perceive investments in REITs to be relatively less attractive as a federal income tax matter than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the stock of REITs, including ours.

REIT distribution requirements could adversely affect our ability to continue to execute our business plan.

We generally must distribute annually at least 90% of our taxable income, subject to certain adjustments and excluding any net capital gain, in order for U.S. federal corporate income tax not to apply to earnings that we distribute. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our taxable income, we will be subject to U.S. federal corporate income tax on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our stockholders in a calendar year is less than a minimum amount specified under U.S. federal tax laws. We intend to continue to make distributions to our stockholders to comply with the REIT requirements of the Code.

From time to time, we may generate taxable income greater than our income for financial reporting purposes prepared in accordance with GAAP, or differences in timing between the recognition of taxable income and the actual receipt of cash may occur. For example, we may be required to accrue income from mortgage loans, MBS and other types of debt securities or interests in debt securities before we receive any payments of interest or principal on such assets, including in particular pursuant to requests by borrowers, in light of the current COVID-19 pandemic and associated economic dislocations, for temporary interest deferrals or forbearances, or other modifications of their loans. We may also acquire distressed debt

investments that are subsequently modified by agreement with the borrower, or we may be required to amend other debt investments, including in connection with the discontinuation of LIBOR. If the amendments to the outstanding debt are “significant modifications” under the applicable U.S. Treasury regulations, the modified debt may be considered to have been reissued to us at a gain in a debt-for-debt exchange with the borrower, with gain recognized by us to the extent that the principal amount of the modified debt exceeds our cost of purchasing it prior to modification. In addition, we are generally required to recognize certain amounts in income no later than the time such amounts are reflected on our financial statements filed with the SEC.

We may also be required under the terms of indebtedness that we incur to use cash received from interest payments to make principal payments on that indebtedness, with the effect of recognizing income but not having a corresponding amount of cash available for distribution to our stockholders.

As a result, we may find it difficult or impossible to meet distribution requirements from our ordinary operations in certain circumstances. In particular, where we experience differences in timing between the recognition of taxable income and the actual receipt of cash, the requirement to distribute a substantial portion of our taxable income could cause us to: (i) sell assets in adverse market conditions, (ii) borrow on unfavorable terms, (iii) distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt or (iv) make a taxable distribution of our shares, as part of a distribution in which stockholders may elect to receive shares (subject to a limit measured as a percentage of the total distribution), in order to comply with REIT requirements. These alternatives could increase our costs or reduce our equity. Thus, compliance with the REIT requirements may hinder our ability to grow, which could adversely affect the value of our common stock.

We may choose to make distributions to our stockholders in our own stock, or make a distribution of a subsidiary’s common stock, in which case our stockholders could be required to pay income taxes in excess of the cash dividends they receive.

We may in the future distribute taxable dividends that are payable in cash and shares of our common stock at the election of each stockholder. We may also determine to distribute a taxable dividend in the stock of a subsidiary in connection with a spin-off or other transaction. Taxable stockholders receiving such distributions will be required to include the full amount of the distribution as ordinary income to the extent of our current and accumulated earnings and profits for U.S. federal income tax purposes. As a result, stockholders may be required to pay income taxes with respect to such dividends in excess of the cash dividends received. If a U.S. stockholder sells the stock that it receives as a dividend in order to pay this tax, the sale proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of that stock at the time of the sale. Furthermore, with respect to certain non-U.S. stockholders, we may be required to withhold U.S. tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in stock. In addition, if 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.

The stock ownership limit imposed by the Code for REITs and our charter may restrict our business combination opportunities.

In order for us to maintain our qualification as a REIT under the Code, not more than 50% in value of our outstanding stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities) at any time during the last half of each taxable year following our first year. Our charter, with certain exceptions, authorizes our board of directors to take the actions that are necessary and desirable to preserve our qualification as a REIT. Unless exempted by our board of directors, no person may own more than 9.8% of the aggregate value of our outstanding capital stock. Our board may grant an exemption in its sole discretion, subject to such conditions, representations and undertakings as it may determine. The ownership limits imposed by the tax law are based upon direct or indirect ownership by “individuals,” but only during the last half of a tax year. The ownership limits contained in our charter key off the ownership at any time by any “person,” which term includes entities. These ownership limitations in our charter are common in REIT charters and are intended to provide added assurance of compliance with the tax law requirements, and to minimize administrative burdens. However, these ownership limits might also delay or prevent a transaction or a change in our control that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

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

Even if we remain qualified for taxation as a REIT, we may be subject to certain U.S. federal, state and local taxes on our income and assets, including taxes on any undistributed income, taxes on income from some activities conducted as a result of a foreclosure, and state or local income, property and transfer taxes, such as mortgage recording taxes. In addition, in order to continue to meet the REIT qualification requirements, prevent the recognition of certain types of non-cash income, or to avert the imposition of a 100% tax that applies to certain gains derived by a REIT from dealer property or inventory, we may hold a significant amount of our assets through our TRSs or other subsidiary corporations that will be subject to corporate-level income tax at regular rates. In addition, if we lend money to a TRS, the TRS may be unable to deduct all or a portion of the

interest paid to us, which could result in an even higher corporate-level tax liability. Any of these taxes would decrease cash available for distribution to our stockholders.

Complying with REIT requirements may cause us to forgo otherwise attractive opportunities.

To qualify as a REIT for U.S. federal income tax purposes, we must satisfy ongoing tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts that we distribute to our stockholders and the ownership of our stock. We may be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution, and may be unable to pursue investments that would be otherwise advantageous to us in order to satisfy the source-of-income or asset-diversification requirements for qualifying as a REIT. In addition, in certain cases, the modification of a debt instrument could result in the conversion of the instrument from a qualifying real estate asset to a wholly or partially non-qualifying asset that must be contributed to a TRS or disposed of in order for us to maintain our REIT status. Compliance with the source-of-income requirements may also limit our ability to acquire debt instruments at a discount from their face amount. Thus, compliance with the REIT requirements may hinder our ability to make, and in certain cases to maintain ownership of, certain attractive investments.

Complying with REIT requirements may force us to liquidate otherwise attractive investments.

To qualify as a REIT, we must ensure that at the end of each calendar quarter, at least 75% of the value of our assets consists of cash, cash items, government securities and qualified REIT real estate assets, including certain mortgage loans and certain kinds of MBS. 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 assets (other than government securities and qualified real estate assets) can consist of the securities of any one issuer, and no more than 20% of the value of our total securities can be represented by securities of one or more TRSs. 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 suffering adverse tax consequences. As a result, we may be required to liquidate from our portfolio otherwise attractive investments. These actions could have the effect of reducing our income and amounts available for distribution to our stockholders.

The failure of assets subject to repurchase agreements to qualify as real estate assets could adversely affect our ability to qualify as a REIT.

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

We may be required to report taxable income for certain investments in excess of the economic income we ultimately realize from them.

We may acquire debt instruments in the secondary market for less than their face amount. The discount at which such debt instruments are acquired may reflect doubts about their ultimate collectability rather than current market interest rates. The amount of such discount will nevertheless generally be treated as “market discount” for U.S. federal income tax purposes. Under the rules applicable in reporting market discount as income, such market discount may have to be included in income as if the debt instruments were assured of being collected in full. If we ultimately collect less on the debt instruments than our purchase price plus the market discount we had previously reported as income, we may not be able to benefit from any offsetting loss deductions. In addition, we may acquire distressed debt investments that are subsequently modified by agreement with the borrower. If the amendments to the outstanding debt are “significant modifications” under applicable U.S. Treasury regulations, the modified debt may be considered to have been reissued to us at a gain in a debt-for-debt exchange with the borrower. In that event, we may be required to recognize taxable gain to the extent the principal amount of the modified debt exceeds our adjusted tax basis in the unmodified debt, even if the value of the debt or the payment expectations have not changed.

Moreover, some of the MBS that we acquire may have been issued with original issue discount. We will be required to report such original issue discount based on a constant yield method and will be taxed based on the assumption that all future projected payments due on such MBS will be made. If such MBS turns out not to be fully collectible, an offsetting loss deduction will become available only in the later year that uncollectability is provable.

Finally, in the event that any debt instruments or MBS acquired by us are delinquent as to mandatory principal and interest payments, or in the event payments with respect to a particular debt instrument are not made when due, we may nonetheless be required to continue to recognize the unpaid interest as taxable income as it accrues, despite doubt as to its ultimate collectability. Similarly, we may be required to accrue interest income with respect to subordinate MBS at its stated rate regardless of whether corresponding cash payments are received or are ultimately collectible. In each case, while we would in general ultimately have an offsetting loss deduction available to us when such interest was determined to be uncollectible, the utility of that deduction could depend on our having taxable income in that later year or thereafter.

If any of our subsidiary REITs failed to qualify as a REIT, we could be subject to higher taxes, fail to remain qualified as a REIT and/or be subject to other adverse consequences.

We own and may acquire direct or indirect interests in one or more entities that have elected or will elect to be taxed as REITs under the Code (each, a “Subsidiary REIT”). A Subsidiary REIT is subject to the various REIT qualification requirements and other limitations described herein that are applicable to us. If a Subsidiary REIT were to fail to qualify as a REIT, then (i) that Subsidiary REIT would become subject to U.S. federal income tax and applicable state and local taxes on its taxable income at regular corporate rates, (ii) the Subsidiary REIT’s failure to so qualify could have an adverse effect on our ability to comply with the REIT income and asset tests, and thus could impair our ability to qualify as a REIT unless we could avail ourselves of certain relief provisions and (iii) such failure could also cause certain entities owned by the Subsidiary REIT that are intended to be treated as “qualified REIT subsidiaries” (or otherwise as disregarded) to be treated as taxable mortgage pools (“TMPs”), which could cause adverse tax and other adverse consequences.

The “taxable mortgage pool” rules will increase the taxes that we, or our stockholders may, incur and limit our actions with respect to our taxable mortgage pool.

Securitizations in the form of bonds or notes secured principally by mortgage loans generally result in the creation of TMPs for U.S. federal income tax purposes. The debt securities issued by TMPs are sometimes referred to as “collateralized mortgage obligations” (“CMOs”), which include CLOs. We have issued CLOs through TMPs. Unless a TMP is wholly-owned by a REIT, it is subject to taxation as a corporation. However, so long as a REIT owns 100% of the equity interests in a TMP, the TMP will not be taxed as a corporation. Instead, certain categories of the REIT’s stockholders, such as foreign stockholders eligible for treaty or sovereign benefits, stockholders with net operating losses, and generally tax-exempt stockholders that are subject to unrelated business income tax, may be subject to taxation, or to increased taxes, on any portion, known as “excess inclusions”, of their dividend income from the REIT that is attributable to the TMP, but only to the extent that the REIT actually distributes “excess inclusions” to them. We intend not to distribute “excess inclusions”, but to pay the tax on “excess inclusions” ourselves. Notwithstanding our intention to try to avoid distributions to our stockholders of “excess inclusions”, it is possible that some portion of our dividends to our stockholders may be so characterized.

In order to control better, and to attempt to avoid, the distribution of “excess inclusions” to our stockholders, all of our TMPs are wholly-owned by a Subsidiary REIT that has elected to be treated as a REIT. Our Subsidiary REIT is required to satisfy, on a stand-alone basis, the REIT asset, income, organizational, distribution, stockholder ownership and other requirements described above, and if it were to fail to qualify as a REIT, then our Subsidiary REIT would face adverse tax consequences similar to those described above with respect to our qualification as a REIT and, as described above, failure could have an adverse effect on our ability to comply with the REIT income and asset tests and thus could impair our ability to qualify as a REIT unless we could avail ourselves of certain relief provisions.

Because our TMPs must at all times be owned by a REIT, we are restricted from selling equity interests in it, or selling any notes or bonds issued by it that might be considered to be equity for tax purposes, to other investors if doing so would subject it to taxation. These restrictions limit the liquidity of our investments in our TMPs and may prevent us from incurring greater leverage on that investment in order to maximize our returns from it.

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

A REIT’s net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, but including mortgage loans, held primarily for sale to customers in the ordinary course of business. We might be subject to this tax if we were to dispose of or securitize loans in a manner that was treated as a sale of the loans for U.S. federal income tax purposes. Therefore, in order to avoid the prohibited transactions tax, we may choose not to engage in certain sales of loans at the REIT level, and may limit the structures we utilize for our securitization transactions, even though the sales or structures might otherwise be beneficial to us.

Our investments in construction loans require us to make estimates about the fair value of land improvements that may be challenged by the IRS.

We invest in construction loans, the interest from which is qualifying income for purposes of the REIT income tests, provided that the loan value of the real property securing the construction loan is equal to or greater than the highest

outstanding principal amount of the construction loan during any taxable year. For purposes of construction loans, the loan value of the real property is the fair value of the land plus the reasonably estimated cost of the improvements or developments (other than personal property) that secure the loan and that are to be constructed from the proceeds of the loan. There can be no assurance that the IRS would not challenge our estimate of the loan value of the real property.

The failure of a mezzanine loan to qualify as a real estate asset could adversely affect our ability to qualify as a REIT.

We invest in mezzanine loans, for which the IRS has provided a safe harbor but not rules of substantive law. Pursuant to the safe harbor, if a mezzanine loan meets certain requirements, it will be treated by the IRS as a real estate asset for purposes of the REIT asset tests, and interest derived from the mezzanine loan will be treated as qualifying mortgage interest for purposes of the REIT 75% income test. We may acquire mezzanine loans that do not meet all of the requirements of this safe harbor. In the event we own a mezzanine loan that does not meet the safe harbor, the IRS could challenge such loan's treatment as a real estate asset for purposes of the REIT asset and income tests and, if such a challenge were sustained, we could fail to qualify as a REIT.

Liquidation of assets may jeopardize our REIT qualification.

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

Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities.

The REIT provisions of the Code substantially limit our ability to hedge our assets and liabilities. Any income from a hedging transaction we enter into either (i) to manage risk of interest rate or price changes with respect to borrowings made or to be made to acquire or carry real estate assets, (ii) to manage risk of currency fluctuations with respect to items of income that qualify for purposes of the REIT 75% or 95% gross income tests or assets that generate such income or (iii) to hedge another instrument that hedges risks described in clause (i) or (ii) for a period following the extinguishment of the liability or the disposition of the asset that was previously hedged by the instrument, and provided that, in each case, the applicable hedging instrument is properly identified under applicable U.S. Treasury regulations, does not constitute "gross income" for purposes of the 75% or 95% gross income tests. To the extent that we enter into other types of hedging transactions, the income from those transactions is likely to be treated as non-qualifying income for purposes of both of the gross income tests. As a result of these rules, we intend to limit our use of advantageous hedging techniques or implement those hedges through a domestic TRS. This could increase the cost of our hedging activities because our TRS would be subject to tax on gains or expose us to greater risks associated with changes in interest rates than we would otherwise want to bear. In addition, losses in our TRS will not directly reduce our REIT taxable income but may reduce current or future taxable income in the TRS.

Partnership tax audits could increase the tax liability borne by us in the event of a U.S. federal income tax audit of a subsidiary partnership.

In connection with U.S. federal income tax audits of partnerships (such as certain of our subsidiaries) and the collection of any tax resulting from any such audits or other tax proceedings, the partnership itself may be liable for partner-level taxes (including interest and penalties) resulting from an adjustment of partnership tax items on audit, regardless of changes in the composition of the partners (or their relative ownership) between the year under audit and the year of the adjustment. The rules also include an elective alternative method under which the additional taxes resulting from the adjustment are assessed from the affected partners, subject to a higher rate of interest than otherwise would apply. Although regulations have been issued and address some aspects of these rules, questions remain as to how they will apply. These rules could increase the U.S. federal income tax, interest, and/or penalties economically borne by us in the event of a U.S. federal income tax audit of a subsidiary partnership in comparison to prior law.

Legislative or other actions affecting REITs could materially and adversely affect us and our stockholders.

The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury. Changes to the tax laws, with or without retroactive application, could materially and adversely affect us and our stockholders. We cannot predict how changes in the tax laws might affect us or our stockholders. New legislation, U.S. Treasury regulations, administrative interpretations or court decisions could significantly and negatively affect our ability to qualify as a REIT or the U.S. federal income tax consequences of such qualification.

General Risk Factors

Changes in accounting rules and other policy or regulatory changes could occur at any time and could impact us in significantly negative ways that we are unable to predict or protect against.

The SEC, the Financial Accounting Standards Board (“FASB”) and other regulatory bodies that establish the accounting rules applicable to us have proposed or enacted a wide array of changes to accounting rules over the last several years. Moreover, in the future, these regulators may propose additional changes that we do not currently anticipate. Changes to accounting rules that apply to us could significantly impact our business or our reported financial performance in negative ways that we cannot predict or protect against. We cannot predict whether any changes to current accounting rules will occur or what impact any codified changes will have on our business, results of operations, liquidity or financial condition.

Failure to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and stock price.

As a public company, we are required to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002. Internal control over financial reporting is complex and may be revised over time to adapt to changes in our business or changes in applicable accounting rules. We cannot assure you that our internal control over financial reporting will be effective in the future or that a material weakness will not be discovered with respect to a prior period for which we believe that internal controls were effective. If we are not able to maintain or document effective internal control over financial reporting, our independent registered public accounting firm may not be able to certify as to the effectiveness of our internal control over financial reporting as of the required dates. Matters impacting our internal controls may cause us to be unable to report our financial information on a timely basis, or may cause us to restate previously issued financial information, and thereby subject us to adverse regulatory consequences, including sanctions or investigations by the SEC or violations of applicable stock exchange listing rules. There could also be a negative reaction in the financial markets due to a loss of investor confidence in us and the reliability of our financial statements. Confidence in the reliability of our financial statements is also likely to suffer if we or our independent registered public accounting firm reports a material weakness in our internal control over financial reporting. This could materially and adversely affect us by, for example, leading to a decline in our stock price and impairing our ability to raise capital.

Our board of directors has approved very broad investment guidelines for our Manager and does not approve each investment and financing decision made by our Manager unless required by our investment guidelines.

Our Manager is authorized to follow very broad investment guidelines which enable our Manager to make investments on our behalf in a wide array of assets. Our board of directors will periodically review our investment guidelines and our investment portfolio but will not, and will not be required to, review all of our proposed investments, except that any investment that is equal to or in excess of \$250.0 million but less than \$400.0 million will require approval of the investment committee of our board of directors and any investment that is equal to or in excess of \$400.0 million will require approval of our board of directors. See “Item 1. Business—Investment Guidelines” in this Form 10-K for additional information regarding these investment guidelines. In addition, in conducting periodic reviews, our board of directors may rely and may make investments through affiliates primarily on information provided to them by our Manager. Furthermore, our Manager may use complex strategies, and transactions entered into by our Manager may be costly, difficult or impossible to unwind by the time they are reviewed by our board of directors. Our Manager (or such affiliates) has great latitude within the broad parameters of our investment guidelines in determining the types and amounts of target assets it decides are attractive investments for us, which could result in investment returns that are substantially below expectations or that result in losses, which would materially and adversely affect our business operations and results. Further, decisions made and investments and financing arrangements entered into by our Manager may not fully reflect the best interests of our stockholders.

New investments may not be profitable (or as profitable as we expect), may increase our exposure to certain industries, may increase our exposure to interest rate, foreign currency, real estate market or credit market fluctuations, may divert managerial attention from more profitable opportunities and may require significant financial resources. A change in our investment strategy may also increase any guarantee obligations we agree to incur or increase the number of transactions we enter into with affiliates. Moreover, new investments may present risks that are difficult for us to adequately assess, given our lack of familiarity with a particular type of investment. The risks related to new investments or the financing risks associated with such investments could adversely affect our results of operations, financial condition and liquidity, and could impair our ability to make distributions to our stockholders.

Our board of directors has in the past and may in the future at any time change one or more of our investment strategy or guidelines, financing strategy or leverage policies without stockholder consent.

Our board of directors has in the past and may in the future at any time change one or more of our investment strategy or guidelines, financing strategy or leverage policies with respect to investments, acquisitions, growth, operations, indebtedness, capitalization and distributions without the consent of our stockholders, which could result in an investment portfolio with a

different risk profile. Any change in our investment strategy may increase our exposure to interest rate risk, default risk and real estate market fluctuations. These changes could adversely affect our financial condition, results of operations, the market price of our common stock and our ability to make distributions to our stockholders.

We operate in a highly competitive market for investment opportunities and competition may limit our ability to acquire desirable investments in our target assets and could also affect the pricing of these investment opportunities.

We operate in a highly competitive market for investment opportunities. Our profitability depends, in large part, on our ability to acquire our target assets at attractive prices. In acquiring our target assets, we compete with a variety of institutional investors, including other REITs, commercial and investment banks, specialty finance companies, public and private funds (including other funds managed by Starwood Capital Group), commercial finance and insurance companies and other financial institutions. Many of our competitors are substantially larger and have considerably greater financial, technical, marketing and other resources than we do. Several other REITs have raised 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, if we are not eligible to participate in programs established by the U.S. government. Many of our competitors are not subject to the operating constraints associated with REIT tax compliance or maintenance of 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 and establish more relationships than we do. Furthermore, competition for investments in our target assets may lead to the price of such assets increasing, which may further limit our ability to generate desired returns. We cannot assure you that the competitive pressures we face will not have a material adverse effect on our business, financial condition and results of operations. Also, as a result of this competition, desirable investments in our target assets may be limited in the future and we may not be able to continue to take advantage of attractive investment opportunities from time to time, as we may not be able to identify and make additional investments that are consistent with our investment objectives.

We are highly dependent on information systems and systems failures could significantly disrupt our business, which may, in turn, negatively affect the market price of our common stock and our ability to make distributions to our stockholders.

Our network systems and storage applications, and those systems and storage and other business applications maintained by our third party providers, may be subject to attempts to gain unauthorized access, breach, malfeasance or other system disruptions. In some cases, it is difficult to anticipate or to detect immediately such incidents and the damage caused thereby. While we continually work to safeguard our internal network systems and validate the security of our third party providers, including through information security policies and employee awareness and training, such actions may not be sufficient to prevent cyber-attacks or security breaches. The loss, disclosure or misappropriation of, or unauthorized access to, information or our failure to meet our obligations could result in legal claims or proceedings, penalties and remediation costs. A significant data breach or our failure to meet our obligations may adversely affect our reputation, business, results of operations and financial condition.

In particular, our business is highly dependent on the communications and information systems of Starwood Capital Group. Any failure or interruption of Starwood Capital Group's systems could cause delays or other problems, which could have a material adverse effect on our operating results and negatively affect the market price of our common stock and our ability to make distributions to our stockholders.

We are subject to risks from natural disasters such as earthquakes and severe weather, including as the result of global climate changes, which may result in damage to our properties.

Natural disasters and severe weather such as earthquakes, tornadoes, hurricanes or floods may result in significant damage to the properties securing our loans or in which we invest. In addition, our investments may be exposed to new or increased risks and liabilities associated with global climate change, such as increased frequency or intensity of adverse weather and natural disasters, which could negatively impact our and our borrowers' businesses and the value of the properties securing our loans or in which we invest. The extent of our or our borrowers' casualty losses and loss in operating income in connection with such events is a function of the severity of the event and the total amount of exposure in the affected area. When we have geographic concentration of exposures, a single catastrophe (such as an earthquake) or destructive weather event (such as a hurricane) affecting a region may have a significant negative effect on our financial condition and results of operations. We may be materially and adversely affected by our exposure to losses arising from natural disasters or severe weather, including those associated with global climate change.

In addition, global climate change concerns could result in additional legislation and regulatory requirements, including those associated with the transition to a low-carbon economy, which could increase expenses or otherwise adversely impact our business, results of operations and financial condition, or the business, results of operations and financial condition of our borrowers.

The market price and trading volume of our common stock could be volatile and the market price of our common stock could decline, resulting in a substantial or complete loss of your investment.

The stock markets, including the New York Stock Exchange (the "NYSE"), which is the exchange on which our common stock is listed, have experienced significant price and volume fluctuations. In the past, overall weakness in the economy and other factors have contributed to extreme volatility of the equity markets generally, including the market price of our common stock. As a result, the market price of our common stock has been and may continue to be volatile, and investors in our common stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. Some of the factors that could negatively affect our stock price or result in fluctuations in the price or trading volume of our common stock include:

- our actual or projected operating results, financial condition, cash flows and liquidity, or changes in business strategy or prospects;
- actual or perceived conflicts of interest with our Manager or Starwood Capital Group and individuals, including our executives;
- equity issuances by us or share resales by our stockholders, or the perception that such issuances or resales may occur;
- actual or anticipated accounting problems;
- publication of research reports about us or the real estate industry;
- changes in market valuations of similar companies;
- adverse market reaction to the level of leverage we employ;
- additions to or departures of our Manager's or Starwood Capital Group's key personnel;
- speculation in the press or investment community;
- our failure to meet, or the lowering of, our earnings estimates or those of any securities analysts;
- increases in market interest rates, which may lead investors to demand a higher distribution yield for our common stock and would result in increased interest expenses on our debt;
- failure to maintain our REIT qualification;
- uncertainty regarding our exemption from the Investment Company Act;
- price and volume fluctuations in the stock market generally; and
- general market and economic conditions, including the current state of the credit and capital markets.

In the past, securities class action litigation has often been instituted against companies following periods of volatility in their share price. This type of litigation could result in substantial costs and divert our attention and resources.

There may be future dilution of our common stock as a result of additional issuances of our securities, which could adversely impact our stock price.

Our board of directors is authorized under our charter to, among other things, authorize the issuance of additional shares of our common stock or the issuance of shares of preferred stock or additional securities convertible or exchangeable into equity securities, without stockholder approval. Future issuances of our common stock or shares of preferred stock or securities convertible or exchangeable into equity securities may dilute the ownership interest of our existing stockholders. Because our decision to issue additional equity or convertible or exchangeable 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 issuances. Additionally, any convertible or exchangeable securities that we issue may have rights, preferences and privileges more favorable than those of our common stock. Also, we cannot predict the effect, if any, of future sales of our common stock, or the availability of shares for future sales, on the market price of our common stock. Sales of substantial amounts of common stock or the perception that such sales could occur may adversely affect the prevailing market price for our common stock.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

The Company leases office space in Miami Beach, FL; New York, NY; Los Angeles, CA; Stamford, CT and Charlotte, NC. Our headquarters is located in Greenwich, CT in office space leased by our Manager. Refer to Schedule III included in Item 8 of this Form 10-K for a listing of investment properties owned as of December 31, 2021.

Item 3. Legal Proceedings.

Currently, no material legal proceedings are pending against us that could have a material adverse effect on our business, financial position or results of operations.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.****Market Information and Dividends**

The Company's common stock has been listed on the NYSE and is traded under the symbol "STWD" since its IPO in August 2009. On February 18, 2022, the closing price of our common stock, as reported by the NYSE, was \$24.29 per share.

We intend to make regular quarterly distributions to holders of our common stock and distribution equivalents to holders of restricted stock units which are settled in shares of common stock. U.S. federal income tax law generally requires that a REIT distribute annually at least 90% of its REIT taxable income, without regard to the deduction for dividends paid and excluding net capital gains, and that it pay tax at regular corporate rates to the extent that it annually distributes less than 100% of its net taxable income. We generally intend over time to pay quarterly distributions in an amount at least equal to our taxable income. Refer to Note 18 to the Consolidated Financial Statements for the Company's dividend history for the three years ended December 31, 2021.

Holders

As of February 18, 2022, there were 440 holders of record of the Company's 304,827,055 shares of common stock outstanding. One of the holders of record is Cede & Co., which holds shares as nominee for The Depository Trust Company which itself holds shares on behalf of other beneficial owners of our common stock.

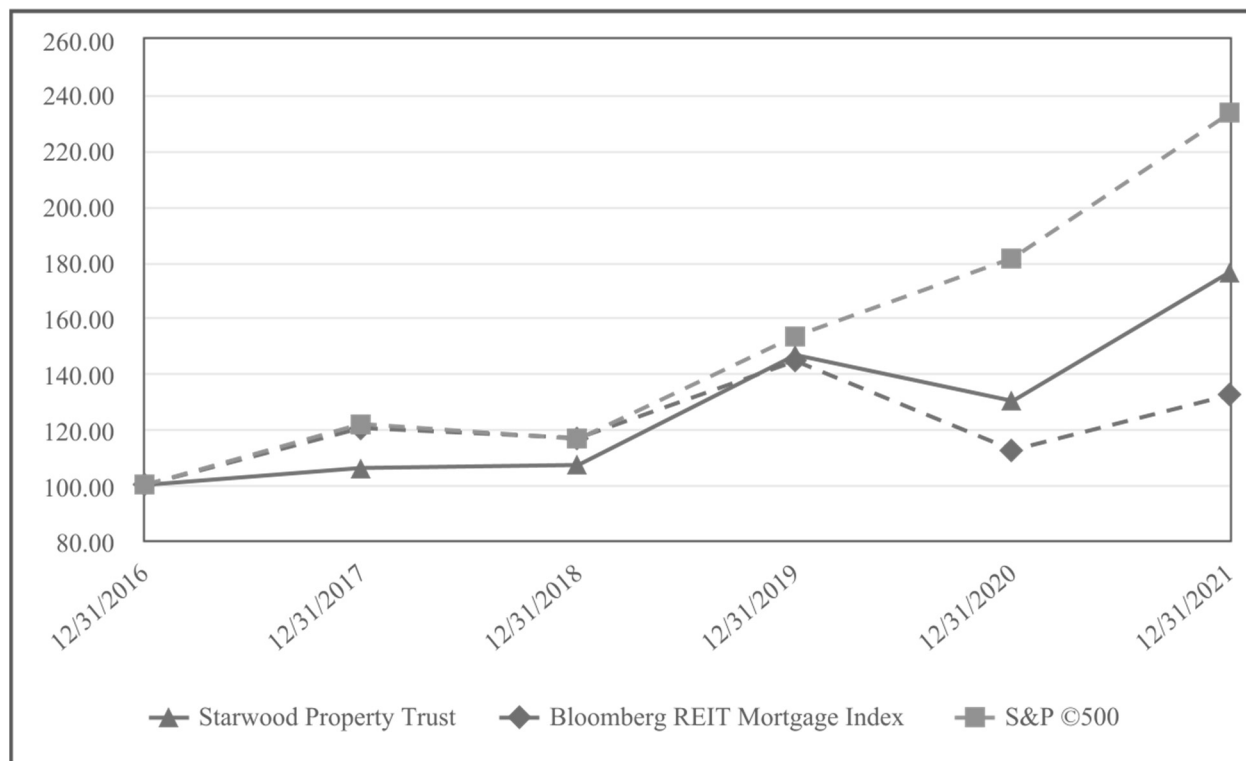
Securities Authorized for Issuance Under Equity Compensation Plans

The information required by this item is set forth under Item 12 of this Form 10-K and is incorporated herein by reference.

Stock Performance Graph

CUMULATIVE TOTAL RETURN

Based upon initial investment of \$100 on December 31, 2016 (1)



	Starwood Property Trust	Bloomberg REIT Mortgage Index	S&P 500
12/31/2016	\$ 100.00	\$ 100.00	\$ 100.00
12/31/2017	\$ 106.04	\$ 120.27	\$ 121.83
12/31/2018	\$ 107.18	\$ 116.77	\$ 116.49
12/31/2019	\$ 146.56	\$ 144.35	\$ 153.17
12/31/2020	\$ 129.88	\$ 112.30	\$ 181.35
12/31/2021	\$ 176.40	\$ 132.08	\$ 233.41

(1) Dividend reinvestment is assumed.

Sales of Unregistered Equity Securities

There were no sales of unregistered equity securities during the year ended December 31, 2021.

Issuer Purchases of Equity Securities

There were no purchases of common stock during the year ended December 31, 2021.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This "Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company should be read in conjunction with our accompanying Consolidated Financial Statements included in Item 8 of this Form 10-K. Certain statements we make under this Item 7 constitute "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. See "Special Note Regarding Forward-Looking Statements" preceding Part I of this Form 10-K. You should consider our forward-looking statements in light of our Consolidated Financial Statements and other financial information appearing elsewhere in this Form 10-K and our other filings with the SEC.

Business Objectives and Outlook

Our objective is to provide attractive risk-adjusted returns to our investors over the long-term, primarily through dividends and secondarily through capital appreciation. We intend to achieve our objective by originating and acquiring target assets to create a diversified investment portfolio that is financed in a manner that is designed to deliver attractive returns across a variety of market conditions and economic cycles. We are focused on our three core competencies: transaction access, asset analysis and selection, and identification of attractive relative values within the real estate debt and equity markets.

Since our IPO in August 2009, we have evolved from a company focused on opportunistic acquisitions of real estate debt assets from distressed sellers to that of a full-service real estate finance platform that is primarily focused on the origination and acquisition of commercial real estate debt and equity investments across the capital structure, in the U.S., Europe and Australia. With the Starwood brand, market presence, and lending/asset management platform that we have developed, we are focused primarily on the following opportunities:

- (1) Continue to expand our market presence as a leading provider of acquisition, refinance, development and expansion capital to large real estate projects (greater than \$75 million) in infill locations, and other attractive market niches where our size and scale give us an advantage to provide a "one-stop" lending solution for real estate developers, owners and operators;
- (2) Continue to expand our investment activities in subordinate CMBS and revenues from special servicing;
- (3) Continue to expand our capabilities in syndication and securitization, which serve as a source of attractively priced, matched-term financing;
- (4) Continue to leverage our Investing and Servicing Segment's sourcing and credit underwriting capabilities to expand our overall footprint in the commercial real estate debt markets;
- (5) Expand our investment activities in both (i) targeted real estate equity investments and (ii) residential mortgage finance; and
- (6) Expand our originations and acquisitions of infrastructure debt investments.

Establishment of Woodstar Fund

As discussed in Note 2 to the Consolidated Financial Statements, on November 5, 2021, we established Woodstar Portfolio Holdings, LLC (the "Woodstar Fund"), an investment fund which holds our Woodstar multifamily affordable housing portfolios consisting of 59 properties with 15,057 units located in Central and South Florida. In connection therewith, we sold interests of 20.6% in the Woodstar Fund to third party institutional investors for initial cash proceeds of \$216.0 million, which was adjusted to \$214.2 million post-closing. The Woodstar Fund is accounted for under ASC 946, *Financial Services – Investment Companies*, with its investments reported on its balance sheet at fair value and changes in fair value each period recognized in earnings.

We serve as the managing member of the Woodstar Fund and hold a 79.4% interest. As a result, we consolidate the accounts of the Woodstar Fund into our Consolidated Financial Statements, retaining the fair value basis of accounting for its investments. Upon the establishment of the Woodstar Fund on November 5, 2021, we recognized a \$1.2 billion increase in fair value as a cumulative adjustment to stockholders' equity, representing the difference between the fair value of the Woodstar Fund's investments on November 5, 2021 of \$1.0 billion and their previous net asset carrying value of \$(0.2) billion.

As of December 31, 2021, the Woodstar Fund's investments are carried within "Investments of consolidated affordable housing fund" on our consolidated balance sheet. Commencing November 5, 2021, income from the Woodstar

Fund's investments is recognized within "Income from investments of affordable housing fund" in the other income (loss) section of our consolidated statement of operations and consists of cash distributions received from, and fair value changes in, those investments.

COVID-19 Pandemic

The full extent of the impact and effects of the COVID-19 pandemic will depend on future developments, including, among other factors, the duration, spread and resurgences of the virus, including certain variants thereof, along with related travel advisories and restrictions, the recovery time of the disrupted supply chains and industries, the impact of labor market interruptions, the impact of government interventions, the pace, scope and efficacy of vaccination and booster programs, and general uncertainty as to the impact of COVID-19, including related variants, on the global economy.

Further discussion of the potential impacts on our business, financial condition, results of operations, liquidity, the market price of our common stock and our ability to make distributions to our stockholders from the COVID-19 pandemic is provided in the section entitled "Risk Factors" in Part I, Item 1A of this Form 10-K.

Developments During the Fourth Quarter of 2021

Commercial and Residential Lending Segment

- Originated or acquired \$4.4 billion of commercial loans during the quarter, including the following:
 - €457.8 million (\$517.4 million) first mortgage and mezzanine loan to a global data center infrastructure developer for the development of four pre-leased centers in Ireland, of which the Company funded \$31.7 million.
 - \$360.0 million first mortgage and mezzanine loan for the construction of a 15-story multifamily development located in Pennsylvania, of which the Company funded \$45.5 million and sold the \$250.0 million first mortgage loan.
 - £243.3 million (\$326.2 million) first mortgage loan for the development of a mixed-use space incorporating 485 multifamily units with 180,000 square feet of commercial space located in London, England, which the Company has not yet funded.
 - \$301.0 million first mortgage and mezzanine loan for a recently completed 10-floor, 616,328 square foot office condominium located in New York, of which the Company funded \$196.8 million.
 - \$233.2 million first mortgage and mezzanine loan for the acquisition of 10 office buildings located in Florida, of which the Company funded \$223.4 million.
 - \$220.8 million first mortgage and mezzanine loan for the construction of two distribution centers and the pre-development of a multilevel industrial warehouse located in New York, of which the Company funded \$123.6 million.
 - €177.0 million (\$200.5 million) subscription notes secured by a first mortgage on a five star hotel located in Italy, which the Company fully funded.
- Funded \$243.8 million of previously originated commercial loan commitments.
- Received gross proceeds of \$600.2 million (\$421.4 million, net of debt repayments) from maturities and principal repayments on our commercial loans.
- Received gross proceeds of \$64.1 million (\$29.4 million, net of debt repayments) from sales of senior interests in first mortgage loans.
- Acquired \$1.8 billion of residential loans, of which \$94.5 million related to principal acquired upon redemption of a consolidated RMBS trust.

- Received proceeds of \$1.1 billion, including retained RMBS of \$56.1 million, from the securitization and sales of \$1.1 billion of residential loans.

Infrastructure Lending Segment

- Acquired \$427.3 million of infrastructure loans and funded \$16.8 million of pre-existing infrastructure loan commitments.
- Received proceeds of \$148.3 million from principal repayments on our infrastructure loans and bonds and \$12.8 million from sales of infrastructure loans.

Property Segment

- On November 5, 2021, we established the Woodstar Fund with third party institutional investors, as discussed in the *Establishment of Woodstar Fund* section above.
- Prior to the establishment of the Woodstar Fund, we refinanced our Woodstar I Portfolio by entering into a loan agreement with total borrowings of \$380.0 million, secured by mortgages on certain properties. The loan carries a two-year term, with three one-year extension options, and has an annual interest rate of LIBOR + 2.11%. In connection with this upside, we acquired an interest rate cap with a strike of 1.00%. A portion of the net proceeds was used to repay \$217.1 million of outstanding mortgage loans on those properties with a weighted average annual interest rate of LIBOR + 2.71%.

Investing and Servicing Segment

- Originated or acquired commercial conduit loans of \$457.5 million.
- Received proceeds of \$467.6 million from sales of previously originated or acquired commercial conduit loans.
- Acquired CMBS for a purchase price of \$9.0 million.
- Obtained six new special servicing assignments for CMBS trusts with a total unpaid principal balance of \$4.8 billion, bringing our total named special servicing portfolio to \$94.8 billion.
- Sold commercial real estate for gross proceeds of \$37.8 million and recognized a gain of \$12.5 million.

Corporate

- Issued \$400.0 million of 3.75% Senior Notes due 2024 (the "2024 Senior Notes").
- Repaid the remaining \$300.0 million of 5.00% Senior Notes due December 2021 (the "2021 Senior Notes") upon maturity.
- Issued 16.0 million shares of our common stock for cash proceeds of \$393.1 million.

Developments During 2021

Commercial and Residential Lending Segment

- In May 2021, we refinanced a pool of our commercial loans held-for-investment through a collateralized loan obligation (“CLO”), STWD 2021-FL2. The CLO has a contractual maturity of April 2038 and a weighted average cost of financing of LIBOR + 1.78%, inclusive of the amortization of deferred issuance costs. On the closing date, the CLO issued \$1.3 billion of notes and preferred shares, of which \$1.1 billion of notes was purchased by third party investors. We retained \$70.1 million of notes, along with preferred shares with a liquidation preference of \$127.5 million. The CLO contains a reinvestment feature that, subject to certain eligibility criteria, allows us to contribute new loans or participation interests in loans to the CLO in exchange for cash.
- In July 2021, we contributed into a single asset securitization (“SASB”), STWD 2021-HTS, a \$230.0 million first mortgage and mezzanine loan we originated in 2021 on a portfolio of 41 extended stay hotels. The securitization provided \$210.1 million of third party financing at a weighted average cost of financing of LIBOR + 2.48%, inclusive of the amortization of deferred issuance costs.
- Originated or acquired \$10.0 billion of commercial loans during the year, including the following:
 - €457.8 million (\$517.4 million) first mortgage and mezzanine loan to a global data center infrastructure developer for the development of four pre-leased centers in Ireland, of which the Company funded \$31.7 million.
 - £360.0 million (\$504.5 million) first mortgage loan to finance the acquisition of a portfolio of vacation cottages, caravan homes and resorts across the United Kingdom, which the Company fully funded.
 - \$460.0 million first mortgage, mezzanine loan and preferred equity interest for the refinancing of a five-asset portfolio that includes four multifamily properties (\$298.0 million) and an office property (\$162.0 million) located in New York and Connecticut, of which the Company funded \$394.7 million.
 - \$360.0 million first mortgage and mezzanine loan for the construction of a 15-story multifamily development located in Pennsylvania, of which the Company funded \$45.5 million and sold the \$250.0 million first mortgage loan.
 - £243.3 million (\$326.2 million) first mortgage loan for the development of a mixed-use space incorporating 485 multifamily units with 180,000 square feet of commercial space located in London, England, which the Company has not yet funded.
 - £227.6 million (\$317.5 million) first mortgage loan for the refinancing of 14 assisted living facilities located across the United Kingdom, which the Company fully funded.
 - \$301.0 million first mortgage and mezzanine loan for a recently completed 10-floor, 616,328 square foot office condominium located in New York, of which the Company funded \$196.8 million.
 - \$295.0 million first mortgage and mezzanine loan for the refinancing of a 666 unit Class A high-rise multifamily property and 70,873 square foot office building located in California, of which the Company funded \$280.0 million.
 - \$253.0 million first mortgage and mezzanine loan for the refinancing of a 495 unit, three tower multifamily property located in Florida, of which the Company funded \$217.5 million.
- Funded \$529.3 million of previously originated commercial loan commitments.
- Received gross proceeds of \$3.7 billion (\$1.7 billion, net of debt repayments) from maturities and principal repayments on our commercial loans.
- Received gross proceeds of \$307.3 million and \$21.5 million (\$68.3 million and \$2.5 million, net of debt repayments) from sales of senior interests in first mortgage loans and whole loan interests, respectively.

- Sold commercial real estate in Montgomery, Alabama that was previously acquired through foreclosure in March 2019 for gross proceeds of \$31.2 million and recognized a gain of \$17.7 million. At the foreclosure date, the loan had a carrying value of \$9.0 million (\$20.9 million unpaid principal balance net of an \$8.3 million allowance and \$3.6 million of unamortized discount).
- Entered into or amended commercial loan repurchase facilities to increase the available borrowings by \$1.7 billion.
- Acquired \$4.5 billion of residential loans, of which \$529.1 million related to principal acquired upon redemption of three consolidated RMBS trusts.
- Received proceeds of \$2.6 billion, including retained RMBS of \$168.8 million, from the securitization and sales of \$2.5 billion of residential loans.
- Received proceeds of \$30.7 million from the sale of retained RMBS.
- Entered into or amended residential loan repurchase facilities to increase the available borrowings by \$2.1 billion.

Infrastructure Lending Segment

- In April 2021, we refinanced a pool of our infrastructure loans held-for-investment through a CLO, STWD 2021-SIF1. The CLO has a contractual maturity of April 2032 and a weighted average cost of financing of LIBOR + 2.15%, inclusive of the amortization of deferred issuance costs. On the closing date, the CLO issued \$500.0 million of notes and preferred shares, of which \$410.0 million of notes was purchased by third party investors. We retained preferred shares with a liquidation preference of \$90.0 million. The CLO contains a reinvestment feature that, subject to certain eligibility criteria, allows us to contribute new loans or participation interests in loans to the CLO in exchange for cash.
- Acquired \$771.6 million of infrastructure loans and funded \$70.2 million of pre-existing infrastructure loan commitments.
- Received proceeds of \$365.4 million from principal repayments on our infrastructure loans and bonds and \$15.3 million from sales of infrastructure loans.

Property Segment

- On November 5, 2021, we established the Woodstar Fund with third party institutional investors, as discussed in the *Establishment of Woodstar Fund* section above.
- Prior to the establishment of the Woodstar Fund, we entered into mortgage loans to upsize and reprice a portion of our Woodstar I and Woodstar II Portfolio debt. We borrowed a total of \$462.9 million, of which \$222.0 million was used to repay a portion of our existing mortgage loans. The new \$380.0 million Woodstar I mortgage loan carries a two-year term, with three one-year extension options, and has an annual interest rate of LIBOR + 2.11%. In connection with this upsize, we acquired an interest rate cap with a strike of 1.00%. The new \$82.9 million Woodstar II mortgage loans carry seven-year terms and a weighted average fixed annual interest rate of 4.36%. All mortgage loans related to the Woodstar I and Woodstar II Portfolios are now reflected net within “Investments of consolidated affordable housing fund”, as discussed in the *Establishment of Woodstar Fund* section above.

Investing and Servicing Segment

- Originated and acquired commercial conduit loans of \$1.4 billion.
- Received proceeds of \$1.2 billion from sales of previously originated and acquired commercial conduit loans.
- Acquired CMBS for a purchase price of \$71.5 million, of which \$2.5 million related to non-controlling interests, and sold CMBS for total gross proceeds of \$38.7 million, of which \$10.6 million related to non-controlling interests.
- Obtained 26 new special servicing assignments for CMBS trusts with a total unpaid principal balance of \$20.9 billion, bringing our total named special servicing portfolio to \$94.8 billion.
- Sold commercial real estate for gross proceeds of \$68.7 million and recognized a gain of \$22.2 million.

Corporate

- Issued \$400.0 million of 3.625% Senior Notes due 2026 (the “2026 Senior Notes”).
- Issued \$400.0 million of 3.75% Senior Notes due 2024.
- Repaid the full \$700.0 million of 5.00% Senior Notes due December 2021.
- Amended the term loan facility to increase the incremental borrowings by \$150.0 million and reduce the annual interest rate by 0.25% to LIBOR + 3.25% on all the incremental borrowings, subject to a 0.75% LIBOR floor. Additionally, we increased the maximum facility size of the revolver by \$30.0 million to \$150.0 million, reduced the annual interest rate by 0.50% to SOFR + 2.50% and extended the maturity from July 2024 to April 2026.
- Issued 16.0 million shares of our common stock for cash proceeds of \$393.1 million.

Subsequent Events

Refer to Note 25 to the Consolidated Financial Statements for disclosure regarding significant transactions that occurred subsequent to December 31, 2021.

Results of Operations

The discussion below is based on GAAP and therefore reflects the elimination of certain key financial statement line items related to the consolidation of securitization VIEs, particularly within revenues and other income, as discussed in Note 2 to the Consolidated Financial Statements. For a discussion of our results of operations excluding the impact of ASC 810 as it relates to the consolidation of securitization VIEs, refer to the section captioned “Non-GAAP Financial Measures”.

The following table compares our summarized results of operations for the years ended December 31, 2021, 2020 and 2019 by business segment (amounts in thousands):

	For the Year Ended December 31,			\$ Change	\$ Change
	2021	2020	2019	2021 vs. 2020	2020 vs. 2019
Revenues:					
Commercial and Residential Lending Segment	\$ 779,321	\$ 749,660	\$ 693,032	\$ 29,661	\$ 56,628
Infrastructure Lending Segment	87,540	80,987	106,649	6,553	(25,662)
Property Segment	235,038	255,745	287,503	(20,707)	(31,758)
Investing and Servicing Segment	210,185	183,027	253,931	27,158	(70,904)
Corporate	—	—	26	—	(26)
Securitization VIE eliminations	(141,996)	(133,264)	(144,722)	(8,732)	11,458
	1,170,088	1,136,155	1,196,419	33,933	(60,264)
Costs and expenses:					
Commercial and Residential Lending Segment	249,677	273,861	261,150	(24,184)	12,711
Infrastructure Lending Segment	64,775	54,008	85,764	10,767	(31,756)
Property Segment	226,583	243,857	272,911	(17,274)	(29,054)
Investing and Servicing Segment	144,055	138,677	165,094	5,378	(26,417)
Corporate	304,468	253,997	245,049	50,471	8,948
Securitization VIE eliminations	(501)	8	(144)	(509)	152
	989,057	964,408	1,029,824	24,649	(65,416)
Other income (loss):					
Commercial and Residential Lending Segment	58,595	53,126	20,806	5,469	32,320
Infrastructure Lending Segment	1,178	(2,712)	(11,510)	3,890	8,798
Property Segment	11,299	(36,757)	(708)	48,056	(36,049)
Investing and Servicing Segment	118,961	34,224	205,420	84,737	(171,196)
Corporate	(11,023)	33,158	24,523	(44,181)	8,635
Securitization VIE eliminations	141,054	133,492	145,041	7,562	(11,549)
	320,064	214,531	383,572	105,533	(169,041)
Income (loss) before income taxes:					
Commercial and Residential Lending Segment	588,239	528,925	452,688	59,314	76,237
Infrastructure Lending Segment	23,943	24,267	9,375	(324)	14,892
Property Segment	19,754	(24,869)	13,884	44,623	(38,753)
Investing and Servicing Segment	185,091	78,574	294,257	106,517	(215,683)
Corporate	(315,491)	(220,839)	(220,500)	(94,652)	(339)
Securitization VIE eliminations	(441)	220	463	(661)	(243)
	501,095	386,278	550,167	114,817	(163,889)
Income tax provision	(8,669)	(20,197)	(13,232)	11,528	(6,965)
Net income attributable to non-controlling interests	(44,687)	(34,392)	(27,271)	(10,295)	(7,121)
Net income attributable to Starwood Property Trust, Inc.	\$ 447,739	\$ 331,689	\$ 509,664	\$ 116,050	\$ (177,975)

Year Ended December 31, 2021 Compared to the Year Ended December 31, 2020

Commercial and Residential Lending Segment

Revenues

For the year ended December 31, 2021, revenues of our Commercial and Residential Lending Segment increased \$29.7 million to \$779.3 million, compared to \$749.6 million for the year ended December 31, 2020. This increase was primarily due to increases in interest income from loans of \$40.0 million, partially offset by a decrease in interest income from investment securities of \$10.9 million. The increase in interest income from loans reflects a \$37.2 million increase from commercial loans, reflecting higher average balances partially offset by lower prepayment related income, loans placed on nonaccrual and lower average LIBOR rates (partly mitigated by the LIBOR floors on most of our commercial loans) and a \$2.8 million increase from residential loans principally due to higher average balances reflecting the timing of purchases and securitizations. The decrease in interest income from investment securities was primarily due to lower commercial and residential average investment balances, reflecting net repayments and liquidations, and lower average LIBOR rates affecting certain commercial investments.

Costs and Expenses

For the year ended December 31, 2021, costs and expenses of our Commercial and Residential Lending Segment decreased \$24.1 million to \$249.7 million, compared to \$273.8 million for the year ended December 31, 2020. This decrease was primarily due to a \$50.8 million decrease in credit loss provision, partially offset by a \$30.1 million increase in interest expense associated with the various secured financing facilities used to fund a portion of this segment's investment portfolio. The credit loss provision decreased from a provision of \$47.2 million during the year ended December 31, 2020 to a \$3.6 million reversal during the year ended December 31, 2021. The large provision in the year ended December 31, 2020 was due to the significant deterioration in macroeconomic forecasts resulting from the initial disruption caused by the COVID-19 pandemic and its effect on our then estimate of current expected credit losses ("CECL"). The credit loss reversal during the year ended December 31, 2021 was primarily due to an improvement in macroeconomic forecasts. The increase in interest expense was primarily due to higher average borrowings outstanding, partially offset by lower average LIBOR rates.

Net Interest Income (amounts in thousands)

	For the Year Ended December 31,		Change
	2021	2020	
Interest income from loans	\$ 705,499	\$ 665,503	\$ 39,996
Interest income from investment securities	67,589	78,490	(10,901)
Interest expense	(206,353)	(176,230)	(30,123)
Net interest income	\$ 566,735	\$ 567,763	\$ (1,028)

For the year ended December 31, 2021, net interest income of our Commercial and Residential Lending Segment decreased \$1.1 million to \$566.7 million, compared to \$567.8 million for the year ended December 31, 2020. This decrease reflects the net increase in interest income which was slightly more than offset by the increase in interest expense on our secured financing facilities, both as discussed in the sections above.

During the years ended December 31, 2021 and 2020, the weighted average unlevered yields on the Commercial and Residential Lending Segment's loans and investment securities, excluding retained RMBS, were as follows:

	For the Year Ended December 31,	
	2021	2020
Commercial	5.7 %	6.6 %
Residential	4.6 %	5.7 %
Overall	5.6 %	6.6 %

The overall weighted average unlevered yield on our commercial loans decreased primarily due to repayment of loans with higher LIBOR floors being replaced by newer loans with lower floating rate floors, lower prepayment related income and certain loans being placed on nonaccrual in 2021. The unlevered yield on our residential loans decreased due to lower weighted

average coupons which resulted from market spread tightening as well as a change in the composition of our residential loan portfolio to include more agency loans which generally carry a lower coupon than non-agency loans.

During the years ended December 31, 2021 and 2020, the Commercial and Residential Lending Segment's weighted average secured borrowing rates, inclusive of interest rate hedging costs and the amortization of deferred financing fees, were 2.5% and 2.8%, respectively. The decrease in borrowing rates primarily reflects decreases in LIBOR.

Other Income

For the year ended December 31, 2021, other income of our Commercial and Residential Lending Segment increased \$5.5 million to \$58.6 million, compared to \$53.1 million for the year ended December 31, 2020. This increase primarily reflects (i) a \$131.8 million favorable change in gain (loss) on derivatives, (ii) a \$17.7 million gain on sale of a foreclosed property in the first quarter of 2021 and (iii) a \$6.8 million lesser decrease in fair value of investment securities, partially offset by (iv) a \$78.2 million unfavorable change in foreign currency gain (loss), (v) a \$63.1 million lesser increase in fair value of residential loans and (vi) \$4.6 million of transfer taxes related to the foreclosure of a residential conversion project. The favorable change in gain (loss) on derivatives during the year ended December 31, 2021 reflects a \$73.1 million favorable change in gain (loss) on foreign currency hedges and a \$58.7 million favorable change in gain (loss) on interest rate swaps. The foreign currency hedges are used to fix the U.S. dollar amounts of cash flows (both interest and principal payments) we expect to receive from our foreign currency denominated loans and investments. The unfavorable change in foreign currency gain (loss) and favorable change in foreign currency hedges reflect the strengthening of the U.S. dollar against the pound sterling ("GBP"), Euro ("EUR") and Australian dollar ("AUD") during the year ended December 31, 2021 compared to a weakening of the U.S. dollar against those currencies during the year ended December 31, 2020. The interest rate swaps are used primarily to fix our interest rate payments on certain variable rate borrowings which fund fixed rate investments and to hedge our interest rate risk on residential loans held-for-sale.

Infrastructure Lending Segment

Revenues

For the year ended December 31, 2021, revenues of our Infrastructure Lending Segment increased \$6.5 million to \$87.5 million, compared to \$81.0 million for the year ended December 31, 2020. This increase was primarily due to an increase in interest income from loans of \$7.2 million principally due to higher average balances outstanding, partially offset by lower average LIBOR rates.

Costs and Expenses

For the year ended December 31, 2021, costs and expenses of our Infrastructure Lending Segment increased \$10.8 million to \$64.8 million, compared to \$54.0 million for the year ended December 31, 2020. The increase was primarily due to (i) a \$16.0 million increase in credit loss provision, partially offset by (ii) a \$3.2 million decrease in interest expense associated with the various secured financing facilities used to fund a portion of this segment's investment portfolio and (iii) a \$1.1 million decrease in general and administrative expenses. The credit loss provision increased to \$11.9 million during the year ended December 31, 2021 compared to a \$4.1 million reversal during the year ended December 31, 2020. The \$11.9 million provision in 2021 includes a \$10.1 million specific reserve for a loan which became credit deteriorated during the fourth quarter of 2021. The decrease in interest expense was primarily due to lower average LIBOR rates.

Net Interest Income (amounts in thousands)

	For the Year Ended December 31,		
	2021	2020	Change
Interest income from loans	\$ 85,057	\$ 77,851	\$ 7,206
Interest income from investment securities	2,190	2,637	(447)
Interest expense	(37,671)	(40,913)	3,242
Net interest income	\$ 49,576	\$ 39,575	\$ 10,001

For the year ended December 31, 2021, net interest income of our Infrastructure Lending Segment increased \$10.0 million to \$49.6 million, compared to \$39.6 million for the year ended December 31, 2020. The increase reflects the increase in interest income from loans and the decrease in interest expense on the secured financing facilities, both as discussed in the sections above.

During the years ended December 31, 2021 and 2020, the weighted average unlevered yields on the Infrastructure Lending Segment's investments were as follows:

	For the Year Ended December 31,	
	2021	2020
Loans and investment securities held-for-investment	5.0 %	5.2 %
Loans held-for-sale	2.9 %	3.5 %

During the years ended December 31, 2021 and 2020, the Infrastructure Lending Segment's weighted average secured borrowing rates, inclusive of the amortization of deferred financing fees, were 2.8% and 3.4%, respectively.

Other Income (Loss)

For the years ended December 31, 2021 and 2020, other income (loss) of our Infrastructure Lending Segment improved \$3.9 million to income of \$1.2 million, compared to a loss of \$2.7 million for the year ended December 31, 2020. The improvement primarily reflects a \$2.8 million favorable change in gain (loss) on interest rate and other derivatives and a \$1.9 million increase in earnings from an unconsolidated entity.

Property Segment

Change in Results by Portfolio (amounts in thousands)

	\$ Change from prior period				
	Revenues	Costs and expenses	Gain (loss) on derivative financial instruments	Other income (loss)	Income (loss) before income taxes
Master Lease Portfolio	\$ (11)	\$ (117)	\$ —	\$ —	\$ 106
Medical Office Portfolio	(595)	(4,230)	43,929	—	47,564
Woodstar I Portfolio	(11,356)	(12,467)	617	(3,437)	(1,709)
Woodstar II Portfolio	(8,714)	(4,099)	—	(141)	(4,756)
Woodstar Fund	—	1,986	—	6,425	4,439
Other/Corporate	(31)	1,653	—	663	(1,021)
Total	\$ (20,707)	\$ (17,274)	\$ 44,546	\$ 3,510	\$ 44,623

See Notes 7 and 8 to the Consolidated Financial Statements for a description of the above-referenced Property Segment portfolios and fund.

Revenues

For the year ended December 31, 2021, revenues of our Property Segment decreased \$20.7 million to \$235.0 million, compared to \$255.7 million for the year ended December 31, 2020, primarily reflecting less than a full year of revenues attributable to the Woodstar Portfolios in 2021 due to their November 5, 2021 conversion to the Woodstar Fund.

Costs and Expenses

For the year ended December 31, 2021, costs and expenses of our Property Segment decreased \$17.3 million to \$226.6 million, compared to \$243.9 million for the year ended December 31, 2020, primarily reflecting less than a full year of costs and expenses attributable to the Woodstar Portfolios in 2021 due to their November 5, 2021 conversion to the Woodstar Fund.

Other Income (Loss)

For the year ended December 31, 2021, other income (loss) of our Property Segment improved \$48.1 million to income of \$11.3 million, compared to a loss of \$36.8 million for the year ended December 31, 2020. The improvement in other income (loss) was primarily due to (i) a \$44.5 million favorable change in gain (loss) on derivatives which primarily hedge our interest rate risk on borrowings secured by our Medical Office Portfolio and (ii) \$6.4 million of income from the Woodstar Fund, partially offset by (iii) a \$3.1 million increase in loss on extinguishment of debt primarily related to the refinancing of certain Woodstar properties before their conversion to the Woodstar Fund.

Investing and Servicing Segment

Revenues

For the year ended December 31, 2021, revenues of our Investing and Servicing Segment increased \$27.2 million to \$210.2 million, compared to \$183.0 million for the year ended December 31, 2020. The increase in revenues was primarily due to (i) a \$17.1 million increase in servicing fees reflecting an increased volume of COVID-19 related loan resolutions, (ii) a \$5.3 million increase in other fee income related to the origination of certain loans contributed into CMBS transactions and (iii) a \$4.1 million increase in interest income from CMBS investments and conduit loans.

Costs and Expenses

For the year ended December 31, 2021, costs and expenses of our Investing and Servicing Segment increased \$5.4 million to \$144.1 million, compared to \$138.7 million for the year ended December 31, 2020. The increase in costs and expenses was primarily due to an increase of \$8.8 million in general and administrative expenses reflecting increased incentive compensation principally due to higher securitization volume, partially offset by a \$1.8 million decrease in interest expense on borrowings related to conduit loans and properties held.

Other Income

For the year ended December 31, 2021, other income of our Investing and Servicing Segment increased \$84.7 million to \$118.9 million, compared to \$34.2 million for the year ended December 31, 2020. The increase in other income was primarily due to (i) a \$79.6 million favorable change in fair value of CMBS investments, (ii) a \$29.6 million favorable change in gain (loss) on derivatives which primarily hedge our interest rate risk on conduit loans and CMBS investments and (iii) a \$14.2 million increase in gain on sale of properties, partially offset by (iv) a \$30.0 million decrease in earnings from unconsolidated entities and (v) a \$7.1 million lesser increase in fair value of servicing rights. The fair value of our CMBS investments was adversely affected during the year ended December 31, 2020 by widening credit spreads resulting from market disruption and dislocation caused by the initial impacts of COVID-19. The decrease in earnings from unconsolidated entities reflects the nonrecurrence of realized and unrealized gains totaling \$27.9 million resulting from the sale in April 2020 of a portion of our unconsolidated equity interest in a servicing and advisory business.

Corporate and Other Items

Corporate Costs and Expenses

For the year ended December 31, 2021, corporate expenses increased \$50.5 million to \$304.5 million, compared to \$254.0 million for the year ended December 31, 2020. This increase was primarily due to increases of (i) \$42.2 million in management fees, primarily reflecting incentive fees related to the Woodstar Fund transaction, (ii) \$6.1 million in interest expense on higher average outstanding term loan and unsecured senior note balances and (iii) \$2.2 million in general and administrative expenses.

Corporate Other Income (Loss)

For the year ended December 31, 2021, corporate other income decreased \$44.1 million to a loss of \$11.0 million, compared to income of \$33.1 million for the year ended December 31, 2020. This decrease was primarily due to a \$44.1 million unfavorable change in gain (loss) on interest rate swaps which hedge a portion of our unsecured senior notes used to repay variable-rate secured financing.

Securitization VIE Eliminations

Securitization VIE eliminations primarily reclassify interest income and servicing fee revenues to other income (loss) for the CMBS and RMBS VIEs that we consolidate as primary beneficiary. Such eliminations have no overall effect on net income (loss) attributable to Starwood Property Trust. The reclassified revenues, along with applicable changes in fair value of investment securities and servicing rights, comprise the other income (loss) caption "Change in net assets related to consolidated VIEs," which represents our beneficial interest in those consolidated VIEs. The magnitude of the securitization VIE eliminations is merely a function of the number of CMBS and RMBS trusts consolidated in any given period, and as such, is not a meaningful indicator of operating results. The eliminations primarily relate to CMBS trusts for which the Investing and Servicing Segment is deemed the primary beneficiary and, to a much lesser extent, some CMBS and RMBS trusts for which the Commercial and Residential Lending Segment is deemed the primary beneficiary.

Income Tax Provision

Our consolidated income taxes principally relate to the taxable nature of our loan servicing and loan securitization businesses which are housed in taxable REIT subsidiaries (“TRSs”). For the year ended December 31, 2021, our income tax provision decreased \$11.5 million to \$8.7 million, compared to \$20.2 million for the year ended December 31, 2020 due to a decrease in overall taxable income of our TRSs during the year ended December 31, 2021.

Net Income Attributable to Non-controlling Interests

For the year ended December 31, 2021, net income attributable to non-controlling interests increased \$10.3 million to \$44.7 million, compared to \$34.4 million for the year ended December 31, 2020. The increase was primarily due to non-controlling interests in increased earnings of a consolidated CMBS joint venture in which we hold a 51% interest.

Year Ended December 31, 2020 Compared to the Year Ended December 31, 2019

Commercial and Residential Lending Segment

Revenues

For the year ended December 31, 2020, revenues of our Commercial and Residential Lending Segment increased \$56.6 million to \$749.6 million, compared to \$693.0 million for the year ended December 31, 2019. This increase was primarily due to an increase in interest income from loans of \$55.2 million and rental income from foreclosed properties of \$4.7 million, partially offset by a decrease in interest income from investment securities of \$2.8 million. The increase in interest income from loans was principally due to (i) higher prepayment related income and (ii) higher average balances of both commercial and residential loans, partially offset by (iii) lower average LIBOR rates (partially mitigated by the LIBOR floors on most of our commercial loans). The decrease in interest income from investment securities was primarily due to lower average balances, lower average LIBOR rates and lower prepayment related income for our single-borrower CMBS, partially offset by higher average RMBS investment balances.

Costs and Expenses

For the year ended December 31, 2020, costs and expenses of our Commercial and Residential Lending Segment increased \$12.7 million to \$273.8 million, compared to \$261.1 million for the year ended December 31, 2019. This increase was primarily due to a \$44.6 million increase in credit loss provision and a \$12.5 million increase in general and administrative expenses primarily related to compensation and residential loan procurement, partially offset by a \$45.9 million decrease in interest expense associated with the various secured financing facilities used to fund a portion of this segment’s investment portfolio. The increase in the credit loss provision was due to the recognition of CECL during the year ended December 31, 2020 in accordance with the new credit loss accounting standard effective January 1, 2020 (see Notes 2 and 5 to the Consolidated Financial Statements). The CECL provision during the year ended December 31, 2020 was magnified by the significant deterioration in macroeconomic forecasts between the January 1, 2020 CECL effective date and year end due to the economic disruption caused by the COVID-19 pandemic. The decrease in interest expense was primarily due to lower average LIBOR rates partially offset by higher average borrowings outstanding.

Net Interest Income (amounts in thousands)

	For the Year Ended December 31,		
	2020	2019	Change
Interest income from loans	\$ 665,503	\$ 610,316	\$ 55,187
Interest income from investment securities	78,490	81,255	(2,765)
Interest expense	(176,230)	(222,118)	45,888
Net interest income	\$ 567,763	\$ 469,453	\$ 98,310

For the year ended December 31, 2020, net interest income of our Commercial and Residential Lending Segment increased \$98.3 million to \$567.8 million, compared to \$469.5 million for the year ended December 31, 2019. This increase reflects the net increase in interest income and the decrease in interest expense, both as discussed in the sections above.

During the years ended December 31, 2020 and 2019, the weighted average unlevered yields on the Commercial and Residential Lending Segment's loans and investment securities, excluding retained RMBS, were as follows:

	For the Year Ended December 31,	
	2020	2019
Commercial	6.6 %	7.3 %
Residential	5.7 %	5.8 %
Overall	6.6 %	7.2 %

The overall weighted average unlevered yield was lower as decreases in LIBOR more than offset higher levels of prepayment related income.

During the years ended December 31, 2020 and 2019, the Commercial and Residential Lending Segment's weighted average secured borrowing rates, inclusive of interest rate hedging costs and the amortization of deferred financing fees, was 2.8% and 4.3%, respectively. The decrease in borrowing rates primarily reflects decreases in LIBOR.

Other Income

For the year ended December 31, 2020, other income of our Commercial and Residential Lending Segment increased \$32.3 million to \$53.1 million, compared to \$20.8 million for the year ended December 31, 2019. This increase was primarily due to (i) a \$66.4 million greater increase in fair value of residential loans and (ii) a \$24.9 million decrease in foreign currency loss, partially offset by (iii) a \$38.3 million increased loss on derivatives, (iv) a \$14.0 million greater decrease in fair value of investment securities and (v) a \$5.6 million unfavorable change in gains (losses) on sales of loans and securities. The greater increase in fair value of residential loans primarily reflects the simultaneous purchase and securitization of \$478.9 million of loans in the third quarter of 2020, pursuant to a trade confirmation that we entered into in the second quarter of 2020. The increased loss on derivatives reflects a \$26.4 million increased loss on foreign currency hedges and an \$11.9 million increased loss on interest rate swaps. The foreign currency hedges are used to fix the U.S. dollar amounts of cash flows (both interest and principal payments) we expect to receive from our foreign currency denominated loans and investments. The increased foreign currency gain and increased loss on foreign currency hedges reflect a weakening of the U.S. dollar against the GBP, AUD and EUR, during the year ended December 31, 2020 versus a lesser overall weakening of the U.S. dollar during the year ended December 31, 2019. The interest rate swaps are used primarily to fix our interest rate payments on certain variable rate borrowings which fund fixed rate investments and to hedge our interest rate risk on residential loans held-for-sale. The greater decrease in fair value of investment securities reflects the widening of credit spreads resulting from market disruption and dislocation caused by the impacts of COVID-19 during 2020.

Infrastructure Lending Segment

Revenues

For the year ended December 31, 2020, revenues of our Infrastructure Lending Segment decreased \$25.6 million to \$81.0 million, compared to \$106.6 million for the year ended December 31, 2019. This decrease was primarily due to decreases in interest income from loans of \$21.7 million and investment securities of \$3.7 million. The decrease in interest income from loans was primarily due to a decrease in average LIBOR rates and lower average loan balances outstanding as a result of sales and repayments, partially offset by an increase in average spreads on our infrastructure loans. The decrease in interest income from investment securities was primarily due to lower prepayment related income and average investment balances outstanding.

Costs and Expenses

For the year ended December 31, 2020, costs and expenses of our Infrastructure Lending Segment decreased \$31.8 million to \$54.0 million, compared to \$85.8 million for the year ended December 31, 2019. This decrease was primarily due to a \$21.9 million decrease in interest expense associated with the various secured financing facilities used to fund a portion of this segment's investment portfolio and an \$8.6 million decrease in credit loss provision. The decrease in interest expense was primarily due to lower average LIBOR rates and lower average borrowings as a result of loan sales and repayments. The decrease in the credit loss provision reflects a \$4.1 million reversal in 2020 compared to a \$4.5 million provision during 2019. The reversal in 2020 was primarily due to shorter remaining maturities and lower outstanding held-for-investment loan balances and future funding commitments since the establishment of the initial CECL credit loss allowance effective January 1, 2020.

Net Interest Income (amounts in thousands)

	For the Year Ended December 31,		
	2020	2019	Change
Interest income from loans	\$ 77,851	\$ 99,580	\$ (21,729)
Interest income from investment securities	2,637	6,318	(3,681)
Interest expense	(40,913)	(62,836)	21,923
Net interest income	\$ 39,575	\$ 43,062	\$ (3,487)

For the year ended December 31, 2020, net interest income of our Infrastructure Lending Segment decreased \$3.5 million to \$39.6 million, compared to \$43.1 million for the year ended December 31, 2019. The decrease reflects the decreases in interest income, partially offset by the decrease in interest expense, both as discussed in the sections above.

During the years ended December 31, 2020 and 2019, the weighted average unlevered yields on the Infrastructure Lending Segment's investments were as follows:

	For the Year Ended December 31,	
	2020	2019
Loans and investment securities held-for-investment	5.2 %	6.4 %
Loans held-for-sale	3.5 %	5.1 %

During the years ended December 31, 2020 and 2019, the Infrastructure Lending Segment's weighted average secured borrowing rate, inclusive of the amortization of deferred financing fees, was 3.4% and 4.7%, respectively.

Other Loss

For the year ended December 31, 2020, other loss of our Infrastructure Lending Segment decreased \$8.8 million to \$2.7 million, compared to \$11.5 million for the year ended December 31, 2019. The decrease in other loss primarily reflects a decreased loss on extinguishment of debt resulting from the write-off of deferred financing fees relating to partial debt prepayments from proceeds of loan repayments and sales.

Property Segment

Change in Results by Portfolio (amounts in thousands)

	\$ Change from prior year				
	Revenues	Costs and expenses	Gain (loss) on derivative financial instruments	Other income (loss)	Income (loss) before income taxes
Master Lease Portfolio	\$ 10	\$ 127	\$ —	\$ 100	\$ (17)
Medical Office Portfolio	(29)	(8,015)	(18,207)	4,745	(5,476)
Woodstar I Portfolio	1,562	7,332	(295)	(1,703)	(7,768)
Woodstar II Portfolio	1,437	923	—	—	514
Ireland Portfolio	(34,738)	(28,563)	(14,606)	(120,449)	(141,230)
Investments in unconsolidated entities	—	(72)	—	114,362	114,434
Other/Corporate	—	(786)	—	4	790
Total	\$ (31,758)	\$ (29,054)	\$ (33,108)	\$ (2,941)	\$ (38,753)

See Notes 7 and 8 to the Consolidated Financial Statements for a description of the above-referenced Property Segment portfolios. As discussed in Note 3, the Ireland Portfolio, which was comprised of 11 office properties and one multifamily property all located in Dublin, Ireland, was sold in December 2019.

Revenues

For the year ended December 31, 2020, revenues of our Property Segment decreased \$31.8 million to \$255.7 million, compared to \$287.5 million for the year ended December 31, 2019. The decrease in revenues was primarily due to the sale of the Ireland Portfolio in December 2019, partially offset by increased rental income in the Woodstar Portfolios due to rental rate increases effective May 2019.

Costs and Expenses

For the year ended December 31, 2020, costs and expenses of our Property Segment decreased \$29.0 million to \$243.9 million, compared to \$272.9 million for the year ended December 31, 2019. The decrease in costs and expenses primarily reflects the sale of the Ireland Portfolio in December 2019.

Other Loss

For the year ended December 31, 2020, other loss of our Property Segment increased \$36.1 million to \$36.8 million, compared to \$0.7 million for the year ended December 31, 2019. The increase in other loss was primarily due to a \$33.1 million increased loss on derivatives reflecting (i) an \$18.5 million increased loss on interest rate swaps which primarily hedge the variable interest rate risk on borrowings secured by our Medical Office Portfolio and (ii) the non-recurrence of a \$14.6 million gain in 2019 on foreign exchange contracts which economically hedged our Euro currency exposure to the Ireland Portfolio. Other non-recurring items included a \$119.7 million gain in 2019 on the sale of the Ireland Portfolio, substantially offset by a \$114.4 million loss in 2019 from our equity investee that owned four regional shopping malls (the “Retail Fund”). Our investment in the Retail Fund was written off as of December 31, 2019 due to continued declines in the estimated fair values of its properties.

Investing and Servicing Segment

Revenues

For the year ended December 31, 2020, revenues of our Investing and Servicing Segment decreased \$70.9 million to \$183.0 million, compared to \$253.9 million for the year ended December 31, 2019. The decrease in revenues was primarily due to decreases of (i) \$29.4 million in interest income from CMBS and conduit loans, which reflects a \$16.1 million decrease in interest recoveries on CMBS and lower average balances of conduit loans held-for-sale, (ii) \$28.2 million in servicing fees and (iii) \$13.2 million in rental income from our REIS Equity Portfolio primarily due to fewer properties held.

Costs and Expenses

For the year ended December 31, 2020, costs and expenses of our Investing and Servicing Segment decreased \$26.4 million to \$138.7 million, compared to \$165.1 million for the year ended December 31, 2019. The decrease in costs and expenses was primarily due to decreases of (i) \$11.0 million in costs of rental operations, depreciation and amortization due to fewer properties held, (ii) \$9.3 million in interest expense on borrowings related to properties held and conduit loans and (iii) \$7.1 million in general and administrative expenses reflecting lower compensation costs.

Other Income

For the year ended December 31, 2020, other income of our Investing and Servicing Segment decreased \$171.2 million to \$34.2 million, compared to \$205.4 million for the year ended December 31, 2019. The decrease in other income was primarily due to (i) a \$140.6 million unfavorable change in fair value of CMBS investments primarily due to widening credit spreads resulting from market disruption and dislocation caused by the impacts of COVID-19 in 2020, (ii) a \$52.7 million decreased gain on sales of operating properties, (iii) a \$13.9 million increased loss on derivatives which primarily hedge our interest rate risk on conduit loans and (iv) a \$4.9 million lesser increase in fair value of conduit loans, all partially offset by (v) realized and unrealized gains totaling \$27.9 million resulting from the sale in April 2020 of a portion of our unconsolidated equity interest in a servicing and advisory business and (vi) a \$12.9 million favorable change in fair value of servicing rights.

Corporate and Other Items

Corporate Costs and Expenses

For the year ended December 31, 2020, corporate expenses increased \$8.9 million to \$254.0 million, compared to \$245.1 million for the year ended December 31, 2019. The increase was primarily due to an \$8.0 million increase in management fees.

Corporate Other Income

For the year ended December 31, 2020, corporate other income increased \$8.6 million to \$33.1 million, compared to \$24.5 million for the year ended December 31, 2019. The increase in corporate other income was primarily due to a \$7.6

million increase in gains on interest rate swaps which hedge a portion of our unsecured senior notes used to repay variable-rate secured financing and a \$1.0 million decreased loss on extinguishment of debt.

Securitization VIE Eliminations

Refer to the preceding comparison of the year ended December 31, 2021 to the year ended December 31, 2020 for a discussion of securitization VIE eliminations.

Income Tax Provision

Our consolidated income taxes principally relate to the taxable nature of our loan servicing and loan securitization businesses which are housed in TRSs. For the year ended December 31, 2020, our income tax provision increased \$7.0 million to \$20.2 million, compared to \$13.2 million for the year ended December 31, 2019. The increase primarily reflects an overall increase in the taxable income of our TRSs.

Net Income Attributable to Non-controlling Interests

For the year ended December 31, 2020, net income attributable to non-controlling interests increased \$7.1 million to \$34.4 million, compared to \$27.3 million for the year ended December 31, 2019. The increase was primarily due to non-controlling interests in earnings of a consolidated CMBS joint venture in which we hold a 51% interest.

Non-GAAP Financial Measures

Distributable Earnings is a non-GAAP financial measure. We calculate Distributable Earnings as GAAP net income (loss) excluding the following:

- (i) non-cash equity compensation expense;
- (ii) incentive fees due under our management agreement;
- (iii) depreciation and amortization of real estate and associated intangibles;
- (iv) acquisition costs associated with successful acquisitions;
- (v) any unrealized gains, losses or other non-cash items recorded in net income (loss) for the period, regardless of whether such items are included in other comprehensive income or loss, or in net income (loss); and
- (vi) any deductions for distributions payable with respect to equity securities of subsidiaries issued in exchange for properties or interests therein.

The CECL reserve has been excluded from Distributable Earnings consistent with other unrealized gains (losses) pursuant to our existing policy for reporting Distributable Earnings. We expect to only recognize such potential credit losses in Distributable Earnings if and when such amounts are deemed nonrecoverable upon a realization event. This is generally at the time a loan is repaid, or in the case of foreclosure, when the underlying asset is sold, but non-recoverability may also be determined if, in our determination, it is nearly certain that all amounts due will not be collected. The realized loss amount reflected in Distributable Earnings will equal the difference between the cash received, or expected to be received, and the book value of the asset, and is reflective of our economic experience as it relates to the ultimate realization of the loan.

We believe that Distributable Earnings provides meaningful information to consider in addition to our net income (loss) and cash flow from operating activities determined in accordance with GAAP. We believe Distributable Earnings is a useful financial metric for existing and potential future holders of our common stock as historically, over time, Distributable Earnings has been a strong indicator of our dividends per share. As a REIT, we generally must distribute annually at least 90% of our net taxable income, subject to certain adjustments, and therefore we believe our dividends are one of the principal reasons stockholders may invest in our common stock. Further, Distributable Earnings helps us to evaluate our performance excluding the effects of certain transactions and GAAP adjustments that we believe are not necessarily indicative of our current loan portfolio and operations, and is a performance metric we consider when declaring our dividends. We also use Distributable Earnings (previously defined as “Core Earnings”) to compute the incentive fee due under our management agreement.

Distributable Earnings does not represent net income (loss) or cash generated from operating activities and should not be considered as an alternative to GAAP net income (loss), or an indication of our GAAP cash flows from operations, a measure of our liquidity, taxable income, or an indication of funds available for our cash needs. In addition, our methodology for calculating Distributable Earnings may differ from the methodologies employed by other companies to calculate the same or similar supplemental performance measures, and accordingly, our reported Distributable Earnings may not be comparable to the Distributable Earnings reported by other companies.

The weighted average diluted share count applied to Distributable Earnings for purposes of determining Distributable Earnings per share (“EPS”) is computed using the GAAP diluted share count, adjusted for the following:

- (i) Unvested stock awards – Currently, unvested stock awards are excluded from the denominator of GAAP EPS. The related compensation expense is also excluded from Distributable Earnings. In order to effectuate dilution from these awards in the Distributable Earnings computation, we adjust the GAAP diluted share count to include these shares.
- (ii) Convertible Notes – Conversion of our Convertible Notes is an event that is contingent upon numerous factors, none of which are in our control, and is an event that may or may not occur. Consistent with the treatment of other unrealized adjustments to Distributable Earnings, we adjust the GAAP diluted share count to exclude the potential shares issuable upon conversion until a conversion occurs.

- (iii) **Subsidiary equity** – The intent of a February 2018 amendment to our management agreement (the “Amendment”) is to treat subsidiary equity in the same manner as if parent equity had been issued. The Class A Units issued in connection with the acquisition of assets in our Woodstar II Portfolio are currently excluded from our GAAP diluted share count, with the subsidiary equity represented as non-controlling interests in consolidated subsidiaries on our GAAP balance sheet. Consistent with the Amendment, we adjust GAAP diluted share count to include these subsidiary units.

The following table presents our diluted weighted average shares used in our GAAP EPS calculation reconciled to our diluted weighted average shares used in our Distributable EPS calculation (amounts in thousands):

	For the Year Ended December 31,		
	2021	2020	2019
Diluted weighted average shares - GAAP EPS	296,826	282,483	289,712
Add: Unvested stock awards	4,107	2,801	2,271
Add: Woodstar II Class A Units	10,154	10,656	11,365
Less: Convertible Notes dilution	(9,649)	—	(9,805)
Diluted weighted average shares - Distributable EPS	301,438	295,940	293,543

The definition of Distributable Earnings allows management to make adjustments, subject to the approval of a majority of our independent directors, in situations where such adjustments are considered appropriate in order for Distributable Earnings to be calculated in a manner consistent with its definition and objective.

We encountered this type of situation during 2021 when we sold a 20.6% interest in the Woodstar Fund to third parties. As a result of the conversion of the Woodstar Fund into an investment company and our consolidation of the Woodstar Fund as discussed in Notes 2 and 8 of our Consolidated Financial Statements, we recorded a \$1.2 billion cumulative effect adjustment in stockholders’ equity, computed as the difference between the fair value and previous carrying value of the Woodstar Fund’s investments. Although this amount was recognized from a GAAP perspective, the adjustment was recorded directly to stockholders’ equity and was not reflected in GAAP earnings.

In an effort to reflect the cash received for the 20.6% portion of the Woodstar Fund that was sold to third parties, we modified the definition of Distributable Earnings to allow for the treatment of sales as realized if GAAP would otherwise view them as realized even when not recorded in GAAP earnings. This modification was further refined to not include the entirety of the cumulative effect adjustment in Distributable Earnings, but rather to only include the portion for which cash was received. We believe this is consistent with the definition of Distributable Earnings where changes in fair value are not recognized until realized and is likewise consistent with the determination of taxable income.

The following table summarizes our quarterly Distributable Earnings per weighted average diluted share for the years ended December 31, 2021, 2020 and 2019:

	Distributable Earnings For the Three-Month Periods Ended			
	March 31,	June 30,	September 30,	December 31,
2021	\$ 0.50	\$ 0.51	\$ 0.52	\$ 1.10
2020	0.55	0.43	0.50	0.50
2019	0.28	0.52	0.52	0.47

Distributable Earnings per weighted average diluted share for the year ended December 31, 2019 does not equal the sum of the individual quarters due to rounding and other computational factors.

The following table presents our summarized results of operations and reconciliation to Distributable Earnings for the year ended December 31, 2021, by business segment (amounts in thousands, except per share data):

	Commercial and Residential Lending Segment	Infrastructure Lending Segment	Property Segment	Investing and Servicing Segment	Corporate	Total
Revenues	\$ 779,321	\$ 87,540	\$ 235,038	\$ 210,185	\$ —	\$ 1,312,084
Costs and expenses	(249,677)	(64,775)	(226,583)	(144,055)	(304,468)	(989,558)
Other income (loss)	58,595	1,178	11,299	118,961	(11,023)	179,010
Income (loss) before income taxes	588,239	23,943	19,754	185,091	(315,491)	501,536
Income tax (provision) benefit	(1,201)	306	—	(7,775)	1	(8,669)
Income attributable to non-controlling interests	(14)	—	(20,121)	(24,993)	—	(45,128)
Net income (loss) attributable to Starwood Property Trust, Inc.	587,024	24,249	(367)	152,323	(315,490)	447,739
Add / (Deduct):						
Non-controlling interests attributable to Woodstar II Class A Units	—	—	19,373	—	—	19,373
Non-cash equity compensation expense	7,210	2,217	197	4,129	25,534	39,287
Management incentive fee	—	—	—	—	70,270	70,270
Acquisition and investment pursuit costs	(555)	—	(355)	(166)	—	(1,076)
Depreciation and amortization	1,003	363	66,101	15,078	—	82,545
Credit loss (reversal) provision, net	(3,560)	11,895	—	—	—	8,335
Interest income adjustment for securities	(1,437)	—	—	17,301	—	15,864
Extinguishment of debt, net	—	—	—	—	(986)	(986)
Income tax (provision) benefit associated with realized (gains) losses	(6,495)	—	—	405	—	(6,090)
Other non-cash items	14	—	(771)	(1,435)	415	(1,777)
Reversal of GAAP unrealized (gains) / losses on:						
Loans	(13,836)	—	—	(55,214)	—	(69,050)
Securities	8,277	—	—	(28,221)	—	(19,944)
Woodstar Fund investments	—	—	(6,425)	—	—	(6,425)
Derivatives	(80,740)	(1,497)	(17,269)	(10,966)	20,346	(90,126)
Foreign currency	36,045	183	—	64	—	36,292
(Earnings) loss from unconsolidated entities	(6,984)	(1,160)	—	(815)	—	(8,959)
Sales of properties	(17,693)	—	—	(22,210)	—	(39,903)
Recognition of Distributable realized gains / (losses) on:						
Loans	45,621	—	—	57,723	—	103,344
Realized credit loss	(14,807)	—	—	—	—	(14,807)
Securities	(38,180)	—	—	2,045	—	(36,135)
Woodstar Fund investments	—	—	7,027	—	—	7,027
Sale of interest in Woodstar Fund	—	—	196,410	—	—	196,410
Derivatives	9,251	217	(138)	5,563	—	14,893
Foreign currency	12,471	(145)	—	(64)	—	12,262
Earnings (loss) from unconsolidated entities	11,356	1,160	—	2,456	—	14,972
Sales of properties	8,298	—	—	12,483	—	20,781
Distributable Earnings (Loss)	\$ 542,283	\$ 37,482	\$ 263,783	\$ 150,479	\$ (199,911)	\$ 794,116
Distributable Earnings (Loss) per Weighted Average Diluted Share	\$ 1.80	\$ 0.12	\$ 0.87	\$ 0.50	\$ (0.66)	\$ 2.63

The following table presents our summarized results of operations and reconciliation to Distributable Earnings for the year ended December 31, 2020, by business segment (amounts in thousands, except per share data):

	Commercial and Residential Lending Segment	Infrastructure Lending Segment	Property Segment	Investing and Servicing Segment	Corporate	Total
Revenues	\$ 749,660	\$ 80,987	\$ 255,745	\$ 183,027	\$ —	\$ 1,269,419
Costs and expenses	(273,861)	(54,008)	(243,857)	(138,677)	(253,997)	(964,400)
Other (loss) income	53,126	(2,712)	(36,757)	34,224	33,158	81,039
Income (loss) before income taxes	528,925	24,267	(24,869)	78,574	(220,839)	386,058
Income tax (provision) benefit	(21,091)	(117)	—	1,011	—	(20,197)
Income attributable to non-controlling interests	(14)	—	(20,394)	(13,764)	—	(34,172)
Net income (loss) attributable to Starwood Property Trust, Inc.	507,820	24,150	(45,263)	65,821	(220,839)	331,689
Add / (Deduct):						
Non-controlling interests attributable to Woodstar II Class A Units	—	—	20,394	—	—	20,394
Non-cash equity compensation expense	4,454	1,120	219	4,594	20,854	31,241
Management incentive fee	—	—	—	—	30,773	30,773
Acquisition and investment pursuit costs	123	—	(355)	(72)	—	(304)
Depreciation and amortization	1,467	294	76,544	14,501	—	92,806
Credit loss provision, net	46,215	(4,103)	—	—	—	42,112
Interest income adjustment for securities	(864)	—	—	15,101	—	14,237
Extinguishment of debt, net	—	—	—	—	(986)	(986)
Income tax provision (benefit) associated with fair value adjustments	6,495	—	—	(405)	—	6,090
Other non-cash items	14	—	(2,063)	942	631	(476)
Reversal of GAAP unrealized (gains) / losses on:						
Loans	(76,897)	—	—	(56,227)	—	(133,124)
Securities	15,108	—	—	51,403	—	66,511
Derivatives	56,862	1,365	30,113	19,768	(19,564)	88,544
Foreign currency	(42,205)	(207)	14	3	—	(42,395)
(Earnings) loss from unconsolidated entities	(8,779)	767	—	(30,845)	—	(38,857)
Recognition of Distributable realized gains / (losses) on:						
Loans	48,203	(62)	—	55,287	—	103,428
Securities	398	—	—	(18,100)	—	(17,702)
Derivatives	(7,711)	118	(473)	(13,418)	—	(21,484)
Foreign currency	(4,810)	(133)	(14)	(3)	—	(4,960)
Earnings (loss) from unconsolidated entities	5,686	(382)	—	18,247	—	23,551
Sales of properties	—	—	—	(5,789)	—	(5,789)
Distributable Earnings (Loss)	\$ 551,579	\$ 22,927	\$ 79,116	\$ 120,808	\$ (189,131)	\$ 585,299
Distributable Earnings (Loss) per Weighted Average Diluted Share	\$ 1.86	\$ 0.08	\$ 0.27	\$ 0.41	\$ (0.64)	\$ 1.98

The following table presents our summarized results of operations and reconciliation to Distributable Earnings for the year ended December 31, 2019, by business segment (amounts in thousands):

	Commercial and Residential Lending Segment	Infrastructure Lending Segment	Property Segment	Investing and Servicing Segment	Corporate	Total
Revenues	\$ 693,032	\$ 106,649	\$ 287,503	\$ 253,931	\$ 26	\$ 1,341,141
Costs and expenses	(261,150)	(85,764)	(272,911)	(165,094)	(245,049)	(1,029,968)
Other (loss) income	20,806	(11,510)	(708)	205,420	24,523	238,531
Income (loss) before income taxes	452,688	9,375	13,884	294,257	(220,500)	549,704
Income tax (provision) benefit	(4,818)	89	(393)	(8,110)	—	(13,232)
Income attributable to non-controlling interests	(392)	—	(21,630)	(4,786)	—	(26,808)
Net income (loss) attributable to Starwood Property Trust, Inc.	447,478	9,464	(8,139)	281,361	(220,500)	509,664
Add / (Deduct):						
Non-controlling interests attributable to Woodstar II Class A Units	—	—	21,630	—	—	21,630
Non-cash equity compensation expense	3,918	2,683	312	6,582	22,697	36,192
Management incentive fee	—	—	—	—	20,165	20,165
Acquisition and investment pursuit costs	(882)	2	(355)	(780)	(356)	(2,371)
Depreciation and amortization	1,091	83	93,864	18,156	—	113,194
Credit loss provision, net	2,616	4,510	—	—	—	7,126
Interest income adjustment for securities	(617)	—	—	15,933	—	15,316
Extinguishment of debt, net	—	—	—	—	(1,950)	(1,950)
Other non-cash items	—	—	(1,798)	(1,067)	623	(2,242)
Reversal of GAAP unrealized (gains) / losses on:						
Loans	(10,462)	—	—	(61,139)	—	(71,601)
Securities	1,084	—	—	(89,206)	—	(88,122)
Derivatives	20,680	3,353	6,268	7,536	(26,396)	11,441
Foreign currency	(17,342)	(205)	(37)	2	—	(17,582)
(Earnings) loss from unconsolidated entities	(10,649)	—	114,362	(4,166)	—	99,547
Recognition of Distributable realized gains / (losses) on:						
Loans	9,028	(984)	—	63,908	—	71,952
Securities	970	—	—	14,608	—	15,578
Derivatives	(5,500)	(1,186)	17,238	(10,153)	—	399
Foreign currency	622	(1,081)	37	7	—	(415)
Earnings (loss) from unconsolidated entities	8,851	—	(139,462)	15,812	—	(114,799)
Sales of properties	—	—	(74,878)	(19,359)	—	(94,237)
Distributable Earnings (Loss)	\$ 450,886	\$ 16,639	\$ 29,042	\$ 238,035	\$ (205,717)	\$ 528,885
Distributable Earnings (Loss) per Weighted Average Diluted Share	\$ 1.54	\$ 0.05	\$ 0.10	\$ 0.81	\$ (0.70)	\$ 1.80

Year Ended December 31, 2021 Compared to the Year Ended December 31, 2020

Commercial and Residential Lending Segment

The Commercial and Residential Lending Segment's Distributable Earnings decreased by \$9.3 million, from \$551.6 million during the year ended December 31, 2020 to \$542.3 million during the year ended December 31, 2021. After making adjustments for the calculation of Distributable Earnings, revenues were \$777.9 million, costs and expenses were \$260.4 million, other income was \$32.5 million and income tax provision was \$7.7 million.

Revenues, consisting principally of interest income on loans, increased by \$29.1 million during the year ended December 31, 2021, primarily due to increases in interest income from loans of \$40.0 million, partially offset by a decrease in interest income from investment securities of \$11.5 million. The increase in interest income from loans reflects a \$37.2 million increase from commercial loans reflecting higher average balances partially offset by lower prepayment related income, loans placed on nonaccrual and lower average LIBOR rates (partly mitigated by the LIBOR floors on most of our commercial loans) and a \$2.8 million increase from residential loans principally due to higher average balances reflecting the timing of purchases and securitizations. The decrease in interest income from investment securities was primarily due to lower commercial and residential average investment balances, reflecting net repayments and liquidations, and lower average LIBOR rates affecting certain commercial investments.

Costs and expenses increased by \$38.8 million during the year ended December 31, 2021, primarily due to (i) a \$30.1 million increase in interest expense associated with the various secured financing facilities used to fund a portion of this segment's investment portfolio and (ii) a \$13.8 million increase in commercial loan write-offs, partially offset by a \$2.7 million decrease in general and administrative expenses. The increase in interest expense was primarily due to higher average borrowings outstanding, partially offset by lower average LIBOR rates.

Other income decreased by \$6.5 million during the year ended December 31, 2021, primarily due to (i) a \$26.6 million increase in recognized losses on RMBS investments primarily due to higher than projected prepayment rates on the underlying residential loans, (ii) a \$12.0 million decrease in gains on sales of RMBS and (iii) \$4.6 million of transfer taxes relating to the foreclosure of a residential conversion project, all partially offset by (iv) a \$28.5 million favorable change in realized gains (losses) on derivatives and foreign currency transactions and (v) an \$8.3 million gain on sale of a foreclosed property.

Income taxes, which principally relate to the taxable nature of this segment's residential loan securitization activities which are housed in TRSs, decreased \$6.9 million primarily due to lower taxable income of those TRSs during the year ended December 31, 2021 compared to the year ended December 31, 2020. During 2020, we recorded a GAAP net tax provision related to unrealized fair value increases in our residential loans. Because the net fair value increases were unrealized in 2020, they along with their corresponding income tax provision were previously adjusted in our reconciliation to Distributable Earnings. Upon recognition of the realized gains in the first quarter of 2021 for Distributable Earnings purposes, the corresponding income tax provision was likewise recognized.

Infrastructure Lending Segment

The Infrastructure Lending Segment's Distributable Earnings increased by \$14.6 million, from \$22.9 million during the year ended December 31, 2020 to \$37.5 million during the year ended December 31, 2021. After making adjustments for the calculation of Distributable Earnings, revenues were \$87.5 million, costs and expenses were \$50.3 million and other loss was \$0.1 million.

Revenues, consisting principally of interest income on loans, increased by \$6.5 million during the year ended December 31, 2021, primarily due to an increase in interest income from loans of \$7.2 million principally due to higher average balances outstanding, partially offset by lower average LIBOR rates.

Costs and expenses decreased by \$6.4 million during the year ended December 31, 2021, primarily due to (i) a \$3.2 million decrease in interest expense on the secured debt facilities used to finance this segment's investment portfolio principally due to lower average LIBOR rates and (ii) a \$2.2 million decrease in general and administrative expenses reflecting lower compensation costs and professional fees.

Other loss decreased by \$1.1 million during the year ended December 31, 2021, primarily due to an increase in earnings from an unconsolidated entity.

Property Segment

Distributable Earnings by Portfolio (amounts in thousands)

	For the Year Ended December 31,		Change
	2021	2020	
Master Lease Portfolio	\$ 17,217	\$ 17,110	\$ 107
Medical Office Portfolio	20,299	19,864	435
Woodstar I Portfolio	13,807	22,036	(8,229)
Woodstar II Portfolio	16,901	24,206	(7,305)
Woodstar Fund	6,279	—	6,279
Sale of interest in Woodstar Fund	191,301	—	191,301
Other/Corporate	(2,021)	(4,100)	2,079
Distributable Earnings	\$ 263,783	\$ 79,116	\$ 184,667

The Property Segment's Distributable Earnings increased by \$184.7 million, from \$79.1 million during the year ended December 31, 2020 to \$263.8 million during the year ended December 31, 2021. After making adjustments for the calculation of Distributable Earnings, revenues were \$234.4 million, costs and expenses were \$160.9 million, other income was \$191.2 million and income attributable to non-controlling interests in the Woodstar Fund was \$0.9 million.

Revenues decreased by \$19.7 million during the year ended December 31, 2021, primarily reflecting less than a full year of revenues attributable to the Woodstar Portfolios in 2021 due to their November 5, 2021 conversion to the Woodstar Fund.

Costs and expenses decreased by \$7.5 million during the year ended December 31, 2021, primarily reflecting less than a full year of costs and expenses attributable to the Woodstar Portfolios in 2021 due to their November 5, 2021 conversion to the Woodstar Fund.

Other income increased by \$197.8 million during the year ended December 31, 2021 primarily due to (i) a \$196.4 million Distributable Earnings gain relating to the 20.6% sale of third party investor interests in the Woodstar Fund (excluding \$5.1 million of related professional fees included in costs and expenses for both GAAP and Distributable Earnings); and (ii) \$7.2 million of Distributable Earnings (before non-controlling interests of \$0.9 million) from the Woodstar Fund subsequent to the sale.

Investing and Servicing Segment

The Investing and Servicing Segment's Distributable Earnings increased by \$29.7 million from \$120.8 million during the year ended December 31, 2020 to \$150.5 million during the year ended December 31, 2021. After making adjustments for the calculation of Distributable Earnings, revenues were \$228.7 million, costs and expenses were \$125.4 million, other income was \$71.8 million, income tax provision was \$7.4 million and the deduction of income attributable to non-controlling interests was \$17.2 million.

Revenues increased by \$29.3 million during the year ended December 31, 2021, primarily due to (i) a \$17.1 million increase in servicing fees reflecting an increased volume of COVID-19-related loan resolutions, (ii) a \$6.3 million increase in interest income from CMBS investments and conduit loans and (iii) a \$5.3 million increase in other fee income related to the origination of certain loans contributed into CMBS transactions. The treatment of CMBS interest income on a GAAP basis is complicated by our application of the ASC 810 consolidation rules. In an attempt to treat these securities similar to the trust's other investment securities, we compute interest income pursuant to an effective yield methodology. In doing so, we segregate the portfolio into various categories based on the components of the bonds' cash flows and the volatility related to each of these components. We then accrete interest income on an effective yield basis using the components of cash flows that are reliably estimable. Other minor adjustments are made to reflect management's expectations for other components of the projected cash flow stream.

Costs and expenses increased by \$5.4 million during the year ended December 31, 2021, primarily due to an increase of \$8.3 million in general and administrative expenses reflecting increased incentive compensation principally due to higher securitization volume, partially offset by a \$1.8 million decrease in interest expense on borrowings related to conduit loans and properties held.

Other income includes profit realized upon securitization of loans by our conduit business, gains on sales of CMBS and operating properties, gains and losses on derivatives that were either effectively terminated or novated, and earnings from unconsolidated entities. These items are typically offset by a decrease in the fair value of our domestic servicing rights intangible which reflects the expected amortization of this deteriorating asset, net of increases in fair value due to the attainment of new servicing contracts. Derivatives include instruments which hedge interest rate risk and credit risk on our conduit loans. For GAAP purposes, the loans, CMBS and derivatives are accounted for at fair value, with all changes in fair value (realized or unrealized) recognized in earnings. The adjustments to Distributable Earnings outlined above are also applied to the GAAP earnings of our unconsolidated entities. Other income increased by \$13.1 million during the year ended December 31, 2021, primarily due to (i) a \$17.8 million favorable change in realized gains (losses) on derivatives and (ii) a \$15.8 million decrease in recognized losses on CMBS, partially offset by (iii) a \$15.8 million decrease in distributable earnings from unconsolidated entities, mostly representing nonrecurring gains in 2020 and (iv) a \$7.1 million lesser increase in fair value of servicing rights.

Income taxes, which principally relate to the taxable nature of this segment's loan servicing and loan securitization businesses which are housed in TRSs, increased \$8.0 million from a benefit of \$0.6 million to a provision of \$7.4 million due to taxable income of those TRSs during the year ended December 31, 2021 compared to losses during the year ended December 31, 2020.

Income attributable to non-controlling interests decreased \$0.7 million primarily relating to certain properties in which we have minority interest partners.

Corporate

Corporate loss increased by \$10.8 million, from \$189.1 million during the year ended December 31, 2020 to \$199.9 million during the year ended December 31, 2021, primarily due to (i) a \$6.3 million increase in interest expense on higher average outstanding term loan and unsecured senior note balances and (ii) a \$4.3 million decrease in realized gains on interest rate swaps which hedge a portion of our unsecured senior notes used to repay variable-rate secured financing.

Year Ended December 31, 2020 Compared to the Year Ended December 31, 2019

Commercial and Residential Lending Segment

The Commercial and Residential Lending Segment's Distributable Earnings increased by \$100.7 million, from \$450.9 million during the year ended December 31, 2019 to \$551.6 million during the year ended December 31, 2020. After making adjustments for the calculation of Distributable Earnings, revenues were \$748.8 million, costs and expenses were \$221.6 million, other income was \$39.0 million and income tax provision was \$14.6 million.

Revenues, consisting principally of interest income on loans, increased by \$56.4 million during the year ended December 31, 2020, primarily due to an increase in interest income from loans of \$55.2 million and rental income from foreclosed properties of \$4.7 million, partially offset by a decrease in interest income from investment securities of \$3.0 million. The increase in interest income from loans was principally due to (i) higher prepayment related income and (ii) higher average balances of both commercial and residential loans, partially offset by (iii) lower average LIBOR rates (partially mitigated by the LIBOR floors on most of our commercial loans). The decrease in interest income from investment securities was primarily due to lower average balances, lower average LIBOR rates and lower prepayment related income for our single-borrower CMBS, partially offset by higher average RMBS investment balances.

Costs and expenses decreased by \$32.8 million during the year ended December 31, 2020, primarily due to a \$45.9 million decrease in interest expense associated with the various secured financing facilities used to fund a portion of this segment's investment portfolio primarily due to lower average LIBOR rates partially offset by higher average borrowings outstanding. Such decrease was partially offset by higher general and administrative and other expenses.

Other income increased by \$20.9 million, primarily due to a \$39.2 million increase in residential loan securitization gains, partially offset by a \$6.1 million unfavorable change in gains (losses) recognized on other loans and investments, a \$5.4 million unfavorable change in foreign currency gains (losses), a \$4.4 million increase in realized losses on derivatives principally related to the residential loans securitized and a \$3.2 million decrease in earnings from unconsolidated entities.

Income taxes, which principally relate to the taxable nature of this segment's residential loan securitization activities which are housed in TRSs, increased \$9.8 million due to an increase in taxable income of those TRSs during the year ended December 31, 2020.

Infrastructure Lending Segment

The Infrastructure Lending Segment's Distributable Earnings increased by \$6.3 million, from \$16.6 million during the year ended December 31, 2019 to \$22.9 million during the year ended December 31, 2020. After making adjustments for the calculation of Distributable Earnings, revenues were \$81.0 million, costs and expenses were \$56.7 million and other loss was \$1.2 million.

Revenues, consisting principally of interest income on loans, decreased by \$25.6 million during the year ended December 31, 2020, primarily due to decreases in interest income from loans of \$21.7 million and investment securities of \$3.7 million. The decrease in interest income from loans was primarily due to a decrease in average LIBOR rates and lower average loan balances outstanding as a result of sales and repayments, partially offset by an increase in average spreads on our infrastructure loans. The decrease in interest income from investment securities was primarily due to lower prepayment related income and average investment balances outstanding.

Costs and expenses decreased by \$21.8 million during the year ended December 31, 2020, primarily due to a decrease in interest expense on the secured debt facilities used to finance this segment's investment portfolio principally due to lower average LIBOR rates and lower average borrowings as a result of loan sales and repayments.

Other loss decreased by \$10.4 million, primarily due to a decreased loss on extinguishment of debt resulting from the write-off of deferred financing fees relating to partial debt prepayments from proceeds of loan repayments and sales.

Property Segment

Distributable Earnings by Portfolio (amounts in thousands)

	For the Year Ended December 31,		Change
	2020	2019	
Master Lease Portfolio	\$ 17,110	\$ 16,866	\$ 244
Medical Office Portfolio	19,864	18,965	899
Woodstar I Portfolio	22,036	29,367	(7,331)
Woodstar II Portfolio	24,206	23,090	1,116
Ireland Portfolio	—	84,321	(84,321)
Investments in unconsolidated entities	—	(139,534)	139,534
Other/Corporate	(4,100)	(4,033)	(67)
Distributable Earnings	\$ 79,116	\$ 29,042	\$ 50,074

The Property Segment's Distributable Earnings increased by \$50.1 million, from \$29.0 million during the year ended December 31, 2019 to \$79.1 million during the year ended December 31, 2020. After making adjustments for the calculation of Distributable Earnings, revenues were \$254.1 million, costs and expenses were \$168.4 million and other loss was \$6.6 million.

Revenues decreased by \$32.6 million during the year ended December 31, 2020, primarily due to the sale of the Ireland Portfolio in December 2019, partially offset by increased rental income in the Woodstar Portfolios due to rental rate increases effective May 2019.

Costs and expenses decreased by \$12.1 million during the year ended December 31, 2020, primarily due to the sale of the Ireland Portfolio in December 2019.

Other loss decreased by \$70.2 million during the year ended December 31, 2020, primarily due to a \$139.5 million other-than-temporary loss recognized on our investment in the Retail Fund in 2019, partially offset by a \$60.1 million gain on sale of the Ireland Portfolio in 2019, both of which did not recur in 2020.

Investing and Servicing Segment

The Investing and Servicing Segment's Distributable Earnings decreased by \$117.2 million, from \$238.0 million during the year ended December 31, 2019 to \$120.8 million during the year ended December 31, 2020. After making adjustments for the calculation of Distributable Earnings, revenues were \$199.4 million, costs and expenses were \$120.0 million, other income was \$58.7 million, income tax benefit was \$0.6 million and the deduction of income attributable to non-controlling interests was \$17.9 million.

Revenues decreased by \$71.5 million during the year ended December 31, 2020, primarily due to decreases of \$30.2 million in interest income from CMBS and conduit loans, \$28.2 million in servicing fees and \$13.0 million in rental income from our REIS Equity Portfolio primarily due to fewer properties held. The decrease in interest income primarily reflects a \$16.1 million decrease in interest recoveries on CMBS and lower average balances of conduit loans held-for-sale.

Costs and expenses decreased by \$21.3 million during the year ended December 31, 2020, primarily due to decreases of \$9.3 million in interest expense on borrowings related to properties held and conduit loans, \$7.6 million in costs of rental operations due to fewer properties held and \$5.0 million in general and administrative expenses reflecting lower compensation costs

Other income decreased by \$62.9 million principally due to (i) a \$47.9 million decrease in gains on sales of properties, (ii) a \$20.8 million increase in other-than-temporary CMBS losses and (iii) an \$8.6 million decrease in realized gains on conduit loans, all partially offset by (iv) a \$12.9 million increase in fair value of servicing rights.

Income taxes, which principally relate to the taxable nature of this segment's loan servicing and loan securitization business which are housed in TRSs, decreased \$8.7 million from a provision of \$8.1 million to a benefit of \$0.6 million due to an overall tax loss of those TRSs during the year ended December 31, 2020.

Income attributable to non-controlling interests increased \$12.8 million primarily relating to income of a consolidated CMBS joint venture in which we hold a 51% interest.

Corporate

Corporate costs and expenses decreased by \$16.6 million, from \$205.7 million during the year ended December 31, 2019 to \$189.1 million during the year ended December 31, 2020, primarily due to (i) a \$14.4 million favorable change in realized gain (loss) on interest rate swaps which hedge a portion of our unsecured senior notes used to repay variable-rate secured financing and (ii) a \$1.9 million decrease in loss on extinguishment of debt.

Liquidity and Capital Resources

Liquidity is a measure of our ability to meet our cash requirements, including ongoing commitments to repay borrowings, fund and maintain our assets and operations, make new investments where appropriate, pay dividends to our stockholders and other general business needs. We closely monitor our liquidity position and believe that we have sufficient current liquidity and access to additional liquidity to meet our financial obligations for at least the next 12 months.

Sources of Liquidity

Our primary sources of liquidity are as follows:

Cash Flows for the Year Ended December 31, 2021 (amounts in thousands)

	GAAP	VIE Adjustments	Excluding Investing and Servicing VIEs
Net cash used in operating activities	\$ (989,975)	\$ (501,868)	\$ (1,491,843)
Cash Flows from Investing Activities:			
Origination, purchase and funding of loans held-for-investment	(8,637,213)	(25,343)	(8,662,556)
Proceeds from principal collections and sale of loans	4,369,179	—	4,369,179
Purchase and funding of investment securities	(198,358)	(240,301)	(438,659)
Proceeds from sales and collections of investment securities	87,450	189,458	276,908
Proceeds from sales of real estate	98,210	—	98,210
Purchases and additions to properties and other assets	(26,272)	—	(26,272)
Net cash flows from other investments and assets	25,350	(46)	25,304
Net cash used in investing activities	(4,281,654)	(76,232)	(4,357,886)
Cash Flows from Financing Activities:			
Proceeds from borrowings	17,436,866	—	17,436,866
Principal repayments on and repurchases of borrowings	(11,929,179)	(440)	(11,929,619)
Payment of deferred financing costs	(71,858)	—	(71,858)
Proceeds from common stock issuances, net of offering costs	393,366	—	393,366
Payment of dividends	(553,930)	—	(553,930)
Contributions from non-controlling interests	219,757	—	219,757
Distributions to non-controlling interests	(43,950)	753	(43,197)
Issuance of debt of consolidated VIEs	69,398	(69,398)	—
Repayment of debt of consolidated VIEs	(767,427)	767,427	—
Distributions of cash from consolidated VIEs	120,060	(120,060)	—
Net cash provided by financing activities	4,873,103	578,282	5,451,385
Net decrease in cash, cash equivalents and restricted cash	(398,526)	182	(398,344)
Cash, cash equivalents and restricted cash, beginning of period	722,162	(772)	721,390
Effect of exchange rate changes on cash	(1,722)	—	(1,722)
Cash, cash equivalents and restricted cash, end of period	\$ 321,914	\$ (590)	\$ 321,324

The discussion below is on a non-GAAP basis, after removing adjustments principally resulting from the consolidation of the securitization VIEs under ASC 810. These adjustments principally relate to (i) the purchase of CMBS, RMBS, loans and real estate from consolidated VIEs, which are reflected as repayments of VIE debt on a GAAP basis and (ii) sales, principal collections and redemptions of CMBS and RMBS related to consolidated VIEs, which are reflected as VIE distributions on a GAAP basis. There is no significant net impact to overall cash resulting from these consolidations. Refer to Note 2 to the Consolidated Financial Statements for further discussion.

Cash and cash equivalents decreased by \$398.3 million during the year ended December 31, 2021, reflecting net cash used in investing activities of \$4.4 billion and operating activities of \$1.5 billion, partially offset by net cash provided by financing activities of \$5.5 billion.

Net cash used in operating activities of \$1.5 billion during the year ended December 31, 2021 related primarily to \$1.8 billion in originations and purchases of loans held-for-sale (including \$0.5 billion upon redemption of three consolidated RMBS trusts), net of sales and principal collections, cash interest expense of \$386.9 million, general and administrative expenses of \$113.4 million, management fees of \$93.9 million and a net change in operating assets and liabilities of \$40.1 million. Offsetting these cash outflows was cash interest income of \$605.9 million from our loans and \$152.0 million from our investment securities. Net rental income provided cash of \$173.2 million and servicing fees provided cash of \$58.9 million.

Net cash used in investing activities of \$4.4 billion for the year ended December 31, 2021 related primarily to the origination and acquisition of loans held-for-investment of \$8.7 billion and the purchase and funding of investment securities of

\$438.7 million, partially offset by proceeds received from principal collections and sales of loans of \$4.4 billion and investment securities of \$276.9 million and sales of operating properties for \$98.2 million.

Net cash provided by financing activities of \$5.5 billion for the year ended December 31, 2021 related primarily to borrowings on our debt, net of repayments and deferred loan costs, of \$5.4 billion and proceeds from issuances of our common stock and non-controlling interests of \$613.1 million, partially offset by dividend distributions of \$553.9 million.

Financing Arrangements

We utilize a variety of financing arrangements, including:

- 1) *Repurchase Agreements:* Repurchase agreements effectively allow us to borrow against loans and securities that we own. Under these agreements, we sell our loans and securities to a counterparty and agree to repurchase the same loans and securities from the counterparty at a price equal to the original sales price plus interest. The counterparty retains the sole discretion over both whether to purchase the loan and security from us and, subject to certain conditions, the market value of such loan or security for purposes of determining whether we are required to pay margin to the counterparty. Generally, if the lender determines (subject to certain conditions) that the market value of the collateral in a repurchase transaction has decreased by more than a defined minimum amount, we would be required to repay any amounts borrowed in excess of the product of (i) the revised market value multiplied by (ii) the applicable advance rate. During the term of a repurchase agreement, we receive the principal and interest on the related loans and securities and pay interest to the counterparty. As of December 31, 2021, we had various repurchase agreements, with details referenced in the table provided below.
- 2) *Secured Property Financings:* We use long-term mortgage facilities from commercial lenders and government sponsors of affordable housing loans to finance many of the investment properties that we hold. These facilities accrue interest at either fixed or floating rates. We typically hedge our exposure to floating interest rate changes on these facilities through the use of interest rate swap and cap derivatives.
- 3) *Bank Credit Facilities:* We use bank credit facilities (including term loans and revolving facilities) to finance our assets. These financings may be collateralized or non-collateralized and may involve one or more lenders. Credit facilities typically have maturities ranging from two to five years and may accrue interest at either fixed or floating rates. The lender retains the sole discretion, subject to certain conditions, over the market value of such note for purposes of determining whether we are required to pay margin to the lender.
- 4) *Loan Sales, Syndications and Securitizations:* We seek non-recourse long-term financing from loan sales, syndications and/or securitizations of our investments in mortgage loans. The sales, syndications or securitizations generally involve a senior portion of our loan but may involve the entire loan. Loan sales and syndications generally involve the sale of a senior note component or participation interest to a third party lender. Securitization generally involves transferring notes to a special purpose vehicle (or the issuing entity), which then issues one or more classes of non-recourse notes pursuant to the terms of an indenture. The notes are secured by the pool of assets. In exchange for the transfer of assets to the issuing entity, we receive cash proceeds from the sale of non-recourse notes. Sales, syndications or securitizations of our portfolio investments might magnify our exposure to losses on those portfolio investments because the retained subordinate interest in any particular overall loan would be subordinate to the loan components sold and we would, therefore, absorb all losses sustained with respect to the overall loan before the owners of the senior notes experience any losses with respect to the loan in question.
- 5) *Unsecured Senior Notes:* We issue senior notes, some of which are convertible, to finance certain operating and investing activities of the Company. These senior notes accrue interest at fixed interest rates and vary in tenure. Refer to Note 12 to the Consolidated Financial Statements for further discussion.

Secured Borrowings

The following table is a summary of our secured borrowings as of December 31, 2021 (dollars in thousands):

	Current Maturity	Extended Maturity (a)	Weighted Average Pricing	Pledged Asset Carrying Value	Maximum Facility Size	Outstanding Balance	Approved but Undrawn Capacity (b)	Unallocated Financing Amount (c)
Repurchase Agreements:								
Commercial Loans	Aug 2022 to Jul 2026	(d) Jun 2025 to Dec 2030 (d)	Index + 2.00%	(e) \$ 9,141,387	\$ 10,485,460 (f)	\$ 6,556,438	\$ 116,850	\$ 3,812,172
Residential Loans	Jul 2022 to Dec 2023	N/A	Index + 2.02%	2,244,663	2,850,000	1,744,225	26,894	1,078,881
Infrastructure Loans	Sep 2024	Sep 2026	LIBOR + 2.00%	455,391	650,000	379,095	—	270,905
Conduit Loans	Feb 2022 to Jun 2024	Feb 2023 to Jun 2025	LIBOR + 1.99%	226,634	350,000	174,130	—	175,870
CMBS/RMBS	Sep 2022 to May 2031	(g) Dec 2022 to Nov 2031 (g)	(h)	1,166,352	819,979	688,146 (i)	—	131,833
Total Repurchase Agreements				<u>13,234,427</u>	<u>15,155,439</u>	<u>9,542,034</u>	<u>143,744</u>	<u>5,469,661</u>
Other Secured Financing:								
Borrowing Base Facility	Nov 2024	Oct 2026	SOFR + 2.11%	600,525	750,000 (j)	213,478	236,203	300,319
Commercial Financing Facilities	Dec 2023 to Jan 2024	Jan 2026 to Dec 2030	Index + 1.81%	208,022	243,476	167,476	—	76,000
Residential Financing Facility	Sep 2022	Sep 2025	3.00%	396,201	250,000	102,018	147,982	—
Infrastructure Financing Facilities	Jul 2022 to Oct 2022	Oct 2024 to Jul 2027	Index + 2.01%	1,042,292	1,250,000	855,646	—	394,354
Property Mortgages - Fixed rate	Nov 2024 to Sep 2029	(k) N/A	4.35%	389,586	272,522	272,522	—	—
Property Mortgages - Variable rate	Nov 2022 to Dec 2025	N/A	(l)	699,124	734,350	712,493	—	21,857
Term Loan and Revolver	(m)	N/A	(m)	N/A (m)	938,753	788,753	150,000	—
STWD 2019-FL1 CLO	Jul 2038	N/A	SOFR + 1.34%	1,103,513	936,375	936,375	—	—
STWD 2021-FL2 CLO	Apr 2038	N/A	LIBOR + 1.50%	1,279,678	1,077,375	1,077,375	—	—
STWD 2021-SIF1 CLO	Apr 2032	N/A	LIBOR + 1.81%	506,666	410,000	410,000	—	—
STWD 2021-HTS SASB	Apr 2034	N/A	LIBOR + 2.22%	230,587	210,091	210,091	—	—
Total Other Secured Financing				<u>6,456,194</u>	<u>7,072,942</u>	<u>5,746,227</u>	<u>534,185</u>	<u>792,530</u>
				<u>\$ 19,690,621</u>	<u>\$ 22,228,381</u>	<u>\$ 15,288,261</u>	<u>\$ 677,929</u>	<u>\$ 6,262,191</u>
Unamortized net discount						(13,349)		
Unamortized deferred financing costs						(81,946)		
						<u>\$ 15,192,966</u>		

- (a) Subject to certain conditions as defined in the respective facility agreement.
- (b) Approved but undrawn capacity represents the total draw amount that has been approved by the lenders related to those assets that have been pledged as collateral, less the drawn amount.
- (c) Unallocated financing amount represents the maximum facility size less the total draw capacity that has been approved by the lenders.
- (d) For certain facilities, borrowings collateralized by loans existing at maturity may remain outstanding until such loan collateral matures, subject to certain specified conditions.
- (e) Certain facilities with an outstanding balance of \$2.1 billion as of December 31, 2021 are indexed to GBP LIBOR, EURIBOR, BBSY and SONIA. The remainder are indexed to USD LIBOR and SOFR.
- (f) Certain facilities with an aggregate initial maximum facility size of \$9.4 billion may be increased to \$10.5 billion, subject to certain conditions. The \$10.5 billion amount includes such upsizes.
- (g) Certain facilities with an outstanding balance of \$276.9 million as of December 31, 2021 carry a rolling 11-month or 12-month term which may reset monthly or quarterly with the lender's consent. These facilities carry no maximum facility size.
- (h) A facility with an outstanding balance of \$240.8 million as of December 31, 2021 has a weighted average fixed annual interest rate of 3.20%. All other facilities are variable rate with a weighted average rate of LIBOR + 1.71%.
- (i) Includes: (i) \$240.8 million outstanding on a repurchase facility that is not subject to margin calls; and (ii) \$35.8 million outstanding on one of our repurchase facilities that represents the 49% pro rata share owed by a non-controlling partner in a consolidated joint venture (see Note 16 to the Consolidated Financial Statements).
- (j) The maximum facility size as of December 31, 2021 of \$650.0 million is scheduled to decline to \$450.0 million as of March 31, 2022 and may be increased to \$750.0 million, subject to certain conditions.
- (k) The weighted average maturity is 5.5 years as of December 31, 2021.
- (l) Includes a \$600.0 million first mortgage and mezzanine loan secured by our Medical Office Portfolio. This debt has a weighted average interest rate of LIBOR + 2.07% that we swapped to a fixed rate of 3.34%. The remainder have a weighted average rate of LIBOR + 2.39%.
- (m) Consists of: (i) a \$788.8 million term loan facility that matures in July 2026, of which \$391.0 million has an annual interest rate of LIBOR + 2.50% and \$397.8 million has an annual interest rate of LIBOR + 3.25%, subject to a 0.75% LIBOR floor, and (ii) a \$150.0 million revolving credit facility

that matures in April 2026 with an annual interest rate of SOFR + 2.50%. These facilities are secured by the equity interests in certain of our subsidiaries which totaled \$5.5 billion as of December 31, 2021.

As of December 31, 2021, the above table no longer reflects property mortgages of the Woodstar Portfolios, which as discussed in Notes 2 and 8 to the Consolidated Financial Statements, are now reflected net within “Investments of consolidated affordable housing fund” on our consolidated balance sheet.

Refer to Note 11 to the Consolidated Financial Statements for further disclosure regarding the terms of our secured financing arrangements.

Variance between Average and Quarter-End Credit Facility Borrowings Outstanding

The following table compares the average amount outstanding under our secured financing agreements during each quarter and the amount outstanding as of the end of each quarter, together with an explanation of significant variances (amounts in thousands):

Quarter Ended	Quarter-End Balance	Weighted-Average Balance During Quarter	Variance	Explanations for Significant Variances
March 31, 2021	11,913,568	11,274,970	638,598	(a)
June 30, 2021	12,436,034	12,403,163	32,871	(b)
September 30, 2021	14,221,047	13,099,170	1,121,877	(c)
December 31, 2021	15,288,261	14,428,687	859,574	(d)

- (a) Variance primarily due to late quarter timing of fundings on commercial loan facilities and the Borrowing Base Facility
- (b) Variance primarily due to the net increase in debt related to CLO issuances in April and May 2021.
- (c) Variance primarily due to draws: (i) on approved undrawn capacity in our commercial loan portfolio in order to early redeem a portion of our 2021 Senior Notes on September 15, 2021; (ii) on commercial loan facilities due to loan closings which occurred during the last month of the quarter; and (iii) on residential loan facilities to fund loan purchases which occurred during the last month of the quarter.
- (d) Variance primarily due to (i) late quarter draws on commercial, residential and infrastructure loan facilities given the majority of the quarter’s loan closings were back-ended to the last half of the quarter; offset by (ii) the accounting for the Woodstar Fund, which requires property level debt to be presented net within investments of affordable housing fund.

Quarter Ended	Quarter-End Balance	Weighted-Average Balance During Quarter	Variance	Explanations for Significant Variances
March 31, 2020	10,714,680	10,194,276	520,404	(a)
June 30, 2020	9,858,371	10,218,089	(359,718)	(b)
September 30, 2020	10,638,537	10,151,695	486,842	(c)
December 31, 2020	11,169,964	10,945,199	224,765	(d)

- (a) Variance primarily due to the following: (i) drawing on all available credit facilities at quarter end and (ii) borrowings on two new lending facilities.
- (b) Variance primarily due to the late quarter timing of a residential loan securitization, which resulted in a \$387.4 million paydown of the Federal Home Loan Bank facility, partially offset by the late quarter timing of the refinancing of our Woodstar I Portfolio, which resulted in net additional borrowings of \$100.1 million.
- (c) Variance primarily due to the following: (i) late quarter timing of conduit loan fundings; and (ii) the closing of a large European loan pledged to two commercial credit facilities.
- (d) Variance primarily due to the following: (i) late quarter timing of fundings on commercial loan facilities; and (ii) borrowings on the Residential Financing Facility.

Borrowings under Unsecured Senior Notes

During the years ended December 31, 2021 and 2020, the weighted average effective borrowing rate on our unsecured senior notes was 5.2% and 5.0%, respectively. The effective borrowing rate includes the effects of underwriter purchase discount and, during 2020, the adjustment for the conversion option on the Convertible Notes, the initial value of which reduced the balance of the notes.

Refer to Note 12 to the Consolidated Financial Statements for further disclosure regarding the terms of our unsecured senior notes.

Scheduled Principal Repayments on Investments and Overhang on Financing Facilities

The following scheduled and/or projected principal repayments on our investments were based on amounts outstanding and extended contractual maturities of those investments as of December 31, 2021. The projected and/or required repayments of financing were based on the earlier of (i) the extended contractual maturity of each credit facility or (ii) the extended contractual maturity of each of the investments that have been pledged as collateral under the respective credit facility (amounts in thousands):

	Scheduled Principal Repayments on Loans and HTM Securities	Scheduled/Projected Principal Repayments on RMBS and CMBS	Projected/Required Repayments of Financing	Scheduled Principal Inflows Net of Financing Outflows
First Quarter 2022	\$ 283,026	\$ 12,571	\$ (264,896)	\$ 30,701
Second Quarter 2022	274,470	10,651	(51,469)	233,652
Third Quarter 2022	322,308	6,043	(1,151,911)	(823,560) (1)
Fourth Quarter 2022	890,197	8,724	(783,654)	115,267
Total	<u>\$ 1,770,001</u>	<u>\$ 37,989</u>	<u>\$ (2,251,930)</u>	<u>\$ (443,940)</u>

- (1) Shortfall primarily relates to: (i) \$1.0 billion of repayments under a Residential Loans repurchase facility that carries a one-year term which we can extend every three months with the lender's consent, the current balance of which will be repaid with securitization proceeds. Subsequent to year-end, the facility was extended through February 16, 2023.

In the normal course of business, the Company is in discussions with its lenders to extend, amend or replace any financing facilities which contain near term expirations.

Issuances of Equity Securities

We may raise funds through capital market transactions by issuing capital stock. There can be no assurance, however, that we will be able to access the capital markets at any particular time or on any particular terms. We have authorized 100,000,000 shares of preferred stock and 500,000,000 shares of common stock. At December 31, 2021, we had 100,000,000 shares of preferred stock available for issuance and 195,179,747 shares of common stock available for issuance.

Refer to Note 18 to the Consolidated Financial Statements for a discussion of our issuances of equity securities in recent years.

Other Potential Sources of Financing

In the future, we may also use other sources of financing to fund the acquisition of our target assets and maturities of our unsecured senior notes, including other secured as well as unsecured forms of borrowing and sale of senior loan interests and other assets.

Leverage Policies

We employ leverage, to the extent available, to fund the acquisition of our target assets, increase potential returns to our stockholders, or provide temporary liquidity. Leverage can be either direct by utilizing private third party financing or indirect through originating, acquiring or retaining subordinated mortgages, B-Notes, subordinated loan participations or mezzanine loans. Although the type of leverage we deploy is dependent on the underlying asset that is being financed, we intend, when possible, to utilize leverage whose maturity is equal to or greater than the maturity of the underlying asset and minimize to the greatest extent possible exposure to the Company of credit losses associated with any individual asset. In

addition, we intend to mitigate the impact of potential future interest rate increases on our borrowings through utilization of hedging instruments, primarily interest rate swap agreements.

The amount of leverage we deploy for particular investments in our target assets depends upon our Manager's assessment of a variety of factors, which may include the anticipated liquidity and price volatility of the assets in our investment portfolio, the potential for losses and extension risk in our portfolio, the gap between the duration of our assets and liabilities, including hedges, the availability and cost of financing the assets, our opinion of the creditworthiness of our financing counterparties, the health of the U.S., European and Australian economies and commercial, residential and infrastructure markets, our outlook for the level, slope and volatility of interest rates, the credit quality of our assets, the collateral underlying our assets and our outlook for asset spreads relative to the applicable reference rate curve. Our secured debt agreements contain customary affirmative and negative covenants, including financial covenants, that in some cases restrict our total leverage (as defined therein). As of December 31, 2021, we were in compliance with all such covenants.

Cash Requirements

Dividends

U.S. federal income tax law generally requires that a REIT distribute annually at least 90% of its REIT taxable income, without regard to the deduction for dividends paid and excluding net capital gains, and that it pay tax at regular corporate rates to the extent that it annually distributes less than 100% of its net taxable income. We generally intend to distribute substantially all of our taxable income (which does not necessarily equal our GAAP net income) to our stockholders each year, if and to the extent authorized by our board of directors. Before we pay any dividend, whether for U.S. federal income tax purposes or otherwise, we must first meet both our operating and debt service requirements. If our cash available for distribution is less than our net taxable income, we could be required to sell assets or borrow funds to make cash distributions or we may make a portion of the required distribution in the form of a taxable stock distribution or distribution of debt securities. Refer to Note 18 to the Consolidated Financial Statements for a detailed dividend history.

The tax treatment for our aggregate distributions per share of common stock paid with respect to the 2021 tax year is as follows:

Record Date	Payable Date	Per Share Dividend Paid	Ordinary Taxable Dividends	Taxable Qualified Dividends	Total Capital Gain Distribution	Unrecaptured 1250 Gain	Nondividend Distributions	Section 199A Dividends
12/31/2020	1/15/2021	\$ 0.4800	\$ 0.2602	\$ 0.0054	\$ 0.2198	\$ 0.0169	\$ —	\$ 0.2548
3/31/2021	4/15/2021	0.4800	0.2602	0.0054	0.2198	0.0169	—	0.2548
6/30/2021	7/15/2021	0.4800	0.2602	0.0054	0.2198	0.0169	—	0.2548
9/30/2021	10/15/2021	0.4800	0.2602	0.0054	0.2198	0.0169	—	0.2548
12/31/2021	1/14/2022	0.4045	0.2192	0.0046	0.1853	0.0142	—	0.2146
		<u>\$ 2.3245</u>	<u>\$ 1.2600</u>	<u>\$ 0.0262</u>	<u>\$ 1.0645</u>	<u>\$ 0.0818</u>	<u>\$ —</u>	<u>\$ 1.2338</u>

To the extent that total distributions for the year exceeded 2021 earnings, the portion of the fourth quarter distribution paid in January of 2022 that was equal to that excess will be treated as a 2022 distribution for federal tax purposes.

Contractual Obligations and Commitments

Our material contractual obligations and commitments as of December 31, 2021 are as follows (amounts in thousands):

	Total	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Secured financings (a)	\$ 12,654,420	\$ 1,415,878	\$ 2,146,999	\$ 6,719,568	\$ 2,371,975
CLOs and SASB (b)	2,633,841	123,448	1,088,961	1,421,432	—
Unsecured senior notes	1,850,000	—	950,000	900,000	—
Future loan commitments:					
Commercial Lending (c)	2,236,598	1,367,544	868,013	1,041	—
Residential Lending (d)	1,309,367	1,309,367	—	—	—
Infrastructure Lending (e)	203,486	203,056	430	—	—

- (a) Represents the contractual maturity of the respective credit facility, inclusive of available extension options. If investments that have been pledged as collateral repay earlier than the contractual maturity of the debt, the related portion of the debt would likewise require earlier repayment. Refer to Note 11 to the Consolidated Financial Statements for the expected maturities by year.
- (b) Represents the fully extended maturity of the underlying collateral.
- (c) Excludes \$601.9 million of loan funding commitments in which management projects the Company will not be obligated to fund in the future due to repayments made by the borrower earlier than, or in excess of, expectations.
- (d) Represents outstanding residential loan purchase commitments.
- (e) Represents contractual commitments of \$131.6 million under revolvers and letters of credit, \$15.4 million under delayed draw term loans and \$56.4 million of outstanding infrastructure loan purchase commitments.

The table above does not include interest payable, amounts due under our management agreement, amounts due under our derivative agreements or amounts due under guarantees as those contracts do not have fixed and determinable payments.

Our secured financings, CLOs and SASB consist primarily of matched-term funding for our loans and investment securities and long-term mortgages on our owned properties. Repayments of such facilities are generally made from proceeds from maturities, prepayments or sales of such investments and operating cash flows from owned properties. In the normal course of business, we are in discussions with our lenders to extend, amend or replace any financing facilities which contain near term expirations.

Our unsecured senior notes are expected to be repaid from a combination of available cash on hand, approved but undrawn capacity under our secured financing agreements, and/or equity issuances or other potential sources of financing, as discussed above, including issuances of new unsecured senior notes.

Our future loan commitments are expected to be primarily matched-term funded under secured financing agreements with any difference funded from available cash on hand or other potential sources of financing discussed above.

Critical Accounting Estimates

Our financial statements are prepared in accordance with GAAP, which requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We believe that all of the decisions and assessments upon which our financial statements are based were reasonable at the time made, based upon information available to us at that time. The following discussion describes the critical accounting estimates that apply to our operations and require complex management judgment. This summary should be read in conjunction with a more complete discussion of our accounting policies included in Note 2 to the Consolidated Financial Statements.

Credit Losses

Loans and Debt Securities Measured at Amortized Cost

As discussed in Note 2 to the Consolidated Financial Statements, ASC 326, *Financial Instruments – Credit Losses*, became effective for the Company on January 1, 2020. ASC 326 mandates the use of a current expected credit loss model (“CECL”) for estimating future credit losses of certain financial instruments measured at amortized cost, instead of the “incurred loss” credit model previously required under GAAP. The CECL model requires the consideration of possible credit losses over the life of an instrument as opposed to only estimating credit losses upon the occurrence of a discrete loss event under the previous “incurred loss” methodology. The CECL model applies to our loans held-for-investment (“HFI”) and our held-to-maturity (“HTM”) debt securities which are carried at amortized cost, including future funding commitments and accrued interest receivable related to those loans and securities.

As we do not have a history of realized credit losses on our HFI loans and HTM securities, we have subscribed to third party database services to provide us with historical industry losses for both commercial real estate and infrastructure loans. Using these losses as a benchmark, we determine expected credit losses for our loans and securities on a collective basis within our commercial real estate and infrastructure portfolios. Such determination also incorporates significant assumptions and

estimates regarding, among other things, prepayments, future fundings and economic forecasts. See Note 5 to the Consolidated Financial Statements for further discussion of our methodologies.

We also evaluate each loan and security measured at amortized cost for credit deterioration at least quarterly. Credit deterioration occurs when it is deemed probable that we will not be able to collect all amounts due according to the contractual terms of the loan or security. If a loan or security is considered to be credit deteriorated, we depart from the industry loss rate approach described above and determine the credit loss allowance as any excess of the amortized cost basis of the loan or security over (i) the present value of expected future cash flows discounted at the contractual effective interest rate or (ii) the fair value of the collateral, if repayment is expected solely from the collateral.

Significant judgment is required when estimating future credit losses; therefore, actual results over time could be materially different. As of December 31, 2021, we held \$16.2 billion of loans and HTM securities measured at amortized cost with expected future funding commitments of \$2.3 billion. During the years ended December 31, 2021 and 2020, we recognized credit loss provisions of \$8.3 million and \$43.2 million, respectively, and the related credit loss allowance was \$82.7 million and \$89.2 million at December 31, 2021 and 2020, respectively.

Available-for-Sale Debt Securities

Separate provisions of ASC 326 apply to our available-for-sale (“AFS”) debt securities which are carried at fair value with unrealized gains and losses reported as a component of accumulated other comprehensive income (“AOCI”). We are required to establish an initial credit loss allowance for those securities that are purchased with credit deterioration by grossing up the amortized cost basis of each security and providing an offsetting credit loss allowance for the difference between expected cash flows and contractual cash flows, both on a present value basis.

Subsequently, cumulative adverse changes in expected cash flows on our available-for-sale debt securities are recognized currently as an increase to the credit loss allowance. However, the allowance is limited to the amount by which the AFS debt security’s amortized cost exceeds its fair value. Favorable changes in expected cash flows are first recognized as a decrease to the allowance for credit losses (recognized currently in earnings). Such changes would be recognized as a prospective yield adjustment only when the allowance for credit losses is reduced to zero. A change in expected cash flows that is attributable solely to a change in a variable interest reference rate does not result in a credit loss and is accounted for as a prospective yield adjustment.

Significant judgment is required when estimating expected cash flows used in determining the credit loss allowance for AFS debt securities; therefore, actual results over time could be materially different. As of December 31, 2021, we held \$144.0 million of AFS debt securities. We did not recognize any provision for credit losses with respect to our AFS debt securities during the year ended December 31, 2021 and there was no related credit loss allowance as of December 31, 2021.

Valuation of Assets and Liabilities Carried at Fair Value

We measure our VIE assets and liabilities, mortgage-backed securities, investments of consolidated affordable housing fund, derivative assets and liabilities, domestic servicing rights intangible asset and any assets or liabilities where we have elected the fair value option at fair value. When actively quoted observable prices are not available, we either use implied pricing from similar assets and liabilities or valuation models based on net present values of estimated future cash flows, adjusted as appropriate for liquidity, credit, market and/or other risk factors. See Note 21 to the Consolidated Financial Statements for details regarding the various methods and inputs we use in measuring the fair value of our assets and liabilities. As of December 31, 2021, we had \$65.5 billion and \$59.8 billion of assets and liabilities, respectively, that are measured at fair value, including \$61.3 billion of VIE assets and \$59.8 billion of VIE liabilities we consolidate pursuant to ASC 810.

We measure the assets and liabilities of consolidated securitization VIEs at fair value pursuant to our election of the fair value option. The securitization VIEs in which we invest are “static”; that is, no reinvestment is permitted, and there is no active management of the underlying assets. In determining the fair value of the assets and liabilities of the VIE, we maximize the use of observable inputs over unobservable inputs. As a result, the methods and inputs we use in measuring the fair value of the assets and liabilities of our VIEs affect our earnings only to the extent of their impact on our direct investment in the VIEs.

Goodwill Impairment

Our goodwill at December 31, 2021 of \$259.8 million represents the excess of consideration transferred over the fair value of net assets acquired in connection with the acquisitions of LNR in April 2013 and the Infrastructure Lending Segment in September 2018 and October 2018. In testing goodwill for impairment, we follow ASC 350, *Intangibles—Goodwill and*

Other, which permits a qualitative assessment of whether it is more likely than not that the fair value of a reporting unit is less than its carrying value including goodwill. If the qualitative assessment determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying value including goodwill, then no impairment is determined to exist for the reporting unit. However, if the qualitative assessment determines that it is more likely than not that the fair value of the reporting unit is less than its carrying value including goodwill, or we choose not to perform the qualitative assessment, then we compare the fair value of that reporting unit with its carrying value, including goodwill, in a quantitative assessment. If the carrying value of a reporting unit exceeds its fair value, goodwill is considered impaired with the impairment loss measured as the excess of the reporting unit's carrying value (inclusive of goodwill) over its fair value.

Based on our qualitative assessment during the fourth quarter of 2021, we believe that the Investing and Servicing Segment reporting unit to which the LNR acquisition goodwill was attributed is not currently at risk of failing a quantitative assessment. This qualitative assessment required judgment to be applied in evaluating the effects of multiple factors, including actual and projected financial performance of the reporting unit, macroeconomic conditions, industry and market conditions, and relevant entity specific events in determining whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount, including goodwill.

Based on our quantitative assessment during the fourth quarter of 2021, we determined that the fair value of the Infrastructure Lending Segment reporting unit to which goodwill is attributed exceeded its carrying value including goodwill. This quantitative assessment required judgment to be applied in determining the fair value of our equity in the Infrastructure Lending Segment, which included estimates of future cash flows, terminal equity multiple and market discount rate.

Recent Accounting Developments

Refer to Note 2 to the Consolidated Financial Statements for a discussion of recent accounting developments and the expected impact to the Company.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We seek to manage our risks related to the credit quality of our assets, interest rates, liquidity, prepayment speeds and market value while, at the same time, seeking to provide an opportunity to stockholders to realize attractive risk-adjusted returns through ownership of our capital stock. While we do not seek to avoid risk completely, we believe the risk can be quantified from historical experience and seek to actively manage that risk, to earn sufficient compensation to justify taking those risks and to maintain capital levels consistent with the risks we undertake.

Credit Risk

Our loans and investments are subject to credit risk. The performance and value of our loans and investments depend upon the owners' ability to operate the properties that serve as our collateral so that they produce cash flows adequate to pay interest and principal due to us. To monitor this risk, our asset management team reviews our investment portfolios and is in regular contact with our borrowers, monitoring performance of the collateral and enforcing our rights as necessary.

We seek to further manage credit risk associated with our Investing and Servicing Segment loans held-for-sale through the purchase of credit index instruments. The following table presents our credit index instruments as of December 31, 2021 and December 31, 2020 (dollars in thousands):

	Face Value of Loans Held-for-Sale	Aggregate Notional Value of Credit Index Instruments	Number of Credit Index Instruments
December 31, 2021	\$ 289,761	\$ 49,000	3
December 31, 2020	\$ 90,789	\$ 69,000	4

The COVID-19 pandemic has significantly impacted the global economy since the beginning of 2020 and has, among other things, created disruption in global supply chains, increased rates of unemployment and adversely impacted many industries, including industries related to the collateral underlying certain of our loans. During the year ended December 31, 2021, the global economy has, with certain setbacks, begun reopening with easing of travel and other restrictions encouraging greater economic activity. Nonetheless, the recovery continues to remain uncertain, particularly with respect to new variants

and resurgences of the virus. As a result, we are still unable to predict when normal economic activity and business operations will fully resume.

Our asset management team continues to be in regular contact with our borrowers, monitoring performance of the collateral and enforcing our rights as necessary. Although we continue to believe that the principal amounts of our assets are generally adequately protected by underlying collateral value, there is a risk that we will not realize the entire principal value of certain investments.

Capital Market Risk

We are exposed to risks related to the equity capital markets and our related ability to raise capital through the issuance of our common stock or other equity instruments. We are also exposed to risks related to the debt capital markets, and our related ability to finance our business through borrowings under repurchase obligations or other debt instruments. As a REIT, we are required to distribute a significant portion of our taxable income annually, which constrains our ability to accumulate operating cash flow and therefore requires us to utilize debt or equity capital to finance our business. We seek to mitigate these risks by monitoring the debt and equity capital markets to inform our decisions on the amount, timing and terms of capital we raise.

Interest Rate Risk

Interest rates are highly sensitive to many factors, including fiscal and monetary policies and domestic and international economic and political considerations, as well as other factors beyond our control. We are subject to interest rate risk in connection with our investments and the related financing obligations. In general, we seek to match the interest rate characteristics of our investments with the interest rate characteristics of any related financing obligations such as repurchase agreements, bank credit facilities, term loans, revolving facilities and securitizations. In instances where the interest rate characteristics of an investment and the related financing obligation are not matched, we mitigate such interest rate risk through the utilization of interest rate derivatives of the same duration. The following table presents financial instruments where we have utilized interest rate derivatives to hedge interest rate risk and the related interest rate derivatives as of December 31, 2021 and 2020 (dollars in thousands):

	Face Value of Hedged Instruments	Aggregate Notional Value of Credit Index Instruments	Number of Credit Index Instruments
<u>Instrument hedged as of December 31, 2021</u>			
Loans held-for-sale	\$ 2,815,671	\$ 2,135,800	62
RMBS, available-for-sale	221,806	85,000	2
CMBS, fair value option	79,651	71,000	2
HTM debt securities	14,283	14,283	1
Secured financing agreements	754,620	1,425,396	10
Unsecured senior notes	500,000	470,000	1
	<u>\$ 4,386,031</u>	<u>\$ 4,201,479</u>	<u>78</u>
<u>Instrument hedged as of December 31, 2020</u>			
Loans held-for-sale	\$ 911,596	\$ 557,000	25
RMBS, available-for-sale	252,738	421,000	4
CMBS, fair value option	125,985	71,000	2
HTM debt securities	16,554	16,554	1
Secured financing agreements	1,008,909	1,633,357	24
Unsecured senior notes	500,000	470,000	1
	<u>\$ 2,815,782</u>	<u>\$ 3,168,911</u>	<u>57</u>

The following table summarizes the estimated annual change in net investment income for our variable rate investments and our variable rate debt assuming increases or decreases in LIBOR or other applicable index rates and adjusted for the effects of our interest rate hedging activities (amounts in thousands):

Income (Expense) Subject to Interest Rate Sensitivity	Variable rate investments and indebtedness (1)	1.0% Increase	0.5% Increase	0.5% Decrease	1.0% Decrease
Investment income from variable rate investments	\$ 15,762,471	\$102,418	\$ 44,151	\$ (6,155)	\$ (6,425)
Interest expense from variable rate debt, net of interest rate derivatives	(11,613,527)	(114,303)	(54,684)	7,329	1,297
Net investment income from variable rate instruments	<u>\$ 4,148,944</u>	<u>\$ (11,885)</u>	<u>\$ (10,533)</u>	<u>\$ 1,174</u>	<u>\$ (5,128)</u>

(1) Includes the notional value of interest rate derivatives.

LIBOR Transition Risk

The United Kingdom's Financial Conduct Authority (the authority that regulates LIBOR) stopped compelling banks to submit rates for the calculation of LIBOR and the LIBOR administrator ceased publication of non-U.S. dollar LIBOR after December 31, 2021. However, for U.S. dollar LIBOR, the relevant date has been deferred to June 30, 2023. Regulators emphasized that, despite any continued publication of U.S. dollar LIBOR through June 30, 2023, no new contracts using U.S. dollar LIBOR should be entered into after December 31, 2021. As indicated in the *Interest Rate Risk* section above, a substantial portion of our loans, investment securities, borrowings and interest rate derivatives are indexed to LIBOR or similar reference rates. Our U.S. dollar LIBOR-based loan agreements and borrowing arrangements generally specify alternative reference rates such as the prime rate, federal funds rate or secured overnight financing rate ("SOFR"). Our foreign denominated loan agreements and borrowing arrangements now generally specify the sterling overnight index average ("SONIA") instead of GBP LIBOR and the bank bill swap rate ("BBSW" or "BBSY") instead of AUD LIBOR.

As of December 31, 2021, daily compounded SONIA is utilized as the floating benchmark rate on nine of our loans and three of our credit facilities, while SOFR is utilized as the floating benchmark rate on 13 of our loans and five of our credit facilities.

At this time, it is not possible to predict how markets will respond to SOFR, SONIA, or other alternative reference rates as the transition away from USD LIBOR and GBP LIBOR proceeds. The resulting changes to benchmark interest rates could increase our financing costs and/or result in mismatches between the interest rates of our investments and the corresponding financings.

Prepayment Risk

Prepayment risk is the risk that principal will be repaid earlier than anticipated, causing the return on certain investments to be less than expected. As we receive prepayments of principal on our assets, any premiums paid on such assets are amortized against interest income. In general, an increase in prepayment rates accelerates the amortization of purchase premiums, thereby reducing the interest income earned on the assets. Conversely, discounts on such assets are accreted into interest income. In general, an increase in prepayment rates accelerates the accretion of purchase discounts, thereby increasing the interest income earned on the assets.

Extension Risk

We compute the projected weighted-average life of our assets based on assumptions regarding the rate at which the borrowers will prepay the loans or extend. If prepayment rates decrease in a rising interest rate environment or extension options are exercised, the life of the fixed-rate assets could extend beyond the term of the secured debt agreements. This could have a negative impact on our results of operations. In some situations, we may be forced to sell assets to maintain adequate liquidity, which could cause us to incur losses.

Fair Value Risk

The estimated fair value of our investments fluctuates primarily due to changes in interest rates and other factors. Generally, in a rising interest rate environment, the estimated fair value of the fixed-rate investments would be expected to decrease; conversely, in a decreasing interest rate environment, the estimated fair value of the fixed-rate investments would be expected to increase. As market volatility increases or liquidity decreases, the fair value of our assets recorded and/or disclosed

may be adversely impacted. Our economic exposure is generally limited to our net investment position as we seek to fund fixed rate investments with fixed rate financing or variable rate financing hedged with interest rate swaps.

Foreign Currency Risk

Our loans and investments that are denominated in a foreign currency are also subject to risks related to fluctuations in exchange rates. We generally mitigate this exposure by matching the currency of our foreign currency assets to the currency of the borrowings that finance those assets. As a result, we substantially reduce our exposure to changes in portfolio value related to changes in foreign exchange rates.

We intend to hedge our net currency exposures in a prudent manner. However, our currency hedging strategies may not eliminate all of our currency risk due to, among other things, uncertainties in the timing and/or amount of payments received on the related investments, and/or unequal, inaccurate, or unavailable hedges to perfectly offset changes in future exchange rates. Additionally, we may be required under certain circumstances to collateralize our currency hedges for the benefit of the hedge counterparty, which could adversely affect our liquidity.

Consistent with our strategy of hedging foreign currency exposure on certain investments, we typically enter into a series of forwards to fix the U.S. dollar amount of foreign currency denominated cash flows (interest income and principal payments) we expect to receive from our foreign currency denominated investments. Accordingly, the notional values and expiration dates of our foreign currency hedges approximate the amounts and timing of future payments we expect to receive on the related investments.

The following table represents our assets and liabilities that are denominated in foreign currencies as well as our expected future net interest receipts (amounts in thousands):

	December 31, 2021		
	GBP	EUR	AUD
Foreign currency assets	£ 1,703,759	€ 651,685	A\$ 359,136
Foreign currency liabilities	(1,253,959)	(248,634)	(283,796)
Foreign currency contracts - notional	(521,148)	(422,515)	(247,901)
Expected future net interest cash flows	71,348	19,464	12,561
Net exposure to exchange rate fluctuations	£ —	€ —	A\$ (160,000) (2)
Net exposure to exchange rate fluctuations in USD (1)	\$ —	\$ —	\$ (116,160)
	December 31, 2020		
	GBP	EUR	AUD
Foreign currency assets	£ 1,333,951	€ 368,447	A\$ 168,712
Foreign currency liabilities	(962,177)	(149,843)	(15,882)
Foreign currency contracts - notional	(430,235)	(252,329)	(165,200)
Expected future net interest cash flows	58,461	33,725	12,370
Net exposure to exchange rate fluctuations	£ —	€ —	A\$ —
Net exposure to exchange rate fluctuations in USD (1)	\$ —	\$ —	\$ —

(1) Represents the U.S. Dollar equivalent using the GBP closing rate of 1.3529, EUR closing rate of 1.1371 and AUD closing rate of 0.7260 as of December 31, 2021, and GBP closing rate of 1.3673, EUR closing rate of 1.2217 and AUD closing rate of 0.7694 as of December 31, 2020.

(2) The AUD net exposure is related to borrowings received in December on one of our AUD denominated assets. Subsequent to year end, we terminated a foreign currency contract totaling AU\$160.0 million related to these borrowings.

Substantially all of our net asset exposure to the British Pound Sterling (GBP), the Euro (EUR), and the Australian Dollar (AUD) has been hedged with foreign currency forward contracts as of December 31, 2021, as indicated in the table above. Refer to Note 14 of the Consolidated Financial Statements for further detail regarding our foreign currency derivatives and their contractual maturities.

Real Estate Risk

The market values of commercial and residential mortgage assets are subject to volatility and may be affected adversely by a number of factors, including, but not limited to, the impacts of the COVID-19 pandemic discussed above, national, regional and local economic conditions (which may be adversely affected by industry slowdowns and other factors); local real estate conditions; changes or continued weakness in specific industry segments; construction quality, age and design; demographic factors; and retroactive changes to building or similar codes. In addition, decreases in property values reduce the value of the collateral and the potential proceeds available to a borrower to repay the underlying loans, which could also cause us to suffer losses.

Inflation Risk

Most of our assets and liabilities are interest rate sensitive in nature. As a result, interest rates and other factors influence our performance significantly more than inflation does. Changes in interest rates may correlate with inflation rates and/or changes in inflation rates. Our financial statements are prepared in accordance with GAAP, and our distributions are determined by our board of directors consistent with our obligation to distribute to our stockholders at least 90% of our REIT taxable income on an annual basis in order to maintain our REIT qualification; in each case, our activities and balance sheet are measured with reference to historical cost and/or fair value without considering inflation.

Item 8. Financial Statements and Supplementary Data.

Index to Financial Statements and Schedules

Financial Information

Reports of Independent Registered Public Accounting Firm (PCAOB ID no. 34)	99
Consolidated Balance Sheets as of December 31, 2021 and 2020	102
Consolidated Statements of Operations for the Years Ended December 31, 2021, 2020 and 2019	103
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2021, 2020 and 2019	104
Consolidated Statements of Equity for the Years Ended December 31, 2021, 2020 and 2019	105
Consolidated Statements of Cash Flows for the Years Ended December 31, 2021, 2020 and 2019	106
Notes to Consolidated Financial Statements	108
Note 1 Business and Organization	108
Note 2 Summary of Significant Accounting Policies	109
Note 3 Acquisitions and Divestitures	119
Note 4 Restricted Cash	120
Note 5 Loans	121
Note 6 Investment Securities	126
Note 7 Properties	129
Note 8 Investments of Consolidated Affordable Housing Fund	131
Note 9 Investments in Unconsolidated Entities	131
Note 10 Goodwill and Intangibles	132
Note 11 Secured Borrowings	134
Note 12 Unsecured Senior Notes	138
Note 13 Loan Securitization/Sale Activities	140
Note 14 Derivatives and Hedging Activity	141
Note 15 Offsetting Assets and Liabilities	143
Note 16 Variable Interest Entities	143
Note 17 Related-Party Transactions	145
Note 18 Stockholders' Equity and Non-Controlling Interests	149
Note 19 Earnings per Share	153
Note 20 Accumulated Other Comprehensive Income	154
Note 21 Fair Value	155
Note 22 Income Taxes	162
Note 23 Commitments and Contingencies	163
Note 24 Segment and Geographic Data	165
Note 25 Subsequent Events	170
Schedule III—Real Estate and Accumulated Depreciation as of December 31, 2021	171
Schedule IV—Mortgage Loans on Real Estate as of December 31, 2021	173

All other schedules are omitted because they are not required or the required information is shown in the financial statements or the notes thereto.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Starwood Property Trust, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Starwood Property Trust, Inc. and subsidiaries (the "Company") as of December 31, 2021 and 2020, the related consolidated statements of operations, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2021, and the related notes and the schedules listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021, in conformity with principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 25, 2022, expressed an unqualified opinion on the Company's internal control over financial reporting.

Change in Accounting Principle

As discussed in Note 2 to the consolidated financial statements, effective January 1, 2020 the Company has changed its method of accounting for expected credit losses due to the adoption of Accounting Standards Codification Topic 326, *Financial Instruments — Credit Losses*.

Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Investment Securities - Valuation of Level III Residential Mortgage Backed Securities and Commercial Mortgage Backed Securities — Refer to Notes 6 and 21 to the consolidated financial statements

Critical Audit Matter Description

The Company has commercial mortgage-backed securities recorded in accordance with the fair value option and residential mortgage backed securities, available-for-sale recorded at fair value that are not actively traded and whose fair values are derived from proprietary pricing models that utilize unobservable inputs, market bids, other third party prices or quotes. Under accounting principles generally accepted in the United States of America, these financial instruments are generally classified as Level 3 assets. Management's judgments in selecting the price estimate that is most reflective of fair value is inherently subjective.

Performing audit procedures to evaluate the appropriateness of these fair values requires a high degree of auditor judgement and an increased extent of effort, including the need to involve our fair value specialists who possess significant quantitative and modeling expertise.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to management's fair value estimates for Level 3 assets, included the following, among others:

- We tested the effectiveness of controls, including those controls relating to investment security metrics and characteristics, pricing sources, pricing policy and pricing selection.
- With the assistance of our fair value specialists, we developed independent fair value estimates for selected investment securities and compared our estimates to management's estimates.
- We evaluated the differences between our estimates of fair value and management's estimates and considered whether there were any indicators of management bias.

/s/ DELOITTE & TOUCHE LLP

Miami, Florida

February 25, 2022

We have served as the Company's auditor since 2009.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of
Starwood Property Trust, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Starwood Property Trust, Inc. and subsidiaries (the “Company”) as of December 31, 2021, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2021, of the Company and our report dated February 25, 2022, expressed an unqualified opinion on those financial statements and financial statement schedules and included an explanatory paragraph regarding the Company’s adoption of Accounting Standards Codification Topic 326, *Financial Instruments – Credit Losses*.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

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

/s/ DELOITTE & TOUCHE LLP

Miami, Florida

February 25, 2022

Starwood Property Trust, Inc. and Subsidiaries

Consolidated Balance Sheets
(Amounts in thousands, except share data)

	As of December 31,	
	2021	2020
Assets:		
Cash and cash equivalents	\$ 217,362	\$ 563,217
Restricted cash	104,552	158,945
Loans held-for-investment, net of credit loss allowances of \$67,270 and \$77,444 (\$59,225 and \$90,684 held at fair value)	15,536,849	11,087,073
Loans held-for-sale (\$2,876,800 and \$932,295 held at fair value)	2,876,800	1,052,835
Investment securities, net of credit loss allowances of \$8,610 and \$5,675 (\$177,848 and \$198,053 held at fair value)	860,984	736,658
Properties, net	1,166,387	2,271,153
Investments of consolidated affordable housing fund, at fair value	1,040,309	—
Investments in unconsolidated entities	90,097	108,054
Goodwill	259,846	259,846
Intangible assets (\$16,780 and \$13,202 held at fair value)	63,564	70,117
Derivative assets	48,216	40,555
Accrued interest receivable	116,262	95,980
Other assets	188,626	190,748
Variable interest entity ("VIE") assets, at fair value	61,280,543	64,238,328
Total Assets	\$ 83,850,397	\$ 80,873,509
Liabilities and Equity		
Liabilities:		
Accounts payable, accrued expenses and other liabilities	\$ 189,696	\$ 206,845
Related-party payable	76,371	39,170
Dividends payable	147,624	137,959
Derivative liabilities	13,421	41,324
Secured financing agreements, net	12,576,850	10,146,190
Collateralized loan obligations and single asset securitization, net	2,616,116	930,554
Unsecured senior notes, net	1,828,590	1,732,520
VIE liabilities, at fair value	59,752,922	62,776,371
Total Liabilities	77,201,590	76,010,933
Commitments and contingencies (Note 23)		
Temporary Equity: Redeemable non-controlling interests	214,915	—
Permanent Equity:		
Starwood Property Trust, Inc. Stockholders' Equity:		
Preferred stock, \$0.01 per share, 100,000,000 shares authorized, no shares issued and outstanding	—	—
Common stock, \$0.01 per share, 500,000,000 shares authorized, 312,268,944 issued and 304,820,253 outstanding as of December 31, 2021 and 292,091,601 issued and 284,642,910 outstanding as of December 31, 2020	3,123	2,921
Additional paid-in capital	5,673,376	5,209,739
Treasury stock (7,448,691 shares)	(138,022)	(138,022)
Accumulated other comprehensive income	40,953	43,993
Retained earnings (accumulated deficit)	493,106	(629,733)
Total Starwood Property Trust, Inc. Stockholders' Equity	6,072,536	4,488,898
Non-controlling interests in consolidated subsidiaries	361,356	373,678
Total Permanent Equity	6,433,892	4,862,576
Total Liabilities and Equity	\$ 83,850,397	\$ 80,873,509

Note: In addition to the VIE assets and liabilities which are separately presented, our consolidated balance sheets as of December 31, 2021 and 2020 include assets of \$3.1 billion and \$1.1 billion, respectively, and liabilities of \$2.6 billion and \$0.9 billion, respectively, related to consolidated collateralized loan obligations ("CLOs") and a single asset securitization ("SASB"), which are considered to be VIEs. The CLOs' and SASB's assets can only be used to settle obligations of the CLOs and SASB, and the CLOs' and SASB's liabilities do not have recourse to Starwood Property Trust, Inc. Refer to Note 16 for additional discussion of VIEs.

See notes to consolidated financial statements.

Starwood Property Trust, Inc. and Subsidiaries

Consolidated Statements of Operations
(Amounts in thousands, except per share data)

	For the Year Ended December 31,		
	2021	2020	2019
Revenues:			
Interest income from loans	\$ 800,291	\$ 751,943	\$ 724,013
Interest income from investment securities	45,168	54,412	76,629
Servicing fees	38,739	29,634	54,296
Rental income	278,831	297,828	337,966
Other revenues	7,059	2,338	3,515
Total revenues	1,170,088	1,136,155	1,196,419
Costs and expenses:			
Management fees	167,773	127,127	119,132
Interest expense	445,087	419,763	508,729
General and administrative	171,302	157,874	155,112
Acquisition and investment pursuit costs	1,184	3,572	1,056
Costs of rental operations	111,667	117,676	122,982
Depreciation and amortization	83,001	94,405	113,322
Credit loss provision, net	8,335	43,153	7,126
Other expense	708	838	2,365
Total costs and expenses	989,057	964,408	1,029,824
Other income (loss):			
Change in net assets related to consolidated VIEs	162,333	78,258	236,309
Change in fair value of servicing rights	3,578	(3,715)	(3,640)
Change in fair value of investment securities, net	(387)	5,393	833
Change in fair value of mortgage loans, net	69,050	133,124	71,601
Income from affordable housing fund investments	6,425	—	—
Earnings (loss) from unconsolidated entities	8,752	37,317	(101,354)
Gain on sale of investments and other assets, net	38,984	7,310	188,028
Gain (loss) on derivative financial instruments, net	82,363	(82,178)	(6,310)
Foreign currency (loss) gain, net	(36,292)	42,395	17,582
Total other-than-temporary impairment ("OTTI")	—	—	(267)
Noncredit portion of OTTI recognized in other comprehensive income	—	—	267
Net impairment losses recognized in earnings	—	—	—
Loss on extinguishment of debt	(7,428)	(3,654)	(19,270)
Other (loss) income, net	(7,314)	281	(207)
Total other income	320,064	214,531	383,572
Income before income taxes	501,095	386,278	550,167
Income tax provision	(8,669)	(20,197)	(13,232)
Net income	492,426	366,081	536,935
Net income attributable to non-controlling interests	(44,687)	(34,392)	(27,271)
Net income attributable to Starwood Property Trust, Inc.	\$ 447,739	\$ 331,689	\$ 509,664
Earnings per share data attributable to Starwood Property Trust, Inc.:			
Basic	\$ 1.54	\$ 1.16	\$ 1.81
Diluted	\$ 1.52	\$ 1.16	\$ 1.79

See notes to consolidated financial statements.

Starwood Property Trust, Inc. and Subsidiaries

Consolidated Statements of Comprehensive Income
(Amounts in thousands)

	For the Year Ended December 31,		
	2021	2020	2019
Net income	\$ 492,426	\$ 366,081	\$ 536,935
Other comprehensive income (loss) (net change by component):			
Available-for-sale securities	(3,104)	(6,939)	(2,519)
Foreign currency translation	64	—	(5,209)
Other comprehensive loss	(3,040)	(6,939)	(7,728)
Comprehensive income	489,386	359,142	529,207
Less: Comprehensive income attributable to non-controlling interests	(44,687)	(34,392)	(27,271)
Comprehensive income attributable to Starwood Property Trust, Inc.	\$ 444,699	\$ 324,750	\$ 501,936

See notes to consolidated financial statements.

Starwood Property Trust, Inc. and Subsidiaries

Consolidated Statements of Equity
(Amounts in thousands, except share data)

	Temporary Equity	Common stock						Treasury Stock		Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income	Total Starwood Property Trust, Inc. Stockholders' Equity	Non- Controlling Interests	Total Permanent Equity
		Shares	Par Value	Additional Paid-in Capital	Shares	Amount		Shares	Amount					
Balance, December 31, 2018	\$ —	280,839,692	\$ 2,808	\$ 4,995,156	5,180,140	\$ (104,194)				\$ (348,998)	\$ 58,660	\$ 4,603,432	\$ 296,757	\$ 4,900,189
Proceeds from DRIP Plan	—	33,454	—	767	—	—		—	—	—	—	767	—	767
Redemption of Class A Units	—	974,176	10	21,060	—	—		—	—	—	—	21,070	(21,070)	—
Equity offering costs	—	—	—	(27)	—	—		—	—	—	—	(27)	—	(27)
Conversion of 2019 Convertible Notes	—	3,611,918	36	67,526	—	—		—	—	—	—	67,562	—	67,562
Share-based compensation	—	1,387,346	15	36,140	—	—		—	—	—	—	36,155	—	36,155
Manager fees paid in stock	—	534,305	5	11,910	—	—		—	—	—	—	11,915	—	11,915
Net income	—	—	—	—	—	—		—	—	509,664	—	509,664	27,271	536,935
Dividends declared, \$1.92 per share	—	—	—	—	—	—		—	—	(542,385)	—	(542,385)	—	(542,385)
Other comprehensive loss, net	—	—	—	—	—	—		—	—	—	(7,728)	(7,728)	—	(7,728)
VIE non-controlling interests	—	—	—	—	—	—		—	—	—	—	—	(2,808)	(2,808)
Contributions from non-controlling interests	—	—	—	—	—	—		—	—	—	—	—	186,397	186,397
Distributions to non-controlling interests	—	—	—	—	—	—		—	—	—	—	—	(49,958)	(49,958)
Balance, December 31, 2019	\$ —	287,380,891	\$ 2,874	\$ 5,132,532	5,180,140	\$ (104,194)				\$ (381,719)	\$ 50,932	\$ 4,700,425	\$ 436,589	\$ 5,137,014
Cumulative effect of credit loss accounting standard effective January 1, 2020	—	—	—	—	—	—		—	—	(32,286)	—	(32,286)	—	(32,286)
Proceeds from DRIP Plan	—	71,776	1	1,097	—	—		—	—	—	—	1,098	—	1,098
Redemption of Class A Units	—	409,712	4	8,960	—	—		—	—	—	—	8,964	(10,273)	(1,309)
Equity offering costs	—	—	—	(95)	—	—		—	—	—	—	(95)	—	(95)
Common stock repurchased	—	—	—	—	2,268,551	(33,828)		—	—	—	—	(33,828)	—	(33,828)
Share-based compensation	—	1,807,990	18	31,223	—	—		—	—	—	—	31,241	—	31,241
Manager fees paid in stock	—	2,421,232	24	36,022	—	—		—	—	—	—	36,046	—	36,046
Net income	—	—	—	—	—	—		—	—	331,689	—	331,689	34,392	366,081
Dividends declared, \$1.92 per share	—	—	—	—	—	—		—	—	(547,417)	—	(547,417)	—	(547,417)
Other comprehensive loss, net	—	—	—	—	—	—		—	—	—	(6,939)	(6,939)	—	(6,939)
VIE non-controlling interests	—	—	—	—	—	—		—	—	—	—	—	(2,178)	(2,178)
Contributions from non-controlling interests	—	—	—	—	—	—		—	—	—	—	—	13,351	13,351
Distributions to non-controlling interests	—	—	—	—	—	—		—	—	—	—	—	(98,203)	(98,203)
Balance, December 31, 2020	\$ —	292,091,601	\$ 2,921	\$ 5,209,739	7,448,691	\$ (138,022)				\$ (629,733)	\$ 43,993	\$ 4,488,898	\$ 373,678	\$ 4,862,576
Cumulative effect of convertible notes accounting standard update adopted January 1, 2021	—	—	—	(3,755)	—	—		—	—	2,219	—	(1,536)	—	(1,536)
Cumulative effect of investment company fair value adjustment	—	—	—	—	—	—		—	—	1,236,476	—	1,236,476	—	1,236,476
Proceeds from public offering of common stock	—	16,000,000	160	392,960	—	—		—	—	—	—	393,120	—	393,120
Proceeds from DRIP Plan	—	39,957	—	966	—	—		—	—	—	—	966	—	966
Redemption of Class A Units	—	853,681	9	17,729	—	—		—	—	—	—	17,738	(17,738)	—
Equity offering costs	—	—	—	(720)	—	—		—	—	—	—	(720)	—	(720)
Share-based compensation	—	2,568,525	26	39,261	—	—		—	—	—	—	39,287	—	39,287
Manager fees paid in stock	—	715,180	7	17,033	—	—		—	—	—	—	17,040	—	17,040
Net income	748	—	—	—	—	—		—	—	447,739	—	447,739	43,939	491,678
Dividends declared, \$1.92 per share	—	—	—	—	—	—		—	—	(563,595)	—	(563,595)	—	(563,595)
Other comprehensive loss, net	—	—	—	—	—	—		—	—	—	(3,040)	(3,040)	—	(3,040)
Contributions from non-controlling interests	—	—	—	—	—	—		—	—	—	—	—	5,590	5,590
Distributions to non-controlling interests	214,167	—	—	—	—	—		—	—	—	—	—	(44,113)	(43,950)
Balance, December 31, 2021	\$ 214,915	312,268,944	3,123	\$ 5,673,376	7,448,691	\$ (138,022)				\$ 493,106	\$ 40,953	\$ 6,072,536	\$ 361,356	\$ 6,433,892

See notes to consolidated financial statements.

Starwood Property Trust, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
(Amounts in thousands)

	For the Year Ended December 31,		
	2021	2020	2019
Cash Flows from Operating Activities:			
Net income	\$ 492,426	\$ 366,081	\$ 536,935
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Amortization of deferred financing costs, premiums and discounts on secured borrowings	43,199	40,131	36,088
Amortization of discounts and deferred financing costs on unsecured senior notes	7,076	7,939	7,760
Accretion of net discount on investment securities	(13,513)	(12,818)	(11,791)
Accretion of net deferred loan fees and discounts	(57,948)	(42,199)	(35,387)
Share-based compensation	39,287	31,241	36,155
Manager fees paid in stock	17,040	36,046	11,915
Change in fair value of investment securities	387	(5,393)	(833)
Change in fair value of consolidated VIEs	(20,070)	58,160	(67,798)
Change in fair value of servicing rights	(3,578)	3,715	3,640
Change in fair value of loans	(69,050)	(133,124)	(71,601)
Change in fair value of affordable housing fund investments	(402)	—	—
Change in fair value of derivatives	(90,126)	88,544	11,441
Foreign currency loss (gain), net	36,292	(42,395)	(17,582)
Gain on sale of investments and other assets	(38,984)	(7,310)	(188,028)
Impairment charges on properties and related intangibles	—	—	1,494
Credit loss provision, net	8,335	43,153	7,126
Depreciation and amortization	84,591	94,154	113,394
(Earnings) loss from unconsolidated entities	(8,752)	(37,317)	101,354
Distributions of earnings from unconsolidated entities	4,708	2,978	11,631
Loss on extinguishment of debt	7,428	3,654	19,270
Origination and purchase of loans held-for-sale, net of principal collections	(5,172,721)	(2,074,678)	(3,543,503)
Proceeds from sale of loans held-for-sale	3,831,712	2,802,118	3,177,640
Changes in operating assets and liabilities:			
Related-party payable, net	37,201	(1,755)	(3,118)
Accrued and capitalized interest receivable, less purchased interest	(136,772)	(175,287)	(114,156)
Other assets	(28,437)	282	(29,787)
Accounts payable, accrued expenses and other liabilities	40,696	(372)	(5,458)
Net cash (used in) provided by operating activities	(989,975)	1,045,548	(13,199)
Cash Flows from Investing Activities:			
Origination, purchase and funding of loans held-for-investment	(8,637,213)	(3,133,196)	(5,473,399)
Proceeds from principal collections on loans	4,024,958	1,696,244	3,132,368
Proceeds from loans sold	344,221	504,231	1,141,411
Purchase and funding of investment securities	(198,358)	(22,408)	(98,258)
Proceeds from sales of investment securities	—	7,940	7,326
Proceeds from principal collections on investment securities	87,450	83,533	205,660
Proceeds from sales of real estate and related businesses, net of cash transferred	98,210	24,541	343,896
Purchases and additions to properties and other assets	(26,272)	(25,164)	(30,865)
Investments in unconsolidated entities	(1,312)	(3,133)	(18,055)
Proceeds from sale of interest in unconsolidated entities	—	10,313	—
Distribution of capital from unconsolidated entities	30,448	3,422	18,127
Cash reclassified to investments of affordable housing fund	(28,094)	—	—
Payments for purchase or termination of derivatives	(33,902)	(74,801)	(42,835)
Proceeds from termination of derivatives	58,210	16,673	38,756
Net cash used in investing activities	(4,281,654)	\$ (911,805)	\$ (775,868)

See notes to consolidated financial statements.

Starwood Property Trust, Inc. and Subsidiaries

Consolidated Statements of Cash Flows (Continued)
(Amounts in thousands)

	For the Year Ended December 31, For the Year Ended December 31,		
	2021	2020	2019
Cash Flows from Financing Activities:			
Proceeds from borrowings	\$ 17,436,866	\$ 7,100,563	\$ 10,167,339
Principal repayments on and repurchases of borrowings	(11,929,179)	(6,137,778)	(8,671,085)
Payment of deferred financing costs	(71,858)	(27,122)	(72,438)
Proceeds from common stock issuances	394,086	1,098	767
Payment of equity offering costs	(720)	(95)	(27)
Payment of dividends	(553,930)	(546,885)	(538,424)
Contributions from non-controlling interests	219,757	11,775	183,520
Distributions to non-controlling interests	(43,950)	(99,512)	(49,958)
Purchase of treasury stock	—	(33,828)	—
Issuance of debt of consolidated VIEs	69,398	187,494	184,540
Repayment of debt of consolidated VIEs	(767,427)	(522,348)	(373,155)
Distributions of cash from consolidated VIEs	120,060	79,921	45,642
Net cash provided by financing activities	4,873,103	13,283	876,721
Net decrease in cash, cash equivalents and restricted cash	(398,526)	147,026	87,654
Cash, cash equivalents and restricted cash, beginning of period	722,162	574,031	487,865
Effect of exchange rate changes on cash	(1,722)	1,105	(1,488)
Cash, cash equivalents and restricted cash, end of period	<u>\$ 321,914</u>	<u>\$ 722,162</u>	<u>\$ 574,031</u>
Supplemental disclosure of cash flow information:			
Cash paid for interest	\$ 386,918	\$ 379,949	\$ 481,483
Income taxes paid	7,793	11,369	11,284
Supplemental disclosure of non-cash investing and financing activities:			
Dividends declared, but not yet paid	\$ 148,527	\$ 138,075	\$ 136,715
Consolidation of VIEs (VIE asset/liability additions)	5,332,754	4,665,636	10,368,817
Deconsolidation of VIEs (VIE asset/liability reductions)	935,855	32,270	377,071
Reclassification of loans held-for-investment to loans held-for-sale	267,557	749,995	—
Reclassification of loans held-for-sale to loans held-for-investment	155,548	104,327	340,948
Transfer of loans from VIE assets to residential loans upon redemption of consolidated RMBS trusts	526,679	176,614	—
Loan principal collections temporarily held at master servicer	31,681	34,601	44,426
Net assets acquired through foreclosure, control or conversion to equity interest	36,308	71,488	53,278
Redemption of Class A Units for common stock	17,738	8,538	21,070
Lease liabilities arising from obtaining right-of-use assets	1,430	—	9,626
Contribution of Woodstar II Portfolio net assets from non-controlling interests	—	1,576	2,877
Assets of Ireland real estate subsidiary sold, net of cash	—	—	440,966
Liabilities of Ireland real estate subsidiary sold	—	—	360,049
Settlement of Convertible Notes in shares	—	—	75,525
Settlement of loans transferred as secured borrowings	—	—	74,692
Net assets acquired from consolidated VIEs	—	—	8,613

See notes to consolidated financial statements.

Starwood Property Trust, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

As of December 31, 2021

1. Business and Organization

Starwood Property Trust, Inc. (“STWD” and, together with its subsidiaries, “we” or the “Company”) is a Maryland corporation that commenced operations in August 2009, upon the completion of our initial public offering. We are focused primarily on originating, acquiring, financing and managing mortgage loans and other real estate investments in the United States (“U.S.”), Europe and Australia. As market conditions change over time, we may adjust our strategy to take advantage of changes in interest rates and credit spreads as well as economic and credit conditions.

We have four reportable business segments as of December 31, 2021 and we refer to the investments within these segments as our target assets:

- Real estate commercial and residential lending (the “Commercial and Residential Lending Segment”)—engages primarily in originating, acquiring, financing and managing commercial first mortgages, non-agency residential mortgages (“residential loans”), subordinated mortgages, mezzanine loans, preferred equity, commercial mortgage-backed securities (“CMBS”), residential mortgage-backed securities (“RMBS”) and other real estate and real estate-related debt investments in the U.S., Europe and Australia (including distressed or non-performing loans). Our residential loans are secured by a first mortgage lien on residential property and primarily consist of non-agency residential loans that are not guaranteed by any U.S. Government agency or federally chartered corporation.
- Infrastructure lending (the “Infrastructure Lending Segment”)—engages primarily in originating, acquiring, financing and managing infrastructure debt investments.
- Real estate property (the “Property Segment”)—engages primarily in acquiring and managing equity interests in stabilized commercial real estate properties, including multifamily properties and commercial properties subject to net leases, that are held for investment.
- Real estate investing and servicing (the “Investing and Servicing Segment”)—includes (i) a servicing business in the U.S. that manages and works out problem assets, (ii) an investment business that selectively acquires and manages unrated, investment grade and non-investment grade rated CMBS, including subordinated interests of securitization and resecuritization transactions, (iii) a mortgage loan business which originates conduit loans for the primary purpose of selling these loans into securitization transactions and (iv) an investment business that selectively acquires commercial real estate assets, including properties acquired from CMBS trusts.

Our segments exclude the consolidation of securitization variable interest entities (“VIEs”).

We are organized and conduct our operations to qualify as a real estate investment trust (“REIT”) under the Internal Revenue Code of 1986, as amended (the “Code”). As such, we will generally not be subject to U.S. federal corporate income tax on that portion of our net income that is distributed to stockholders if we distribute at least 90% of our taxable income to our stockholders by prescribed dates and comply with various other requirements.

We are organized as a holding company and conduct our business primarily through our various wholly-owned subsidiaries. We are externally managed and advised by SPT Management, LLC (our “Manager”) pursuant to the terms of a management agreement. Our Manager is controlled by Barry Sternlicht, our Chairman and Chief Executive Officer. Our Manager is an affiliate of Starwood Capital Group Global L.P., a privately-held private equity firm founded by Mr. Sternlicht.

2. Summary of Significant Accounting Policies

Balance Sheet Presentation of Securitization Variable Interest Entities

We operate investment businesses that acquire unrated, investment grade and non-investment grade rated CMBS and RMBS. These securities represent interests in securitization structures (commonly referred to as special purpose entities, or “SPEs”). These SPEs are structured as pass through entities that receive principal and interest on the underlying collateral and distribute those payments to the certificate holders. Under accounting principles generally accepted in the United States of America (“GAAP”), SPEs typically qualify as VIEs. These are entities that, by design, either (1) lack sufficient equity to permit the entity to finance its activities without additional subordinated financial support from other parties, or (2) have equity investors that do not have the ability to make significant decisions relating to the entity’s operations through voting rights, or do not have the obligation to absorb the expected losses, or do not have the right to receive the residual returns of the entity.

Because we often serve as the special servicer or servicing administrator of the trusts in which we invest, or we have the ability to remove and replace the special servicer without cause, consolidation of these structures is required pursuant to GAAP as outlined in detail below. This results in a consolidated balance sheet which presents the gross assets and liabilities of the VIEs. The assets and other instruments held by these VIEs are restricted and can only be used to fulfill the obligations of the entity. Additionally, the obligations of the VIEs do not have any recourse to the general credit of any other consolidated entities, nor to us as the consolidator of these VIEs.

The VIE liabilities initially represent investment securities on our balance sheet (pre-consolidation). Upon consolidation of these VIEs, our associated investment securities are eliminated, as is the interest income related to those securities. Similarly, the fees we earn in our roles as special servicer of the bonds issued by the consolidated VIEs or as collateral administrator of the consolidated VIEs are also eliminated. Finally, a portion of the identified servicing intangible associated with the eliminated fee streams is eliminated in consolidation.

Refer to the segment data in Note 24 for a presentation of our business segments without consolidation of these VIEs.

Basis of Accounting and Principles of Consolidation

The accompanying consolidated financial statements include our accounts and those of our consolidated subsidiaries and VIEs. Intercompany amounts have been eliminated in consolidation.

Entities not deemed to be VIEs are consolidated if we own a majority of the voting securities or interests or hold the general partnership interest, except in those instances in which the minority voting interest owner or limited partner can remove us as general partner without cause, dissolve the partnership without cause or effectively participate through substantive participative rights. Substantive participative rights include the ability to select, terminate and set compensation of the investee’s management, if applicable, and the ability to participate in capital and operating decisions of the investee, including budgets, in the ordinary course of business.

We invest in entities with varying structures, many of which do not have voting securities or interests, such as general partnerships, limited partnerships, and limited liability companies. In many of these structures, control of the entity rests with the general partners or managing members, while other members hold passive interests. The general partner or managing member may hold anywhere from a relatively small percentage of the total financial interests to a majority of the financial interests. For entities not deemed to be VIEs, where we serve as the sole general partner or managing member, we are considered to have the controlling financial interest and therefore the entity is consolidated, regardless of our financial interest percentage, unless there are other limited partners or investing members that can remove us as general partner without cause, dissolve the partnership without cause or effectively participate through substantive participative rights. In those circumstances where we, as majority controlling interest owner, can be removed without cause or cannot cause the entity to take actions that are significant in the ordinary course of business, because such actions could be vetoed by the minority controlling interest owner, we do not consolidate the entity.

When we consolidate entities other than securitization VIEs, the third party ownership interests are reflected as non-controlling interests in consolidated subsidiaries, a separate component of equity, in our consolidated balance sheet. When we consolidate securitization VIEs, the third party ownership interests are reflected as VIE liabilities in our consolidated balance sheet because the beneficial interests payable to these third parties are legally issued in the form of debt. Our presentation of net income attributes earnings to controlling and non-controlling interests.

Variable Interest Entities

In addition to the securitization VIEs, we have financed pools of our loans through collateralized loan obligations ("CLOs") and a single asset securitization ("SASB"), which are considered VIEs. We also hold interests in certain other entities which are considered VIEs as the limited partners of those entities with equity at risk do not collectively possess (i) the right to remove the general partner or dissolve the partnership without cause or (ii) the right to participate in significant decisions made by the partnership.

We evaluate all of our interests in VIEs for consolidation. When our interests are determined to be variable interests, we assess whether we are deemed to be the primary beneficiary of the VIE. The primary beneficiary of a VIE is required to consolidate the VIE. Accounting Standards Codification ("ASC") 810, *Consolidation*, defines the primary beneficiary as the party that has both (i) the power to direct the activities of the VIE that most significantly impact its economic performance, and (ii) the obligation to absorb losses and the right to receive benefits from the VIE which could be potentially significant. We consider our variable interests as well as any variable interests of our related parties in making this determination. Where both of these factors are present, we are deemed to be the primary beneficiary and we consolidate the VIE. Where either one of these factors is not present, we are not the primary beneficiary and do not consolidate the VIE.

To assess whether we have the power to direct the activities of a VIE that most significantly impact the VIE's economic performance, we consider all facts and circumstances, including our role in establishing the VIE and our ongoing rights and responsibilities. This assessment includes: (i) identifying the activities that most significantly impact the VIE's economic performance; and (ii) identifying which party, if any, has power over those activities. In general, the parties that make the most significant decisions affecting the VIE or have the right to unilaterally remove those decision makers are deemed to have the power to direct the activities of a VIE. The right to remove the decision maker in a VIE must be exercisable without cause for the decision maker to not be deemed the party that has the power to direct the activities of a VIE.

To assess whether we have the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE, we consider all of our economic interests, including debt and equity investments, servicing fees and other arrangements deemed to be variable interests in the VIE. This assessment requires that we apply judgment in determining whether these interests, in the aggregate, are considered potentially significant to the VIE. Factors considered in assessing significance include: the design of the VIE, including its capitalization structure; subordination of interests; payment priority; relative share of interests held across various classes within the VIE's capital structure; and the reasons why the interests are held by us.

Our purchased investment securities include unrated and non-investment grade rated securities issued by securitization trusts. In certain cases, we may contract to provide special servicing activities for these trusts, or, as holder of the controlling class, we may have the right to name and remove the special servicer for these trusts. In our role as special servicer, we provide services on defaulted loans within the trusts, such as foreclosure or work-out procedures, as permitted by the underlying contractual agreements. In exchange for these services, we receive a fee. These rights give us the ability to direct activities that could significantly impact the trust's economic performance. However, in those instances where an unrelated third party has the right to unilaterally remove us as special servicer without cause, we do not have the power to direct activities that most significantly impact the trust's economic performance. We evaluated all of our positions in such investments for consolidation.

For securitization VIEs in which we are determined to be the primary beneficiary, all of the underlying assets, liabilities and equity of the structures are recorded on our books, and the initial investment, along with any associated unrealized holding gains and losses, are eliminated in consolidation. Similarly, the interest income earned from these structures, as well as the fees paid by these trusts to us in our capacity as special servicer, are eliminated in consolidation. Further, a portion of the identified servicing intangible asset associated with the servicing fee streams, and the corresponding amortization or change in fair value of the servicing intangible asset, are also eliminated in consolidation.

We perform ongoing reassessments of: (i) whether any entities previously evaluated under the majority voting interest framework have become VIEs, based on certain events, and therefore subject to the VIE consolidation framework, and (ii) whether changes in the facts and circumstances regarding our involvement with a VIE causes our consolidation conclusion regarding the VIE to change.

We elect the fair value option for initial and subsequent recognition of the assets and liabilities of our consolidated securitization VIEs. Interest income and interest expense associated with these VIEs are no longer relevant on a standalone basis because these amounts are already reflected in the fair value changes. We have elected to present these items in a single line on our consolidated statements of operations. The residual difference shown on our consolidated statements of operations in the line item "Change in net assets related to consolidated VIEs" represents our beneficial interest in the VIEs.

We separately present the assets and liabilities of our consolidated securitization VIEs as individual line items on our consolidated balance sheets. The liabilities of our consolidated securitization VIEs consist solely of obligations to the bondholders of the related trusts, and are thus presented as a single line item entitled "VIE liabilities." The assets of our consolidated securitization VIEs consist principally of loans, but at times, also include foreclosed loans which have been temporarily converted into real estate owned ("REO"). These assets in the aggregate are likewise presented as a single line item entitled "VIE assets."

Loans comprise the vast majority of our securitization VIE assets and are carried at fair value due to the election of the fair value option. When an asset becomes REO, it is due to non-performance of the loan. Because the loan is already at fair value, the carrying value of an REO asset is also initially at fair value. Furthermore, when we consolidate a trust, any existing REO would be consolidated at fair value. Once an asset becomes REO, its disposition time is relatively short. As a result, the carrying value of an REO generally approximates fair value under GAAP.

In addition to sharing a similar measurement method as the loans in a trust, the securitization VIE assets as a whole can only be used to settle the obligations of the consolidated VIE. The assets of our securitization VIEs are not individually accessible by the bondholders, which creates inherent limitations from a valuation perspective. Also creating limitations from a valuation perspective is our role as special servicer, which provides us very limited visibility, if any, into the performing loans of a trust.

REO assets generally represent a very small percentage of the overall asset pool of a trust. In new issue trusts there are no REO assets. We estimate that REO assets constitute approximately 1% of our consolidated securitization VIE assets, with the remaining 99% representing loans. However, it is important to note that the fair value of our securitization VIE assets is determined by reference to our securitization VIE liabilities as permitted under Accounting Standard Update ("ASU") 2014-13, *Consolidation (Topic 810): Measuring the Financial Assets and the Financial Liabilities of a Consolidated Collateralized Financing Entity*. In other words, our VIE liabilities are more reliably measurable than the VIE assets, resulting in our current measurement methodology which utilizes this value to determine the fair value of our securitization VIE assets as a whole. As a result, these percentages are not necessarily indicative of the relative fair values of each of these asset categories if the assets were to be valued individually.

Due to our accounting policy election under ASU 2014-13, separately presenting two different asset categories would result in an arbitrary assignment of value to each, with one asset category representing a residual amount, as opposed to its fair value. However, as a pool, the fair value of the assets in total is equal to the fair value of the liabilities.

For these reasons, the assets of our securitization VIEs are presented in the aggregate.

Fair Value Option

The guidance in ASC 825, *Financial Instruments*, provides a fair value option election that allows entities to make an irrevocable election of fair value as the initial and subsequent measurement attribute for certain eligible financial assets and liabilities. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. The decision to elect the fair value option is determined on an instrument by instrument basis and must be applied to an entire instrument and is irrevocable once elected. Assets and liabilities measured at fair value pursuant to this guidance are required to be reported separately in our consolidated balance sheets from those instruments using another accounting method.

We have elected the fair value option for certain eligible financial assets and liabilities of our consolidated securitization VIEs, residential loans held-for-investment, loans held-for-sale originated or acquired for future securitization and purchased CMBS issued by VIEs we could consolidate in the future. The fair value elections for VIE and securitization related items were made in order to mitigate accounting mismatches between the carrying value of the instruments and the related assets and liabilities that we consolidate at fair value. The fair value elections for residential loans held-for-investment were made in order to maintain consistency across all our residential loans. The fair value elections for mortgage loans held-for-sale were made due to the expected short-term holding period of these instruments.

Fair Value Measurements

We measure our mortgage-backed securities, investments of consolidated affordable housing fund, derivative assets and liabilities, domestic servicing rights intangible asset and any assets or liabilities where we have elected the fair value option at fair value. When actively quoted observable prices are not available, we either use implied pricing from similar assets and liabilities or valuation models based on net present values of estimated future cash flows, adjusted as appropriate for liquidity, credit, market and/or other risk factors.

As discussed above, we measure the assets and liabilities of consolidated securitization VIEs at fair value pursuant to our election of the fair value option. The securitization VIEs in which we invest are “static”; that is, no reinvestment is permitted, and there is no active management of the underlying assets. In determining the fair value of the assets and liabilities of the securitization VIEs, we maximize the use of observable inputs over unobservable inputs. Refer to Note 21 for further discussion regarding our fair value measurements.

Business Combinations

Under ASC 805, *Business Combinations*, the acquirer in a business combination must recognize, with certain exceptions, the fair values of assets acquired, liabilities assumed, and non-controlling interests when the acquisition constitutes a change in control of the acquired entity. As goodwill is calculated as a residual, all goodwill of the acquired business, not just the acquirer’s share, is recognized under this “full goodwill” approach. During the measurement period, a period which shall not exceed one year, we prospectively adjust the provisional amounts recognized to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognized.

We apply the asset acquisition provisions of ASC 805 in accounting for acquisitions of real estate with in-place leases where substantially all of the fair value of the assets acquired is concentrated in either a single identifiable asset or group of similar identifiable assets. This results in the acquired properties being recognized initially at their purchase price inclusive of acquisition costs, which are capitalized. All other acquisitions of real estate with in-place leases are accounted for in accordance with the business combination provisions of ASC 805. We also apply the asset acquisition provisions of ASC 805 for acquired real estate assets where a lease is entered into concurrently with the acquisition of the asset, such as in sale leaseback transactions.

Cash and Cash Equivalents

Cash and cash equivalents include cash in banks and short-term investments. Short-term investments are comprised of highly liquid instruments with original maturities of three months or less. The Company maintains its cash and cash equivalents in multiple financial institutions and at times these balances exceed federally insurable limits.

Restricted Cash

Restricted cash includes cash and cash equivalents that are legally or contractually restricted as to withdrawal or usage and primarily includes (i) cash collateral associated with derivative financial instruments, (ii) loan payments received by our Infrastructure Lending Segment which are restricted by our lender and periodically applied, in part, to the outstanding balance of the Infrastructure Lending debt facility and (iii) funds held on behalf of borrowers and tenants.

Loans Held-for-Investment

Loans that are held for investment (“HFI”) are carried at cost, net of unamortized acquisition premiums or discounts, loan fees and origination costs, as applicable, and net of credit loss allowances as discussed below, unless we have elected to apply the fair value option at purchase.

Loans Held-For-Sale

Our loans that we intend to sell or liquidate in the short-term are classified as held-for-sale and are carried at the lower of amortized cost or fair value, unless we have elected to apply the fair value option at origination or purchase. We periodically enter into derivative financial instruments to hedge unpredictable changes in fair value of loans held-for-sale, including changes resulting from both interest rates and credit quality. Because these derivatives are not designated, changes in their fair value are recorded in earnings. In order to best reflect the results of the hedged loan portfolio in earnings, we have elected the fair value option for these loans. As a result, changes in the fair value of the loans are also recorded in earnings.

Investment Securities

We designate our debt investment securities as held-to-maturity (“HTM”), available-for-sale (“AFS”), or trading depending on our investment strategy and ability to hold such securities to maturity. HTM debt securities where we have not elected to apply the fair value option are stated at cost plus any premiums or discounts, which are amortized or accreted through the consolidated statements of operations using the effective interest method. Debt securities we (i) do not hold for the purpose of selling in the near-term, or (ii) may dispose of prior to maturity, are classified as AFS and are carried at fair value in the

accompanying financial statements. Unrealized gains or losses on AFS debt securities where we have not elected the fair value option are reported as a component of accumulated other comprehensive income (“AOCI”) in stockholders’ equity. Our HTM and AFS debt securities are also subject to credit loss allowances as discussed below.

Our only equity investment security is carried at fair value, with unrealized holding gains and losses recorded in earnings.

Credit Losses

Loans and Debt Securities Measured at Amortized Cost

ASC 326, *Financial Instruments – Credit Losses*, became effective for the Company on January 1, 2020. ASC 326 mandates the use of a current expected credit loss model (“CECL”) for estimating future credit losses of certain financial instruments measured at amortized cost, instead of the “incurred loss” credit model previously required under GAAP. The CECL model requires the consideration of possible credit losses over the life of an instrument as opposed to only estimating credit losses upon the occurrence of a discrete loss event under the previous “incurred loss” methodology. The CECL model applies to our HFI loans and our HTM debt securities which are carried at amortized cost, including future funding commitments and accrued interest receivable related to those loans and securities. However, as permitted by ASC 326, we have elected not to measure an allowance for credit losses on accrued interest receivable (which is classified separately on our consolidated balance sheet), but rather write off in a timely manner by reversing interest income and/or cease accruing interest that would likely be uncollectible. Our adoption of the CECL model resulted in a \$32.3 million increase to our total allowance for credit losses, which was recognized as a cumulative-effect adjustment to accumulated deficit as of January 1, 2020.

As we do not have a history of realized credit losses on our HFI loans and HTM securities, we have subscribed to third party database services to provide us with historical industry losses for both commercial real estate and infrastructure loans. Using these losses as a benchmark, we determine expected credit losses for our loans and securities on a collective basis within our commercial real estate and infrastructure portfolios. See Note 5 for further discussion of our methodologies.

We also evaluate each loan and security measured at amortized cost for credit deterioration at least quarterly. Credit deterioration occurs when it is deemed probable that we will not be able to collect all amounts due according to the contractual terms of the loan or security. If a loan or security is considered to be credit deteriorated, we depart from the industry loss rate approach described above and determine the credit loss allowance as any excess of the amortized cost basis of the loan or security over (i) the present value of expected future cash flows discounted at the contractual effective interest rate or (ii) the fair value of the collateral, if repayment is expected solely from the collateral.

Available-for-Sale Debt Securities

Separate provisions of ASC 326 apply to our AFS debt securities, which are carried at fair value with unrealized gains and losses reported as a component of AOCI. We are required to establish an initial credit loss allowance for those securities that are purchased with credit deterioration (“PCD”) by grossing up the amortized cost basis of each security and providing an offsetting credit loss allowance for the difference between expected cash flows and contractual cash flows, both on a present value basis. As of the January 1, 2020 effective date, no such credit loss allowance gross-up was required on our AFS debt securities with PCD due to their individual unrealized gain positions as of that date.

Subsequently, cumulative adverse changes in expected cash flows on our AFS debt securities are recognized currently as an increase to the allowance for credit losses. However, the allowance is limited to the amount by which the AFS debt security’s amortized cost exceeds its fair value. Favorable changes in expected cash flows are first recognized as a decrease to the allowance for credit losses (recognized currently in earnings). Such changes would be recognized as a prospective yield adjustment only when the allowance for credit losses is reduced to zero. A change in expected cash flows that is attributable solely to a change in a variable interest reference rate does not result in a credit loss and is accounted for as a prospective yield adjustment.

Properties Held-For-Investment

Properties, net, as reported on our consolidated balance sheets, consist of commercial real estate properties held-for-investment and are recorded at cost, less accumulated depreciation and impairments, if any. Properties consist primarily of land, buildings and improvements. Land is not depreciated, and buildings and improvements are depreciated on a straight-line basis over their estimated useful lives. Ordinary repairs and maintenance are expensed as incurred; major replacements and

betterments are capitalized and depreciated on a straight-line basis over their estimated useful lives. We review properties for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Recoverability is determined by comparing the carrying amount of the property to the undiscounted future net cash flows it is expected to generate. If such carrying amount exceeds the expected undiscounted future net cash flows, we adjust the carrying amount of the property to its estimated fair value.

Properties Held-For-Sale

Properties and any associated intangible assets are presented within properties held-for-sale on our consolidated balance sheet when the sale of the property is considered probable, at which time we cease depreciation and amortization of the property and the associated intangibles. Held-for-sale properties are reported at the lower of their carrying value or fair value less costs to sell. There were no properties held-for-sale at December 31, 2021 or 2020.

Investments of Consolidated Affordable Housing Fund

On November 5, 2021, we established Woodstar Portfolio Holdings, LLC (the “Woodstar Fund”), an investment fund which holds our Woodstar multifamily affordable housing portfolios consisting of 59 properties with 15,057 units located in Central and South Florida. As managing member of the Woodstar Fund, we manage interests purchased by third party investors seeking capital appreciation and an ongoing return, for which we earn (i) a management fee based on each investor’s share of total Woodstar Fund equity; and (ii) an incentive distribution if the Woodstar Fund’s returns exceed an established threshold. In connection with the establishment of the Woodstar Fund, we entered into subscription and other related agreements with certain third party institutional investors to sell, through a feeder fund structure, an aggregate 20.6% interest in the Woodstar Fund for an initial aggregate subscription price of \$216.0 million, which was adjusted to \$214.2 million post-closing. The Woodstar Fund has an initial term of eight years.

Effective with the third party interest sale, the Woodstar Fund has the characteristics of an investment company under ASC 946, *Financial Services – Investment Companies*. Accordingly, the Woodstar Fund is required to carry the investments in its properties at fair value, with a cumulative effect adjustment between the fair value and previous carrying value of its investments recognized in stockholders’ equity as of November 5, 2021, the date of the Woodstar Fund’s change in status to an investment company. Such cumulative effect adjustment amounted to \$1.2 billion, as reflected in our consolidated statement of equity for the year ended December 31, 2021. Because we are the primary beneficiary of the Woodstar Fund, which is a VIE (as discussed in Note 16), we consolidate the accounts of the Woodstar Fund into our consolidated financial statements, retaining the fair value basis of accounting for its investments. Realized and unrealized changes in the fair value of the Woodstar Fund’s property investments, and distributions thereon, are recognized in the “Income from affordable housing fund investments” caption within the other income (loss) section of our consolidated statement of operations. See Note 8 for further details regarding the Woodstar Fund’s investments and related income and Note 18 with respect to its contingently redeemable non-controlling interests which are classified as “Temporary Equity” in our consolidated balance sheet.

Investments in Unconsolidated Entities

We own non-controlling equity interests in various privately-held partnerships and limited liability companies. Unless we elect the fair value option under ASC 825, we use the fair value practicability election described below to account for investments in which our interest is so minor that we have virtually no influence over the underlying investees. We use the equity method to account for all other non-controlling interests in partnerships and limited liability companies. Equity method investments are initially recorded at cost and subsequently adjusted for our share of income or loss, as well as contributions made or distributions received.

Our other equity investments set forth in Note 9 do not have readily determinable fair values. Therefore, we have elected the fair value practicability exception under ASC 321, *Equity Securities*, whereby we measure those investments within its scope at cost, less any impairment, plus or minus observable price changes from orderly transactions of identical or similar investments of the same issuer. Our former investment in Federal Home Loan Bank (“FHLB”) stock, which is not within the scope of ASC 321, was carried at cost less any impairment.

We review our equity method and other investments not subject to the fair value practicability election for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. For our investments under the fair value practicability election, we perform a qualitative assessment to identify impairment at the end of each reporting period. An impairment loss is measured based on the excess of the carrying amount of an investment over its estimated fair value. Impairment analyses are based on current plans, intended holding periods, estimated fair values of underlying assets and available information at the time the analyses are prepared.

Goodwill

Goodwill is not amortized, but rather tested for impairment annually or more frequently if events or changes in circumstances indicate potential impairment. Goodwill at December 31, 2021 represents the excess of the consideration paid over the fair value of net assets acquired in connection with the acquisitions of LNR Property LLC (“LNR”) in April 2013 and the Infrastructure Lending Segment in September 2018 and October 2018.

In testing goodwill for impairment, we follow ASC 350, *Intangibles—Goodwill and Other*, which permits a qualitative assessment of whether it is more likely than not that the fair value of a reporting unit is less than its carrying value including goodwill. If the qualitative assessment determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying value including goodwill, then no impairment is determined to exist for the reporting unit. However, if the qualitative assessment determines that it is more likely than not that the fair value of the reporting unit is less than its carrying value including goodwill, or we choose not to perform the qualitative assessment, then we compare the fair value of that reporting unit with its carrying value, including goodwill. ASU 2017-04, *Goodwill and Other (Topic 350) – Simplifying the Test for Goodwill Impairment*, became effective for the Company on January 1, 2020. This ASU specifies that if the carrying value of a reporting unit exceeds its fair value, goodwill is considered impaired with the impairment loss measured as the excess of the reporting unit’s carrying value (inclusive of goodwill) over its fair value, eliminating the requirement that all assets and liabilities of the reporting unit be remeasured individually in connection with measurement of goodwill impairment.

Servicing Rights Intangibles

Our identifiable intangible assets include domestic special servicing rights for which we have elected to apply the fair value measurement method, which is necessary to conform to our election of the fair value option for measuring the assets and liabilities of the securitization VIEs consolidated pursuant to ASC 810.

Lease Intangibles

In connection with our acquisition of properties, we recognize intangible lease assets and liabilities associated with certain noncancelable operating leases of the acquired properties. These intangible lease assets and liabilities include in-place lease intangible assets, favorable lease intangible assets and unfavorable lease liabilities. In-place lease intangible assets reflect the acquired benefit of purchasing properties with in-place leases and are measured based on estimates of direct costs associated with leasing the property and lost rental income during projected lease-up and free rent periods, both of which are avoided due to the presence of in-place leases at the acquisition date. Favorable and unfavorable lease intangible assets and liabilities reflect the terms of in-place tenant leases being either favorable or unfavorable relative to market terms at the acquisition date. The estimated fair values of our favorable and unfavorable lease assets and liabilities at the respective acquisition dates represent the discounted cash flow differential between the contractual cash flows of such leases and the estimated cash flows that comparable leases at market terms would generate. Our intangible lease assets and liabilities are recognized within intangible assets and other liabilities, respectively, in our consolidated balance sheets. Our in-place lease intangible assets are amortized to amortization expense while our favorable and unfavorable lease intangible assets and liabilities where we are the lessor are amortized to rental income. Both our favorable and unfavorable lease intangible assets and liabilities are amortized over the remaining noncancelable term of the respective leases on a straight-line basis.

Leases

On January 1, 2019, ASC 842, *Leases*, became effective for the Company. ASC 842 establishes a right-of-use model for lessee accounting which results in the recognition of most leased assets and lease liabilities on the balance sheet of the lessee. Lessor accounting was not significantly affected by this ASC. We elected to apply the provisions of ASC 842 as of January 1, 2019 and not to retrospectively adjust prior periods presented. Such application did not result in any cumulative-effect adjustment as of January 1, 2019. We elected the “package of practical expedients” for transition purposes, which permits us not to reassess under the new standard our prior conclusions about lease identification, lease classification and initial direct costs for leases that commenced prior to January 1, 2019. We also elected not to apply the recognition provisions of ASC 842 to short-term leases, which have original lease terms of 12 months or less. As a lessor, we elected not to separate nonlease components, such as reimbursements from tenants for common area maintenance (“CAM”), from lease components for all classes of underlying assets, and continue to recognize such nonlease components ratably in rental income. We also elected to continue to exclude from rental income all sales, use and other similar taxes collected from lessees. As required by ASC 842, we no longer record as revenues and expenses lessor costs (such as property taxes) paid directly by the lessees. The application of ASC 842 has had no material effect on our consolidated financial statements, as all of our leases, as both lessor and lessee, are currently classified as operating leases, which are subject to essentially the same straight-line revenue and expense recognition as in the past.

Derivative Instruments and Hedging Activities

We record all derivatives on our consolidated balance sheets at fair value. The accounting for changes in the fair value of derivatives depends on whether we have elected to designate a derivative in a hedging relationship and have satisfied the criteria necessary to apply hedge accounting under GAAP. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. We regularly enter into derivative contracts that are intended to economically hedge certain of our risks, even though the transactions may not qualify for, or we may not elect to pursue, hedge accounting. In such cases, changes in the fair value of the derivatives are recorded in earnings.

Generally, our derivatives are subject to master netting arrangements, though we elect to present all derivative assets and liabilities on a gross basis within our consolidated balance sheets.

Convertible Senior Notes

Effective January 1, 2021, the Company early adopted ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40)*, which removes certain separation models for convertible debt instruments and convertible preferred stock that require the separation into a debt component and an equity or derivative component. Consequently, our convertible senior notes (the “Convertible Notes”), which were previously accounted for as having separate liability and equity components, are now accounted for as a single liability measured at amortized cost. The standard was adopted using the modified retrospective method of transition, which resulted in a cumulative decrease to additional paid-in capital of \$3.7 million, partially offset by a cumulative decrease to accumulated deficit of \$2.2 million as of January 1, 2021.

Revenue Recognition

Interest Income

Interest income on performing loans and financial instruments is accrued based on the outstanding principal amount and contractual terms of the instrument. For loans where we do not elect the fair value option, origination fees and direct loan origination costs are also recognized in interest income over the loan term as a yield adjustment using the effective interest method. When we elect the fair value option, origination fees and direct loan costs are recorded directly in income and are not deferred. Discounts or premiums associated with the purchase of non-performing loans and investment securities are amortized or accreted into interest income as a yield adjustment on the effective interest method, based on expected cash flows through the expected maturity date of the investment. On at least a quarterly basis, we review and, if appropriate, make adjustments to our cash flow projections.

We cease accruing interest on non-performing loans at the earlier of (i) the loan becoming significantly past due or (ii) management concluding that a full recovery of all interest and principal is doubtful. Interest income on non-accrual loans in which management expects a full recovery of the loan’s outstanding principal balance is only recognized when received in cash. If a full recovery of principal is doubtful, the cost recovery method is applied whereby any cash received is applied to the outstanding principal balance of the loan. A non-accrual loan is returned to accrual status at such time as the loan becomes contractually current and management believes all future principal and interest will be received according to the contractual loan terms.

For loans acquired with deteriorated credit quality, interest income is only recognized to the extent that our estimate of undiscounted expected principal and interest exceeds our investment in the loan. Such excess, if any, is recognized as interest income on a level-yield basis over the life of the loan.

Upon the sale of loans or securities which are not accounted for pursuant to the fair value option, the excess (or deficiency) of net proceeds over the net carrying value of such loans or securities is recognized as a realized gain (loss).

Servicing Fees

We typically seek to be the special servicer on CMBS transactions in which we invest. When we are appointed to serve in this capacity, we earn special servicing fees from the related activities performed, which consist primarily of overseeing the workout of under-performing and non-performing loans underlying the CMBS transactions. These fees are recognized in income in the period in which the services are performed and the revenue recognition criteria have been met.

Rental Income

Rental income is recognized when earned from tenants. For leases that provide rent concessions or fixed escalations over the lease term, rental income is recognized on a straight-line basis over the noncancelable term of the lease. In net lease arrangements, costs reimbursable from tenants are recognized in rental income in the period in which the related expenses are incurred as we are generally the primary obligor with respect to purchasing goods and services for property operations. In instances where the tenant is responsible for property maintenance and repairs and contracts and settles such costs directly with third party service providers, we do not reflect those expenses in our consolidated statement of operations as the tenant is the primary obligor.

Securitizations, Sales and Financing Arrangements

We periodically sell our financial assets, such as commercial mortgage loans, residential loans, CMBS, RMBS and other assets. In connection with these transactions, we may retain or acquire senior or subordinated interests in the related assets. Gains and losses on such transactions are recognized in accordance with ASC 860, *Transfers and Servicing*, which is based on a financial components approach that focuses on control. Under this approach, after a transfer of financial assets that meets the criteria for treatment as a sale—legal isolation, ability of transferee to pledge or exchange the transferred assets without constraint, and transferred control—an entity recognizes the financial assets it retains and any liabilities it has incurred, derecognizes the financial assets it has sold, and derecognizes liabilities when extinguished. We determine the gain or loss on sale of the assets by allocating the carrying value of the sold asset between the sold asset and the interests retained based on their relative fair values, as applicable. The gain or loss on sale is the difference between the cash proceeds from the sale and the amount allocated to the sold asset. If the sold asset is being accounted for pursuant to the fair value option, there is no gain or loss.

Deferred Financing Costs

Costs incurred in connection with debt issuance are capitalized and amortized to interest expense over the terms of the respective debt agreements. Such costs are presented as a direct deduction from the carrying value of the related debt liability.

Acquisition and Investment Pursuit Costs

Costs incurred in connection with acquisitions of investments, loans and businesses, as well as in pursuing unsuccessful acquisitions and investments, are recorded within acquisition and investment pursuit costs in our consolidated statements of operations when incurred. Costs incurred in connection with acquisitions of real estate not accounted for as business combinations are capitalized within the purchase price. These costs reflect services performed by third parties and principally include due diligence and legal services.

Share-Based Payments

The fair value of the restricted stock (“RSAs”) or restricted stock units (“RSUs”) granted is recorded as expense on a straight-line basis over the vesting period for the award, with an offsetting increase in stockholders’ equity. The fair value is determined based upon the stock price on the grant date.

Foreign Currency Translation

Our assets and liabilities denominated in foreign currencies are translated into U.S. dollars using foreign currency exchange rates at the end of the reporting period. Income and expenses are translated at the average exchange rates for each reporting period. The effects of translating the assets, liabilities and income of our foreign investments held by entities with a U.S. dollar functional currency are included in foreign currency gain (loss) in the consolidated statements of operations or other comprehensive income (“OCI”) for debt securities available-for-sale for which the fair value option has not been elected. The effects of translating the assets, liabilities and income of our foreign investments held by entities with functional currencies other than the U.S. dollar are included in OCI. Realized foreign currency gains and losses and changes in the value of foreign

currency denominated monetary assets and liabilities are included in the determination of net income and are reported as foreign currency gain (loss) in our consolidated statements of operations.

Income Taxes

The Company has elected to be taxed as a REIT under the Code. The Company is subject to federal income taxation at corporate rates on its REIT taxable income, however, the Company is allowed a deduction for the amount of dividends paid to its stockholders in arriving at its REIT taxable income. As a result, distributed net income of the Company is subjected to taxation at the stockholder level only. The Company intends to continue operating in a manner that will permit it to maintain its qualification as a REIT for tax purposes.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company evaluates the realizability of its deferred tax assets and recognizes a valuation allowance if, based on the available evidence, both positive and negative, it is more likely than not that some portion or all of its deferred tax assets will not be realized. When evaluating the realizability of its deferred tax assets, the Company considers, among other matters, estimates of expected future taxable income, nature of current and cumulative losses, existing and projected book/tax differences, tax planning strategies available, and the general and industry specific economic outlook. This realizability analysis is inherently subjective, as it requires the Company to forecast its business and general economic environment in future periods.

We recognize tax positions in the financial statements only when it is more likely than not that, based on the technical merits of the tax position, the position will be sustained upon examination by the relevant taxing authority. A tax position is measured at the largest amount of benefit that will more likely than not be realized upon settlement. If, as a result of new events or information, a recognized tax position no longer is considered more likely than not to be sustained upon examination, a liability is established for the unrecognized benefit with a corresponding charge to income tax expense in our consolidated statement of operations. We report interest and penalties, if any, related to income tax matters as a component of income tax expense.

Earnings Per Share

We present both basic and diluted earnings per share ("EPS") amounts in our financial statements. Basic EPS excludes dilution and is computed by dividing income available to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted EPS reflects the maximum potential dilution that could occur from (i) our share-based compensation, consisting of unvested RSAs and RSUs, (ii) shares contingently issuable to our Manager, (iii) the conversion options associated with our Convertible Notes (see Notes 12 and 19) and (iv) non-controlling interests that are redeemable with our common stock (see Note 18). Potential dilutive shares are excluded from the calculation if they have an anti-dilutive effect in the period.

Nearly all of the Company's unvested RSUs and RSAs contain rights to receive non-forfeitable dividends and thus are participating securities. In addition, the non-controlling interests that are redeemable with our common stock are considered participating securities because they earn a preferred return indexed to the dividend rate on our common stock (see Note 18). Due to the existence of these participating securities, the two-class method of computing EPS is required, unless another method is determined to be more dilutive. Under the two-class method, undistributed earnings are reallocated between shares of common stock and participating securities. For the years ended December 31, 2021, 2020 and 2019, the two-class method resulted in the most dilutive EPS calculation.

Concentration of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash investments, CMBS, RMBS, loan investments and interest receivable. We may place cash investments in excess of insured amounts with high quality financial institutions. We perform an ongoing analysis of credit risk concentrations in our investment portfolio by evaluating exposure to various counterparties, markets, underlying property types, contract terms, tenant mix and other credit metrics.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. The most significant and

subjective estimate that we make is the projection of cash flows we expect to receive on our investments, which has a significant impact on the amount of income that we record and/or disclose. In addition, the fair value of assets and liabilities that are estimated using a discounted cash flows method is significantly impacted by the rates at which we estimate market participants would discount the expected cash flows.

We believe the estimates and assumptions underlying our consolidated financial statements are reasonable and supportable based on the information available as of December 31, 2021. However, uncertainty over the ultimate impact the COVID-19 pandemic, including variants and resurgences, will have on the global economy generally, and our business in particular, makes any estimates and assumptions as of December 31, 2021 inherently less certain than they would be absent the current and potential impacts of COVID-19. Actual results may ultimately differ from those estimates.

Recent Accounting Developments

On March 12, 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848) – Facilitation of the Effects of Reference Rate Reform on Financial Reporting*, and on January 11, 2021, issued ASU 2021-01, *Reference Rate Reform (Topic 848) – Scope*, both of which provide optional expedients and exceptions for applying GAAP to contracts, hedging relationships and other transactions that reference LIBOR or other reference rates expected to be discontinued because of reference rate reform. These ASUs are effective through December 31, 2022. The Company has not adopted any of the optional expedients or exceptions through December 31, 2021, but will continue to evaluate the possible adoption of any such expedients or exceptions during the effective period as circumstances evolve.

3. Acquisitions and Divestitures

Investing and Servicing Segment Property Portfolio

During the year ended December 31, 2019, our Investing and Servicing Segment acquired \$8.6 million in net assets of a commercial real estate property from a CMBS trust for a gross purchase price of \$8.8 million. This property, aggregated with the controlling interests in 12 remaining commercial real estate properties acquired from CMBS trusts prior to December 31, 2018, comprise the Investing and Servicing Segment Property Portfolio (the “REIS Equity Portfolio”). There were no significant acquisitions of properties during the years ended December 31, 2021 and 2020. When the properties are acquired from CMBS trusts that are consolidated as VIEs on our balance sheet, the acquisitions are reflected as repayment of debt of consolidated VIEs in our consolidated statements of cash flows.

During the year ended December 31, 2021, we sold two properties within the REIS Equity Portfolio for \$68.7 million. In connection with these sales, we recognized a total gain of \$22.2 million within gain on sale of investments and other assets in our consolidated statement of operations. During the year ended December 31, 2020, we sold a property within the REIS Equity Portfolio for \$24.1 million. In connection with this sale, we recognized a gain of \$7.4 million within gain on sale of investments and other assets in our consolidated statement of operations. During the year ended December 31, 2019, we sold four properties within the Investing and Servicing Segment for \$145.9 million. In connection with these sales, we recognized a total gain of \$59.7 million within gain on sale of investments and other assets in our consolidated statement of operations, of which \$5.3 million was attributable to non-controlling interests.

Commercial and Residential Lending Segment

During the year ended December 31, 2021, we sold an operating property within the Commercial and Residential Lending Segment relating to a grocery distribution facility located in Montgomery, Alabama that was previously acquired in March 2019 through foreclosure of a loan with a carrying value of \$9.0 million (\$20.9 million unpaid principal balance net of an \$8.3 million allowance and \$3.6 million of unamortized discount) at the foreclosure date. The operating property was sold for \$31.2 million and we recognized a gain of \$17.7 million within gain on sale of investments and other assets in our consolidated statements of operations. There were no properties sold within the Commercial and Residential Lending Segment during the years ended December 31, 2020 and 2019.

Ireland Portfolio Sale

On December 23, 2019, we sold the U.S. entity which held the net assets related to our Ireland Portfolio, which was comprised of 11 office properties and one multifamily property all located in Dublin Ireland. The properties within the entity were sold for a gross purchase price of €530.0 million. After certain adjustments, including a €20.7 million tax withholding which was treated as a reduction of purchase price, the net purchase price was €507.6 million, plus estimated net working capital. In connection with the transaction, the buyer assumed our existing third party debt totaling €316.3 million. Our basis

in these assets was €394.7 million, net of €67.5 million of accumulated depreciation. The resulting gain, after selling costs, was €108.0 (or \$119.7) million. This amount was included within gain on sale of investments and other assets in our consolidated statement of operations for the year ended December 31, 2019.

Upon receipt of the net proceeds from the sale, we unwound all of our foreign currency hedges related to this portfolio, which had a fair value of \$16.6 million at the unwind date.

Woodstar Fund

On November 5, 2021, we established the Woodstar Fund and sold a 20.6% interest to third parties. See further discussion in Notes 2 and 8.

4. Restricted Cash

A summary of our restricted cash as of December 31, 2021 and 2020 is as follows (amounts in thousands):

	As of December 31,	
	2021	2020
Cash collateral for derivative financial instruments	\$ 55,032	\$ 89,323
Cash restricted by lender	46,059	42,992
Funds held on behalf of borrowers and tenants	3,420	19,517
Other restricted cash	41	7,113
	<u>\$ 104,552</u>	<u>\$ 158,945</u>

5. Loans

Our loans held-for-investment are accounted for at amortized cost and our loans held-for-sale are accounted for at the lower of cost or fair value, unless we have elected the fair value option for either. The following tables summarize our investments in mortgages and loans as of December 31, 2021 and 2020 (dollars in thousands):

	Carrying Value	Face Amount	Weighted Average Coupon (1)	Weighted Average Life ("WAL") (years)(2)
December 31, 2021				
Loans held-for-investment:				
Commercial loans:				
First mortgages (3)	\$ 12,991,099	\$ 13,067,524	4.6 %	1.9
Subordinated mortgages (4)	70,771	72,371	9.8 %	2.8
Mezzanine loans (3)	417,504	415,155	9.4 %	1.4
Other	17,424	19,029	8.2 %	2.1
Total commercial loans	13,496,798	13,574,079		
Infrastructure first priority loans (5)	2,048,096	2,071,912	4.4 %	4.3
Residential loans, fair value option (6)	59,225	60,133	6.0 %	N/A (7)
Total loans held-for-investment	15,604,119	15,706,124		
Loans held-for-sale:				
Residential, fair value option (6)	2,590,005	2,525,910	4.2 %	N/A (7)
Commercial, fair value option	286,795	289,761	4.0 %	9.0
Total loans held-for-sale	2,876,800	2,815,671		
Total gross loans	18,480,919	\$ 18,521,795		
Credit loss allowances:				
Commercial loans held-for-investment	(46,600)			
Infrastructure loans held-for-investment	(20,670)			
Total allowances	(67,270)			
Total net loans	\$ 18,413,649			
December 31, 2020				
Loans held-for-investment:				
Commercial loans:				
First mortgages (3)	\$ 8,931,772	\$ 8,978,373	5.3 %	1.5
Subordinated mortgages (4)	71,185	72,257	8.8 %	2.8
Mezzanine loans (3)	620,319	619,352	10.1 %	1.6
Other	30,284	33,626	8.9 %	1.8
Total commercial loans	9,653,560	9,703,608		
Infrastructure first priority loans (5)	1,420,273	1,439,940	4.4 %	4.3
Residential loans, fair value option (6)	90,684	86,796	6.0 %	N/A (7)
Total loans held-for-investment	11,164,517	11,230,344		
Loans held-for-sale:				
Residential, fair value option (6)	841,963	820,807	6.0 %	N/A (7)
Commercial, fair value option	90,332	90,789	3.9 %	10.0
Infrastructure, lower of cost or fair value (5)	120,540	120,900	3.1 %	3.2
Total loans held-for-sale	1,052,835	1,032,496		
Total gross loans	12,217,352	\$ 12,262,840		
Credit loss allowances:				
Commercial loans held-for-investment	(69,611)			
Infrastructure loans held-for-investment	(7,833)			
Total allowances	(77,444)			
Total net loans	\$ 12,139,908			

- (1) Calculated using LIBOR or other applicable index rates as of December 31, 2021 and 2020 for variable rate loans.
- (2) Represents the WAL of each respective group of loans as of the respective balance sheet date. The WAL of each individual loan is calculated using amounts and timing of future principal payments, as projected at origination or acquisition.
- (3) First mortgages include first mortgage loans and any contiguous mezzanine loan components because as a whole, the expected credit quality of these loans is more similar to that of a first mortgage loan. The application of this methodology resulted in mezzanine loans with carrying values of \$1.4 billion and \$877.3 million being classified as first mortgages as of December 31, 2021 and 2020, respectively.
- (4) Subordinated mortgages include B-Notes and junior participation in first mortgages where we do not own the senior A-Note or senior participation. If we own both the A-Note and B-Note, we categorize the loan as a first mortgage loan.
- (5) During the year ended December 31, 2021, \$61.3 million of infrastructure loans held-for-sale were reclassified into loans held-for-investment. During the year ended December 31, 2020, \$104.3 million of infrastructure loans held-for-sale were reclassified into loans held-for-investment and \$174.6 million of infrastructure loans held-for-investment were reclassified into loans held-for-sale.
- (6) During the year ended December 31, 2021, \$94.2 million of residential loans held-for-sale were reclassified into loans held-for-investment and \$125.4 million of residential loans held-for-investment were reclassified into loans held-for-sale. During the year ended December 31, 2020, \$575.3 million of residential loans held-for-investment were reclassified into loans held-for-sale.
- (7) Residential loans have a weighted average remaining contractual life of 29.4 years and 27.9 years as of December 31, 2021 and 2020, respectively.

As of December 31, 2021, our variable rate loans held-for-investment were as follows (dollars in thousands):

<u>December 31, 2021</u>	<u>Carrying Value</u>	<u>Weighted-average Spread Above Index</u>
Commercial loans	\$ 13,190,863	4.1 %
Infrastructure loans	2,048,096	3.8 %
Total variable rate loans held-for-investment	<u>\$ 15,238,959</u>	4.1 %

Credit Loss Allowances

As discussed in Note 2, we do not have a history of realized credit losses on our HFI loans and HTM securities, so we have subscribed to third party database services to provide us with industry losses for both commercial real estate and infrastructure loans. Using these losses as a benchmark, we determine expected credit losses for our loans and securities on a collective basis within our commercial real estate and infrastructure portfolios.

For our commercial loans, we utilize a loan loss model that is widely used among banks and commercial mortgage REITs and is marketed by a leading CMBS data analytics provider. It employs logistic regression to forecast expected losses at the loan level based on a commercial real estate loan securitization database that contains activity dating back to 1998. We provide specific loan-level inputs which include loan-to-stabilized-value (“LTV”) and debt service coverage ratio (DSCR) metrics, as well as principal balances, property type, location, coupon, origination year, term, subordination, expected repayment dates and future fundings. We also select from a group of independent five-year macroeconomic forecasts included in the model that are updated regularly based on current economic trends. We categorize the results by LTV range, which we consider the most significant indicator of credit quality for our commercial loans, as set forth in the credit quality indicator table below. A lower LTV ratio typically indicates a lower credit loss risk.

The macroeconomic forecasts do not differentiate among property types or asset classes. Instead, these forecasts reference general macroeconomic growth factors which apply broadly across all assets. However, the COVID-19 pandemic has had a more negative impact on certain property types, principally retail and hospitality, which were initially impacted by lockdowns and partial reopenings and reduced consumer travel. The office sector has also been adversely affected due to the increase in remote working arrangements. The broad macroeconomic forecasts do not account for such differentiation. Accordingly, we have selected a more adverse macroeconomic recovery forecast related to these property types in determining our credit loss allowance.

For our infrastructure loans, we utilize a database of historical infrastructure loan performance that is shared among a consortium of banks and other lenders and compiled by a major bond credit rating agency. The database is representative of industry-wide project finance activity dating back to 1983. We derive historical loss rates from the database filtered by industry, sub-industry, term and construction status for each of our infrastructure loans. Those historical loss rates reflect global economic cycles over a long period of time as well as average recovery rates. We categorize the results between the power and oil and gas industries, which we consider the most significant indicator of credit quality for our infrastructure loans, as set forth in the credit quality indicator table below.

As discussed in Note 2, we use a discounted cash flow or collateral value approach, rather than the industry loan loss approach described above, to determine credit loss allowances for any credit deteriorated loans.

We regularly evaluate the extent and impact of any credit deterioration associated with the performance and/or value of the underlying collateral, as well as the financial and operating capability of the borrower. Specifically, the collateral's operating results and any cash reserves are analyzed and used to assess (i) whether cash flow from operations is sufficient to cover the debt service requirements currently and into the future, (ii) the ability of the borrower to refinance the loan and/or (iii) the collateral's liquidation value. We also evaluate the financial wherewithal of any loan guarantors as well as the borrower's competency in managing and operating the collateral. In addition, we consider the overall economic environment, real estate or industry sector, and geographic sub-market in which the borrower operates. Such analyses are completed and reviewed by asset management and finance personnel who utilize various data sources, including (i) periodic financial data such as property operating statements, occupancy, tenant profile, rental rates, operating expenses, the borrower's exit plan, and capitalization and discount rates, (ii) site inspections and (iii) current credit spreads and discussions with market participants.

The significant credit quality indicators for our loans measured at amortized cost, which excludes loans held-for-sale, were as follows as of December 31, 2021 (dollars in thousands):

As of December 31, 2021	Term Loans Amortized Cost Basis by Origination Year						Revolving Loans Amortized Cost Total	Total Amortized Cost Basis	Credit Loss Allowance
	2021	2020	2019	2018	2017	Prior			
Commercial loans:									
Credit quality indicator:									
LTV < 60%	\$2,270,678	\$ 778,838	\$1,294,515	\$ 534,351	\$ 639,455	\$ 313,089	\$ —	\$ 5,830,926	\$ 11,831
LTV 60% - 70%	3,766,294	248,021	1,127,493	571,726	—	82,329	—	5,795,863	21,502
LTV > 70%	737,069	273,417	379,452	395,793	—	61,929	—	1,847,660	8,342
Credit deteriorated	—	—	—	—	—	4,925	—	4,925	4,925
Defeased and other	—	—	—	—	—	17,424	—	17,424	—
Total commercial ...	<u>\$6,774,041</u>	<u>\$1,300,276</u>	<u>\$2,801,460</u>	<u>\$1,501,870</u>	<u>\$ 639,455</u>	<u>\$ 479,696</u>	<u>\$ —</u>	<u>\$ 13,496,798</u>	<u>\$ 46,600</u>
Infrastructure loans:									
Credit quality indicator:									
Power	\$ 211,788	\$ 82,103	\$ 228,634	\$ 427,794	\$ 120,348	\$ 235,177	\$ 8,529	\$ 1,314,373	\$ 4,705
Oil and gas	297,588	15,442	241,866	97,471	45,068	—	1,903	699,338	5,844
Credit deteriorated	—	—	—	—	—	34,385	—	34,385	10,121
Total infrastructure .	<u>\$ 509,376</u>	<u>\$ 97,545</u>	<u>\$ 470,500</u>	<u>\$ 525,265</u>	<u>\$ 165,416</u>	<u>\$ 269,562</u>	<u>\$ 10,432</u>	<u>\$ 2,048,096</u>	<u>\$ 20,670</u>
Residential loans held-for-investment, fair value option								59,225	—
Loans held-for-sale								2,876,800	—
Total gross loans								\$ 18,480,919	\$ 67,270

Non-Credit Deteriorated Loans

As of December 31, 2021, we had the following loans with a combined amortized cost basis of \$456.5 million that were 90 days or greater past due at December 31, 2021: (i) a \$199.1 million senior loan on a retail and entertainment project in New Jersey, of which \$7.3 million was converted into equity interests (see Note 9); (ii) a \$219.8 million senior loan on an office building in California; (iii) a \$9.2 million loan on a hospitality asset in New York that our Investing and Servicing Segment acquired as nonperforming in October 2021; and (iv) \$28.4 million of residential loans. Loans on nonaccrual as of December 31, 2021 include (i) above and a \$32.7 million mezzanine loan secured by an office building in Texas. We also own a participating interest in the senior mortgage loan which was current as of December 31, 2021. None of these loans are considered credit deteriorated as we presently expect to recover all amounts due.

Credit Deteriorated Loans

As of December 31, 2021, we had the following loans with a combined amortized cost basis of \$39.3 million which were deemed credit deteriorated and are on nonaccrual status: (i) a \$34.4 million senior loan participation secured by a natural gas-fired power plant in Massachusetts, for which we recorded a credit loss allowance of \$10.1 million in 2021 based on our share of the estimated fair value of the asset and for which interest collections were current as of December 31, 2021; and (ii) a \$4.9 million subordinated loan secured by a department store in Chicago.

Foreclosures

In April 2021, we foreclosed on certain credit deteriorated loans related to a residential conversion project located in New York City, which resulted in our obtaining physical possession of the underlying collateral. The net carrying value of the loans related to this project totaled \$100.5 million and consisted of: (i) a first mortgage and mezzanine loan with a net carrying value of \$71.5 million, for which we consolidated the underlying property collateral in October 2020 when we obtained control over certain pledged equity interests of the borrower; and (ii) a first mortgage loan with a net carrying value of \$29.0 million that was not subject to the pledged equity interests and thus continued to be reflected as a loan on our consolidated balance sheet until the April 2021 foreclosure. See Note 7 for further detail.

The following tables present the activity in our credit loss allowance for funded loans and unfunded commitments (amounts in thousands):

	Funded Commitments Credit Loss Allowance		
	Loans Held-for-Investment		Total Funded Loans
	Commercial	Infrastructure	
Year Ended December 31, 2021			
Credit loss allowance at December 31, 2020	\$ 69,611	\$ 7,833	\$ 77,444
Credit loss (reversal) provision, net	(7,947)	12,580	4,633
Charge-offs	(14,807) (1)	—	(14,807)
Recoveries	—	—	—
Transfers	(257)	257	—
Credit loss allowance at December 31, 2021	<u>\$ 46,600</u>	<u>\$ 20,670</u>	<u>\$ 67,270</u>
	Unfunded Commitments Credit Loss Allowance (2)		
	Loans Held-for-Investment		Total
	Commercial	Infrastructure	
Year Ended December 31, 2021			
Credit loss allowance at December 31, 2020	\$ 5,258	\$ 812	\$ 6,070
Credit loss provision (reversal), net	1,434	(667)	767
Credit loss allowance at December 31, 2021	<u>\$ 6,692</u>	<u>\$ 145</u>	<u>\$ 6,837</u>
Memo: Unfunded commitments as of December 31, 2021 (3)	<u>\$ 2,236,598</u>	<u>\$ 15,430</u>	<u>\$ 2,252,028</u>

- (1) Relates to a \$7.8 million unsecured promissory note deemed uncollectible in connection with a residential conversion project located in New York City and a \$7.0 million subordinated mortgage note deemed uncollectible in connection with a vacant department store in the Chicago area. Both notes were previously considered credit deteriorated and were fully reserved at or prior to write-off.
- (2) Included in accounts payable, accrued expenses and other liabilities in our consolidated balance sheets.
- (3) Represents amounts expected to be funded (see Note 23).

Loan Portfolio Activity

The activity in our loan portfolio was as follows (amounts in thousands):

Year Ended December 31, 2021	Held-for-Investment Loans			Held-for-Sale Loans	Total Loans
	Commercial	Infrastructure	Residential		
Balance at December 31, 2020	\$ 9,583,949	\$ 1,412,440	\$ 90,684	\$ 1,052,835	\$ 12,139,908
Acquisitions/originations/additional funding	7,822,441	817,104	—	5,351,034	13,990,579
Capitalized interest (1)	112,178	—	4,308	2,650	119,136
Basis of loans sold (2)	(307,454)	(12,678)	—	(3,856,736)	(4,176,868)
Loan maturities/principal repayments	(3,508,969)	(304,878)	(31,251)	(352,711)	(4,197,809)
Discount accretion/premium amortization	52,416	5,028	—	504	57,948
Changes in fair value	—	—	1,186	67,864	69,050
Foreign currency translation gain/(loss), net	(71,419)	(711)	—	—	(72,130)
Credit loss reversal (provision), net	7,947	(12,580)	—	—	(4,633)
Loan foreclosure and conversion to equity interest	(36,308)	—	—	—	(36,308) (3)
Transfer to/from other asset classifications or between segments	(204,583)	123,701	(5,702)	611,360	524,776 (4)
Balance at December 31, 2021	<u>\$ 13,450,198</u>	<u>\$ 2,027,426</u>	<u>\$ 59,225</u>	<u>\$ 2,876,800</u>	<u>\$ 18,413,649</u>

Year Ended December 31, 2020	Held-for-Investment Loans			Held-for-Sale Loans	Total Loans
	Commercial	Infrastructure	Residential		
Balance at December 31, 2019	\$ 8,517,054	\$ 1,397,448	\$ 671,572	\$ 884,150	\$ 11,470,224
Cumulative effect of ASC 326 effective January 1, 2020	(10,112)	(10,328)	—	—	(20,440)
Acquisitions/originations/additional funding	2,753,782	278,694	100,720	2,204,203	5,337,399
Capitalized interest (1)	143,818	195	—	—	144,013
Basis of loans sold (2)	(443,793)	—	(604)	(2,862,606)	(3,307,003)
Loan maturities/principal repayments	(1,398,991)	(189,288)	(90,273)	(142,644)	(1,821,196)
Discount accretion/premium amortization	39,642	2,447	—	110	42,199
Changes in fair value	—	—	(15,382)	148,506	133,124
Foreign currency translation gain/(loss), net	102,748	1,096	—	(1,291)	102,553
Credit loss (provision) reversal, net	(48,711)	2,495	—	125	(46,091)
Transfer to/from other asset classifications	(71,488) (5)	(70,319)	(575,349)	822,282 (6)	105,126
Balance at December 31, 2020	<u>\$ 9,583,949</u>	<u>\$ 1,412,440</u>	<u>\$ 90,684</u>	<u>\$ 1,052,835</u>	<u>\$ 12,139,908</u>

Year Ended December 31, 2019	Held-for-Investment Loans			Held-for-Sale Loans	Loans Transferred As Secured Borrowings	Total Loans
	Commercial	Infrastructure	Residential			
Balance at December 31, 2018	\$ 7,075,577	\$ 1,456,779	\$ —	\$ 1,187,552	\$ 74,346	\$ 9,794,254
Acquisitions/originations/additional funding	4,161,584	902,053	394,697	3,636,380	—	9,094,714
Capitalized interest (1)	110,632	—	—	—	—	110,632
Basis of loans sold (2)	(743,425)	—	(106)	(3,567,859)	—	(4,311,390)
Loan maturities/principal repayments	(2,172,068)	(832,998)	(62,704)	(162,376)	(74,692)	(3,304,838)
Discount accretion/premium amortization	30,128	2,072	—	2,841	346	35,387
Changes in fair value	—	—	(1,314)	72,915	—	71,601
Foreign currency translation gain/(loss), net	38,050	—	—	2,105	—	40,155
Credit loss provision, net	(2,616)	(3,314)	—	(1,196)	—	(7,126)
Loan foreclosures	(27,303)	—	—	—	—	(27,303)
Transfer to/from other asset classifications	46,495	(127,144)	340,999	(286,212)	—	(25,862)
Balance at December 31, 2019	\$ 8,517,054	\$ 1,397,448	\$ 671,572	\$ 884,150	\$ —	\$ 11,470,224

- (1) Represents accrued interest income on loans whose terms do not require current payment of interest.
- (2) See Note 13 for additional disclosure on these transactions.
- (3) Includes (i) a \$29.0 million credit deteriorated loan related to a residential conversion project which was foreclosed in April 2021 and (ii) \$7.3 million of a commercial loan that was converted to equity interests in March 2021 (see Note 9) pursuant to a consensual transfer under pre-existing equity pledges of additional collateral, both as described above.
- (4) Net transfers represent residential loans transferred from VIE assets upon redemption of three consolidated RMBS trusts.
- (5) Represents the net carrying value of credit deteriorated first mortgage and contiguous mezzanine loans related to a residential conversion project located in New York City that was eliminated as a result of consolidating the net assets of the borrower entities upon exercising control over their pledged equity interests in October 2020.
- (6) Includes \$176.6 million of residential loans transferred from VIE assets upon redemption of a consolidated RMBS trust.

6. Investment Securities

Investment securities were comprised of the following as of December 31, 2021 and 2020 (amounts in thousands):

	Carrying Value as of	
	December 31, 2021	December 31, 2020
RMBS, available-for-sale	\$ 143,980	\$ 167,349
RMBS, fair value option (1)	250,424	235,997
CMBS, fair value option (1), (2)	1,263,606	1,209,030
HTM debt securities, amortized cost net of credit loss allowance of \$8,610 and \$5,675	683,136	538,605
Equity security, fair value	11,624	11,247
Subtotal—Investment securities	2,352,770	2,162,228
VIE eliminations (1)	(1,491,786)	(1,425,570)
Total investment securities	<u>\$ 860,984</u>	<u>\$ 736,658</u>

- (1) Certain fair value option CMBS and RMBS are eliminated in consolidation against VIE liabilities pursuant to ASC 810.
- (2) Includes \$182.6 million and \$179.5 million of non-controlling interests in the consolidated entities which hold certain of these CMBS as of December 31, 2021 and 2020, respectively.

Purchases, sales, principal collections and redemptions for all investment securities were as follows (amounts in thousands):

	RMBS, available-for-sale	RMBS, fair value option	CMBS, fair value option	HTM Securities	Securitization VIEs (1)	Total
<u>Year Ended December 31, 2021</u>						
Purchases	\$ —	\$ 168,825	\$ 71,476	\$ 198,358	\$ (240,301)	\$ 198,358
Sales	—	30,684	38,714	—	(69,398)	—
Principal collections	30,722	63,144	7,732	54,725	(68,873)	87,450
Redemptions	—	51,187	—	—	(51,187)	—
<u>Year Ended December 31, 2020</u>						
Purchases/fundings	\$ —	\$ 282,368	\$ 49,416	\$ 22,408	\$ (331,784)	\$ 22,408
Sales	—	135,567	37,867	—	(165,494)	7,940
Principal collections	26,000	44,197	30,079	52,704	(69,447)	83,533
Redemptions	—	10,474	—	—	(10,474)	—
<u>Year Ended December 31, 2019</u>						
Purchases	\$ —	\$ 120,103	\$ 238,213	\$ 91,162	\$ (351,220)	\$ 98,258
Sales	—	41,501	150,365	—	(184,540)	7,326
Principal collections	26,929	16,500	40,490	167,383	(45,642)	205,660

- (1) Represents RMBS and CMBS, fair value option amounts eliminated due to our consolidation of securitization VIEs. These amounts are reflected as issuance or repayment of debt of, or distributions from, consolidated VIEs in our consolidated statements of cash flows.

RMBS, Available-for-Sale

The Company classified all of its RMBS not eliminated in consolidation as available-for-sale as of December 31, 2021 and 2020. These RMBS are reported at fair value in the balance sheet with changes in fair value recorded in accumulated other comprehensive income ("AOCI").

The tables below summarize various attributes of our investments in available-for-sale RMBS as of December 31, 2021 and 2020 (amounts in thousands):

	Amortized Cost	Credit Loss Allowance	Net Basis	Unrealized Gains or (Losses) Recognized in AOCI			Fair Value
				Gross Unrealized Gains	Gross Unrealized Losses	Net Fair Value Adjustment	
<u>December 31, 2021</u>							
RMBS	\$ 103,027	\$ —	\$ 103,027	\$ 41,052	\$ (99)	\$ 40,953	\$ 143,980
<u>December 31, 2020</u>							
RMBS	\$ 123,292	\$ —	\$ 123,292	\$ 44,123	\$ (66)	\$ 44,057	\$ 167,349
						Weighted Average Coupon (1)	WAL (Years) (2)
<u>December 31, 2021</u>							
RMBS						1.3 %	5.3

- (1) Calculated using the December 31, 2021 one-month LIBOR rate of 0.101% for floating rate securities.
- (2) Represents the remaining WAL of each respective group of securities as of the balance sheet date. The WAL of each individual security is calculated using projected amounts and projected timing of future principal payments.

As of December 31, 2021, approximately \$126.4 million, or 88%, of RMBS were variable rate. We purchased all of the RMBS at a discount, a portion of which is accreted into income over the expected remaining life of the security. The majority of the income from this strategy is earned from the accretion of this accretable discount.

We have engaged a third party manager who specializes in RMBS to execute the trading of RMBS, the cost of which was \$0.9 million, \$0.8 million and \$1.5 million for the years ended December 31, 2021, 2020 and 2019, respectively, recorded as management fees in the accompanying consolidated statements of operations.

The following table presents the gross unrealized losses and estimated fair value of any available-for-sale securities that were in an unrealized loss position as of December 31, 2021 and 2020, and for which an allowance for credit losses has not been recorded (amounts in thousands):

	Estimated Fair Value		Unrealized Losses	
	Securities with a loss less than 12 months	Securities with a loss greater than 12 months	Securities with a loss less than 12 months	Securities with a loss greater than 12 months
<u>As of December 31, 2021</u>				
RMBS	\$ 2,478	\$ —	\$ (99)	\$ —
<u>As of December 31, 2020</u>				
RMBS	\$ 438	\$ 1,195	\$ (25)	\$ (41)

As of December 31, 2021 and 2020, there were one and two securities, respectively, with unrealized losses reflected in the table above. After evaluating the securities and recording adjustments for credit losses, we concluded that the remaining unrealized losses reflected above were noncredit-related and would be recovered from the securities' estimated future cash flows. We considered a number of factors in reaching this conclusion, including that we did not intend to sell the securities, it was not considered more likely than not that we would be forced to sell the securities prior to recovering our amortized cost, and there were no material credit events that would have caused us to otherwise conclude that we would not recover our cost.

Credit losses are calculated by comparing (i) the estimated future cash flows of each security discounted at the yield determined as of the initial acquisition date or, if since revised, as of the last date previously revised, to (ii) our net amortized cost basis. Significant judgment is used in projecting cash flows for our non-agency RMBS. As a result, actual income and/or credit losses could be materially different from what is currently projected and/or reported.

CMBS and RMBS, Fair Value Option

As discussed in the “Fair Value Option” section of Note 2 herein, we elect the fair value option for certain CMBS and RMBS in an effort to eliminate accounting mismatches resulting from the current or potential consolidation of securitization VIEs. As of December 31, 2021, the fair value and unpaid principal balance of CMBS where we have elected the fair value option, excluding the notional value of interest-only securities and before consolidation of securitization VIEs, were \$1.3 billion and \$2.8 billion, respectively. As of December 31, 2021, the fair value and unpaid principal balance of RMBS where we have elected the fair value option, excluding the notional value of interest-only securities and before consolidation of securitization VIEs, were \$250.4 million and \$127.4 million, respectively. The \$1.5 billion total fair value balance of CMBS and RMBS represents our economic interests in these assets. However, as a result of our consolidation of securitization VIEs, the vast majority of this fair value (all except \$22.2 million at December 31, 2021) is eliminated against VIE liabilities before arriving at our GAAP balance for fair value option investment securities.

As of December 31, 2021, \$98.2 million of our CMBS were variable rate and none of our RMBS were variable rate.

HTM Debt Securities, Amortized Cost

The table below summarizes our investments in HTM debt securities as of December 31, 2021 and 2020 (amounts in thousands):

	Amortized Cost Basis	Credit Loss Allowance	Net Carrying Amount	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
<u>December 31, 2021</u>						
CMBS	\$ 538,506	\$ (3,140)	\$ 535,366	\$ 195	\$ (25,029)	\$ 510,532
Preferred interests	118,409	(2,562)	115,847	450	(2,449)	113,848
Infrastructure bonds	34,831	(2,908)	31,923	561	—	32,484
Total	<u>\$ 691,746</u>	<u>\$ (8,610)</u>	<u>\$ 683,136</u>	<u>\$ 1,206</u>	<u>\$ (27,478)</u>	<u>\$ 656,864</u>
<u>December 31, 2020</u>						
CMBS	\$ 339,059	\$ —	\$ 339,059	\$ —	\$ (23,286)	\$ 315,773
Preferred interests	166,614	(2,749)	163,865	432	(913)	163,384
Infrastructure bonds	38,607	(2,926)	35,681	415	—	36,096
Total	<u>\$ 544,280</u>	<u>\$ (5,675)</u>	<u>\$ 538,605</u>	<u>\$ 847</u>	<u>\$ (24,199)</u>	<u>\$ 515,253</u>

The following table presents the activity in our credit loss allowance for HTM debt securities (amounts in thousands):

	CMBS	Preferred Interests	Infrastructure Bonds	Total HTM Credit Loss Allowance
<u>Year Ended December 31, 2021</u>				
Credit loss allowance at December 31, 2020	\$ —	\$ 2,749	\$ 2,926	\$ 5,675
Credit loss provision (reversal), net	3,140	(187)	(18)	2,935
Credit loss allowance at December 31, 2021	<u>\$ 3,140</u>	<u>\$ 2,562</u>	<u>\$ 2,908</u>	<u>\$ 8,610</u>

The table below summarizes the maturities of our HTM debt securities by type as of December 31, 2021 (amounts in thousands):

	CMBS	Preferred Interests	Infrastructure Bonds	Total
Less than one year	\$ 313,960	\$ 90,970	\$ —	\$ 404,930
One to three years	23,000	24,877	—	47,877
Three to five years	198,406	—	807	199,213
Thereafter	—	—	31,116	31,116
Total	<u>\$ 535,366</u>	<u>\$ 115,847</u>	<u>\$ 31,923</u>	<u>\$ 683,136</u>

Equity Security, Fair Value

During 2012, we acquired 9,140,000 ordinary shares from a related-party in Starwood European Real Estate Finance Limited (“SEREF”), a debt fund that is externally managed by an affiliate of our Manager and is listed on the London Stock Exchange. The fair value of the investment remeasured in USD was \$11.6 million and \$11.2 million as of December 31, 2021 and 2020, respectively. As of December 31, 2021, our shares represent an approximate 2% interest in SEREF.

7. Properties

Our properties are held within the following portfolios:

Medical Office Portfolio

The Medical Office Portfolio is comprised of 34 medical office buildings acquired during the year ended December 31, 2016. These properties, which collectively comprise 1.9 million square feet, are geographically dispersed throughout the U.S. and primarily affiliated with major hospitals or located on or adjacent to major hospital campuses. The Medical Office Portfolio includes total gross properties and lease intangibles of \$763.1 million and debt of \$594.4 million as of December 31, 2021.

Master Lease Portfolio

The Master Lease Portfolio is comprised of 16 retail properties geographically dispersed throughout the U.S., with more than 50% of the portfolio, by carrying value, located in Florida, Texas and Minnesota. These properties, which we acquired in September 2017, collectively comprise 1.9 million square feet and were leased back to the seller under corporate guaranteed master net lease agreements with initial terms of 24.6 years and periodic rent escalations. The Master Lease Portfolio includes total gross properties of \$343.8 million and debt of \$193.0 million as of December 31, 2021.

Investing and Servicing Segment Property Portfolio

The REIS Equity Portfolio is comprised of 13 commercial real estate properties and one equity interest in an unconsolidated commercial real estate property which were acquired from CMBS trusts during the previous five years. The REIS Equity Portfolio includes total gross properties and lease intangibles of \$226.7 million and debt of \$160.8 million as of December 31, 2021.

Woodstar Portfolios

As of December 31, 2020, our properties also reflected the carrying values of our Woodstar I and Woodstar II Portfolios, which are now carried at fair value on an unconsolidated basis within “Investments of affordable housing fund” on our consolidated balance sheet as of December 31, 2021. Refer to Notes 2 and 8 for further details.

The table below summarizes our properties held as of December 31, 2021 and December 31, 2020 (dollars in thousands):

	<u>Depreciable Life</u>	<u>December 31, 2021</u>	<u>December 31, 2020</u>
Property Segment			
Land and land improvements	0 - 15 years	\$ 175,810	\$ 484,846
Buildings and building improvements	0 - 45 years	851,274	1,690,701
Furniture & fixtures	3 - 5 years	260	59,632
Investing and Servicing Segment			
Land and land improvements	0 - 15 years	41,771	50,585
Buildings and building improvements	3 - 40 years	149,399	179,014
Furniture & fixtures	2 - 5 years	3,143	2,606
Commercial and Residential Lending Segment (1)			
Land and land improvements	0 - 7 years	9,691	11,416
Buildings and building improvements	10 - 20 years	12,408	19,251
Construction in progress	N/A	104,088	75,245
Properties, cost		1,347,844	2,573,296
Less: accumulated depreciation		(181,457)	(302,143)
Properties, net		<u>\$ 1,166,387</u>	<u>\$ 2,271,153</u>

- (1) Represents properties acquired through loan foreclosure. Refer to Note 5 with respect to the construction in progress properties relating to a residential conversion project.

During the year ended December 31, 2021, we sold two operating properties within the REIS Equity Portfolio for \$68.7 million and recognized a total gain of \$22.2 million within gain on sale of investments and other assets in our consolidated statement of operations. Also during the year ended December 31, 2021, we sold an operating property within the Commercial and Residential Lending Segment for \$31.2 million and recognized a gain of \$17.7 million within gain on sale of investments and other assets in our consolidated statement of operations. Refer to Note 3 for further discussion.

During the year ended December 31, 2020, we sold an operating property and an outparcel within the REIS Equity Portfolio for \$25.0 million and recognized a gain of \$7.9 million within gain on sale of investments and other assets in our consolidated statement of operations, of which \$0.1 million was attributable to non-controlling interests.

During the year ended December 31, 2019, we sold \$407.2 million of net property assets relating to the Ireland Portfolio. Refer to Note 3 for further discussion. Also during the year ended December 31, 2019, we sold four operating properties within the REIS Equity Portfolio for \$145.9 million. In connection with these REIS Equity Portfolio sales, we recognized a total gain of \$59.7 million within gain on sale of investments and other assets in our consolidated statement of operations, of which \$5.3 million was attributable to non-controlling interests.

Future rental payments due to us from tenants under existing non-cancellable operating leases for each of the next five years and thereafter are as follows (in thousands):

2022	\$ 75,549
2023	64,886
2024	58,806
2025	53,890
2026	42,118
Thereafter	202,756
Total	<u>\$ 498,005</u>

8. Investments of Consolidated Affordable Housing Fund

As discussed in Note 2, we established the Woodstar Fund effective November 5, 2021, an investment fund which holds our Woodstar multifamily affordable housing portfolios. In connection therewith, we sold interests of 20.6% in the Woodstar Fund to third party institutional investors for initial cash proceeds of \$216.0 million, which was adjusted to \$214.2 million post-closing. The Woodstar portfolios consist of the following:

Woodstar I Portfolio

The Woodstar I Portfolio is comprised of 32 affordable housing communities with 8,948 units concentrated primarily in the Tampa, Orlando and West Palm Beach metropolitan areas. During the year ended December 31, 2015, we acquired 18 of the 32 affordable housing communities of the Woodstar I Portfolio, with the final 14 communities acquired during the year ended December 31, 2016. The Woodstar I Portfolio includes properties at fair value of \$1.2 billion and debt at fair value of \$755.4 million as of December 31, 2021.

Woodstar II Portfolio

The Woodstar II Portfolio is comprised of 27 affordable housing communities with 6,109 units concentrated primarily in Central and South Florida. We acquired eight of the 27 affordable housing communities in December 2017, with the final 19 communities acquired during the year ended December 31, 2018. The Woodstar II Portfolio includes properties at fair value of \$1.1 billion and debt at fair value of \$545.7 million as of December 31, 2021.

Income from the Woodstar Fund's investments reflects the following components for the period from November 5, 2021 through December 31, 2021 (in thousands):

	November 5, 2021 - December 31, 2021
Distributions from affordable housing fund investments	\$ 6,023
Unrealized change in fair value of investments	402
Income from affordable housing fund investments	<u>\$ 6,425</u>

9. Investments in Unconsolidated Entities

The table below summarizes our investments in unconsolidated entities as of December 31, 2021 and 2020 (dollars in thousands):

	Participation / Ownership % (1)	Carrying value as of	
		December 31, 2021	December 31, 2020
Equity method investments:			
Equity interest in a natural gas power plant	10%	\$ 26,255	\$ 25,095
Investor entity which owns equity in an online real estate company (2)	50%	5,206	9,397
Equity interest in and advances to a residential mortgage originator (3)	N/A	20,327	17,852
Various	25% - 50%	12,528	10,374
		64,316	62,718
Other equity investments:			
Equity interest in a servicing and advisory business (2)	2%	12,955	17,584
Investment funds which own equity in a loan servicer and other real estate assets (2)	4% - 6%	4,194	7,267
Investor entities which own equity interests in two entertainment and retail centers (4)	15%	7,320	—
Various, including FHLB stock at December 31, 2020	N/A	1,312	20,485
		25,781	45,336
		\$ 90,097	\$ 108,054

- (1) None of these investments are publicly traded and therefore quoted market prices are not available.
- (2) During the year ended December 31, 2021, we received capital distributions totaling \$12.2 million, which reduced the carrying value of three of our investments.
- (3) Includes a \$4.5 million subordinated loan as of both December 31, 2021 and 2020.
- (4) During the year ended December 31, 2021, we obtained equity interests in two investor entities that own interests in two entertainment and retail centers in satisfaction of \$7.3 million principal amount of a commercial loan. The interests were obtained in order to facilitate repayment of a portion of that loan for which these interests represented underlying collateral. The interests are entitled to preferred treatment in the distribution waterfall and are intended to repay us the \$7.3 million principal amount of the loan plus interest. See further discussion in Note 5.

As of December 31, 2021, the carrying value of our equity investment in a residential mortgage originator exceeded the underlying equity in net assets of such investee by \$1.6 million. This difference is the result of the Company recording its investment in the investee at its acquisition date fair value, which included certain non-amortizing intangible assets not recognized by the investee. Should the Company determine these intangible assets held by the investee are impaired, the Company will recognize such impairment loss through earnings from unconsolidated entities in our consolidated statement of operations, otherwise, such difference between the carrying value of our equity investment in the residential mortgage originator and the underlying equity in the net assets of the residential mortgage originator will continue to exist.

Other than our equity interest in the residential mortgage originator, there were no differences between the carrying value of our equity method investments and the underlying equity in the net assets of the investees as of December 31, 2021.

During the year ended December 31, 2021, we did not become aware of (i) any observable price changes in our other equity investments accounted for under the fair value practicability election or (ii) any indicators of impairment.

10. Goodwill and Intangibles

Goodwill

Infrastructure Lending Segment

The Infrastructure Lending Segment's goodwill of \$119.4 million at both December 31, 2021 and 2020 represents the excess of consideration transferred over the fair value of net assets acquired on September 19, 2018 and October 15, 2018. The goodwill recognized is attributable to value embedded in the acquired Infrastructure Lending Segment's lending platform and is fully tax deductible over 15 years.

As discussed in Note 2, goodwill is tested for impairment at least annually. Based on our quantitative assessment during the fourth quarter of 2021, we determined that the fair value of the Infrastructure Lending Segment reporting unit to which goodwill is attributed exceeded its carrying value including goodwill. Therefore, we concluded that the goodwill attributed to the Infrastructure Lending Segment was not impaired.

LNR Property LLC ("LNR")

The Investing and Servicing Segment's goodwill of \$140.4 million at both December 31, 2021 and 2020 represents the excess of consideration transferred over the fair value of net assets of LNR acquired on April 19, 2013. The goodwill recognized is attributable to value embedded in LNR's existing platform, which includes a network of commercial real estate asset managers, work-out specialists, underwriters and administrative support professionals as well as proprietary historical performance data on commercial real estate assets. The tax deductible component of this goodwill as of April 19, 2013 was \$149.9 million and is deductible over 15 years.

Based on our qualitative assessment during the fourth quarter of 2021, we determined that it is not more likely than not that the fair value of the Investing and Servicing Segment reporting unit to which goodwill is attributed is less than its carrying value including goodwill. Therefore, we concluded that the goodwill attributed to the Investing and Servicing Segment was not impaired.

Future changes in the expectations of the impact of COVID-19 on our operations, financial performance and cash flows could cause our goodwill to be impaired.

Intangible Assets

Servicing Rights Intangibles

In connection with the LNR acquisition, we identified domestic servicing rights that existed at the purchase date, based upon the expected future cash flows of the associated servicing contracts. As of December 31, 2021 and 2020, the balance of the domestic servicing intangible was net of \$42.1 million and \$41.4 million, respectively, which was eliminated in consolidation pursuant to ASC 810 against VIE assets in connection with our consolidation of securitization VIEs. Before VIE consolidation, as of December 31, 2021 and 2020, the domestic servicing intangible had a balance of \$58.9 million and \$54.6 million, respectively, which represents our economic interest in this asset.

Lease Intangibles

In connection with our acquisitions of commercial real estate, we recognized in-place lease intangible assets and favorable lease intangible assets associated with certain non-cancelable operating leases of the acquired properties.

The following table summarizes our intangible assets, which are comprised of servicing rights intangibles and lease intangibles, as of December 31, 2021 and 2020 (amounts in thousands):

	As of December 31, 2021			As of December 31, 2020		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Domestic servicing rights, at fair value	\$ 16,780	\$ —	\$ 16,780	\$ 13,202	\$ —	\$ 13,202
In-place lease intangible assets	94,712	(62,721)	31,991	133,203	(92,540)	40,663
Favorable lease intangible assets	23,746	(8,953)	14,793	24,181	(7,929)	16,252
Total net intangible assets	<u>\$ 135,238</u>	<u>\$ (71,674)</u>	<u>\$ 63,564</u>	<u>\$ 170,586</u>	<u>\$ (100,469)</u>	<u>\$ 70,117</u>

The following table summarizes the activity within intangible assets for the years ended December 31, 2021 and 2020 (amounts in thousands):

	Domestic Servicing Rights	In-place Lease Intangible Assets	Favorable Lease Intangible Assets	Total
Balance as of January 1, 2020	\$ 16,917	\$ 50,910	\$ 17,873	\$ 85,700
Amortization	—	(10,077)	(1,621)	(11,698)
Sales	—	(170)	—	(170)
Changes in fair value due to changes in inputs and assumptions	(3,715)	—	—	(3,715)
Balance as of December 31, 2020	<u>\$ 13,202</u>	<u>\$ 40,663</u>	<u>\$ 16,252</u>	<u>\$ 70,117</u>
Amortization	—	(8,116)	(1,387)	(9,503)
Sales	—	(556)	(72)	(628)
Changes in fair value due to changes in inputs and assumptions	3,578	—	—	3,578
Balance as of December 31, 2021	<u>\$ 16,780</u>	<u>\$ 31,991</u>	<u>\$ 14,793</u>	<u>\$ 63,564</u>

The following table sets forth the estimated aggregate amortization of our in-place lease intangible assets and favorable lease intangible assets for the next five years and thereafter (amounts in thousands):

2022	\$ 7,618
2023	6,043
2024	4,650
2025	3,775
2026	2,754
Thereafter	21,944
Total	<u>\$ 46,784</u>

Lease Liabilities

In connection with our acquisition of certain properties within our Medical Office Portfolio, we recognized aggregate unfavorable lease liabilities of \$4.8 million with a weighted average life of 9.7 years at acquisition. The liability balance was \$1.5 million and \$1.9 million as of December 31, 2021 and 2020, respectively.

11. Secured Borrowings

Secured Financing Agreements

The following table is a summary of our secured financing agreements in place as of December 31, 2021 and 2020 (dollars in thousands):

						Outstanding Balance at	
	Current Maturity	Extended Maturity (a)	Weighted Average Pricing	Pledged Asset Carrying Value	Maximum Facility Size	December 31, 2021	December 31, 2020
Repurchase Agreements:							
Commercial Loans	Aug 2022 to Jul 2026 (b)	Jun 2025 to Dec 2030 (b)	Index + 2.00%	(c) \$ 9,141,387	\$ 10,485,460 (d)	\$ 6,556,438	\$ 4,878,939
Residential Loans	Jul 2022 to Dec 2023	N/A	Index + 2.02%	2,244,663	2,850,000	1,744,225	22,590
Infrastructure Loans	Sep 2024	Sep 2026	LIBOR + 2.00%	455,391	650,000	379,095	232,961
Conduit Loans	Feb 2022 to Jun 2024	Feb 2023 to Jun 2025	LIBOR + 1.99%	226,634	350,000	174,130	53,554
CMBS/RMBS	Sep 2022 to May 2031 (e)	Dec 2022 to Nov 2031 (e)	(f)	1,166,352	819,979	688,146 (g)	620,763
Total Repurchase Agreements				13,234,427	15,155,439	9,542,034	5,808,807
Other Secured Financing:							
Borrowing Base Facility	Nov 2024	Oct 2026	SOFR + 2.11%	600,525	750,000 (h)	213,478	43,014
Commercial Financing Facilities	Dec 2023 to Jan 2024	Jan 2026 to Dec 2030	Index + 1.81%	208,022	243,476	167,476	81,218
Residential Financing Facility	Sep 2022	Sep 2025	3.00%	396,201	250,000	102,018	215,024
Infrastructure Acquisition Facility	N/A	N/A	N/A	—	—	—	467,450
Infrastructure Financing Facilities	Jul 2022 to Oct 2022	Oct 2024 to Jul 2027	Index + 2.01%	1,042,292	1,250,000	855,646	538,645
Property Mortgages - Fixed rate	Nov 2024 to Sep 2029 (i)	N/A	4.35%	389,586	272,522	272,522	1,077,528
Property Mortgages - Variable rate	Nov 2022 to Dec 2025	N/A	(j)	699,124	734,350	712,493	960,903
Term Loan and Revolver	(k)	N/A	(k)	N/A (k)	938,753	788,753	645,000
Federal Home Loan Bank	N/A	N/A	N/A	—	—	—	396,000
Total Other Secured Financing				3,335,750	4,439,101	3,112,386	4,424,782
				\$ 16,570,177	\$ 19,594,540	12,654,420	10,233,589
Unamortized net discount						(13,350)	(13,569)
Unamortized deferred financing costs						(64,220)	(73,830)
						\$ 12,576,850	\$ 10,146,190

- (a) Subject to certain conditions as defined in the respective facility agreement.
- (b) For certain facilities, borrowings collateralized by loans existing at maturity may remain outstanding until such loan collateral matures, subject to certain specified conditions.
- (c) Certain facilities with an outstanding balance of \$2.1 billion as of December 31, 2021 are indexed to GBP LIBOR, EURIBOR, BBSY and SONIA. The remainder are indexed to USD LIBOR or SOFR.
- (d) Certain facilities with an aggregate initial maximum facility size of \$9.4 billion may be increased to \$10.5 billion, subject to certain conditions. The \$10.5 billion amount includes such upsizes.
- (e) Certain facilities with an outstanding balance of \$276.9 million as of December 31, 2021 carry a rolling 11-month or 12-month term which may reset monthly or quarterly with the lender's consent. These facilities carry no maximum facility size.
- (f) A facility with an outstanding balance of \$240.8 million as of December 31, 2021 has a weighted average fixed annual interest rate of 3.20%. All other facilities are variable rate with a weighted average rate of LIBOR + 1.71%.
- (g) Includes: (i) \$240.8 million outstanding on a repurchase facility that is not subject to margin calls; and (ii) \$35.8 million outstanding on one of our repurchase facilities that represents the 49% pro rata share owed by a non-controlling partner in a consolidated joint venture (see Note 16).

- (h) The maximum facility size as of December 31, 2021 of \$650.0 million is scheduled to decline to \$450.0 million as of March 31, 2022 and may be increased to \$750.0 million, subject to certain conditions.
- (i) The weighted average maturity is 5.5 years as of December 31, 2021.
- (j) Includes a \$600.0 million first mortgage and mezzanine loan secured by our Medical Office Portfolio. This debt has a weighted average interest rate of LIBOR + 2.07% that we swapped to a fixed rate of 3.34%. The remainder have a weighted average rate of LIBOR + 2.39%.
- (k) Consists of: (i) a \$788.8 million term loan facility that matures in July 2026, of which \$391.0 million has an annual interest rate of LIBOR + 2.50% and \$397.8 million (the “Incremental Borrowings”) has an annual interest rate of LIBOR + 3.25%, subject to a 0.75% LIBOR floor, and (ii) a \$150.0 million revolving credit facility that matures in April 2026 with an annual interest rate of SOFR + 2.50%. These facilities are secured by the equity interests in certain of our subsidiaries which totaled \$5.5 billion as of December 31, 2021.

As of December 31, 2021, the above table no longer reflects property mortgages of the Woodstar Portfolios, which as discussed in Notes 2 and 8, are now reflected within “Investments of consolidated affordable housing fund” on our consolidated balance sheet.

In the normal course of business, the Company is in discussions with its lenders to extend, amend or replace any financing facilities which contain near term expirations.

During the year ended December 31, 2021, we entered into mortgage loans to upsize and reprice a portion of our Woodstar I and Woodstar II Portfolio debt. We borrowed a total of \$462.9 million, of which \$222.0 million was used to repay a portion of our existing mortgage loans. The mortgage loan related to Woodstar I for \$380.0 million carries a two-year term, with three one-year extension options, and has an annual interest rate of LIBOR + 2.11%. In connection with this upsize, we acquired an interest rate cap with a strike of 1.00%. The mortgage loans related to Woodstar II for \$82.9 million carry seven-year terms and a weighted average fixed annual interest rate of 4.36%.

In September 2021, we amended the Term Loan facility to increase the Incremental Borrowings by \$150.0 million and reduce the annual interest rate by 0.25% to LIBOR + 3.25% on all the Incremental Borrowings, subject to a 0.75% LIBOR floor. Additionally, we increased the maximum facility size of the revolver by \$30.0 million to \$150.0 million, reduced the annual rate by 0.50% to SOFR + 2.50% and extended the maturity from July 2024 to April 2026.

Our secured financing agreements contain certain financial tests and covenants. As of December 31, 2021, we were in compliance with all such covenants.

We seek to mitigate risks associated with our repurchase agreements by managing risk related to the credit quality of our assets, interest rates, liquidity, prepayment speeds and market value. The margin call provisions under the majority of our repurchase facilities, consisting of 66% of these agreements, do not permit valuation adjustments based on capital market events and are limited to collateral-specific credit marks generally determined on a commercially reasonable basis. To monitor credit risk associated with the performance and value of our loans and investments, our asset management team regularly reviews our investment portfolios and is in regular contact with our borrowers, monitoring performance of the collateral and enforcing our rights as necessary. For the 34% of repurchase agreements which do permit valuation adjustments based on capital market events, approximately 7% of these pertain to our loans held-for-sale, for which we manage credit risk through the purchase of credit index instruments. We further seek to manage risks associated with our repurchase agreements by matching the maturities and interest rate characteristics of our loans with the related repurchase agreement.

For the years ended December 31, 2021, 2020 and 2019, approximately \$35.6 million, \$36.4 million and \$34.3 million, respectively, of amortization of deferred financing costs from secured financing agreements was included in interest expense on our consolidated statements of operations.

As of December 31, 2021, JPMorgan Chase Bank, N.A. and Morgan Stanley Bank, N.A. held collateral sold under certain of our repurchase agreements with carrying values that exceeded the respective repurchase obligations by \$667.2 million and \$660.4 million, respectively. The weighted average extended maturities of those repurchase agreements were 3.7 and 3.8 years, respectively.

Collateralized Loan Obligations and Single Asset Securitization

Commercial and Residential Lending Segment

In July 2021, we contributed into a single asset securitization, STWD 2021-HTS, a previously originated \$230.0 million first mortgage and mezzanine loan on a portfolio of 41 extended stay hotels with \$210.1 million of third party financing.

In May 2021, we refinanced a pool of our commercial loans held-for-investment through a CLO, STWD 2021-FL2. On the closing date, the CLO issued \$1.3 billion of notes and preferred shares, of which \$1.1 billion of notes was purchased by third party investors. We retained \$70.1 million of notes, along with preferred shares with a liquidation preference of \$127.5 million. The CLO contains a reinvestment feature that, subject to certain eligibility criteria, allows us to contribute new loans or participation interests in loans to the CLO in exchange for cash. During the year ended December 31, 2021, we utilized the reinvestment feature, contributing \$58.6 million of additional interests into the CLO.

In August 2019, we refinanced a pool of our commercial loans held-for-investment through a CLO, STWD 2019-FL1. On the closing date, the CLO issued \$1.1 billion of notes and preferred shares, of which \$936.4 million of notes was purchased by third party investors. We retained \$86.6 million of notes, along with preferred shares with a liquidation preference of \$77.0 million. The CLO contains a reinvestment feature that, subject to certain eligibility criteria, allows us to contribute new loans or participation interests in loans to the CLO in exchange for cash. During the years ended December 31, 2021, 2020 and 2019 we utilized the reinvestment feature, contributing \$261.9 million, \$134.7 million and \$88.1 million, respectively, of additional interests into the CLO.

Infrastructure Lending Segment

In April 2021, we refinanced a pool of our infrastructure loans held-for-investment through a CLO, STWD 2021-SIF1. On the closing date, the CLO issued \$500.0 million of notes and preferred shares, of which \$410.0 million of notes was purchased by third party investors. We retained preferred shares with a liquidation preference of \$90.0 million. The CLO contains a reinvestment feature that, subject to certain eligibility criteria, allows us to contribute new loans or participation interests in loans to the CLO in exchange for cash. During the year ended December 31, 2021, we utilized the reinvestment feature, contributing \$45.9 million of additional interests into the CLO.

The following table is a summary of our CLOs and our SASB as of December 31, 2021 and 2020 (amounts in thousands):

December 31, 2021	Count	Face Amount	Carrying Value	Weighted Average Spread	Maturity	
<u>STWD 2019-FL1</u>						
Collateral assets	24	\$ 1,092,887	\$ 1,103,513	LIBOR + 4.19%	(a)	November 2024 (b)
Financing	1	936,375	933,049	SOFR + 1.63%	(c)	July 2038 (d)
<u>STWD 2021-FL2</u>						
Collateral assets	25	1,272,133	1,279,678	LIBOR + 4.22%	(a)	February 2025 (b)
Financing	1	1,077,375	1,069,691	LIBOR + 1.78%	(c)	April 2038 (d)
<u>STWD 2021-SIF1</u>						
Collateral assets	31	491,299	506,666	LIBOR + 3.91%	(a)	March 2026 (b)
Financing	1	410,000	405,319	LIBOR + 2.15%	(c)	April 2032 (d)
<u>STWD 2021-HTS</u>						
Collateral assets	1	230,000	230,587	LIBOR + 4.12%	(a)	April 2026 (b)
Financing	1	210,091	208,057	LIBOR + 2.48%	(c)	April 2034 (d)
<u>Total</u>						
Collateral assets		\$ 3,086,319	\$ 3,120,444			
Financing		\$ 2,633,841	\$ 2,616,116			
<u>December 31, 2020</u>						
<u>STWD 2019-FL1</u>						
Collateral assets	23	\$ 1,002,445	\$ 1,099,439	LIBOR + 3.93%	(a)	April 2024 (b)
Financing	1	936,375	930,554	LIBOR + 1.64%	(c)	July 2038 (d)

- (a) Represents the weighted-average coupon earned on variable rate loans during the respective year-to-date period. Of the loans financed by the STWD 2021-FL2 CLO as of December 31, 2021, 7% earned fixed-rate weighted average interest of 7.49%. Of the loans financed by the STWD 2021-SIF1 CLO as of December 31, 2021, 2% earned fixed-rate weighted average interest of 5.62%.
- (b) Represents the weighted-average maturity, assuming the extended contractual maturity of the collateral assets.
- (c) Represents the weighted-average cost of financing incurred during the respective year-to-date period, inclusive of deferred issuance costs.
- (d) Repayments of the CLOs and SASB are tied to timing of the related collateral asset repayments. The term of the CLOs and SASB financing obligations represents the legal final maturity date.

We incurred \$26.9 million of issuance costs in connection with the CLOs and SASB, which are amortized on an effective yield basis over the estimated life of the CLOs and SASB. For the years ended December 31, 2021, 2020 and 2019, approximately \$5.7 million, \$2.5 million and \$0.9 million, respectively, of amortization of deferred financing costs was included in interest expense on our consolidated statements of operations. As of December 31, 2021 and 2020, our unamortized issuance costs were \$17.7 million and \$5.8 million, respectively.

The CLOs and SASB are considered VIEs, for which we are deemed the primary beneficiary. We therefore consolidate the CLOs and SASB. Refer to Note 16 for further discussion.

Maturities

Our credit facilities generally require principal to be paid down prior to the facilities' respective maturities if and when we receive principal payments on, or sell, the investment collateral that we have pledged. The following table sets forth our principal repayments schedule for secured financings based on the earlier of (i) the extended contractual maturity of each credit facility or (ii) the extended contractual maturity of each of the investments that have been pledged as collateral under the respective credit facility (amounts in thousands):

	Repurchase Agreements	Other Secured Financing	CLOs and SASB (a)	Total
2022	\$ 2,068,288	\$ 60,194	\$ 123,448	\$ 2,251,930
2023	1,090,287	826,666	643,689	2,560,642
2024	1,089,101	319,918	445,272	1,854,291
2025	3,263,185	256,299	497,976	4,017,460
2026	1,777,704	1,207,092	923,456	3,908,252
Thereafter	253,469	442,217	—	695,686
Total	<u>\$ 9,542,034</u>	<u>\$ 3,112,386</u>	<u>\$ 2,633,841</u>	<u>\$ 15,288,261</u>

- (a) For the CLOs, the above does not assume utilization of their reinvestment features. The SASB does not have a reinvestment feature.

12. Unsecured Senior Notes

The following table is a summary of our unsecured senior notes outstanding as of December 31, 2021 and 2020 (dollars in thousands):

	Coupon Rate	Effective Rate (1)	Maturity Date	Remaining Period of Amortization	Carrying Value at	
					December 31, 2021	December 31, 2020
2021 Senior Notes	N/A	N/A	N/A	N/A	\$ —	\$ 700,000
2023 Senior Notes	5.50 %	5.71 %	11/1/2023	1.8 years	300,000	300,000
2023 Convertible Notes	4.38 %	4.57 %	4/1/2023	1.2 years	250,000	250,000
2024 Senior Notes	3.75 %	3.94 %	12/31/2024	3.0 years	400,000	—
2025 Senior Notes	4.75 % (2)	5.04 %	3/15/2025	3.2 years	500,000	500,000
2026 Senior Notes	3.63 %	3.77 %	7/15/2026	4.5 years	400,000	—
Total principal amount					1,850,000	1,750,000
Unamortized discount—Convertible Notes					(578)	(2,559)
Unamortized discount—Senior Notes					(10,067)	(9,332)
Unamortized deferred financing costs					(10,765)	(5,589)
Carrying amount of debt components					<u>\$ 1,828,590</u>	<u>\$ 1,732,520</u>
Carrying amount of conversion option equity components recorded in additional paid-in capital for outstanding convertible notes					N/A	<u>\$ 3,755</u>

(1) Effective rate includes the effects of underwriter purchase discount.

(2) The coupon on the 2025 Senior Notes is 4.75%. At closing, we swapped \$470.0 million of the notes to a floating rate of LIBOR + 2.53%.

Senior Notes Due December 2021

On December 16, 2016, we issued \$700.0 million of 5.00% Senior Notes due 2021 (the “2021 Senior Notes”). On September 15, 2021, we redeemed \$400.0 million of our 2021 Senior Notes and the remaining \$300.0 million was repaid upon maturity on December 15, 2021.

Senior Notes Due November 2023

On November 2, 2020, we issued \$300.0 million of 5.50% Senior Notes due 2023 (the “2023 Senior Notes”). The 2023 Senior Notes mature on November 1, 2023. Prior to August 1, 2023, we may redeem some or all of the 2023 Senior Notes at a price equal to 100% of the principal amount thereof, plus the applicable “make-whole” premium as of the applicable date of redemption. On and after August 1, 2023, we may redeem some or all of the 2023 Senior Notes at a price equal to 100% of the principal amount thereof. In addition, prior to November 1, 2022, we may redeem up to 40% of the 2023 Senior Notes at the applicable redemption price using the proceeds of certain equity offerings.

Senior Notes Due 2024

On December 15, 2021, we issued \$400.0 million of 3.75% Senior Notes due 2024 (the “2024 Senior Notes”). The 2024 Senior Notes mature on December 31, 2024. Prior to September 30, 2024, we may redeem some or all of the 2024 Senior Notes at a price equal to 100% of the principal amount thereof, plus the applicable “make-whole” premium as of the applicable date of redemption. On and after September 30, 2024, we may redeem some or all of the 2024 Senior Notes at a price equal to 100% of the principal amount thereof. In addition, prior to September 30, 2024, we may redeem up to 40% of the 2024 Senior Notes at the applicable redemption price using the proceeds of certain equity offerings.

Senior Notes Due 2025

On December 4, 2017, we issued \$500.0 million of 4.75% Senior Notes due 2025 (the “2025 Senior Notes”). The 2025 Notes mature on March 15, 2025. Prior to September 15, 2024, we may redeem some or all of the 2025 Senior Notes at a price equal to 100% of the principal amount thereof, plus the applicable “make-whole” premium as of the applicable date of redemption. On and after September 15, 2024, we may redeem some or all of the 2025 Senior Notes at a price equal to 100% of the principal amount thereof. In addition, prior to March 15, 2021, we may redeem up to 40% of the 2025 Senior Notes at the

applicable redemption price using the proceeds of certain equity offerings. The 2025 Senior Notes were swapped to floating rate (see Note 14).

Senior Notes Due 2026

On July 14, 2021, we issued \$400.0 million of 3.625% Senior Notes due 2026 (the “2026 Senior Notes”). The 2026 Senior Notes mature on July 15, 2026. Prior to January 15, 2026, we may redeem some or all of the 2026 Senior Notes at a price equal to 100% of the principal amount thereof, plus the applicable “make-whole” premium as of the applicable date of redemption. On and after January 15, 2026, we may redeem some or all of the 2026 Senior Notes at a price equal to 100% of the principal amount thereof. In addition, prior to July 15, 2023, we may redeem up to 40% of the 2026 Senior Notes at the applicable redemption price using the proceeds of certain equity offerings.

Our unsecured senior notes contain certain financial tests and covenants. As of December 31, 2021, we were in compliance with all such covenants.

Convertible Senior Notes

On March 29, 2017, we issued \$250.0 million of 4.375% Convertible Senior Notes due 2023 (the “2023 Convertible Notes”) which remain outstanding at December 31, 2021 and mature on April 1, 2023.

During the year ended December 31, 2019, we settled the remaining \$78.0 million principal amount of our 4.00% Convertible Senior Notes due 2019 through the issuance of 3.6 million shares of common stock and cash payments of \$12.0 million.

We recognized interest expense of \$11.6 million, \$12.2 million and \$12.3 million during the years ended December 31, 2021, 2020 and 2019, respectively, from our Convertible Notes.

The following table details the conversion attributes of our Convertible Notes outstanding as of December 31, 2021 (amounts in thousands, except rates):

	December 31, 2021	
	Conversion Rate (1)	Conversion Price (2)
2023 Convertible Notes	38.5959	\$ 25.91

- (1) The conversion rate represents the number of shares of common stock issuable per \$1,000 principal amount of 2023 Convertible Notes converted, as adjusted in accordance with the indenture governing the 2023 Convertible Notes (including the applicable supplemental indenture).
- (2) As of December 31, 2021, 2020, and 2019, the market price of the Company’s common stock was \$24.30, \$19.30 and \$24.86, respectively.

The if-converted value of the 2023 Convertible Notes was less than their principal amount by \$15.5 million at December 31, 2021 as the closing market price of the Company’s common stock of \$24.30 was less than the implicit conversion price of \$25.91 per share. The if-converted value of the principal amount of the 2023 Convertible Notes was \$234.5 million as of December 31, 2021. As of December 31, 2021, the net carrying amount and fair value of the 2023 Convertible Notes was \$249.1 million and \$254.4 million, respectively.

Upon conversion of the 2023 Convertible Notes, settlement may be made in common stock, cash or a combination of both, at the option of the Company.

Conditions for Conversion

Prior to October 1, 2022, the 2023 Convertible Notes will be convertible only upon satisfaction of one or more of the following conditions: (1) the closing market price of the Company’s common stock is at least 110% of the conversion price of the 2023 Convertible Notes for at least 20 out of 30 trading days prior to the end of the preceding fiscal quarter, (2) the trading price of the 2023 Convertible Notes is less than 98% of the product of (i) the conversion rate and (ii) the closing price of the Company’s common stock during any five consecutive trading day period, (3) the Company issues certain equity instruments at less than the 10-day average closing market price of its common stock or the per-share value of certain distributions exceeds the

market price of the Company's common stock by more than 10% or (4) certain other specified corporate events (significant consolidation, sale, merger, share exchange, fundamental change, etc.) occur.

On or after October 1, 2022, holders of the 2023 Convertible Notes may convert each of their notes at the applicable conversion rate at any time prior to the close of business on the second scheduled trading day immediately preceding the maturity date.

13. Loan Securitization/Sale Activities

As described below, we regularly sell loans and notes under various strategies. We evaluate such sales as to whether they meet the criteria for treatment as a sale—legal isolation, ability of transferee to pledge or exchange the transferred assets without constraint and transfer of control.

Loan Securitizations

Within the Investing and Servicing Segment, we originate commercial mortgage loans with the intent to sell these mortgage loans to VIEs for the purposes of securitization. These VIEs then issue CMBS that are collateralized in part by these assets, as well as other assets transferred to the VIE by third parties. Within the Commercial and Residential Lending Segment, we acquire residential loans with the intent to sell these mortgage loans to VIEs for the purpose of securitization. These VIEs then issue RMBS that are collateralized by these assets.

In certain instances, we retain an interest in the CMBS or RMBS VIE and serve as special servicer or servicing administrator for the VIE. In these circumstances, we generally consolidate the VIE into which the loans were sold. The securitizations are subject to optional redemption after a certain period of time or when the pool balance falls below a specified threshold. During the years ended December 31, 2021 and 2020, we exercised the optional redemption on certain of our residential securitizations and acquired \$524.5 million and \$176.6 million of loans and redeemed \$51.2 million and \$10.5 million of our existing RMBS holdings, respectively. The net amount paid to a consolidated VIE to redeem the outstanding principal amount of its RMBS certificates and acquire the underlying loans pursuant to this provision are reflected as repayment of debt of consolidated VIEs in our consolidated statements of cash flows.

The following summarizes the face amount and proceeds of commercial and residential loans securitized for the years ended December 31, 2021, 2020 and 2019 (amounts in thousands):

	Commercial Loans		Residential Loans	
	Face Amount	Proceeds	Face Amount	Proceeds
For the Year Ended December 31,				
2021	\$ 1,185,251	\$ 1,242,974	\$ 2,287,733	\$ 2,362,798
2020	920,282	975,569	1,770,513	1,826,549
2019	1,781,981	1,845,890	1,256,481	1,305,059

The securitization of these commercial and residential loans does not result in a discrete gain or loss since they are carried under the fair value option.

Our securitizations have each been structured as bankruptcy-remote entities whose assets are not intended to be available to the creditors of any other party.

Commercial and Residential Loan Sales

Within the Commercial and Residential Lending Segment, we originate or acquire commercial mortgage loans, subsequently selling all or a portion thereof. Typically, our motivation for entering into these transactions is to effectively create leverage on the subordinated position that we will retain and hold for investment. We also may sell certain of our previously-acquired residential loans to third parties outside a securitization. The following table summarizes our loans sold by the Commercial and Residential Lending Segment, net of expenses (amounts in thousands):

	Loan Transfers Accounted for as Sales			
	Commercial Loans		Residential Loans	
	Face amount (1)	Proceeds (1)	Face Amount	Proceeds
For the Year Ended December 31,				
2021	\$ 335,552	\$ 328,878	\$ 216,827	\$ 225,940
2020	446,132	442,833	550	604
2019	751,210	748,045	26,046	26,797

- (1) During the year ended December 31, 2021, we sold \$313.0 million of senior interests in first mortgage loans and \$22.6 million of whole loan interests for proceeds of \$307.3 million and \$21.5 million, respectively. During the year ended December 31, 2020, we sold \$277.9 million of senior interests in first mortgage loans and \$168.2 million of whole loan interests for proceeds of \$270.8 million and \$172.0 million, respectively. During the year ended December 31, 2019, all sales were of senior interests in first mortgage loans.

During the years ended December 31, 2021, 2020 and 2019, (losses)/gains recognized by the Commercial and Residential Lending Segment on sales of commercial loans were \$(1.1) million, \$(1.0) million and \$4.6 million, respectively.

Infrastructure Loan Sales

During the year ended December 31, 2021, the Infrastructure Lending Segment sold loans held-for-sale with an aggregate face amount of \$16.3 million, for proceeds of \$15.3 million, recognizing gains of \$0.2 million. During the year ended December 31, 2020, the Infrastructure Lending Segment sold loans held-for-sale with an aggregate face amount of \$61.1 million for proceeds of \$60.8 million, recognizing gains of \$0.3 million. During the year ended December 31, 2019, the Infrastructure Lending Segment sold loans held-for-sale with an aggregate face amount of \$404.1 million for proceeds of \$393.3 million, recognizing gains of \$3.1 million. In connection with these sales, we sold an interest rate swap guarantee for cash payment of \$3.1 million and recognized a decrease in fair value of \$2.7 million within gain (loss) on derivative financial instruments, net in our consolidated statement of operations during the year ended December 31, 2019. Refer to Note 14 for further discussion of our interest rate swap guarantees.

14. Derivatives and Hedging Activity

Risk Management Objective of Using Derivatives

We are exposed to certain risks arising from both our business operations and economic conditions. We principally manage our exposures to a wide variety of business and operational risks through management of our core business activities. We manage economic risks, including interest rate, foreign exchange, liquidity and credit risk primarily by managing the amount, sources and duration of our debt funding and the use of derivative financial instruments. Specifically, we enter into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates, credit spreads, and foreign exchange rates. Our derivative financial instruments are used to manage differences in the amount, timing and duration of the known or expected cash receipts and known or expected cash payments principally related to our investments, anticipated level of loan sales, and borrowings.

Designated Hedges

The Company does not generally elect to apply the hedge accounting designation to its hedging instruments. As of December 31, 2021 and 2020, the Company did not have any designated hedges.

Non-designated Hedges and Derivatives

Derivatives not designated as hedges are derivatives that do not meet the criteria for hedge accounting under GAAP or which we have not elected to designate as hedges. We do not use these derivatives for speculative purposes but instead they are used to manage our exposure to various risks such as foreign exchange rates, interest rate changes and certain credit spreads. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in gain (loss) on derivative financial instruments in our consolidated statements of operations.

We have entered into the following types of non-designated hedges and derivatives:

- Foreign exchange ("Fx") forwards whereby we agree to buy or sell a specified amount of foreign currency for a specified amount of USD at a future date, economically fixing the USD amounts of foreign denominated cash flows we expect to receive or pay related to certain foreign denominated loan investments and properties;
- Interest rate contracts which hedge a portion of our exposure to changes in interest rates;
- Credit index instruments which hedge a portion of our exposure to the credit risk of our commercial loans held-for-sale; and
- Interest rate swap guarantees whereby we guarantee the interest rate swap obligations of certain Infrastructure Lending borrowers. Our interest rate swap guarantees were assumed in connection with the acquisition of the Infrastructure Lending Segment.

The following table summarizes our non-designated derivatives as of December 31, 2021 (notional amounts in thousands):

Type of Derivative	Number of Contracts	Aggregate Notional Amount	Notional Currency	Maturity
Fx contracts – Buy Euros ("EUR")	14	51,583	EUR	February 2022 - March 2023
Fx contracts – Buy Pounds Sterling ("GBP")	11	9,731	GBP	February 2022 - October 2024
Fx contracts – Buy Australian dollar ("AUD")	3	17,500	AUD	February 2022 - August 2023
Fx contracts – Sell EUR	144	474,098	EUR	January 2022 - November 2025
Fx contracts – Sell GBP	155	530,879	GBP	January 2022 - February 2025
Fx contracts – Sell AUD	52	265,401	AUD	February 2022 - October 2024
Interest rate swaps – Paying fixed rates	68	2,932,451	USD	April 2024 - January 2032
Interest rate swaps – Receiving fixed rates	2	484,500	USD	March 2025 - December 2031
Interest rate caps	7	702,000	USD	October 2022 - April 2025
Interest rate caps	1	61,000	GBP	April 2024
Credit index instruments	3	49,000	USD	September 2058 - August 2061
Interest rate swap guarantees	4	277,302	USD	August 2022 - June 2025
Total	464			

The table below presents the fair value of our derivative financial instruments as well as their classification on the consolidated balance sheets as of December 31, 2021 and 2020 (amounts in thousands):

	Fair Value of Derivatives in an Asset Position (1) as of December 31,		Fair Value of Derivatives in a Liability Position (2) as of December 31,	
	2021	2020	2021	2020
Interest rate contracts	\$ 17,728	\$ 33,841	\$ 16	\$ 4
Interest rate swap guarantees	—	—	260	849
Foreign exchange contracts	30,478	6,585	12,870	39,951
Credit index instruments	10	129	275	520
Total derivatives	\$ 48,216	\$ 40,555	\$ 13,421	\$ 41,324

(1) Classified as derivative assets in our consolidated balance sheets.

(2) Classified as derivative liabilities in our consolidated balance sheets.

The table below presents the effect of our derivative financial instruments on the consolidated statements of operations for the years ended December 31, 2021, 2020 and 2019 (amounts in thousands):

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income	Amount of Gain (Loss) Recognized in Income for the Year Ended December 31,		
		2021	2020	2019
Interest rate contracts	Gain (loss) on derivative financial instruments	\$ 41,033	\$ (48,692)	\$ (10,516)
Interest rate swap guarantees	Gain (loss) on derivative financial instruments	589	(235)	(3,350)
Foreign exchange contracts	Gain (loss) on derivative financial instruments	41,228	(32,561)	8,801
Credit index instruments	Gain (loss) on derivative financial instruments	(487)	(690)	(1,245)
		\$ 82,363	\$ (82,178)	\$ (6,310)

15. Offsetting Assets and Liabilities

The following tables present the potential effects of netting arrangements on our financial position for financial assets and liabilities within the scope of ASC 210-20, *Balance Sheet—Offsetting*, which for us are derivative assets and liabilities as well as repurchase agreement liabilities (amounts in thousands):

	(i) Gross Amounts Recognized	(ii) Gross Amounts Offset in the Statement of Financial Position	(iii) = (i) - (ii) Net Amounts Presented in the Statement of Financial Position	(iv) Gross Amounts Not Offset in the Statement of Financial Position		(v) = (iii) - (iv) Net Amount
				Financial Instruments	Cash Collateral Received / Pledged	
As of December 31, 2021						
Derivative assets	\$ 48,216	\$ —	\$ 48,216	\$ 12,870	\$ 21,290	\$ 14,056
Derivative liabilities	\$ 13,421	\$ —	\$ 13,421	\$ 12,870	\$ 291	\$ 260
Repurchase agreements	9,542,034	—	9,542,034	9,542,034	—	—
	<u>\$ 9,555,455</u>	<u>\$ —</u>	<u>\$ 9,555,455</u>	<u>\$ 9,554,904</u>	<u>\$ 291</u>	<u>\$ 260</u>
As of December 31, 2020						
Derivative assets	\$ 40,555	\$ —	\$ 40,555	\$ 6,716	\$ 33,772	\$ 67
Derivative liabilities	\$ 41,324	\$ —	\$ 41,324	\$ 6,716	\$ 27,416	\$ 7,192
Repurchase agreements	5,808,807	—	5,808,807	5,808,807	—	—
	<u>\$ 5,850,131</u>	<u>\$ —</u>	<u>\$ 5,850,131</u>	<u>\$ 5,815,523</u>	<u>\$ 27,416</u>	<u>\$ 7,192</u>

16. Variable Interest Entities

Investment Securities

As discussed in Note 2, we evaluate all of our investments and other interests in entities for consolidation, including our investments in CMBS, RMBS and our retained interests in securitization transactions we initiated, all of which are generally considered to be variable interests in VIEs.

Securitization VIEs consolidated in accordance with ASC 810 are structured as pass through entities that receive principal and interest on the underlying collateral and distribute those payments to the certificate holders. The assets and other instruments held by these securitization entities are restricted and can only be used to fulfill the obligations of the entity. Additionally, the obligations of the securitization entities do not have any recourse to the general credit of any other consolidated entities, nor to us as the primary beneficiary. The VIE liabilities initially represent investment securities on our balance sheet (pre-consolidation). Upon consolidation of these VIEs, our associated investment securities are eliminated, as is the interest income related to those securities. Similarly, the fees we earn in our roles as special servicer of the bonds issued by the consolidated VIEs or as collateral administrator of the consolidated VIEs are also eliminated. Finally, a portion of the identified servicing intangible associated with the eliminated fee streams is eliminated in consolidation.

VIEs in which we are the Primary Beneficiary

The inclusion of the assets and liabilities of securitization VIEs in which we are deemed the primary beneficiary has no economic effect on us. Our exposure to the obligations of securitization VIEs is generally limited to our investment in these entities. We are not obligated to provide, nor have we provided, any financial support for any of these consolidated structures.

As discussed in Note 11, we have refinanced various pools of our commercial and infrastructure loans held-for-investment through three CLOs and one SASB, which are considered to be VIEs. We are the primary beneficiary of, and therefore consolidate, the CLOs and SASB in our financial statements as we have both (i) the power to direct the activities in our role as collateral manager, collateral advisor, or controlling class representative that most significantly impact the CLOs' and SASB's economic performance, and (ii) the obligation to absorb losses and the right to receive benefits from the CLOs and SASB that could be potentially significant through the subordinate interests we own.

The following table details the assets and liabilities of our consolidated CLOs and SASB as of December 31, 2021 and 2020 (amounts in thousands):

	December 31, 2021	December 31, 2020
Assets:		
Cash and cash equivalents	\$ 15,297	\$ 96,998
Loans held-for-investment	3,073,572	1,002,441
Investment securities	11,426	—
Accrued interest receivable	8,936	5,454
Other assets	11,213	557
Total Assets	\$ 3,120,444	\$ 1,105,450
Liabilities		
Accounts payable, accrued expenses and other liabilities	\$ 3,335	\$ 663
Collateralized loan obligations and single asset securitization, net	2,616,116	930,554
Total Liabilities	\$ 2,619,451	\$ 931,217

Assets held by the CLOs and SASB are restricted and can be used only to settle obligations of the CLOs and SASB, including the subordinate interests owned by us. The liabilities of the CLOs and SASB are non-recourse to us and can only be satisfied from the assets of the CLOs and SASB.

We also hold controlling interests in other non-securitization entities that are considered VIEs. The Woodstar Fund, Woodstar Feeder Fund, L.P. and one of the Woodstar Fund's indirect investees, SPT Dolphin Intermediate LLC ("SPT Dolphin"), the entity which holds the Woodstar II Portfolio, are each VIEs because the third party interest holders do not carry kick-out rights or substantive participating rights. We were deemed to be the primary beneficiary of those VIEs because we possess both the power to direct the activities of the VIEs that most significantly impact their economic performance and a significant economic interest in each entity. The Woodstar Fund had total assets of \$1.0 billion, including its indirect investment in SPT Dolphin, and no significant liabilities as of December 31, 2021. As of December 31, 2021, Woodstar Feeder Fund, L.P. and its consolidated subsidiary which is also considered a VIE, Woodstar Feeder REIT, LLC, had a \$0.3 billion investment in the Woodstar Fund, had no significant liabilities and had temporary equity of \$0.2 billion consisting of the contingently redeemable non-controlling interests of the third party investors (see Note 18).

We also hold a 51% controlling interest in a joint venture (the "CMBS JV") within our Investing and Servicing Segment, which is considered a VIE because the third party interest holder does not carry kick-out rights or substantive participating rights. We are deemed the primary beneficiary of the CMBS JV. This VIE had total assets of \$331.7 million and liabilities of \$73.9 million as of December 31, 2021. Refer to Note 18 for further discussion.

In addition to the above non-securitization entities, we have smaller VIEs with total assets of \$102.4 million and liabilities of \$53.5 million as of December 31, 2021.

VIEs in which we are not the Primary Beneficiary

In certain instances, we hold a variable interest in a VIE in the form of CMBS, but either (i) we are not appointed, or do not serve as, special servicer or servicing administrator or (ii) an unrelated third party has the rights to unilaterally remove us as special servicer without cause. In these instances, we do not have the power to direct activities that most significantly impact the VIE's economic performance. In other cases, the variable interest we hold does not obligate us to absorb losses or provide us with the right to receive benefits from the VIE which could potentially be significant. For these structures, we are not deemed to be the primary beneficiary of the VIE, and we do not consolidate these VIEs.

As noted above, we are not obligated to provide, nor have we provided, any financial support for any of our securitization VIEs, whether or not we are deemed to be the primary beneficiary. As such, the risk associated with our involvement in these VIEs is limited to the carrying value of our investment in the entity. As of December 31, 2021, our maximum risk of loss related to securitization VIEs in which we were not the primary beneficiary was \$22.2 million on a fair value basis.

As of December 31, 2021, the securitization VIEs which we do not consolidate had debt obligations to beneficial interest holders with unpaid principal balances, excluding the notional value of interest-only securities, of \$4.9 billion. The corresponding assets are comprised primarily of commercial mortgage loans with unpaid principal balances corresponding to the amounts of the outstanding debt obligations.

We also hold passive non-controlling interests in certain unconsolidated entities that are considered VIEs. We are not the primary beneficiaries of these VIEs as we do not possess the power to direct the activities of the VIEs that most significantly impact their economic performance and therefore report our interests, which totaled \$24.5 million as of December 31, 2021, within investments in unconsolidated entities on our consolidated balance sheet. Our maximum risk of loss is limited to our carrying value of the investments.

17. Related-Party Transactions

Management Agreement

We are party to a management agreement (the “Management Agreement”) with our Manager. Under the Management Agreement, our Manager, subject to the oversight of our board of directors, is required to manage our day to day activities, for which our Manager receives a base management fee and is eligible for an incentive fee and stock awards. Our Manager’s personnel perform certain due diligence, legal, management and other services that outside professionals or consultants would otherwise perform. As such, in accordance with the terms of our Management Agreement, our Manager is paid or reimbursed for the documented costs of performing such tasks, provided that such costs and reimbursements are in amounts no greater than those which would be payable to outside professionals or consultants engaged to perform such services pursuant to agreements negotiated on an arm’s-length basis.

Base Management Fee. The base management fee is 1.5% of our stockholders’ equity per annum and calculated and payable quarterly in arrears in cash. For purposes of calculating the management fee, our stockholders’ equity means: (a) the sum of (1) the net proceeds from all issuances of our equity securities since inception and equity securities of subsidiaries issued in exchange for properties (allocated on a pro rata daily basis for such issuances during the fiscal quarter of any such issuance), plus (2) our retained earnings and income to non-controlling interests with respect to equity securities of subsidiaries issued in exchange for properties at the end of the most recently completed calendar quarter (without taking into account any non-cash equity compensation expense incurred in current or prior periods), less (b) any amount that we pay to repurchase our common stock since inception. It also excludes (1) any unrealized gains and losses and other non-cash items that have impacted stockholders’ equity as reported in our financial statements prepared in accordance with GAAP, and (2) one-time events pursuant to changes in GAAP, and certain non-cash items not otherwise described above, in each case after discussions between our Manager and our independent directors and approval by a majority of our independent directors. As a result, our stockholders’ equity, for purposes of calculating the management fee, could be greater or less than the amount of stockholders’ equity shown in our consolidated financial statements.

For the years ended December 31, 2021, 2020 and 2019, approximately \$77.9 million, \$76.6 million and \$77.0 million, respectively, was incurred for base management fees. In April 2020, our board of directors authorized the payment of our first quarter base management fee of \$19.1 million in 1,422,143 shares of our common stock. As of December 31, 2021 and 2020, there were \$20.3 million and \$19.2 million, respectively, of unpaid base management fees included in related-party payable in our consolidated balance sheets.

Incentive Fee. Our Manager is entitled to be paid the incentive fee described below with respect to each calendar quarter if (1) our Core Earnings (as defined below) for the previous 12-month period exceeds an 8% threshold, and (2) our Core Earnings for the 12 most recently completed calendar quarters is greater than zero.

The incentive fee is an amount, not less than zero, equal to the difference between (1) the product of (x) 20% and (y) the difference between (i) our Core Earnings for the previous 12-month period, and (ii) the product of (A) the weighted average of the issue price per share of our common stock of all of our public offerings and including issue price per equity security of subsidiaries issued in exchange for properties multiplied by the weighted average number of all shares of common stock outstanding (including any RSUs, any RSAs and other shares of common stock underlying awards granted under our equity incentive plans) and equity securities of subsidiaries issued in exchange for properties in such previous 12-month period, and (B) 8%, and (2) the sum of any incentive fee paid to our Manager with respect to the first three calendar quarters of such previous 12-month period. One half of each quarterly installment of the incentive fee is payable in shares of our common stock so long as the ownership of such additional number of shares by our Manager would not violate the 9.8% stock ownership limit set forth in our charter, after giving effect to any waiver from such limit that our board of directors may grant in the future. The remainder of the incentive fee is payable in cash. The number of shares to be issued to our Manager is equal to the dollar amount of the portion of the quarterly installment of the incentive fee payable in shares divided by the average of the closing prices of our common stock on the NYSE for the five trading days prior to the date on which such quarterly installment is paid.

Core Earnings is defined as GAAP net income (loss) excluding non-cash equity compensation expense, the incentive fee, depreciation and amortization of real estate and associated intangibles, acquisition costs associated with successful

acquisitions, any unrealized gains, losses or other non-cash items recorded in net income for the period, regardless of whether such items are included in OCI, or in net income and, to the extent deducted from net income (loss), distributions payable with respect to equity securities of subsidiaries issued in exchange for properties. The amount is adjusted to exclude one-time events pursuant to changes in GAAP and certain other non-cash adjustments as determined by our Manager and approved by a majority of our independent directors.

For the years ended December 31, 2021, 2020 and 2019, approximately \$70.3 million, \$30.8 million and \$20.2 million, respectively, was incurred for incentive fees. As of December 31, 2021 and 2020, there were \$51.2 million and \$15.0 million of unpaid incentive fees included in related-party payable in our consolidated balance sheets.

Expense Reimbursement. We are required to reimburse our Manager for operating expenses incurred by our Manager on our behalf. In addition, pursuant to the terms of the Management Agreement, we are required to reimburse our Manager for the cost of legal, tax, consulting, accounting and other similar services rendered for us by our Manager's personnel provided that such costs are no greater than those that would be payable if the services were provided by an independent third party. The expense reimbursement is not subject to any dollar limitations but is subject to review by our independent directors. For the years ended December 31, 2021, 2020 and 2019, approximately \$7.1 million, \$8.5 million and \$7.7 million, respectively, was incurred for executive compensation and other reimbursable expenses and recognized within general and administrative expenses in our consolidated statements of operations. As of December 31, 2021 and 2020, there were \$4.9 million and \$5.0 million, respectively, of unpaid reimbursable executive compensation and other expenses included in related-party payable in our consolidated balance sheets.

Equity Awards. In certain instances, we issue RSAs to certain employees of affiliates of our Manager who perform services for us. During the years ended December 31, 2021, 2020 and 2019, we granted 1,013,232, 341,635 and 182,861 RSAs, respectively, at grant date fair values of \$20.3 million, \$3.9 million and \$4.1 million, respectively. Expenses related to the vesting of awards to employees of affiliates of our Manager were \$9.7 million, \$3.4 million and \$4.1 million during the years ended December 31, 2021, 2020 and 2019, respectively, and are reflected in general and administrative expenses in our consolidated statements of operations. These shares generally vest over a three-year period.

Termination Fee. We can terminate the Management Agreement without cause, as defined in the Management Agreement, with an affirmative two-thirds vote by our independent directors and 180 days written notice to our Manager. Upon termination without cause, our Manager is due a termination fee equal to three times the sum of the average annual base management fee and incentive fee earned by our Manager over the preceding eight calendar quarters. No termination fee is payable if our Manager is terminated for cause, as defined in the Management Agreement, which can be done at any time with 30 days written notice from our board of directors.

Manager Equity Plan

In May 2017, the Company's shareholders approved the Starwood Property Trust, Inc. 2017 Manager Equity Plan (the "2017 Manager Equity Plan"), which replaced the Starwood Property Trust, Inc. Manager Equity Plan ("Manager Equity Plan"). In November 2020, we granted 1,800,000 RSUs to our Manager under the 2017 Manager Equity Plan. In September 2019, we granted 1,200,000 RSUs to our Manager under the 2017 Manager Equity Plan. In April 2018, we granted 775,000 RSUs to our Manager under the 2017 Manager Equity Plan. In March 2017, we granted 1,000,000 RSUs to our Manager under the Manager Equity Plan. In connection with these grants and prior similar grants, we recognized share-based compensation expense of \$19.4 million, \$18.0 million and \$20.2 million within management fees in our consolidated statements of operations for the years ended December 31, 2021, 2020 and 2019, respectively. Refer to Note 18 for further discussion of these grants.

Investments in Loans and Securities

During the years ended December 31, 2021, 2020 and 2019, the Company acquired \$1.2 billion, \$244.4 million and \$353.0 million, respectively, of loans from a residential mortgage originator in which it holds an equity interest. In September 2021, the Company amended a \$4.5 million subordinated loan to this residential mortgage originator, which was entered into in June 2018, to extend the maturity from September 2021 to September 2022. Such loan had been amended in September and October 2019 to extend the maturity from September 2019 to September 2020 and increase the total commitment from \$2.0 million to \$4.5 million and again in September 2020 to further extend the maturity to September 2021. Additionally, as of December 31, 2021, the Company had outstanding residential mortgage loan purchase commitments of \$429.3 million to this

residential mortgage originator. Refer to Note 9 for further discussion. In December 2021, the Company sold \$4.5 million of loans to the residential mortgage originator.

In July 2021, a €55.0 million loan participation acquired in March 2018 from SEREF, which was secured by a luxury resort in Estepona, Spain, was paid in full.

In August 2020, the Company received a \$245.0 million partial repayment on a \$339.2 million first mortgage and mezzanine loan that was originated in August 2017 related to an office campus located in Irvine, California. An affiliate of our Manager has a non-controlling equity interest in the borrower. As of December 31, 2021, the outstanding balance of this loan was \$29.4 million.

In January 2020, the Company originated a \$3.5 million bridge loan to a third party borrower for the development and recapitalization of luxury cabin rentals. In February 2020, the bridge loan was repaid, and the Company originated a \$99.0 million first mortgage loan to the same borrower. The loan bears interest at a fixed rate of 10.5% plus fees and contains a term of 36 months with two one-year extension options. Certain members of our executive team and board of directors own equity interests in the borrower. As of December 31, 2021, the outstanding balance of this loan was \$67.4 million.

In February 2019, the Company acquired a \$60.0 million participation in a \$925.0 million first priority infrastructure term loan. In April 2019 and July 2019, the Company acquired participations of \$5.0 million and \$16.0 million, respectively, in a \$350.0 million upsize to the term loan. The loan is secured by four domestic natural gas power plants. An affiliate of our Manager, Starwood Energy Group, is the borrower under the term loan. As of December 31, 2021, the outstanding participation balance in this term loan was \$65.0 million.

In March 2019, the Company originated a \$22.5 million loan to refinance the debt of a commercial real estate partnership in which we hold a 50% equity interest.

In January 2018, the Company acquired a \$130.0 million first mortgage participation from an unaffiliated third party. The loan is secured by three U.S. power plants that each have long-term power purchase agreements with investment grade counterparties. The borrower is an affiliate of our Manager. As of December 31, 2021, the Company's outstanding participation balance of this loan was \$52.0 million.

In December 2012, the Company acquired 9,140,000 ordinary shares in SEREF, a debt fund that is externally managed by an affiliate of our Manager and is listed on the London Stock Exchange, for approximately \$14.7 million, which equated to approximately 4% ownership of SEREF. As of December 31, 2021, our shares represent an approximate 2% interest in SEREF. Refer to Note 6 for additional details.

The Company co-originate, along with certain investment funds affiliated with our Manager, various foreign currency denominated loans to third party borrowers in which each lender holds a separate portion of the loan. The loans are independently underwritten and legally separate, and the transaction is directly between the Company and the third party borrower. As a result, we do not consider these to be related party transactions.

Investments in Unconsolidated Entities

In October 2014, we committed \$150.0 million for a 33% equity interest in four regional shopping malls (the "Retail Fund"). In August 2017, we funded the remaining \$15.5 million capital commitment associated with this investment. During the year ended December 31, 2019, we recognized a loss of \$114.4 million. No earnings or losses were recognized during the years ended December 31, 2020 and 2021. During the period included in our year ended December 31, 2019, the Retail Fund reported unrealized decreases in the fair value of its real estate properties, which resulted in a \$47.2 million decrease to our investment. In addition, we provided an impairment charge of \$71.9 million against the remainder of the investment based on our estimate of the fair value of the underlying retail assets as of December 31, 2019. The Retail Fund was established for the purpose of acquiring and operating four leading regional shopping malls located in Florida, Michigan, North Carolina and Virginia. An affiliate of our Manager serves as general partner of the Retail Fund.

In April 2013, in connection with our acquisition of LNR, we acquired 50% of a joint venture which owns equity in an online real estate company. An affiliate of our Manager, Starwood Distressed Opportunity Fund IX owns the remaining 50% of the venture.

Lease Arrangements

In March 2020, we entered into an office lease agreement with an entity which is controlled by our Chairman and CEO through majority equity ownership of the entity. The leased premises serve as our new Miami Beach office following the expiration of our former lease in Miami Beach. The lease is for up to 74,000 square feet of office space, has an initial term of 15 years and requires monthly lease payments starting in the tenth month after lease commencement, which is pending final completion of the premises. The lease payments are based on an annual base rate of \$52.00 per square foot that increases by 3% each anniversary following commencement, plus our pro rata share of building operating expenses. Prior to the execution of this lease, we engaged an independent third party leasing firm and external counsel to advise the independent directors of our board of directors on market terms for the lease. The terms of the lease were approved by our independent directors. In April 2020 we provided a \$1.9 million cash security deposit to the landlord. During the year ended December 31, 2021, we made payments to the landlord of \$10.7 million for reimbursements relating to tenant improvements under the terms of the lease.

In December 2021, we entered into a sublease with SH Group Hotels & Residences U.S., L.L.C., an affiliate of our Manager, for office space in Los Angeles, California. The sublease commenced December 20, 2021. The sublease is for approximately 5,500 square feet of office space, has an initial term of 4.5 years, and requires monthly lease payments based on an annual base rate of \$59.16 per square foot that increases by 3% annually in April, which is equal to that specified in the original lease between the affiliate and the third party landlord.

Acquisitions from Consolidated CMBS Trusts

Our Investing and Servicing Segment acquires interests in properties for its REIS Equity Portfolio and also loans from CMBS trusts, some of which are consolidated as VIEs on our balance sheet. Acquisitions from consolidated VIEs are reflected as repayment of debt of consolidated VIEs in our consolidated statements of cash flows. During the year ended December 31, 2021, we acquired a \$9.2 million nonperforming loan on a hospitality asset in New York from a consolidated CMBS trust for a total gross purchase price of \$10.1 million, including accrued interest. During the year ended December 31, 2019, we acquired \$8.6 million of net real estate assets from a consolidated CMBS trust for a total gross purchase price of \$8.8 million, as discussed in Note 3. There were no assets acquired from consolidated CMBS trusts during the year ended December 31, 2020.

Acquisitions from Consolidated RMBS Trusts

When our Commercial and Residential Lending Segment exercises an optional redemption right in a securitization VIE, it unwinds the securitization structure and acquires the underlying loans from the VIE. Acquisitions of loans from consolidated VIEs are reflected as repayment of debt of consolidated VIEs in our consolidated statements of cash flows. During the years ended December 31, 2021 and 2020, we acquired \$524.5 million and \$176.6 million, respectively, of residential loans from consolidated RMBS trusts at their par amounts. Refer to Note 13 for further discussion of these acquisitions.

Other Related-Party Arrangements

During the year ended December 31, 2016, we established a co-investment fund which provides key personnel with the opportunity to invest in certain properties included in our REIS Equity Portfolio. These personnel include certain of our employees as well as employees of affiliates of our Manager (collectively, "Fund Participants"). The fund carries an aggregate commitment of \$15.0 million and owns a 10% equity interest in certain REIS Equity Portfolio properties acquired subsequent to January 1, 2015. As of December 31, 2021, Fund Participants have funded \$4.9 million of the capital commitment, and it is our current expectation that there will be no additional funding of the commitment. The capital contributed by Fund Participants is reflected on our consolidated balance sheets as non-controlling interests in consolidated subsidiaries. In an effort to retain key personnel, the fund provides for disproportionate distributions which allows Fund Participants to earn an incremental 60% on all operating cash flows attributable to their capital account, net of a 5% preferred return to us as general partner of the fund. Amounts earned by Fund Participants pursuant to this waterfall are reflected within net income attributable to non-controlling interests in our consolidated statements of operations. During the years ended December 31, 2021, 2020 and 2019, the non-controlling interests related to this fund received cash distributions of \$0.2 million, \$1.8 million and \$1.3 million, respectively.

Highmark Residential ("Highmark"), an affiliate of our Manager, provides property management services for properties within our Woodstar I and Woodstar II Portfolios. Fees paid to Highmark are calculated as a percentage of gross

receipts and are at market terms. During the years ended December 31, 2021, 2020 and 2019, property management fees to Highmark were \$4.2 million, \$2.1 million, and \$1.6 million, respectively.

18. Stockholders' Equity and Non-Controlling Interests

The Company's authorized capital stock consists of 100,000,000 shares of preferred stock, \$0.01 par value per share, and 500,000,000 shares of common stock, \$0.01 par value per share.

We issued common stock in a public offering as follows during the year ended December 31, 2021:

Issuance date	Shares issued (in thousands)	Price per share	Proceeds (in thousands)
12/10/2021	16,000	\$ 24.57	\$ 393,120

In May 2014, we established the Starwood Property Trust, Inc. Dividend Reinvestment and Direct Stock Purchase Plan (the "DRIP Plan"), which provides stockholders with a means of purchasing additional shares of our common stock by reinvesting the cash dividends paid on our common stock and by making additional optional cash purchases. Shares of our common stock purchased under the DRIP Plan will either be issued directly by the Company or purchased in the open market by the plan administrator. The Company may issue up to 11.0 million shares of common stock under the DRIP Plan. During the years ended December 31, 2021, 2020 and 2019, shares issued under the DRIP Plan were not material.

In May 2014, we entered into an amended and restated At-The-Market Equity Offering Sales Agreement (the "ATM Agreement") with Merrill Lynch, Pierce, Fenner & Smith Incorporated to sell shares of the Company's common stock of up to \$500.0 million from time to time, through an "at the market" equity offering program. Sales of shares under the ATM Agreement are made by means of ordinary brokers' transactions on the NYSE or otherwise at market prices prevailing at the time of sale or at negotiated prices. During the years ended December 31, 2021, 2020 and 2019, there were no shares issued under the ATM Agreement.

During the year ended December 31, 2019, we issued 3.6 million shares in connection with the settlement of \$78.0 million of our 4.00% Convertible Senior Notes due 2019. Refer to Note 12 for further discussion.

During the year ended December 31, 2020, we repurchased 2,268,551 shares of common stock for \$33.8 million under a previous common stock and Convertible Note repurchase program authorized by our board of directors, which expired in February 2021.

Our board of directors declared the following dividends during the years ended December 31, 2021, 2020 and 2019:

Declaration Date	Record Date	Ex-Dividend Date	Payment Date	Amount	Frequency
12/15/21	12/31/21	12/30/21	1/14/22	\$ 0.48	Quarterly
9/15/21	9/30/21	9/29/21	10/15/21	0.48	Quarterly
6/14/21	6/30/21	6/29/21	7/15/21	0.48	Quarterly
3/11/21	3/31/21	3/30/21	4/15/21	0.48	Quarterly
12/9/20	12/31/20	12/30/20	1/15/21	0.48	Quarterly
9/16/20	9/30/20	9/29/20	10/15/20	0.48	Quarterly
6/16/20	6/30/20	6/29/20	7/15/20	0.48	Quarterly
2/25/20	3/31/20	3/30/20	4/15/20	0.48	Quarterly
11/18/19	12/31/19	12/30/19	1/15/20	0.48	Quarterly
8/7/19	9/30/19	9/27/19	10/15/19	0.48	Quarterly
5/8/19	6/28/19	6/27/19	7/15/19	0.48	Quarterly
2/28/19	3/29/19	3/28/19	4/15/19	0.48	Quarterly

Equity Incentive Plans

In May 2017, the Company's shareholders approved the 2017 Manager Equity Plan and the Starwood Property Trust, Inc. 2017 Equity Plan (the "2017 Equity Plan"), which allow for the issuance of up to 11,000,000 stock options, stock appreciation rights, RSAs, RSUs or other equity-based awards or any combination thereof to the Manager, directors, employees, consultants or any other party providing services to the Company. The 2017 Manager Equity Plan succeeds and

replaces the Manager Equity Plan and the 2017 Equity Plan succeeds and replaces the Starwood Property Trust, Inc. Equity Plan (the “Equity Plan”) and the Starwood Property Trust, Inc. Non-Executive Director Stock Plan (the “Non-Executive Director Stock Plan”). As of December 31, 2021, 3,132,625 share awards were available to be issued under either the 2017 Manager Equity Plan or the 2017 Equity Plan, determined on a combined basis.

To date, we have only granted RSAs and RSUs under the equity incentive plans. The holders of awards of RSAs or RSUs are entitled to receive dividends or “distribution equivalents” beginning on either the award’s effective date or vest date, depending on the terms of the award.

The table below summarizes our share awards granted or vested under the Manager Equity Plan and the 2017 Manager Equity Plan during the years ended December 31, 2021, 2020 and 2019 (dollar amounts in thousands):

Grant Date	Type	Amount Granted	Grant Date Fair Value	Vesting Period
November 2020	RSU	1,800,000	\$ 30,078	3 years
September 2019	RSU	1,200,000	29,484	(1)
April 2018	RSU	775,000	16,329	3 years
March 2017	RSU	1,000,000	22,240	3 years

- (1) Of the amount granted, 218,898 vested immediately on the grant date and the remaining amount vests over a three-year period.

During the years ended December 31, 2021, 2020 and 2019, we granted 1,708,935, 1,014,753, and 520,236 RSAs, respectively, under the 2017 Equity Plan to a select group of eligible participants which includes our employees, directors and employees of our Manager who perform services for us. The awards were granted based on the market price of the Company’s common stock on the respective grant date and generally vest over a three-year period. Expenses related to the vesting of these awards are reflected in general and administrative expenses in our consolidated statements of operations. No RSUs were granted under the 2017 Equity Plan during the years ended December 31, 2021, 2020 and 2019.

The following shares of common stock were issued, without restriction, to our Manager as part of the incentive and base management compensation due under the Management Agreement during the years ended December 31, 2021, 2020 and 2019:

Timing of Issuance	Shares of Common Stock Issued	Price per share
November 2021	18,649	\$ 26.08
August 2021	97,151	25.79
May 2021	267,378	24.54
February 2021	332,002	22.55
May 2020	2,065,322	(1)
February 2020	355,910	25.51
November 2019	38,942	24.08
March 2019	495,363	22.16

- (1) 1,422,143 shares of common stock were issued with a share price of \$13.42 relating to the first quarter base management fee. 643,179 shares of common stock were issued with a share price of \$12.25 relating to the first quarter incentive fee.

The following table summarizes our share-based compensation expenses during the years ended December 31, 2021, 2020 and 2019 (in thousands):

	For the Year Ended December 31,		
	2021	2020	2019
Management fees:			
Manager incentive fee	\$ 35,135	\$ 15,405	\$ 10,082
Base management fee	—	19,088	—
2017 Manager Equity Plan (1)	19,448	17,987	20,255
	<u>54,583</u>	<u>52,480</u>	<u>30,337</u>
General and administrative:			
2017 Equity Plan (1)	19,838	13,254	15,900
	<u>19,838</u>	<u>13,254</u>	<u>15,900</u>
Total share-based compensation expense (2)	<u>\$ 74,421</u>	<u>\$ 65,734</u>	<u>\$ 46,237</u>

- (1) Share-based compensation expense relating to the Manager Equity Plan is reflected within the 2017 Manager Equity Plan. Share-based compensation expense relating to the Non-Executive Director Stock Plan and the Equity Plan are reflected within the 2017 Equity Plan.
- (2) The income tax benefit associated with the share-based compensation expense for the years ended December 31, 2021, 2020 and 2019 was immaterial.

Schedule of Non-Vested Shares and Share Equivalents (1)

	2017 Equity Plan	2017 Manager Equity Plan	Total	Weighted Average Grant Date Fair Value (per share)
Balance as of January 1, 2021	1,594,605	2,286,896	3,881,501	\$ 17.26
Granted	1,708,935	—	1,708,935	22.14
Vested	(764,781)	(991,619)	(1,756,400)	18.44
Forfeited	(132,029)	—	(132,029)	18.99
Balance as of December 31, 2021	<u>2,406,730</u>	<u>1,295,277</u>	<u>3,702,007</u>	18.90

- (1) Equity-based award activity for awards granted under the Equity Plan and Non-Executive Director Stock Plan is reflected within the 2017 Equity Plan column, and for awards granted under the Manager Equity Plan, within the 2017 Manager Equity Plan column.

The weighted average grant date fair value per share of grants during the years ended December 31, 2021, 2020 and 2019 was \$22.14, \$14.64 and \$24.01, respectively.

Vesting Schedule

	2017 Equity Plan	2017 Manager Equity Plan	Total
2022	646,771	845,277	1,492,048
2023	451,679	450,000	901,679
2024	1,308,280	—	1,308,280
Total	<u>2,406,730</u>	<u>1,295,277</u>	<u>3,702,007</u>

As of December 31, 2021, there was approximately \$53.5 million of total unrecognized compensation costs related to unvested share-based compensation arrangements which are expected to be recognized over a weighted average period of 1.7 years. The total fair value of shares vested during the years ended December 31, 2021, 2020 and 2019 were \$32.4 million, \$35.7 million and \$33.2 million, respectively, as of the respective vesting dates.

Non-Controlling Interests in Consolidated Subsidiaries

As discussed in Note 2, on November 5, 2021 we sold a 20.6% non-controlling interest in the Woodstar Fund to third party investors for net cash proceeds of \$214.2 million. Under the Woodstar Fund operating agreement, such interests are contingently redeemable by us, at the option of the interest holder, for cash at liquidation fair value if any assets remain upon termination of the Woodstar Fund. The Woodstar Fund operating agreement specifies an eight-year term with two one-year

extension options, the first at our option and the second subject to consent of an advisory committee representing the non-controlling interest holders. Accordingly, these contingently redeemable non-controlling interests have been classified as “Temporary Equity” in our consolidated balance sheet as of December 31, 2021 and represent the fair value of the Woodstar Fund’s net assets allocable to those interests. During the period from November 5, 2021 through December 31, 2021, net income attributable to these non-controlling interests was \$0.7 million.

In connection with our Woodstar II Portfolio acquisitions, we issued 10.2 million Class A Units in our subsidiary, SPT Dolphin, and rights to receive an additional 1.9 million Class A Units if certain contingent events occur. During the years ended December 31, 2020 and 2019, we issued 0.1 million and 0.1 million, respectively, of the total 1.9 million contingent Class A Units to the contributors. As of December 31, 2021, all of the 1.9 million contingent Class A Units were issued. The Class A Units are redeemable for consideration equal to the current share price of the Company’s common stock on a one-for-one basis, with the consideration paid in either cash or the Company’s common stock, at the determination of the Company. During the year ended December 31, 2021, redemptions of 0.9 million of the Class A Units were received and settled in common stock, leaving 9.8 million Class A Units outstanding as of December 31, 2021. During the year ended December 31, 2020, redemptions of 0.5 million of the Class A Units were received, of which 0.4 million were settled in common stock and 0.1 million were settled for \$1.3 million in cash. During the year ended December 31, 2019, redemptions of 1.0 million of the Class A Units were received and settled in common stock. The outstanding Class A Units are reflected as non-controlling interests in consolidated subsidiaries on our consolidated balance sheets, the balance of which was \$208.5 million and \$226.7 million as of December 31, 2021 and 2020, respectively.

To the extent SPT Dolphin has sufficient cash available, the Class A Units earn a preferred return indexed to the dividend rate of the Company’s common stock. Any distributions made pursuant to this waterfall are recognized within net income attributable to non-controlling interests in our consolidated statements of operations. During the years ended December 31, 2021, 2020 and 2019, we recognized net income attributable to non-controlling interests of \$19.4 million, \$20.4 million and \$21.6 million, respectively, associated with these Class A Units.

As discussed in Note 16, we hold a 51% controlling interest in the CMBS JV within our Investing and Servicing Segment. In connection with the formation of this venture in December 2019, we sold assets totaling \$333.0 million to the CMBS JV, including \$318.3 million of CMBS, \$13.3 million of interests in various existing CMBS joint ventures, and \$1.4 million of related interest receivables. We obtained a 51% interest in the venture for cash consideration of \$169.8 million, and our joint venture partner obtained a 49% interest for \$163.2 million. The \$13.3 million of joint venture interests that we contributed into the CMBS JV relate to joint ventures which we consolidate. The CMBS within these ventures carried a fair value of \$24.5 million at the time of sale and related non-controlling interests of \$11.2 million.

Because the CMBS JV is deemed a VIE for which we are the primary beneficiary, the 49% interest of our joint venture partner is reflected as a non-controlling interest in consolidated subsidiaries on our consolidated balance sheets, and any net income attributable to this 49% joint venture interest is reflected within net income attributable to non-controlling interests in our consolidated statement of operations. The non-controlling interests in the CMBS JV were \$131.9 million and \$126.7 million as of December 31, 2021 and 2020, respectively. During the years ended December 31, 2021 and 2020, net income attributable to non-controlling interests was \$22.7 million and \$11.1 million, respectively. During the year ended December 31, 2019, net income attributable to non-controlling interests was immaterial.

19. Earnings per Share

The following table provides a reconciliation of net income and the number of shares of common stock used in the computation of basic EPS and diluted EPS (amounts in thousands, except per share amounts):

	For the Year Ended December 31,		
	2021	2020	2019
Basic Earnings			
Income attributable to STWD common stockholders	\$ 447,739	\$ 331,689	\$ 509,664
Less: Income attributable to participating shares not already deducted as non-controlling interests	(6,808)	(5,216)	(3,873)
Basic earnings	<u>\$ 440,931</u>	<u>\$ 326,473</u>	<u>\$ 505,791</u>
Diluted Earnings			
Income attributable to STWD common stockholders	\$ 447,739	\$ 331,689	\$ 509,664
Less: Income attributable to participating shares not already deducted as non-controlling interests	(6,808)	(5,216)	(3,873)
Add: Interest expense on Convertible Notes	11,619	*	12,354
Diluted earnings	<u>\$ 452,550</u>	<u>\$ 326,473</u>	<u>\$ 518,145</u>
Number of Shares:			
Basic — Average shares outstanding	285,942	281,978	279,337
Effect of dilutive securities — Convertible Notes	9,649	*	9,805
Effect of dilutive securities — Contingently issuable shares	1,037	383	360
Effect of dilutive securities — Unvested non-participating shares	198	122	210
Diluted — Average shares outstanding	<u>296,826</u>	<u>282,483</u>	<u>289,712</u>
Earnings Per Share Attributable to STWD Common Stockholders:			
Basic	\$ 1.54	\$ 1.16	\$ 1.81
Diluted	\$ 1.52	\$ 1.16	\$ 1.79

* Our Convertible Notes were not dilutive for the year ended December 31, 2020.

As of December 31, 2021, 2020 and 2019, participating shares of 13.0 million, 14.4 million and 13.3 million, respectively, were excluded from the computation of diluted shares as their effect was already considered under the more dilutive two-class method used above. Such participating shares at December 31, 2021, 2020 and 2019 included 9.8 million, 10.6 million and 11.0 million potential shares, respectively, of our common stock issuable upon redemption of the Class A Units in SPT Dolphin, as discussed in Note 18.

20. Accumulated Other Comprehensive Income

The changes in AOCI by component are as follows (amounts in thousands):

	Cumulative Unrealized Gain (Loss) on Available-for- Sale Securities	Foreign Currency Translation	Total
Balance at January 1, 2019	\$ 53,515	\$ 5,145	\$ 58,660
OCI before reclassifications	(2,460)	(3,665)	(6,125)
Amounts reclassified from AOCI	(59)	(1,544)	(1,603)
Net period OCI	(2,519)	(5,209)	(7,728)
Balance at December 31, 2019	50,996	(64)	50,932
OCI before reclassifications	(6,939)	—	(6,939)
Amounts reclassified from AOCI	—	—	—
Net period OCI	(6,939)	—	(6,939)
Balance at December 31, 2020	44,057	(64)	43,993
OCI before reclassifications	(3,101)	—	(3,101)
Amounts reclassified from AOCI	(3)	64	61
Net period OCI	(3,104)	64	(3,040)
Balance at December 31, 2021	<u>\$ 40,953</u>	<u>\$ —</u>	<u>\$ 40,953</u>

The reclassifications out of AOCI impacted the consolidated statements of operations for the years ended December 31, 2021, 2020 and 2019 as follows (amounts in thousands):

Details about AOCI Components	Amounts Reclassified from AOCI during the Year Ended December 31,			Affected Line Item in the Statements of Operations
	2021	2020	2019	
Unrealized gains on available-for-sale securities:				
Interest realized upon collection	\$ 3	\$ —	\$ 59	Interest income from investment securities
Foreign currency translation:				
Foreign currency (adjustment) gain from business dispositions	(64)	—	1,544	Gain on sale of investments and other assets, net
Total reclassifications for the period	<u>\$ (61)</u>	<u>\$ —</u>	<u>\$ 1,603</u>	

21. Fair Value

GAAP establishes a hierarchy of valuation techniques based on the observability of inputs utilized in measuring financial assets and liabilities at fair value. GAAP establishes market-based or observable inputs as the preferred source of values, followed by valuation models using management assumptions in the absence of market inputs. The three levels of the hierarchy are described below:

Level I—Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

Level II—Inputs (other than quoted prices included in Level I) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

Level III—Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

Valuation Process

We have valuation control processes in place to validate the fair value of the Company's financial assets and liabilities measured at fair value including those derived from pricing models. These control processes are designed to assure that the values used for financial reporting are based on observable inputs wherever possible. In the event that observable inputs are not available, the control processes are designed to assure that the valuation approach utilized is appropriate and consistently applied and the assumptions are reasonable.

Pricing Verification—We use recently executed transactions, other observable market data such as exchange data, broker/dealer quotes, third party pricing vendors and aggregation services for validating the fair values generated using valuation models. Pricing data provided by approved external sources is evaluated using a number of approaches; for example, by corroborating the external sources' prices to executed trades, analyzing the methodology and assumptions used by the external source to generate a price and/or by evaluating how active the third party pricing source (or originating sources used by the third party pricing source) is in the market.

Unobservable Inputs—Where inputs are not observable, we review the appropriateness of the proposed valuation methodology to ensure it is consistent with how a market participant would arrive at the unobservable input. The valuation methodologies utilized in the absence of observable inputs may include extrapolation techniques and the use of comparable observable inputs.

Any changes to the valuation methodology will be reviewed by our management to ensure the changes are appropriate. The methods used may produce a fair value calculation that is not indicative of net realizable value or reflective of future fair values. Furthermore, while we anticipate that our valuation methods are appropriate and consistent with other market participants, the use of different methodologies, or assumptions, to determine the fair value could result in a different estimate of fair value at the reporting date.

Fair Value on a Recurring Basis

We determine the fair value of our financial assets and liabilities measured at fair value on a recurring basis as follows:

Loans held-for-sale, commercial

We measure the fair value of our commercial mortgage loans held-for-sale using a discounted cash flow analysis unless observable market data (i.e., securitized pricing) is available. A discounted cash flow analysis requires management to make estimates regarding future interest rates and credit spreads. The most significant of these inputs relates to credit spreads and is unobservable. Thus, we have determined that the fair values of mortgage loans valued using a discounted cash flow analysis should be classified in Level III of the fair value hierarchy, while mortgage loans valued using securitized pricing should be classified in Level II of the fair value hierarchy. Mortgage loans classified in Level III are transferred to Level II if securitized pricing becomes available.

Loans held-for-sale and loans held-for-investment, residential

We measure the fair value of our residential loans held-for-sale and held-for-investment based on the net present value of expected future cash flows using a combination of observable and unobservable inputs. Observable market participant assumptions include pricing related to trades of residential loans with similar characteristics. Unobservable inputs include the expectation of future cash flows, which involves judgments about the underlying collateral, the creditworthiness of the borrower, estimated prepayment speeds, estimated future credit losses, forward interest rates, investor yield requirements and certain other factors. At each measurement date, we consider both the observable and unobservable valuation inputs in the determination of fair value. However, given the significance of the unobservable inputs, these loans have been classified within Level III.

RMBS

RMBS are valued utilizing observable and unobservable market inputs. The observable market inputs include recent transactions, broker quotes and vendor prices (“market data”). However, given the implied price dispersion amongst the market data, the fair value determination for RMBS has also utilized significant unobservable inputs in discounted cash flow models including prepayments, default and severity estimates based on the recent performance of the collateral, the underlying collateral characteristics, industry trends, as well as expectations of macroeconomic events (e.g., housing price curves, interest rate curves, etc.). At each measurement date, we consider both the observable and unobservable valuation inputs in the determination of fair value. However, given the significance of the unobservable inputs these securities have been classified within Level III.

CMBS

CMBS are valued utilizing both observable and unobservable market inputs. These factors include projected future cash flows, ratings, subordination levels, vintage, remaining lives, credit issues, recent trades of similar securities and the spreads used in the prior valuation. We obtain current market spread information where available and use this information in evaluating and validating the market price of all CMBS. Depending upon the significance of the fair value inputs used in determining these fair values, these securities are classified in either Level II or Level III of the fair value hierarchy. CMBS may shift between Level II and Level III of the fair value hierarchy if the significant fair value inputs used to price the CMBS become or cease to be observable.

Equity security

The equity security is publicly registered and traded in the U.S. and its market price is listed on the London Stock Exchange. The security has been classified within Level I.

Woodstar Fund Investments

The fair value of investments held by the Woodstar Fund is determined based on observable and unobservable market inputs. The initial fair value of the Woodstar Fund's investments at its November 5, 2021 establishment date was determined by reference to the purchase price paid by third party investors, which was consistent with both a recent external appraisal as well as our extensive marketing efforts to sell interests in the Woodstar Fund, plus working capital.

For the properties, the third party appraisal applied the income capitalization approach with corroborative support from the sales comparison approach. The cost approach is not employed, as it is typically not emphasized by potential investors in the multifamily affordable housing sector. The income capitalization approach estimates an income stream for a property over a 10-year period and discounts this income plus a reversion (presumed sale) into a present value at a risk adjusted discount rate. Terminal capitalization rates and discount rates utilized in this approach are derived from market transactions as well as other financial and industry data.

For secured financing, the third party appraisal discounted the contractual cash flows at the interest rate at which such arrangements would bear if executed in the current market. The fair value of investment level working capital is assumed to approximate carrying value due to its primarily short-term monetary nature. The fair value of interest rate derivatives is determined using the methodology described in the *Derivatives* discussion below.

Given the significance of the unobservable inputs used in the respective valuations, the Woodstar Fund's investments have been classified within Level III of the fair value hierarchy.

Domestic servicing rights

The fair value of this intangible is determined using discounted cash flow modeling techniques which require management to make estimates regarding future net servicing cash flows, including forecasted loan defeasance, control migration, delinquency and anticipated maturity defaults which are calculated assuming a debt yield at which default occurs. Since the most significant of these inputs are unobservable, we have determined that the fair values of this intangible in its entirety should be classified in Level III of the fair value hierarchy.

Derivatives

The valuation of derivative contracts are determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market based inputs, including interest rate curves, spot and market forward points and implied volatilities. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash payments and the discounted expected variable cash receipts. The variable cash receipts are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves.

We incorporate credit valuation adjustments to appropriately reflect both our own non-performance risk and the respective counterparty's non-performance risk in the fair value measurements. In adjusting the fair value of our derivative contracts for the effect of non-performance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

The valuation of over the counter derivatives are determined using discounted cash flows based on Overnight Index Swap ("OIS") rates. Fully collateralized trades are discounted using OIS with no additional economic adjustments to arrive at fair value. Uncollateralized or partially collateralized trades are also discounted at OIS, but include appropriate economic adjustments for funding costs (i.e., a LIBOR OIS basis adjustment to approximate uncollateralized cost of funds) and credit risk. For credit index instruments, fair value is determined based on changes in the relevant indices from the date of initiation of the instrument to the reporting date, as these changes determine the amount of any future cash settlement between us and the counterparty. These indices are considered Level II inputs as they are directly observable.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level II of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level III inputs, such as estimates of current credit spreads to evaluate the likelihood of default by us and our counterparties. However, as of December 31, 2021 and 2020, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level II of the fair value hierarchy.

Liabilities of consolidated VIEs

Our consolidated VIE liabilities generally represent bonds that are not owned by us. The majority of these are either traded in the marketplace or can be analogized to similar securities that are traded in the marketplace. For these liabilities, pricing is considered to be Level II, where the valuation is based upon quoted prices for similar instruments traded in active markets. We generally utilize third party pricing service providers for valuing these liabilities. In order to determine whether to utilize the valuations provided by third parties, we conduct an ongoing evaluation of their valuation methodologies and processes, as well as a review of the individual valuations themselves. In evaluating third party pricing for reasonableness, we consider a variety of factors, including market transaction information for the particular bond, market transaction information for bonds within the same trust, market transaction information for similar bonds, the bond's ratings and the bond's subordination levels.

For the minority portion of our consolidated VIE liabilities which consist of unrated or non-investment grade bonds that are not owned by us, pricing may be either Level II or Level III. If independent third party pricing similar to that noted above is available, we consider the valuation to be Level II. If such third party pricing is not available, the valuation is generated from model-based techniques that use significant unobservable assumptions, and we consider the valuation to be Level III. For VIE liabilities classified as Level III, valuation is determined based on discounted expected future cash flows which take into consideration expected duration and yields based on market transaction information, ratings, subordination levels, vintage and current market spread. VIE liabilities may shift between Level II and Level III of the fair value hierarchy if the significant fair value inputs used to price the VIE liabilities become or cease to be observable.

Assets of consolidated VIEs

The securitization VIEs in which we invest are “static”; that is, no reinvestment is permitted, and there is no active management of the underlying assets. In determining the fair value of the assets of the VIE, we maximize the use of observable inputs over unobservable inputs. The individual assets of a VIE are inherently incapable of precise measurement given their illiquid nature and the limitations on available information related to these assets. Because our methodology for valuing these assets does not value the individual assets of a VIE, but rather uses the value of the VIE liabilities as an indicator of the fair value of VIE assets as a whole, we have determined that our valuations of VIE assets in their entirety should be classified in Level III of the fair value hierarchy.

Fair Value Only Disclosed

We determine the fair value of our financial instruments and assets where fair value is disclosed as follows:

Loans held-for-investment and loans held-for-sale

We estimate the fair values of our loans not carried at fair value on a recurring basis by discounting their expected cash flows at a rate we estimate would be demanded by the market participants that are most likely to buy our loans. The expected cash flows used are generally the same as those used to calculate our level yield income in the financial statements. Since these inputs are unobservable, we have determined that the fair value of these loans in their entirety would be classified in Level III of the fair value hierarchy.

HTM debt securities

We estimate the fair value of our mandatorily redeemable preferred equity interests in commercial real estate companies and infrastructure bonds using the same methodology described for our loans held-for-investment. We estimate the fair value of our HTM CMBS using the same methodology described for our CMBS carried at fair value on a recurring basis.

Secured financing agreements, CLOs and SASB

The fair value of the secured financing agreements, CLOs and SASB are determined by discounting the contractual cash flows at the interest rate we estimate such arrangements would bear if executed in the current market. We have determined that our valuation of these instruments should be classified in Level III of the fair value hierarchy.

Unsecured senior notes

The fair value of our unsecured senior notes is determined based on the last available bid price for the respective notes in the current market. As these prices represent observable market data, we have determined that the fair value of these instruments would be classified in Level II of the fair value hierarchy.

Fair Value Disclosures

The following tables present our financial assets and liabilities carried at fair value on a recurring basis in the consolidated balance sheets by their level in the fair value hierarchy as of December 31, 2021 and 2020 (amounts in thousands):

December 31, 2021				
	Total	Level I	Level II	Level III
Financial Assets:				
Loans under fair value option	\$ 2,936,025	\$ —	\$ —	\$ 2,936,025
RMBS	143,980	—	—	143,980
CMBS	22,244	—	—	22,244
Equity security	11,624	11,624	—	—
Woodstar Fund investments	1,040,309	—	—	1,040,309
Domestic servicing rights	16,780	—	—	16,780
Derivative assets	48,216	—	48,216	—
VIE assets	61,280,543	—	—	61,280,543
Total	\$ 65,499,721	\$ 11,624	\$ 48,216	\$ 65,439,881
Financial Liabilities:				
Derivative liabilities	\$ 13,421	\$ —	\$ 13,421	\$ —
VIE liabilities	59,752,922	—	54,972,701	4,780,221
Total	\$ 59,766,343	\$ —	\$ 54,986,122	\$ 4,780,221

December 31, 2020				
	Total	Level I	Level II	Level III
Financial Assets:				
Loans under fair value option	\$ 1,022,979	\$ —	\$ —	\$ 1,022,979
RMBS	167,349	—	—	167,349
CMBS	19,457	—	—	19,457
Equity security	11,247	11,247	—	—
Domestic servicing rights	13,202	—	—	13,202
Derivative assets	40,555	—	40,555	—
VIE assets	64,238,328	—	—	64,238,328
Total	\$ 65,513,117	\$ 11,247	\$ 40,555	\$ 65,461,315
Financial Liabilities:				
Derivative liabilities	\$ 41,324	\$ —	\$ 41,324	\$ —
VIE liabilities	62,776,371	—	60,756,495	2,019,876
Total	\$ 62,817,695	\$ —	\$ 60,797,819	\$ 2,019,876

The changes in financial assets and liabilities classified as Level III are as follows for the years ended December 31, 2021 and 2020 (amounts in thousands):

	Loans at Fair Value	RMBS	CMBS	Woodstar Fund Investments	Domestic Servicing Rights	VIE Assets	VIE Liabilities	Total
January 1, 2020 balance	\$ 1,436,194	\$ 189,576	\$ 25,008	\$ —	\$ 16,917	\$62,187,175	\$ (2,537,392)	\$ 61,317,478
Total realized and unrealized gains (losses):								
Included in earnings:								
Change in fair value / gain on sale	133,124	—	6,991	—	(3,715)	(2,405,599)	128,747	(2,140,452)
Net accretion	—	10,712	—	—	—	—	—	10,712
Included in OCI	—	(6,939)	—	—	—	—	—	(6,939)
Purchases / Originations	2,304,924	—	—	—	—	—	—	2,304,924
Sales	(2,802,722)	—	(7,940)	—	—	—	—	(2,810,662)
Issuances	—	—	—	—	—	—	(29,927)	(29,927)
Cash repayments / receipts	(225,155)	(26,000)	(4,829)	—	—	—	(9,901)	(265,885)
Transfers into Level III	—	—	—	—	—	—	(1,393,905)	(1,393,905)
Transfers out of Level III	—	—	—	—	—	—	1,902,944	1,902,944
Transfers within Level III	176,614	—	—	—	—	(176,614)	—	—
Consolidation of VIEs	—	—	—	—	—	4,665,636	(101,690)	4,563,946
Deconsolidation of VIEs	—	—	227	—	—	(32,270)	21,248	(10,795)
December 31, 2020 balance	<u>1,022,979</u>	<u>167,349</u>	<u>19,457</u>	<u>—</u>	<u>13,202</u>	<u>64,238,328</u>	<u>(2,019,876)</u>	<u>63,441,439</u>
Total realized and unrealized gains (losses):								
Included in earnings:								
Change in fair value / gain on sale	69,050	—	(894)	402	3,578	(6,830,193)	1,066,130	(5,691,927)
Net accretion	—	10,457	—	—	—	—	—	10,457
Included in OCI	—	(3,104)	—	—	—	—	—	(3,104)
Purchases / Originations	5,351,019	—	—	—	—	—	—	5,351,019
Sales	(3,831,712)	—	—	—	—	—	—	(3,831,712)
Issuances	—	—	—	—	—	—	(38,715)	(38,715)
Cash repayments / receipts	(207,043)	(30,722)	(2,003)	—	—	—	(5,728)	(245,496)
Transfers into Level III	7,241	—	—	1,039,907	—	—	(3,058,607)	(2,011,459)
Transfers out of Level III	—	—	—	—	—	—	1,152,827	1,152,827
Transfers within Level III	524,491	—	—	—	—	(524,491)	—	—
Consolidation of VIEs	—	—	—	—	—	5,332,754	(1,911,702)	3,421,052
Deconsolidation of VIEs	—	—	5,684	—	—	(935,855)	35,450	(894,721)
December 31, 2021 balance	<u>\$ 2,936,025</u>	<u>\$ 143,980</u>	<u>\$ 22,244</u>	<u>\$ 1,040,309</u>	<u>\$ 16,780</u>	<u>\$61,280,543</u>	<u>\$ (4,780,221)</u>	<u>\$ 60,659,660</u>
Amount of unrealized gains (losses) attributable to assets still held at December 31, 2021:								
Included in earnings	\$ (8,036)	\$ 10,412	\$ 306	\$ 402	\$ 3,578	\$ (6,830,193)	\$ 1,066,130	\$ (5,757,401)
Included in OCI	—	(3,066)	—	—	—	—	—	\$ (3,066)
Amount of unrealized gains (losses) attributable to assets still held at December 31, 2020:								
Included in earnings	26,041	10,712	1,127	—	(3,715)	(2,327,393)	128,747	(2,164,481)
Included in OCI	—	(6,939)	—	—	—	—	—	(6,939)

Amounts were transferred from Level II to Level III due to a decrease in the observable relevant market activity and amounts were transferred from Level III to Level II due to an increase in the observable relevant market activity.

The following table presents the fair values of our financial instruments not carried at fair value on the consolidated balance sheets (amounts in thousands):

	December 31, 2021		December 31, 2020	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets not carried at fair value:				
Loans held-for-investment and loans held-for-sale	\$ 15,477,624	\$ 15,526,235	\$ 11,116,929	\$ 11,107,316
HTM debt securities	683,136	656,864	538,605	515,253
Financial liabilities not carried at fair value:				
Secured financing agreements, CLOs and SASB	\$ 15,192,966	\$ 15,266,440	\$ 11,076,744	\$ 11,108,364
Unsecured senior notes	1,828,590	1,893,065	1,732,520	1,786,667

The following is quantitative information about significant unobservable inputs in our Level III measurements for those assets and liabilities measured at fair value on a recurring basis (dollars in thousands):

	Carrying Value at December 31, 2021	Valuation Technique	Unobservable Input	Range (Weighted Average) as of (1)	
				December 31, 2021	December 31, 2020
Loans under fair value option	\$ 2,936,025	Discounted cash flow, market pricing	Coupon (d)	2.6% - 9.2% (4.2%)	3.3% - 9.7% (5.9%)
			Remaining contractual term (d)	6.3 - 39.9 years (27.4 years)	7.3 - 39.3 years (26.3 years)
			FICO score (a)	582 - 829 (748)	519 - 823 (727)
			LTV (b)	1% - 94% (66%)	5% - 94% (68%)
			Purchase price (d)	80.0% - 108.6% (102.3%)	84.4% - 104.8% (99.8%)
RMBS	143,980	Discounted cash flow	Constant prepayment rate (a)	4.8% - 19.2% (9.9%)	3.6% - 19.4% (7.6%)
			Constant default rate (b)	0.8% - 6.0% (2.1%)	0.7% - 5.4% (2.4%)
			Loss severity (b)	0% - 86% (26%) (f)	0% - 85% (20%) (f)
			Delinquency rate (c)	10% - 35% (19%)	10% - 32% (19%)
			Servicer advances (a)	19% - 83% (52%)	23% - 82% (54%)
			Annual coupon deterioration (b)	0% - 1.7% (0.1%)	0% - 0.9% (0.1%)
			Putback amount per projected total collateral loss (e)	0% - 8% (0.5%)	0% - 17% (0.8%)
CMBS	22,244	Discounted cash flow	Yield (b)	0% - 613.6% (9.3%)	0% - 536.6% (7.1%)
			Duration (c)	0 - 7.2 years (5.2 years)	0 - 7.6 years (5.3 years)
Woodstar Fund investments	1,040,309	Discounted cash flow	Discount rate - properties (b)	5.8% - 6.3% (6.0%)	N/A
			Discount rate - debt (a)	2.6% - 3.3% (2.9%)	N/A
			Terminal capitalization rate (b)	4.8% - 5.3% (4.9%)	N/A
Domestic servicing rights	16,780	Discounted cash flow	Debt yield (a)	7.30% (7.30%)	7.50% (7.50%)
			Discount rate (b)	15% (15%)	15% (15%)
VIE assets	61,280,543	Discounted cash flow	Yield (b)	0% - 615.3% (13.0%)	0% - 312.2% (14.3%)
			Duration (c)	0 - 11.0 years (3.2 years)	0 - 16.3 years (3.8 years)
VIE liabilities	4,780,221	Discounted cash flow	Yield (b)	0% - 615.3% (6.4%)	0% - 312.2% (14.4%)
			Duration (c)	0 - 11.0 years (2.3 years)	0 - 10.8 years (3.8 years)

- (1) Unobservable inputs were weighted by the relative carrying value of the instruments as of December 31, 2021 and 2020.

Information about Uncertainty of Fair Value Measurements

- (a) Significant increase (decrease) in the unobservable input in isolation would result in a significantly higher (lower) fair value measurement.
- (b) Significant increase (decrease) in the unobservable input in isolation would result in a significantly lower (higher) fair value measurement.
- (c) Significant increase (decrease) in the unobservable input in isolation would result in either a significantly lower or higher (higher or lower) fair value measurement depending on the structural features of the security in question.
- (d) This unobservable input is not subject to variability as of the respective reporting dates.

- (e) Any delay in the putback recovery date leads to a decrease in fair value for the majority of securities in our RMBS portfolio.
- (f) 18% and 23% of the portfolio falls within a range of 45% - 80% as of December 31, 2021 and 2020, respectively.

22. Income Taxes

Certain of our domestic subsidiaries have elected to be treated as taxable REIT subsidiaries (“TRSs”). TRSs permit us to participate in certain activities from which REITs are generally precluded, as long as these activities meet specific criteria, are conducted within the parameters of certain limitations established by the Code and are conducted in entities which elect to be treated as taxable subsidiaries under the Code. To the extent these criteria are met, we will continue to maintain our qualification as a REIT.

Our TRSs engage in various real estate related operations, including special servicing of commercial real estate, originating and securitizing mortgage loans, and investing in entities which engage in real estate-related operations. As of December 31, 2021 and 2020, approximately \$3.2 billion and \$1.4 billion, respectively, of assets were owned by TRS entities. Our TRSs are not consolidated for U.S. federal income tax purposes, but are instead taxed as corporations. For financial reporting purposes, a provision for current and deferred taxes is established for the portion of earnings recognized by us with respect to our interest in TRSs.

Our income tax provision consisted of the following for the years ended December 31, 2021, 2020 and 2019 (in thousands):

	For the Year Ended December 31,		
	2021	2020	2019
Current			
Federal	\$ 142	\$ 5,690	\$ 4,917
State	(80)	3,201	3,182
Foreign	(392)	195	977
Total current	(330)	9,086	9,076
Deferred			
Federal	6,893	8,213	3,869
State	2,106	2,898	287
Total deferred	8,999	11,111	4,156
Total income tax provision	\$ 8,669	\$ 20,197	\$ 13,232

Deferred income taxes in our U.S. tax jurisdiction reflect the net tax effects of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The following table presents the tax effects of temporary differences on net deferred tax (liabilities)/assets which are classified in our consolidated balance sheets within accounts payable, accrued expenses and other liabilities at December 31, 2021 and other assets at December 31, 2020 (in thousands):

	December 31,	
	2021	2020
Deferred tax (liabilities)/asset, net		
Reserves and accruals	\$ 3,155	\$ 4,571
Domestic intangible assets	(9,652)	(1,672)
Lease assets	—	(310)
Lease liabilities	—	579
Investments in unconsolidated entities	(1,515)	(1,236)
Net operating and other carryforwards	1,908	974
Other U.S. temporary differences	14	2
Net deferred tax (liabilities)/assets	\$ (6,090)	\$ 2,908

Unrecognized tax benefits were not material as of and during the years ended December 31, 2021 and 2020. The Company’s tax returns are no longer subject to audit for years ended prior to January 1, 2018. The Company had pre-tax

income from foreign operations of \$0.9 million during the year ended December 31, 2019. There was no pre-tax income from foreign operations during the years ended December 31, 2021 and 2020.

The following table is a reconciliation of our U.S. federal income tax provision determined using our statutory federal tax rate to our reported income tax provision for the years ended December 31, 2021, 2020 and 2019 (dollars in thousands):

	For the Year Ended December 31,					
	2021		2020		2019	
Federal statutory tax rate	\$ 105,230	21.0 %	\$ 81,118	21.0 %	\$ 115,535	21.0 %
REIT and other non-taxable income	(92,121)	(18.4)%	(58,265)	(15.1)%	(106,301)	(19.3)%
State income taxes	4,307	0.9 %	7,509	1.9 %	3,034	0.5 %
Federal benefit of state tax deduction	(905)	(0.2)%	(1,577)	(0.4)%	(637)	(0.1)%
Net operating loss carryback rate differential	—	— %	(3,387)	(0.9)%	—	— %
Intra-entity transfers	(6,635)	(1.3)%	(5,385)	(1.4)%	—	— %
Other	(1,207)	(0.3)%	184	0.1 %	1,601	0.3 %
Effective tax rate	<u>\$ 8,669</u>	<u>1.7 %</u>	<u>\$ 20,197</u>	<u>5.2 %</u>	<u>\$ 13,232</u>	<u>2.4 %</u>

There were no valuation allowances during the years ended December 31, 2021, 2020 and 2019.

In response to the COVID-19 pandemic, the U.S. and many other governments have enacted, or are contemplating enacting, measures to provide aid and economic stimulus. These measures included deferring the due dates of tax payments and other changes to their income and non-income-based tax laws. The Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”), which was enacted on March 27, 2020 in the U.S., included measures to assist companies, including temporary changes to income and non-income-based tax laws, and allowed companies to carry back tax net operating losses (“NOLs”) generated in 2018 to 2020 to the five preceding tax years. The Company has carried back its NOL generated in 2020 to a year in which the federal tax rate was 35%. We continue to monitor additional guidance issued by the U.S. Treasury Department, the Internal Revenue Service and others.

23. Commitments and Contingencies

As of December 31, 2021, our Commercial and Residential Lending Segment had future commercial loan funding commitments totaling \$2.8 billion, of which we expect to fund \$2.2 billion. These future funding commitments primarily relate to construction projects, capital improvements, tenant improvements and leasing commissions. Additionally, as of December 31, 2021, our Commercial and Residential Lending Segment had outstanding residential loan purchase commitments of \$1.3 billion.

As of December 31, 2021, our Infrastructure Lending Segment had future infrastructure loan funding commitments totaling \$147.0 million, including \$131.6 million under revolving letters of credit (“LCs”), and \$15.4 million under delayed draw term loans. As of December 31, 2021, \$11.2 million of revolving LCs were outstanding. Additionally, as of December 31, 2021, our Infrastructure Lending Segment had outstanding loan purchase commitments of \$56.4 million.

In connection with the Infrastructure Lending Segment acquisition, we assumed guarantees of certain borrowers’ performance under existing interest rate swaps. As of December 31, 2021, we had four outstanding guarantees on interest rate swaps maturing between August 2022 and June 2025. Refer to Note 14 for further discussion.

Generally, funding commitments are subject to certain conditions that must be met, such as customary construction draw certifications, minimum debt service coverage ratios or executions of new leases before advances are made to the borrower.

Management is not aware of any other contractual obligations, legal proceedings, or any other contingent obligations incurred in the normal course of business that would have a material adverse effect on our consolidated financial statements.

Lease Commitment Disclosures

Our lease commitments consist of corporate office leases and ground leases for investment properties, all of which are classified as operating leases. We sublease some of the space within our corporate offices to third parties. The following lease commitment disclosures do not include leases which have not yet commenced as of December 31, 2021, such as the new Miami Beach office lease agreement discussed in Note 17. Our lease costs and sublease income were as follows (in thousands):

	For the Year Ended December 31,		
	2021	2020	2019
Operating lease costs	\$ 4,100	\$ 5,571	\$ 5,634
Short-term lease costs	2,227	42	\$ 115
Sublease income	(766)	(1,509)	\$ (1,613)
Total lease cost	<u>\$ 5,560</u>	<u>\$ 4,104</u>	<u>\$ 4,136</u>

Information concerning our operating lease liabilities, which are classified within accounts payable, accrued expenses and other liabilities in our consolidated balance sheets as of December 31, 2021 and 2020, is as follows (dollars in thousands):

	For the Year Ended December 31,	
	2021	2020
Cash paid for amounts included in the measurement of lease liabilities — operating	\$ 1,274	\$ 6,268

	December 31, 2021	December 31, 2020
Weighted-average remaining lease term	7.0 years	7.0 years
Weighted-average discount rate	4.0%	4.1%

Future maturity of operating lease liabilities:

2022	\$ 1,605
2023	1,624
2024	1,643
2025	1,713
2026	1,559
Thereafter	3,085
Total	<u>11,227</u>
Less interest component	<u>(1,466)</u>
Operating lease liability	<u><u>\$ 9,761</u></u>

24. Segment and Geographic Data

In its operation of the business, management, including our chief operating decision maker, who is our Chief Executive Officer, reviews certain financial information, including segmented internal profit and loss statements prepared on a basis prior to the impact of consolidating securitization VIEs under ASC 810. The segment information within this Note is reported on that basis.

The table below presents our results of operations for the year ended December 31, 2021 by business segment (amounts in thousands):

	Commercial and Residential Lending Segment	Infrastructure Lending Segment	Property Segment	Investing and Servicing Segment	Corporate	Subtotal	Securitization VIEs	Total
Revenues:								
Interest income from loans	\$ 705,499	\$ 85,057	\$ —	\$ 9,735	\$ —	\$ 800,291	\$ —	\$ 800,291
Interest income from investment securities	67,589	2,190	—	96,771	—	166,550	(121,382)	45,168
Servicing fees	453	—	—	58,896	—	59,349	(20,610)	38,739
Rental income	5,486	—	234,840	38,505	—	278,831	—	278,831
Other revenues	294	293	198	6,278	—	7,063	(4)	7,059
Total revenues	779,321	87,540	235,038	210,185	—	1,312,084	(141,996)	1,170,088
Costs and expenses:								
Management fees	948	—	—	(793)	167,594	167,749	24	167,773
Interest expense	206,353	37,671	59,970	22,543	119,402	445,939	(852)	445,087
General and administrative	42,000	14,557	8,067	88,879	17,472	170,975	327	171,302
Acquisition and investment pursuit costs	893	250	(60)	101	—	1,184	—	1,184
Costs of rental operations	1,769	—	92,190	17,708	—	111,667	—	111,667
Depreciation and amortization	1,243	402	65,833	15,523	—	83,001	—	83,001
Credit loss (reversal) provision, net	(3,560)	11,895	—	—	—	8,335	—	8,335
Other expense	31	—	583	94	—	708	—	708
Total costs and expenses	249,677	64,775	226,583	144,055	304,468	989,558	(501)	989,057
Other income (loss):								
Change in net assets related to consolidated VIEs	—	—	—	—	—	—	162,333	162,333
Change in fair value of servicing rights	—	—	—	4,319	—	4,319	(741)	3,578
Change in fair value of investment securities, net	(8,277)	—	—	28,221	—	19,944	(20,331)	(387)
Change in fair value of mortgage loans, net	13,836	—	—	55,214	—	69,050	—	69,050
Income from affordable housing fund investments	—	—	6,425	—	—	6,425	—	6,425
Earnings (loss) from unconsolidated entities	6,984	1,160	—	815	—	8,959	(207)	8,752
Gain on sale of investments and other assets, net	16,584	189	—	22,211	—	38,984	—	38,984
Gain (loss) on derivative financial instruments, net	73,209	1,253	10,155	8,288	(10,542)	82,363	—	82,363
Foreign currency loss, net	(36,045)	(183)	—	(64)	—	(36,292)	—	(36,292)
Loss on extinguishment of debt	(289)	(1,264)	(5,281)	(113)	(481)	(7,428)	—	(7,428)
Other (loss) income, net	(7,407)	23	—	70	—	(7,314)	—	(7,314)
Total other income (loss)	58,595	1,178	11,299	118,961	(11,023)	179,010	141,054	320,064
Income (loss) before income taxes	588,239	23,943	19,754	185,091	(315,491)	501,536	(441)	501,095
Income tax (provision) benefit	(1,201)	306	—	(7,775)	1	(8,669)	—	(8,669)
Net income (loss)	587,038	24,249	19,754	177,316	(315,490)	492,867	(441)	492,426
Net (income) loss attributable to non-controlling interests	(14)	—	(20,121)	(24,993)	—	(45,128)	441	(44,687)
Net income (loss) attributable to Starwood Property Trust, Inc.	\$ 587,024	\$ 24,249	\$ (367)	\$ 152,323	\$ (315,490)	\$ 447,739	\$ —	\$ 447,739

The table below presents our results of operations for the year ended December 31, 2020 by business segment (amounts in thousands):

	Commercial and Residential Lending Segment					Infrastructure Lending Segment		Property Segment		Investing and Servicing Segment		Corporate		Subtotal		Securitization VIEs		Total	
Revenues:																			
Interest income from loans	\$	665,503	\$	77,851	\$	—	\$	—	\$	8,589	\$	—	\$	751,943	\$	—	\$	751,943	
Interest income from investment securities		78,490		2,637		—		—		93,823		—		174,950		(120,538)		54,412	
Servicing fees		549		—		—		—		41,806		—		42,355		(12,721)		29,634	
Rental income		4,706		—		255,452		—		37,670		—		297,828		—		297,828	
Other revenues		412		499		293		—		1,139		—		2,343		(5)		2,338	
Total revenues		749,660		80,987		255,745				183,027				1,269,419		(133,264)		1,136,155	
Costs and expenses:																			
Management fees		796		—		—		—		901		125,372		127,069		58		127,127	
Interest expense		176,230		40,913		65,390		—		24,303		113,313		420,149		(386)		419,763	
General and administrative		41,972		15,673		4,542		—		80,039		15,312		157,538		336		157,874	
Acquisition and investment pursuit costs		2,406		1,183		12		—		(29)		—		3,572		—		3,572	
Costs of rental operations		3,186		—		97,136		—		17,354		—		117,676		—		117,676	
Depreciation and amortization		1,708		342		76,246		—		16,109		—		94,405		—		94,405	
Credit loss provision (reversal), net		47,256		(4,103)		—		—		—		—		43,153		—		43,153	
Other expense		307		—		531		—		—		—		838		—		838	
Total costs and expenses		273,861		54,008		243,857				138,677		253,997		964,400		8		964,408	
Other income (loss):																			
Change in net assets related to consolidated VIEs		—		—		—		—		—		—		—		78,258		78,258	
Change in fair value of servicing rights		—		—		—		—		11,415		—		11,415		(15,130)		(3,715)	
Change in fair value of investment securities, net		(15,108)		—		—		—		(51,403)		—		(66,511)		71,904		5,393	
Change in fair value of mortgage loans, net		76,897		—		—		—		56,227		—		133,124		—		133,124	
Earnings (loss) from unconsolidated entities		8,779		(767)		—		—		30,845		—		38,857		(1,540)		37,317	
(Loss) gain on sale of investments and other assets, net		(961)		306		—		—		7,965		—		7,310		—		7,310	
(Loss) gain on derivative financial instruments, net		(58,664)		(1,499)		(34,392)		—		(21,269)		33,646		(82,178)		—		(82,178)	
Foreign currency gain (loss), net		42,205		207		(14)		(3)		(3)		—		42,395		—		42,395	
Loss on extinguishment of debt		(22)		(959)		(2,185)		—		—		(488)		(3,654)		—		(3,654)	
Other (loss) income, net		—		—		(166)		—		447		—		281		—		281	
Total other income (loss)		53,126		(2,712)		(36,757)				34,224		33,158		81,039		133,492		214,531	
Income (loss) before income taxes		528,925		24,267		(24,869)				78,574		(220,839)		386,058		220		386,278	
Income tax (provision) benefit		(21,091)		(117)		—		—		1,011		—		(20,197)		—		(20,197)	
Net income (loss)		507,834		24,150		(24,869)				79,585		(220,839)		365,861		220		366,081	
Net income attributable to non-controlling interests		(14)		—		(20,394)		—		(13,764)		—		(34,172)		(220)		(34,392)	
Net income (loss) attributable to Starwood Property Trust, Inc.		\$ 507,820		\$ 24,150		\$ (45,263)				\$ 65,821		\$ (220,839)		\$ 331,689		\$ —		\$ 331,689	

The table below presents our results of operations for the year ended December 31, 2019 by business segment (amounts in thousands):

	Commercial and Residential Lending Segment	Infrastructure Lending Segment	Property Segment	Investing and Servicing Segment	Corporate	Subtotal	Securitization VIEs	Total
Revenues:								
Interest income from loans	\$ 610,316	\$ 99,580	\$ —	\$ 14,117	\$ —	\$ 724,013	\$ —	\$ 724,013
Interest income from investment securities	81,255	6,318	—	117,663	—	205,236	(128,607)	76,629
Servicing fees	423	—	—	69,962	—	70,385	(16,089)	54,296
Rental income	—	—	287,094	50,872	—	337,966	—	337,966
Other revenues	1,038	751	409	1,317	26	3,541	(26)	3,515
Total revenues	693,032	106,649	287,503	253,931	26	1,341,141	(144,722)	1,196,419
Costs and expenses:								
Management fees	1,495	—	—	72	117,404	118,971	161	119,132
Interest expense	222,118	62,836	76,838	33,621	113,964	509,377	(648)	508,729
General and administrative	29,481	18,260	6,232	87,115	13,681	154,769	343	155,112
Acquisition and investment pursuit costs	1,351	75	217	(587)	—	1,056	—	1,056
Costs of rental operations	2,691	—	95,370	24,921	—	122,982	—	122,982
Depreciation and amortization	1,091	83	92,561	19,587	—	113,322	—	113,322
Credit loss provision, net	2,616	4,510	—	—	—	7,126	—	7,126
Other expense	307	—	1,693	365	—	2,365	—	2,365
Total costs and expenses	261,150	85,764	272,911	165,094	245,049	1,029,968	(144)	1,029,824
Other income (loss):								
Change in net assets related to consolidated VIEs	—	—	—	—	—	—	236,309	236,309
Change in fair value of servicing rights	—	—	—	(1,468)	—	(1,468)	(2,172)	(3,640)
Change in fair value of investment securities, net	(1,084)	—	—	89,206	—	88,122	(87,289)	833
Change in fair value of mortgage loans, net	10,462	—	—	61,139	—	71,601	—	71,601
Earnings (loss) from unconsolidated entities	10,649	—	(114,362)	4,166	—	(99,547)	(1,807)	(101,354)
Gain on sale of investments and other assets, net	4,619	3,041	119,746	60,622	—	188,028	—	188,028
(Loss) gain on derivative financial instruments, net	(20,325)	(3,349)	(1,284)	(7,414)	26,062	(6,310)	—	(6,310)
Foreign currency gain (loss), net	17,342	205	37	(2)	—	17,582	—	17,582
Loss on extinguishment of debt	(857)	(11,357)	(4,745)	(845)	(1,466)	(19,270)	—	(19,270)
Other (loss) income, net	—	(50)	(100)	16	(73)	(207)	—	(207)
Total other income (loss)	20,806	(11,510)	(708)	205,420	24,523	238,531	145,041	383,572
Income (loss) before income taxes	452,688	9,375	13,884	294,257	(220,500)	549,704	463	550,167
Income tax (provision) benefit	(4,818)	89	(393)	(8,110)	—	(13,232)	—	(13,232)
Net income (loss)	447,870	9,464	13,491	286,147	(220,500)	536,472	463	536,935
Net income attributable to non-controlling interests	(392)	—	(21,630)	(4,786)	—	(26,808)	(463)	(27,271)
Net income (loss) attributable to Starwood Property Trust, Inc.	\$ 447,478	\$ 9,464	\$ (8,139)	\$ 281,361	\$ (220,500)	\$ 509,664	\$ —	\$ 509,664

The table below presents our consolidated balance sheet as of December 31, 2021 by business segment (amounts in thousands):

	Commercial and Residential Lending Segment	Infrastructure Lending Segment	Property Segment	Investing and Servicing Segment	Corporate	Subtotal	Securitization VIEs	Total
Assets:								
Cash and cash equivalents	\$ 65,064	\$ 17,011	\$ 14,136	\$ 26,700	\$ 93,861	\$ 216,772	\$ 590	\$ 217,362
Restricted cash	39,853	43,408	954	20,337	—	104,552	—	104,552
Loans held-for-investment, net	13,499,520	2,027,426	—	9,903	—	15,536,849	—	15,536,849
Loans held-for-sale	2,590,005	—	—	286,795	—	2,876,800	—	2,876,800
Investment securities	1,155,452	31,923	—	1,165,395	—	2,352,770	(1,491,786)	860,984
Properties, net	124,503	—	887,553	154,331	—	1,166,387	—	1,166,387
Investments of consolidated affordable housing fund	—	—	1,040,309	—	—	1,040,309	—	1,040,309
Investments in unconsolidated entities	44,938	26,255	—	34,160	—	105,353	(15,256)	90,097
Goodwill	—	119,409	—	140,437	—	259,846	—	259,846
Intangible assets	—	—	34,619	71,064	—	105,683	(42,119)	63,564
Derivative assets	34,265	128	8	391	13,424	48,216	—	48,216
Accrued interest receivable	106,251	3,207	—	947	5,988	116,393	(131)	116,262
Other assets	68,908	14,265	43,420	40,395	21,800	188,788	(162)	188,626
VIE assets, at fair value	—	—	—	—	—	—	61,280,543	61,280,543
Total Assets	\$ 17,728,759	\$ 2,283,032	\$ 2,020,999	\$ 1,950,855	\$ 135,073	\$ 24,118,718	\$ 59,731,679	\$ 83,850,397
Liabilities and Equity								
Liabilities:								
Accounts payable, accrued expenses and other liabilities	\$ 57,267	\$ 8,917	\$ 14,757	\$ 58,920	\$ 49,779	\$ 189,640	\$ 56	\$ 189,696
Related-party payable	—	—	—	—	76,371	76,371	—	76,371
Dividends payable	—	—	—	—	147,624	147,624	—	147,624
Derivative liabilities	12,870	260	—	291	—	13,421	—	13,421
Secured financing agreements, net	9,097,985	1,225,548	787,396	714,237	773,244	12,598,410	(21,560)	12,576,850
Collateralized loan obligations and single asset securitization, net	2,210,798	405,318	—	—	—	2,616,116	—	2,616,116
Unsecured senior notes, net	—	—	—	—	1,828,590	1,828,590	—	1,828,590
VIE liabilities, at fair value	—	—	—	—	—	—	59,752,922	59,752,922
Total Liabilities	11,378,920	1,640,043	802,153	773,448	2,875,608	17,470,172	59,731,418	77,201,590
Temporary Equity: Redeemable non-controlling interests	—	—	214,915	—	—	214,915	—	214,915
Permanent Equity:								
Starwood Property Trust, Inc. Stockholders' Equity:								
Common stock	—	—	—	—	3,123	3,123	—	3,123
Additional paid-in capital	1,735,397	600,412	(365,922)	(388,196)	4,091,685	5,673,376	—	5,673,376
Treasury stock	—	—	—	—	(138,022)	(138,022)	—	(138,022)
Accumulated other comprehensive income	40,953	—	—	—	—	40,953	—	40,953
Retained earnings (accumulated deficit)	4,573,374	42,577	1,161,334	1,413,142	(6,697,321)	493,106	—	493,106
Total Starwood Property Trust, Inc. Stockholders' Equity	6,349,724	642,989	795,412	1,024,946	(2,740,535)	6,072,536	—	6,072,536
Non-controlling interests in consolidated subsidiaries	115	—	208,519	152,461	—	361,095	261	361,356
Total Permanent Equity	6,349,839	642,989	1,003,931	1,177,407	(2,740,535)	6,433,631	261	6,433,892
Total Liabilities and Equity	\$ 17,728,759	\$ 2,283,032	\$ 2,020,999	\$ 1,950,855	\$ 135,073	\$ 24,118,718	\$ 59,731,679	\$ 83,850,397

The table below presents our consolidated balance sheet as of December 31, 2020 by business segment (amounts in thousands):

	Commercial and Residential Lending Segment	Infrastructure Lending Segment	Property Segment	Investing and Servicing Segment	Corporate	Subtotal	Securitization VIEs	Total
Assets:								
Cash and cash equivalents	\$ 160,007	\$ 4,440	\$ 32,080	\$ 19,546	\$ 346,372	\$ 562,445	\$ 772	\$ 563,217
Restricted cash	93,445	45,113	7,192	13,195	—	158,945	—	158,945
Loans held-for-investment, net	9,673,625	1,412,440	—	1,008	—	11,087,073	—	11,087,073
Loans held-for-sale	841,963	120,540	—	90,332	—	1,052,835	—	1,052,835
Investment securities	1,014,402	35,681	—	1,112,145	—	2,162,228	(1,425,570)	736,658
Properties, net	103,896	—	1,969,414	197,843	—	2,271,153	—	2,271,153
Investments in unconsolidated entities	54,407	25,095	—	44,664	—	124,166	(16,112)	108,054
Goodwill	—	119,409	—	140,437	—	259,846	—	259,846
Intangible assets	—	—	40,370	71,123	—	111,493	(41,376)	70,117
Derivative assets	6,595	—	41	147	33,772	40,555	—	40,555
Accrued interest receivable	87,922	2,091	—	123	5,978	96,114	(134)	95,980
Other assets	61,638	4,531	69,859	44,579	10,148	190,755	(7)	190,748
VIE assets, at fair value	—	—	—	—	—	—	64,238,328	64,238,328
Total Assets	\$ 12,097,900	\$ 1,769,340	\$ 2,118,956	\$ 1,735,142	\$ 396,270	\$ 18,117,608	\$ 62,755,901	\$ 80,873,509
Liabilities and Equity								
Liabilities:								
Accounts payable, accrued expenses and other liabilities	\$ 41,104	\$ 12,144	\$ 43,630	\$ 45,309	\$ 64,583	\$ 206,770	\$ 75	\$ 206,845
Related-party payable	—	—	—	5	39,165	39,170	—	39,170
Dividends payable	—	—	—	—	137,959	137,959	—	137,959
Derivative liabilities	39,082	1,718	—	524	—	41,324	—	41,324
Secured financing agreements, net	5,893,999	1,240,763	1,794,609	606,100	632,719	10,168,190	(22,000)	10,146,190
Collateralized loan obligations, net	930,554	—	—	—	—	930,554	—	930,554
Unsecured senior notes, net	—	—	—	—	1,732,520	1,732,520	—	1,732,520
VIE liabilities, at fair value	—	—	—	—	—	—	62,776,371	62,776,371
Total Liabilities	6,904,739	1,254,625	1,838,239	651,938	2,606,946	13,256,487	62,754,446	76,010,933
Permanent Equity:								
Starwood Property Trust, Inc. Stockholders' Equity:								
Common stock	—	—	—	—	2,921	2,921	—	2,921
Additional paid-in capital	1,192,584	496,387	98,882	(322,992)	3,744,878	5,209,739	—	5,209,739
Treasury stock	—	—	—	—	(138,022)	(138,022)	—	(138,022)
Accumulated other comprehensive income (loss)	44,057	—	—	(64)	—	43,993	—	43,993
Retained earnings (accumulated deficit)	3,956,405	18,328	(44,832)	1,260,819	(5,820,453)	(629,733)	—	(629,733)
Total Starwood Property Trust, Inc. Stockholders' Equity	5,193,046	514,715	54,050	937,763	(2,210,676)	4,488,898	—	4,488,898
Non-controlling interests in consolidated subsidiaries	115	—	226,667	145,441	—	372,223	1,455	373,678
Total Permanent Equity	5,193,161	514,715	280,717	1,083,204	(2,210,676)	4,861,121	1,455	4,862,576
Total Liabilities and Equity	\$ 12,097,900	\$ 1,769,340	\$ 2,118,956	\$ 1,735,142	\$ 396,270	\$ 18,117,608	\$ 62,755,901	\$ 80,873,509

Revenues generated from foreign sources were \$177.8 million, \$115.2 million and \$115.6 million for the years ended December 31, 2021, 2020 and 2019, respectively. The majority of our revenues generated from foreign sources are derived from the United Kingdom. Refer to Schedules III and IV for a detailed listing of the properties and loans held by the Company, including their respective geographic locations.

25. Subsequent Events

Our significant events subsequent to December 31, 2021 were as follows:

Unsecured Senior Notes

In January 2022, we issued \$500.0 million of 4.375% Senior Notes due 2027 which mature on January 15, 2027. At closing, we swapped the notes to a floating rate of SOFR + 2.95%.

Collateralized Loan Obligations

In January 2022, we refinanced a pool of our infrastructure loans held-for-investment through a \$500.0 million CLO, STWD 2021-SIF2, with \$410.0 million of third party financing at a weighted average coupon of SOFR + 1.89%. The CLO contains a reinvestment feature that, subject to certain eligibility criteria, allows us to contribute new loans or participation interests in loans to the CLO for a period of three years.

In February 2022, we refinanced a pool of our commercial loans held-for-investment through a \$1.0 billion CLO, STWD 2022-FL3, with \$842.5 million of third party financing at a weighted average coupon of SOFR + 1.64%. The CLO contains a reinvestment feature that, subject to certain eligibility criteria, allows us to contribute new loans or participation interests in loans to the CLO for a period of two years.

Starwood Property Trust, Inc. and Subsidiaries
Schedule III—Real Estate and Accumulated Depreciation
December 31, 2021
(Dollars in thousands)

Property Type / Geographic Location	Encumbrances	Initial Cost to Company		Costs Capitalized Subsequent to Acquisition(1)	Gross Amounts Carried at December 31, 2021			Accumulated Depreciation(3)	Acquisition Date
		Land	Property		Land	Property	Total		
Aggregated Properties									
Hotel - U.S., Midwest (1 property)	\$ —	\$ —	\$ 5,565	\$ 1,109	\$ —	\$ 6,674	\$ 6,674	\$ (3,373)	Feb-18
Medical office - U.S., Midwest (7 properties)	78,048	2,764	97,797	1,697	2,764	99,494	102,258	(15,882)	Dec-16
Medical office - U.S., North East (7 properties)	191,661	11,283	176,996	147	11,283	177,143	188,426	(27,119)	Dec-16
Medical office - U.S., South East (6 properties)	107,252	7,930	117,740	1,008	7,930	118,748	126,678	(19,050)	Dec-16
Medical office - U.S., South West (8 properties)	125,345	15,921	126,842	1,289	15,921	128,131	144,052	(21,992)	Dec-16
Medical office - U.S., West (6 properties)	97,694	13,415	107,845	878	13,415	108,723	122,138	(19,763)	Dec-16
Mixed Use - U.S., West (1 property)	8,667	1,003	14,323	955	1,003	15,278	16,281	(2,592)	Feb-16
Multifamily - U.S., South East (1 property)	7,522	1,284	7,189	629	1,284	7,818	9,102	(922)	Aug-19
Office - U.S., North East (1 property)	18,958	7,250	10,614	8,296	7,250	18,910	26,160	(4,286)	May-18
Office - U.S., South East (1 property)	24,433	4,879	16,862	2,808	4,879	19,672	24,551	(6,976)	Oct-16
Office - U.S., West (1 property)	—	—	4,261	8,391	—	12,652	12,652	(4,170)	Oct-17
Retail - U.S., Mid Atlantic (1 property)	18,000	6,432	6,315	13,308	6,432	19,623	26,055	(4,518)	Mar-16
Retail - U.S., Midwest (7 properties)	79,124	24,384	109,445	1,403	24,384	110,848	135,232	(17,490)	Nov-15 to Sep-17
Retail - U.S., North East (1 property)	11,397	472	12,260	632	472	12,891	13,363	(2,817)	Nov-15
Retail - U.S., South East (5 properties)	43,302	21,353	60,618	602	21,353	61,220	82,573	(8,069)	Sep-16 to Sep-17
Retail - U.S., South West (6 properties)	76,112	37,254	78,579	133	37,254	78,711	115,965	(13,289)	Oct-14 to Sep-17
Retail - U.S., West (2 properties)	33,000	18,633	36,794	—	18,633	36,794	55,427	(5,414)	Sep-17
Self-storage - U.S., North East (1 property)	14,500	2,202	11,498	370	2,202	11,868	14,070	(2,051)	Dec-15
Industrial - U.S., South East (2 properties)	50,000	8,990	10,276	2,833	8,990	13,109	22,099	(1,684)	Mar-19 to Apr-19
Residential - U.S., North East (1 property)	—	—	104,088	—	—	104,088	104,088	—	Oct-20 to Apr-21
	\$ 985,015	\$185,449	\$1,115,907	\$ 46,488	\$185,449	\$1,162,395	\$1,347,844	(2) \$ (181,457)	

Notes to Schedule III:

- (1) No material costs subsequent to acquisition were capitalized to land.
- (2) The aggregate cost for federal income tax purposes is \$1.5 billion.
- (3) Depreciation is computed based upon estimated useful lives as described in Note 7 to the Consolidated Financial Statements.

The following schedule presents our real estate activity during the years ended December 31, 2021, 2020 and 2019 (in thousands):

	2021	2020	2019
Beginning balance, January 1	\$ 2,573,296	\$ 2,490,630	\$ 2,972,803
Additions during the year:			
Acquisitions (1)	—	—	8,472
Acquisitions through foreclosure and other transfers	28,843	75,245	27,416
Improvements	24,390	25,164	30,865
Contingent consideration issued	—	1,576	2,877
Total additions	53,233	101,985	69,630
Deductions during the year:			
Costs of real estate sold	(55,945)	(19,319)	(535,417)
Reclassification of multifamily properties (2)	(1,222,740)	—	—
Foreign currency translation	—	—	(15,702)
Other	—	—	(684)
Total deductions	(1,278,685)	(19,319)	(551,803)
Ending balance, December 31	<u>\$ 1,347,844</u>	<u>\$ 2,573,296</u>	<u>\$ 2,490,630</u>

- (1) Refer to Note 17 to the Consolidated Financial Statements for a discussion of property acquisitions from related parties.
- (2) Refer to Notes 2, 7 and 8 to the Consolidated Financial Statements for a discussion of the reclassification of our multifamily properties upon establishment of the Woodstar Fund which, as an investment company under GAAP, is required to present its investments at fair value on an unconsolidated basis. The net investment in the multifamily properties is now reflected within “Investments of consolidated affordable housing fund, at fair value” in our consolidated balance sheet.

The following schedule presents activity within accumulated depreciation during the years ended December 31, 2021, 2020 and 2019 (in thousands):

	2021	2020	2019
Beginning balance, January 1	\$ 302,143	\$ 224,190	\$ 187,913
Depreciation expense	72,299	81,610	92,024
Reclassification of multifamily properties (1)	(186,716)	—	—
Disposition/write-offs	(6,269)	(3,657)	(54,260)
Foreign currency translation	—	—	(1,487)
Ending balance, December 31	<u>\$ 181,457</u>	<u>\$ 302,143</u>	<u>\$ 224,190</u>

- (1) Refer to Notes 2, 7 and 8 to the Consolidated Financial Statements for a discussion of the reclassification of our multifamily properties upon establishment of the Woodstar Fund which, as an investment company under GAAP, is required to present its investments at fair value on an unconsolidated basis. The net investment in the multifamily properties is now reflected within “Investments of consolidated affordable housing fund, at fair value” in our consolidated balance sheet.

Starwood Property Trust, Inc. and Subsidiaries
Schedule IV—Mortgage Loans on Real Estate
December 31, 2021
(Dollars in thousands)

<u>Description/Location</u>	<u>Prior Liens (1)</u>	<u>Face Amount (1)</u>	<u>Carrying Amount</u>	<u>Interest Rate (2)</u>	<u>Payment Terms (1)</u>	<u>Maturity Date (3)</u>	<u>Principal Amount of Delinquent Loans</u>
Individually Significant Mortgage Loans							
None exceeding 3% of total carrying amount							
Aggregated First Mortgages: (4)							
Hotel, International, Floating (1 mortgage)	N/A	N/A	95,714	3EU+4.50%	N/A	2025	—
Hotel, International, Floating (4 mortgages)	N/A	N/A	56,377	L+3.00% to 9.00%	N/A	2022	—
Hotel, Mid Atlantic, Floating (5 mortgages)	N/A	N/A	111,785	L+2.00% to 6.80%	N/A	2022	—
Hotel, Midwest, Floating (4 mortgages)	N/A	N/A	53,482	L+2.25% to 8.63%	N/A	2023	—
Hotel, North East, Floating (4 mortgages)	N/A	N/A	313,059	L+2.25% to 7.92%	N/A	2022-2024	—
Hotel, South East, Floating (10 mortgages)	N/A	N/A	224,800	L+2.40% to 13.27%	N/A	2022-2024	—
Hotel, South West, Floating (10 mortgages)	N/A	N/A	178,590	L+2.00% to 7.67%	N/A	2023	—
Hotel, Various, Fixed (2 mortgages)	N/A	N/A	68,402	10.50%	N/A	2023	—
Hotel, Various, Floating (12 mortgages)	N/A	N/A	468,593	L+2.00% to 11.75%	N/A	2023-2024	—
Hotel, West, Floating (19 mortgages)	N/A	N/A	413,824	L+2.00% to 9.50%	N/A	2022-2024	—
Industrial, International, Floating (6 mortgages)	N/A	N/A	107,097	3BBSY+3.00% to 3.25%	N/A	2025	—
Industrial, International, Floating (5 mortgages)	N/A	N/A	102,199	3EU+2.25% to 10.25%	N/A	2023-2024	—
Industrial, International, Floating (2 mortgages)	N/A	N/A	88,310	3GBP SONIA+2.15% to 4.50%	N/A	2023-2024	—
Industrial, North East, Floating (4 mortgages)	N/A	N/A	123,057	L+2.40% to 7.25%	N/A	2024	—
Industrial, North East, Floating (1 mortgage)	N/A	N/A	16,736	SOFR+4.20%	N/A	2025	—
Industrial, South East, Fixed (4 mortgages)	N/A	N/A	34,644	8.18%	N/A	2024	—
Industrial, West, Floating (2 mortgages)	N/A	N/A	90,029	L+1.75% to 7.50%	N/A	2024	—
Mixed Use, International, Fixed (2 mortgages)	N/A	N/A	41,358	8.50% to 10.00%	N/A	2022	—
Mixed Use, International, Floating (2 mortgages) ..	N/A	N/A	104,056	3EU+4.65%	N/A	2023	—
Mixed Use, International, Floating (1 mortgage)	N/A	N/A	483,107	3GBP SONIA+5.35%	N/A	2025	—
Mixed Use, International, Floating (1 mortgage)	N/A	N/A	233,027	GBP SONIA+4.00%	N/A	2022	—
Mixed Use, Mid Atlantic, Floating (1 mortgage)	N/A	N/A	172,562	L+3.15%	N/A	2024	—
Mixed Use, South East, Floating (8 mortgages)	N/A	N/A	139,119	L+2.25% to 11.14%	N/A	2024	—
Mixed Use, South West, Floating (10 mortgages) ..	N/A	N/A	320,862	L+2.75% to 11.50%	N/A	2023-2024	—
Multi-family, International, Floating (1 mortgage) ..	N/A	N/A	151,578	3BBSY+3.95%	N/A	2024	—
Multi-family, International, Floating (1 mortgage) ..	N/A	N/A	307,852	3GBP+3.95%	N/A	2024	—
Multi-family, International, Floating (4 mortgages) ..	N/A	N/A	237,685	3GBP SONIA+2.66%	N/A	2024	—
Multi-family, Mid Atlantic, Floating (6 mortgages) ..	N/A	N/A	229,881	L+1.75% to 7.75%	N/A	2024	—
Multi-family, Mid Atlantic, Floating (2 mortgages) ..	N/A	N/A	143,670	SOFR+2.25% to 9.00%	N/A	2025	—
Multi-family, Midwest, Fixed (1 mortgage)	N/A	N/A	702	6.28%	N/A	2024	—
Multi-family, Midwest, Floating (4 mortgages)	N/A	N/A	76,252	L+2.75% to 9.75%	N/A	2024	—
Multi-family, North East, Floating (25 mortgages) ..	N/A	N/A	664,074	L+2.50% to 10.75%	N/A	2022-2025	—
Multi-family, North East, Floating (1 mortgage)	N/A	N/A	73,682	SOFR+3.00%	N/A	2025	—
Multi-family, South East, Floating (15 mortgages) ..	N/A	N/A	372,761	L+2.70% to 10.75%	N/A	2023-2024	—
Multi-family, South East, Floating (5 mortgages) ..	N/A	N/A	273,353	SOFR+2.75% to 3.30%	N/A	2024-2025	—
Multi-family, South West, Floating (21 mortgages) ..	N/A	N/A	531,238	L+2.50% to 4.25%	N/A	2022-2025	—
Multi-family, South West, Floating (2 mortgages) ..	N/A	N/A	88,261	SOFR+1.75% to 7.25%	N/A	2025	—
Multi-family, West, Floating (17 mortgages)	N/A	N/A	511,624	L+2.50% to 9.00%	N/A	2023-2024	—
Multi-family, West, Floating(1 mortgage)	N/A	N/A	57,384	SOFR+3.25%	N/A	2025	—
Office, International, Floating (2 mortgages)	N/A	N/A	55,679	3EU+7.50%	N/A	2024	—
Office, International, Floating (4 mortgages)	N/A	N/A	426,769	3GBP+3.50% to 4.25%	N/A	2023	—
Office, International, Floating (2 mortgages)	N/A	N/A	79,746	3GBP SONIA+3.25%	N/A	2025	—
Office, International, Floating (2 mortgages)	N/A	N/A	98,813	EU+6.00% to 7.80%	N/A	2022	—
Office, Mid Atlantic, Floating (46 mortgages)	N/A	N/A	797,022	L+1.75% to 7.50%	N/A	2022-2023	—
Office, Mid Atlantic, Floating (1 mortgage)	N/A	N/A	59,789	SOFR+3.75%	N/A	2025	—
Office, Midwest, Floating (14 mortgages)	N/A	N/A	139,529	L+1.75% to 9.75%	N/A	2022-2024	—
Office, North East, Floating (24 mortgages)	N/A	N/A	836,083	L+2.60% to 10.25%	N/A	2022-2024	—
Office, North East, Floating (2 mortgages)	N/A	N/A	52,774	SOFR+2.75% to 8.50%	N/A	2025	—
Office, South East, Fixed (2 mortgages)	N/A	N/A	50,713	5.00% to 12.00%	N/A	2024	—
Office, South East, Floating (8 mortgages))	N/A	N/A	317,524	L+1.65% to 10.40%	N/A	2024	—
Office, South West, Floating (17 mortgages)	N/A	N/A	491,284	L+2.00% to 8.55%	N/A	2023-2024	—

Description/Location	Prior	Face	Carrying	Interest Rate (2)	Payment Terms (1)	Maturity Date (3)	Principal
	Liens (1)	Amount (1)	Amount				Amount of Delinquent Loans
Office, West, Floating (40 mortgages)	N/A	N/A	604,282	L+1.75% to 6.85%	N/A	2021-2023	219,754
Other, International, Floating (1 mortgage)	N/A	N/A	335,877	3GBP SONIA+4.35%	N/A	2024	—
Other, Midwest, Floating (4 mortgages)	N/A	N/A	59,900	L+4.50% to 11.17%	N/A	2022	—
Other, North East, Fixed (1 mortgage)	N/A	N/A	9,200	4.09%	N/A	2026	9,200
Other, North East, Floating (11 mortgages)	N/A	N/A	258,810	L+3.40% to 11.00%	N/A	2022-2025	—
Other, Various, Fixed (1 mortgage)	N/A	N/A	39,665	10.00%	N/A	2025	—
Other, West, Floating (4 mortgages)	N/A	N/A	32,179	L+7.00%	N/A	2022	—
Residential, North East, Floating (7 mortgages) ...	N/A	N/A	122,024	L+4.25% to 8.60%	N/A	2022	—
Residential, Various, Fixed (116 mortgages)	N/A	N/A	59,225	3.38% to 8.25%	N/A	2028-2060	9,661
Residential, South East, Floating (2 mortgages) ...	N/A	N/A	29,939	L+4.75% to 10.54%	N/A	2023	—
Residential, West, Floating (5 mortgages)	N/A	N/A	73,982	L+2.75% to 8.60%	N/A	2022-2024	—
Retail, Midwest, Floating (4 mortgages)	N/A	N/A	41,056	L+2.75% to 10.75%	N/A	2022	—
Retail, North East, Floating (1 mortgage)	N/A	N/A	199,090	L+7.25% to 13.50%	N/A	2021	199,090
Retail, South West, Floating (4 mortgages)	N/A	N/A	23,498	L+2.25% to 15.25%	N/A	2022	—
Retail, West, Fixed (1 mortgage)	N/A	N/A	219	7.26%	N/A	2023	—
Loans Held-for-Sale, Various, Fixed	N/A	N/A	2,876,800	2.64% to 9.15%	N/A	2029-2061	20,250
Aggregated Subordinated and Mezzanine Loans: (4)							
Hotel, South East, Floating (3 mortgages)	N/A	N/A	87,905	L+6.75% to 9.35%	N/A	2022-2024	—
Hotel, West, Floating (1 mortgage)	N/A	N/A	15,320	L+10.98%	N/A	2025	—
Industrial, South East, Fixed (1 mortgage)	N/A	N/A	3,046	8.18%	N/A	2024	—
Industrial, West, Floating (2 mortgages)	N/A	N/A	11,578	L+11.30%	N/A	2024	—
Mixed Use, International, Floating (1 mortgage) ...	N/A	N/A	29,136	3EU+7.25%	N/A	2022	—
Mixed Use, South West, Floating (1 mortgage)	N/A	N/A	108,970	L+11.85%	N/A	2022	—
Multi-family, North East, Floating (1 mortgage) ...	N/A	N/A	29,079	L+4.50%	N/A	2023	—
Multi-family, North East, Floating (1 mortgage) ...	N/A	N/A	13,433	SOFR+13.75%	N/A	2025	—
Office, International, Floating (5 mortgages)	N/A	N/A	48,486	3EU+7.00% to 8.95%	N/A	2024-2025	—
Office, North East, Fixed (2 mortgages)	N/A	N/A	35,637	8.72%	N/A	2023	—
Office, West, Floating (4 mortgages)	N/A	N/A	101,263	L+6.24% to 6.67%	N/A	2022-2024	—
Retail, Midwest, Fixed (1 mortgage)	N/A	N/A	4,925	7.16%	N/A	2024	4,925
Loan Loss Allowance	—	—	(46,600)				—
Prepaid Loan Costs, Net	—	—	(5,636)				—
			<u>\$16,368,799</u>	(5)			<u>\$ 462,880</u>

Notes to Schedule IV:

- (1) Disclosure of prior liens, face amount and payment terms are only required for individually significant mortgage loans.
- (2) L = one month LIBOR rate, 3GBP = three month GBP LIBOR rate, EU = one month EURO LIBOR rate, 3EU = three month EURO LIBOR rate, GBP SONIA = one month GBP SONIA rate, 3GBP SONIA = three month GBP SONIA rate, SOFR = one month SOFR rate, 3BBSY = three month BBSY rate.
- (3) Based on management's judgment of extension options being exercised.
- (4) First mortgages include first mortgage loans and any contiguous mezzanine loan components because as a whole, the expected credit quality of these loans is more similar to that of a first mortgage loan.
- (5) The aggregate cost for federal income tax purposes is \$16.4 billion.

The following schedule presents activity within our Commercial and Residential Lending Segment and Investing and Servicing Segment loan portfolios during the years ended December 31, 2021, 2020 and 2019 (amounts in thousands):

	For the year ended December 31,		
	2021	2020	2019
Balance at January 1	\$ 10,584,400	\$ 9,890,693	\$ 7,806,699
Cumulative effect of ASC 326 effective January 1, 2020	—	(10,112)	—
Acquisitions/originations/additional funding	13,173,459	5,058,705	8,174,321
Capitalized interest	118,273	143,023	109,978
Basis of loans sold	(4,139,166)	(3,246,515)	(3,921,171)
Loan maturities/principal repayments	(3,709,444)	(1,590,379)	(2,387,843)
Discount accretion/premium amortization	51,816	38,942	29,775
Changes in fair value	69,050	133,124	71,601
Foreign currency translation, net	(71,419)	102,748	38,050
Credit loss reversal (provision), net	7,947	(40,955)	(2,616)
Loan foreclosures and other transfers	(36,308)	(71,488)	(27,303)
Transfer to/from other asset classifications or between segments	320,191	176,614	(798)
Balance at December 31	<u>\$ 16,368,799</u>	<u>\$ 10,584,400</u>	<u>\$ 9,890,693</u>

Refer to Note 17 to the Consolidated Financial Statements for a discussion of loan activity with related parties.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures. We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer, as appropriate, to allow timely decisions regarding required disclosures.

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Management Report on Internal Control Over Financial Reporting. Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed under the supervision of our principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

As of December 31, 2021, our management conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework established in *Internal Control—Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on this assessment, our management has concluded that our internal control over financial reporting as of December 31, 2021 is effective.

Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the U.S., and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

The effectiveness of our internal control over financial reporting as of December 31, 2021 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report included in this Form 10-K, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2021.

Changes in Internal Control Over Financial Reporting. No change in internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) occurred during the quarter ended December 31, 2021 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspection.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information required by this Item with respect to members of our board of directors and with respect to our Audit Committee will be contained in the Proxy Statement for the 2022 Annual Meeting of Shareholders (“2022 Proxy Statement”) under the captions “Election of Directors” and “Board and Committee Meetings—Audit Committee” and is incorporated herein by this reference. Information required by this Item with respect to our executive officers will be contained in the 2022 Proxy Statement under the caption “Our Executive Officers,” and is incorporated herein by this reference.

Code of Ethics

We have adopted a Code of Business Conduct and Ethics for all directors, officers and employees of the Company which is available on our website at <http://ir.starwoodpropertytrust.com/govdocs>. In addition, stockholders may request a free copy of the Code of Business Conduct and Ethics from:

Starwood Property Trust, Inc.
Attention: Investor Relations
591 West Putnam Avenue
Greenwich, CT 06830
(202) 422-7700

We have also adopted a Code of Ethics for our Principal Executive Officer and Senior Financial Officers setting forth a code of ethics applicable to our Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer, which is available on our website at <http://ir.starwoodpropertytrust.com/govdocs>. Stockholders may request a free copy of the Code of Ethics for Principal Executive Officer and Senior Financial Officers from the address and phone number set forth above.

Corporate Governance Guidelines

We have also adopted Corporate Governance Guidelines, which are available on our website at <http://ir.starwoodpropertytrust.com/govdocs>. Stockholders may request a free copy of the Corporate Governance Guidelines from the address and phone number set forth above.

Item 11. Executive Compensation.

Information required by this Item will be contained in the 2022 Proxy Statement under the captions “Executive Compensation” and “Non-Employee Director Compensation” and is incorporated herein by this reference, provided that the Compensation Committee Report shall not be deemed to be “filed” with this Form 10-K.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information required by this Item will be contained in the 2022 Proxy Statement under the captions “Security Ownership of Certain Beneficial Owners, Directors and Management” and “Executive Compensation – Equity Compensation Plan Information” and is incorporated herein by this reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information required by this Item will be contained in the 2022 Proxy Statement under the captions “Certain Relationships and Related Transactions” and “How Directors are Selected, Elected and Evaluated—Determination of Director Independence” and is incorporated herein by this reference.

Item 14. Principal Accountant Fees and Services.

Information required by this Item will be contained in the 2022 Proxy Statement under the captions “Independent Registered Public Accounting Firm” and “Independent Registered Public Accounting Firm – Pre-Approval Policies for Services of Independent Registered Public Accounting Firm” and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) Documents filed as part of this report:

(1) Financial Statements:

See Item 8—“Financial Statements and Supplementary Data”, filed herewith, for a list of financial statements.

(2) Financial Statement Schedules:

Included within Item 8:

Schedule III—Real Estate and Accumulated Depreciation

Schedule IV—Mortgage Loans on Real Estate

(3) Exhibits:

Exhibit No.	Description
2.1	Asset Purchase Agreement, dated August 7, 2018, between Starwood Property Trust, Inc., as buyer, and GE Capital Global Holdings, LLC, as seller (Incorporated by reference to Exhibit 2.1 of the Company’s Quarterly Report on Form 10-Q filed November 9, 2018)
3.1	Articles of Amendment and Restatement of Starwood Property Trust, Inc. (Incorporated by reference to Exhibit 3.1 of the Company’s Quarterly Report on Form 10-Q filed November 16, 2009)
3.2	Amended and Restated Bylaws of Starwood Property Trust, Inc., effective as of March 16, 2020 (Incorporated by reference to Exhibit 3.1 of the Company’s Current Report on Form 8-K filed March 20, 2020)
4.1	Indenture for Senior Debt Securities, dated as of February 15, 2013, between Starwood Property Trust, Inc. and The Bank of New York Mellon, as trustee (Incorporated by reference to Exhibit 4.6 of the Company’s Registration Statement on Form S-3 (File No. 333-210560) filed April 1, 2016).
4.2	Fourth Supplemental Indenture, dated as of March 29, 2017, between Starwood Property Trust, Inc. and The Bank of New York Mellon, as trustee (Incorporated by reference to Exhibit 4.2 of the Company’s Current Report on Form 8-K filed March 29, 2017)
4.3	Form of 4.375% Convertible Senior Notes due 2023 (Incorporated by reference as Exhibit A to Exhibit 4.2 of the Company’s Current Report on Form 8-K filed March 29, 2017)
4.4	Indenture, dated as of December 4, 2017, between Starwood Property Trust, Inc. and The Bank of New York Mellon, as trustee (including the form of Starwood Property Trust, Inc.’s 4.750% Senior Notes due 2025) (Incorporated by reference to Exhibit 4.1 of the Company’s Current Report on Form 8-K filed December 4, 2017)
4.5	Registration Rights Agreement, dated as of December 4, 2017, between Starwood Property Trust, Inc. and J.P. Morgan Securities LLC, as representative of the initial purchasers (Incorporated by reference to Exhibit 4.2 of the Company’s Current Report on Form 8-K filed December 4, 2017)
4.6	Registration Rights Agreement, dated as of December 28, 2017, among Starwood Property Trust, Inc. and the persons listed on Schedule I thereto (Incorporated by reference to Exhibit 4.13 of the Company’s Annual Report on Form 10-K filed February 28, 2018)
4.7	Indenture, dated as of November 2, 2020, between Starwood Property Trust, Inc. and The Bank of New York Mellon, as trustee (including the form of Starwood Property Trust, Inc.’s 5.500% Senior Notes due 2023) (Incorporated by reference to Exhibit 4.1 of the Company’s Current Report on Form 8-K filed November 2, 2020)

Exhibit No.	Description
4.8	Indenture, dated as of July 14, 2021, between Starwood Property Trust, Inc. and The Bank of New York Mellon, as trustee (including the form of Starwood Property Trust, Inc.'s 3.625% Senior Notes due 2026) (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed July 14, 2021)
4.9	Indenture, dated as of December 15, 2021, between Starwood Property Trust, Inc. and The Bank of New York Mellon, as trustee (including the form of Starwood Property Trust, Inc.'s 3.750% Senior Notes due 2024) (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed December 15, 2021)
4.10	Indenture, dated as of January 25, 2022, between Starwood Property Trust, Inc. and The Bank of New York Mellon, as trustee (including the form of Starwood Property Trust, Inc.'s 4.375% Senior Notes due 2027) (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed January 25, 2022)
4.11	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (Incorporated by reference to Exhibit 4.14 of the Company's Annual Report on Form 10-K filed February 25, 2020)
10.1	Registration Rights Agreement, dated August 17, 2009, among Starwood Property Trust, Inc., SPT Investment, LLC and SPT Management, LLC (Incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q filed November 16, 2009)
10.2	Management Agreement, dated August 17, 2009, among SPT Management, LLC and Starwood Property Trust, Inc. (Incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q filed November 16, 2009)
10.3	Amendment No. 1, dated as of May 7, 2012, to Management Agreement, dated August 17, 2009, as amended, between Starwood Property Trust, Inc. and SPT Management, LLC (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed May 8, 2012)
10.4	Amendment No. 2, dated as of December 4, 2014, to Management Agreement, dated August 17, 2009, as amended, between Starwood Property Trust, Inc. and SPT Management, LLC (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed December 5, 2014)
10.5	Amendment No. 3, dated as of August 4, 2016, to Management Agreement, dated August 17, 2009, as amended, between Starwood Property Trust, Inc. and SPT Management, LLC (Incorporated by reference to Exhibit 10.5 of the Company's Annual Report on Form 10-K filed February 23, 2017)
10.6	Amendment No. 4, dated February 15, 2018 and effective as of December 28, 2017, to Management Agreement, dated August 17, 2009, as amended, between Starwood Property Trust, Inc. and SPT Management, LLC (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed February 22, 2018)
10.7	Co-Investment and Allocation Agreement, dated August 17, 2009, among Starwood Property Trust, Inc., SPT Management, LLC and Starwood Capital Group Global, L.P. (Incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q filed November 16, 2009)
10.8	Amendment No. 1, dated as of June 19, 2015, to the Co-Investment and Allocation Agreement, dated as of August 17, 2009, by and among Starwood Property Trust, Inc., SPT Management, LLC and Starwood Capital Group Global, L.P. (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed June 25, 2015)
10.9	Amendment No. 2, dated as of November 21, 2016, to the Co-Investment and Allocation Agreement, dated as of August 17, 2009, by and among Starwood Property Trust, Inc., SPT Management, LLC and Starwood Capital Group Global, L.P. (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed November 22, 2016)

Exhibit No.	Description
10.10	Starwood Property Trust, Inc. 2017 Manager Equity Plan (Incorporated by reference to Appendix A of the Company's Definitive Proxy Statement on Schedule 14A filed March 31, 2017)*
10.11	Restricted Stock Unit Award Agreement (Starwood Property Trust, Inc. 2017 Manager Equity Plan) (Incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q filed November 8, 2019)*
10.12	Starwood Property Trust, Inc. 2017 Equity Plan (Incorporated by reference to Appendix B of the Company's Definitive Proxy Statement on Schedule 14A filed March 31, 2017)*
10.13	Form of Restricted Stock Award Agreement for Independent Directors (Starwood Property Trust, Inc. 2017 Equity Plan) (Incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q filed November 8, 2019)*
10.14	Form of Restricted Stock Award Agreement (Starwood Property Trust, Inc. 2017 Equity Plan) (Incorporated by reference to Exhibit 10.7 of the Company's Quarterly Report on Form 10-Q filed May 8, 2019)*
10.17	Form of Indemnification Agreement for Directors and Officers (Incorporated by reference to Exhibit 10.23 of the Company's Annual Report on Form 10-K filed February 25, 2016)*
10.18	Tax Protection Agreement, dated as of December 28, 2017, among SPT Dolphin Intermediate LLC, SPT Dolphin Parent LLC and the persons listed on Annex A thereto (Incorporated by reference to Exhibit 10.17 of the Company's Annual Report on Form 10-K filed February 28, 2018)
21.1	Subsidiaries of the Registrant
23.1	Consent of Independent Registered Public Accounting Firm
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Indicates management contract or compensatory plan or arrangement.

Item 16. Form 10-K Summary.

None.

SIGNATURES

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

Starwood Property Trust, Inc.

Date: February 25, 2022

By: /s/ BARRY S. STERNLICHT
Barry S. Sternlicht
Chief Executive Officer and Chairman of the Board of Directors

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

Date: February 25, 2022

By: /s/ BARRY S. STERNLICHT
Barry S. Sternlicht
Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)

Date: February 25, 2022

By: /s/ RINA PANIRY
Rina Paniry
Chief Financial Officer, Treasurer, Chief Accounting Officer and Principal Financial Officer

Date: February 25, 2022

By: /s/ RICHARD D. BRONSON
Richard D. Bronson
Director

Date: February 25, 2022

By: /s/ JEFFREY G. DISHNER
Jeffrey G. Dishner
Director

Date: February 25, 2022

By: /s/ CAMILLE J. DOUGLAS
Camille J. Douglas
Director

Date: February 25, 2022

By: /s/ SOLOMON J. KUMIN
Solomon J. Kumin
Director

Date: February 25, 2022

By: /s/ FRED PERPALL
Fred Perpall
Director

Date: February 25, 2022

By: /s/ FRED S. RIDLEY
Fred S. Ridley
Director

Date: February 25, 2022

By: /s/ STRAUSS ZELNICK
Strauss Zelnick
Director

[This page intentionally left blank]



Triton Towers, Renton, WA



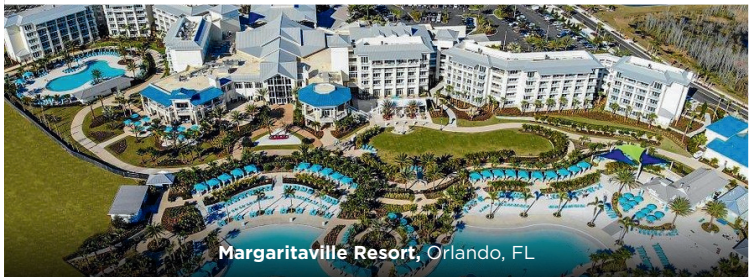
**Savannah at Park Central
Orlando, FL**



**Scape Franklin
Melbourne, Australia**



**33-41 Farnsworth Street
Boston, MA**



Margaritaville Resort, Orlando, FL



8899 Beverly, Los Angeles, CA



1213 Walnut, Philadelphia, PA



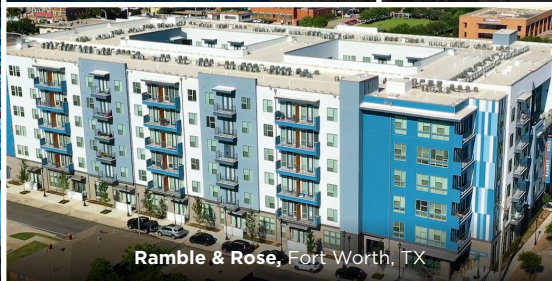
Tides on Trinity, Dallas, TX



Mansell Overlook, Atlanta, GA



**Thesis Hotel Miami
Coral Gables, FL**



Ramble & Rose, Fort Worth, TX



Lincoln Medical Center Apartments, Houston, TX



ICON Residences at the Rotunda, Baltimore, MD



Tides on 44th, Phoenix, AZ



SouthPark Center, Orlando, FL



Hope & Flower, Los Angeles, CA



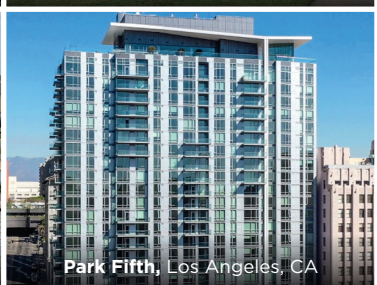
Windsprint, Arlington, TX



Broad & Washington, Philadelphia, PA



Leon Creek, San Antonio, TX



Park Fifth, Los Angeles, CA



Vue on Forest, Dallas, TX



**Tides on Chadwick
Northlake, TX**

