

Presale:

# Imperial Fund Mortgage Trust 2021-NQM3

October 15, 2021

## Preliminary Ratings

Class	Preliminary rating(i)	Preliminary amount (\$)	Credit enhancement (%) (ii)	Initial interest rate (%) (iii)	Class type
A-1	AAA (sf)	193,008,000	36.75	Fixed	Senior/pro rata
A-2	AA (sf)	22,887,000	29.25	Fixed	Senior/pro rata
A-3	A (sf)	36,465,000	17.30	Fixed	Senior/pro rata
M-1	BBB (sf)	19,683,000	10.85	Fixed	Mezzanine/sequential
B-1	BB (sf)	13,884,000	6.30	Fixed	Subordinate/sequential
B-2	B (sf)	10,833,000	2.75	Net WAC	Subordinate/sequential
B-3	NR	8,392,172	0.00	Net WAC	Subordinate/sequential
A-IO-S	NR	Notional(iv)	N/A	(v)	Excess servicing
X	NR	Notional(iv)	N/A	(vi)	Monthly excess cash flow
R	NR	N/A	N/A	N/A	Residual

Note: This presale report is based on information as of Oct. 15, 2021. The ratings shown are preliminary. This report does not constitute a recommendation to buy, hold, or sell securities. Subsequent information may result in the assignment of final ratings that differ from the preliminary ratings. (i)The collateral and structural information in this report reflects the term sheet dated Oct. 12, 2021. The preliminary ratings address the ultimate payment of interest and principal. (ii)This credit enhancement is solely from subordination. Excess spread also provides credit enhancement. (iii)Interest can be deferred on the classes, and the coupons are subject to the pool's net WAC rate. The class B-2 and B-3 coupons equal the net WAC rate. (iv)The notional amount equals the loans' aggregate stated principal balance. (v)The excess servicing strip minus compensating interest and advances owed to the servicer. (vi)The excess of the interest accrued at net WAC rate on the mortgage loans over the aggregate interest accrued at the respective pass-through rates on the class A-1, A-2, A-3, M-1, B-1, B-2, and B-3 certificates plus any prepayment premiums. WAC--Weighted average coupon. NR--Not rated. N/A--Not applicable.

## Profile

Expected closing date Oct. 22, 2021.

Cutoff date Oct 1, 2021.

First payment date Nov. 25, 2021.

Final scheduled payment date Nov. 25, 2056.

Certificates' amount, including unrated classes \$305.2 million, in aggregate.

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## Profile (cont.)

Collateral type	First-lien, fixed- and adjustable-rate fully amortizing residential mortgage loans that are secured primarily by single-family residential properties, planned-unit developments, townhouses, condominiums, two- to four-family homes and manufactured housing to prime and nonprime borrowers. The pool has 669 non-qualified or ability-to-repay-exempt mortgage loans.
Collateral	U.S. residential mortgage loans.
Credit enhancement	For each class of rated certificate, subordination of the certificates that are lower in the payment priority and excess spread.

## Participants

Issuer	Imperial Fund Mortgage Trust 2021-NQM3.
Sponsor/representation and warranty provider/servicing administrator	Imperial Fund II LLC.
Depositor	Imperial Fund II Mortgage Depositor LLC.
Servicer	A&D Mortgage LLC.
Subservicer	Specialized Loan Servicing LLC.
Master servicer	Nationstar Mortgage LLC.
Securities administrator and certificate registrar	Citibank N.A.
Custodian	Wilmington Trust N.A.
Trustee	Wilmington Savings Fund Society FSB.
Initial purchasers	Barclays Capital Inc. and Performance Trust Capital Partners LLC.
Originator	A&D Mortgage LLC.

## Primary Originator Making Up More Than 10% Of The Collateral

Entity	By balance (%)	Due diligence (%)	Originator ranking
A&D Mortgage LLC	100	100	AVERAGE

## Servicers

	By balance (%)	S&P Global Ratings <sup>1</sup> select servicer	Operation	Originators
A&D Mortgage LLC	100	No	Primary servicer	All loans
Nationstar Mortgage LLC	100	Yes	Master servicer	All loans
Specialized Loan Servicing LLC	100	Yes	Subservicer	All loans

## Rationale

The preliminary ratings assigned to Imperial Fund Mortgage Trust 2021-NQM3's (IMPRL 2021-NQM3) mortgage pass-through certificates reflect our view of:

- The pool's collateral composition and geographic concentration (see the Collateral Summary

section below);

- The transaction's credit enhancement, associated structural mechanics, and representation and warranty (R&W) framework;
- The transaction's geographic concentration;
- The mortgage originator, A&D Mortgage LLC;
- The 100% due diligence results consistent with represented loan characteristics; and
- The impact the COVID-19 pandemic will likely have on the performance of the mortgage borrowers in the pool (see "Economic Outlook U.S. Q4 2021: The Rocket Is Leveling Off," published Sept. 23, 2021) and the liquidity available in the transaction.

## **Environmental, Social, And Governance (ESG) Factors**

Our rating analysis considers a transaction's potential exposure to ESG credit factors. For RMBS, we view the exposure to environmental credit factors as average, to social credit factors as above average, and to governance credit factors as below average (see "ESG Industry Report Card: Residential Mortgage-Backed Securities," published March 31, 2021). In our view, the transaction's exposure to social and environmental credit factors is in line with the sector benchmark.

For RMBS, we generally consider the exposure to social credit factors as above average because housing is viewed as one of the most basic human needs and conduct risk presents a direct social exposure for lenders and servicers because regulators are increasingly focused on ensuring fair treatment of borrowers. Social risk is generally factored into our base-case assumptions for RMBS transactions. Our assumptions also consider physical climate risks such as floods, storms, or wildfires, which could severely damage properties, reduce their value, and hurt recoveries if borrowers default. This transaction exhibits some geographic concentration in certain core-based statistical areas (CBSAs), which may expose parts of the portfolio to extreme weather events, and it has a relatively higher exposure to environmental credit factors than our sector benchmark.

The transaction has a relatively higher exposure to environmental credit factors than our sector benchmark, in our view. The collateral backing the certificates has relatively higher geographic concentration risk, based on the concentration of loans in each of the CBSAs. Although geographic risk exposure may exist due to economic concentrations or a lack of diversification thereof, geographic concentration may also expose a transaction to physical climate risks such as floods, storms, or wildfires, which could severely damage properties and reduce their value and affect recoveries if borrowers default. In contrast, well-diversified portfolios reduce exposure to extreme weather events. The transaction includes certain other features that provide mitigants to environmental exposures, including requirements for homeowners or flood insurance and 100% of the loans in the pool were subject to a third-party due diligence review.

## **Overview**

IMPRL 2021-NQM3 is the fourth transaction issued out of the Imperial shelf. A&D Mortgage, an affiliate of the sponsor, originated the loans in the pool. A&D Mortgage (with Specialized Loan Servicing LLC as the subservicer) services the loans. Non-qualified mortgage (non-QM) loans comprise about 62.96% of the pool, with 37.04% being ability to repay-exempt (ATR-exempt) investor property loans.

## Noteworthy Features

### Geographic concentration

The pool is geographically concentrated with 47.91% of the loans in Florida (with the Miami and Ft. Lauderdale metropolitan divisions or CBSAs, as applicable, representing 18.02% and 12.21%, respectively). Our Herfindahl-Hirschman Index geographic adjustment factor is calibrated based on the distribution of loans in our historical mortgage data set, which reflects similar concentrations in California but not Florida. As a result, we applied an additional 1.08x adjustment factor to loss coverage over and above our Herfindahl-Hirschman Index adjustment factor for a total geographic adjustment factor of 1.17x to account for the elevated concentration in Florida.

### Loans in forbearance

As of the cutoff date of Oct. 1, 2021, none of the loans in the pool are under a COVID-19-related forbearance plan or were previously under one. Therefore, no additional adjustment was required on the pool. We will continue to monitor the credit behavior related to temporary forbearance as the situation evolves and more performance information becomes available, and we may adjust our loss coverage levels accordingly, which could impact the ratings. We will also continue to monitor macroeconomic and housing conditions and update our mortgage market outlook and associated archetypal foreclosure frequencies as applicable.

### High concentration of alternative and other documentation loans

The transaction includes 358 loans (63.16% by pool balance) that were verified using alternative documentation, such as personal or business bank statements, CPA letters, and profit and loss (P&L) statements. We view income verification using alternative and other documents to be a weaker standard than "full" documentation of income and, consequently, increased our loss coverages for these loans by applying an adjustment to the foreclosure frequencies. It also includes 247 property-focused investor loans (27.72% by pool balance) underwritten to an investment property business-purpose program that did not consider the borrowers' income or employment in the underwriting process and are exempt from ATR rules. These loans were underwritten using debt service coverage ratios (DSCRs) based on actual or estimated rents from the property and were classified as "other" income documentation type in our analysis. We applied a loss coverage adjustment factor ranging from 1.75x to 2.00x for the alternative documentation loans and a loss coverage adjustment factor ranging from 3.15x to 6.00x for the DSCR loans.

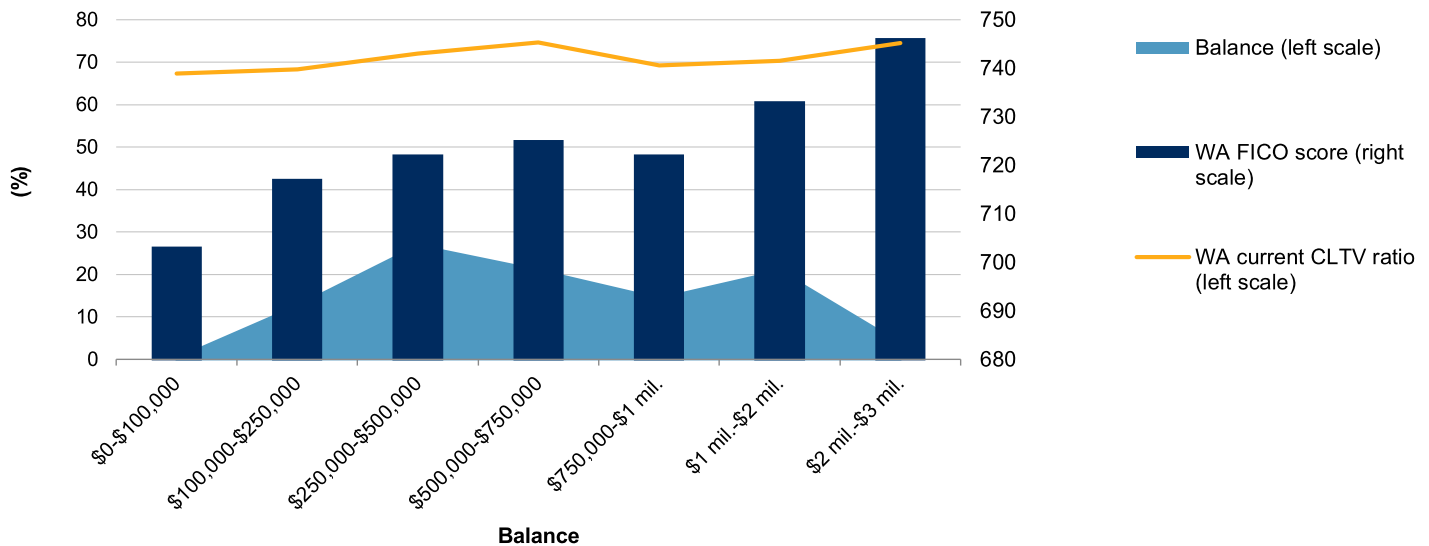
### Large-balance loans

Fifty-one loans (7.62% by loan count) have current balances greater than \$1 million in the pool. Together, these loans make up 24.71% of the pool balance. From a FICO score and loan-to-value (LTV) ratio perspective, these loans have a better credit profile than the overall pool. These loans have a weighted average current combined LTV (CLTV) ratio of 71.07% and a weighted average used FICO score of 735, as compared with the overall pool, which has a weighted average current CLTV ratio of 71.47% and a weighted average used FICO score of 725. Consequently, our loss coverage estimates for the high-balance loans is 18.61% at the 'AAA' level, compared with 24.26%

'AAA' loss coverage (without any additional pool level factors) for the overall pool. We also applied our large-loan balance analysis per our criteria (described in the Large Loan And Tail Risk Consideration section) and concluded no additional loss coverage adjustment was needed to account for the potential risk posed by large loans.

Chart 1

### Characteristics Of Loans By Cutoff Balance



WA--Weighted average. CLTV--Combined loan-to-value.  
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### Optional redemption

An optional redemption can occur on the October 2024 distribution date (three years after the closing date). This feature is similar to the sponsor's previous transaction but differs from the transactions prior to that, which had a redemption option of the earlier of three years after the closing date and when the loans' aggregate stated principal balance is less than or equal to 30% as of the cutoff date.

### Collateral Summary

IMPRL 2021-NQM3's assets consist primarily of fixed- and adjustable-rate fully amortizing non-QM and ATR-exempt loans secured by first liens. The mortgage pool comprises of 669 mortgage loans. The principal balance is approximately \$305.2 million as of the cutoff date.

The collateral pool, from a credit perspective, is weaker than the S&P Global Ratings archetypal prime pool, but it is generally in line with our expectations of a non-QM residential mortgage pool (see table 1). The pool's 'AAA' and 'B' loss coverage requirements were determined to be 31.45% and 3.15%, respectively. In our analysis, we considered the following mortgage loan characteristics to be weaker:

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- That the loans are primarily non-QM and ATR-exempt loans;
- The geographic concentration of the pool;
- The FICO score and loan-to-value ratio;
- The number of loans underwritten to alternative income documentation and DSCR;
- The property types (condominium and two- to four-family homes);
- The occupancy status (second home or investor property);
- The loan purpose (cash-out refinances);
- The self-employment status of borrowers; and
- The residency status of borrowers (see the Strengths And Weaknesses section below).

Table 1

**Collateral Characteristics**

	IMPRL 2021-NQM3	IMPRL 2021-NQM2	IMPRL 2021-NQM1	IMPRL 2020-NQM1	Verus 2021-5	DRMT 2021-3	Archetypal pool(i)
Closing pool balance (mil. \$)	305.2	237.4	214.2	145.6	678.5	379.8	N/A
Closing loan count (no.)	669	523	493	457	1,141	857	N/A
Avg. loan balance (\$)	456,132	453,969	434,530	318,520	594,684	443,227	N/A
WA original CLTV ratio (%)	71.6	69.7	72.4	70.7	67.6	74.7	75
WA current CLTV ratio (%)	71.5	69.6	72.0	70.1	67.0	71.3	75
WA FICO score	725(ii)	731	733	716	737	729	725
WA current rate (%)	4.7	4.9	5.5	5.9	5.6	5.6	N/A
WA original term (mos.)	359.9	359.0	360.0	360.0	354.5	368.0	360
WA seasoning (mos.)(iii)	2	1	3	7	7	12	0-6
WA debt-to-income ratio (%)	30.9	33.1	31.6	32.6	33.9	34.0	36
WA DSCR (non-zero)	1.2	1.2	1.3	1.1	1.4	1.3	N/A
Owner occupied (%)	61.0	61.1	69.2	49.1	45.4	72.5	100.0
Investor property (%)	37.0	34.0	28.0	50.9	50.8	24.8	
Single-family (including PUDs and townhouses) (%)	79.2	80.8	80.2	62.0	70.4	85.6	100.0
Fixed rate (%)	99.8	95.9	74.5	51.9	83.3	81.0	0.0
Adjustable-rate loans (%)	0.2	4.1	25.5	48.1	16.7	19.5	0.0
Loans with IO payments (%)	2.0	2.2	6.0	2.8	18.0	16.2	0.0
Purchase (%)	67.2	63.6	76.0	60.5	49.6	67.1	100.0
Cash-out refinancing (%)	23.5	22.9	12.2	31.1	27.8	19.5	0.0
Full documentation (%)	8.7	14.6	14.8	10.9	24.8	24.2	100.0
Alternative/bank statement documentation (%)	63.2	63.3	65.1	52.4	31.9	53.6	0.0
Other/asset depletion/DSCR documentation (%)	28.1	22.1	20.2	36.6	43.3	22.2	0.0

Presale: Imperial Fund Mortgage Trust 2021-NQM3

Table 1

**Collateral Characteristics (cont.)**

	IMPRL 2021-NQM3	IMPRL 2021-NQM2	IMPRL 2021-NQM1	IMPRL 2020-NQM1	Verus 2021-5	DRMT 2021-3	Archetypal pool(i)
Self-employed borrowers (%)	66.9	70.8	70.5	51.1	42.3	63.8	0.0
Loans with co-borrowers (%)	13.3	16.0	13.9	17.3	23.3	22.8	0.0
Loans to borrowers with multiple mortgages (%) <sup>(iv)</sup>	7.7	4.8	6.8	8.1	10.4	8.7	N/A
Loans to foreign borrowers (%) <sup>(foreign national &amp; non-permanent resident aliens)</sup>	8.0	7.6	9.8	16.8	3.5	11.8	0.0
Modified loans (%) <sup>(v)</sup>	0.0	0.0	0.0	0.0	0.1	0.8	0.0
PCEs (%) <sup>(v)</sup>	0.5	1.7	0.5	0.4	0.1	0.9	0.0
Current (%)	100.0	100.0	100.0	100.0	97.4	98.2	100.0
30+ day delinquent (%)	0.0	0.0	0.0	0.0	2.6	1.8	0.0
Forbearance (including active and completed) (%)	0.0	0.0	0.6	0.6	2.0	4.2	0.0
Length of P&I advancing (mos.) <sup>(vi)</sup>	3	3	3	3	3	6	Full
<b>Pool-level adjustments (multiplicative factors)</b>							
Geographic concentration	1.17	1.19	1.24	1.24	1.06	1.00	1.00
Mortgage operational assessment	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Representations and warranties	1.10	1.10	1.10	1.10	1.10	1.10	1.00
Other (i.e. loan modification/PCE/due diligence)	1.01	1.03	1.01	1.01	1.00	1.00	1.00
COVID-19 forbearance adjustment	1.00	1.00	1.00	1.00	1.01	1.03	N/A
Combined pool-level adjustments <sup>(vii)</sup>	1.30	1.35	1.38	1.38	1.18	1.14	1.00
<b>Loss estimation</b>							
'AAA' loss coverage (%)	31.45	24.65	26.95	37.15	25.45	25.05	7.50
'AAA' foreclosure frequency (%)	54.17	45.34	47.43	66.61	49.94	47.91	15.00
'AAA' loss severity (%)	58.06	54.37	56.82	55.77	50.96	52.29	50.00
'BBB' loss coverage (%)	10.60	7.95	8.85	12.00	9.95	8.80	1.92
'BBB' foreclosure frequency (%)	30.05	24.69	25.96	37.86	28.91	26.86	6.41
'BBB' loss severity (%)	35.27	32.20	34.09	31.70	34.42	32.76	30.00
'B' loss coverage (%)	3.15	2.30	2.60	3.60	4.05	2.90	0.65

Table 1

**Collateral Characteristics (cont.)**

	IMPRL 2021-NQM3	IMPRL 2021-NQM2	IMPRL 2021-NQM1	IMPRL 2020-NQM1	Verus 2021-5	DRMT 2021-3	Archetypal pool(i)
'B' foreclosure frequency (%)	12.40	10.01	10.59	16.56	13.87	11.72	3.25
'B' loss severity (%)	25.40	22.98	24.55	21.74	29.20	24.74	20.00

(i)As defined in our Feb. 22, 2018, criteria and the associated guidance published on April 17, 2020, which contains our updated base-case-scenario related loss coverages, foreclosure frequencies, and loss severities. (ii)FICO scores reflect the most recent scores obtained. For foreign borrowers who are missing FICO scores, we assumed 679 (the original pool average FICO score less one standard deviation). (iii)Measured from the origination date. (iv)Limited to borrowers who have multiple mortgage loans included in the securitized pool. (v)Limited to modified and PCE loans considered in our analysis. (vi)Months of P&I advancing on a delinquent mortgage loan to the extent such advances are deemed recoverable. (vii)Combined pool-level adjustments are the product of each pool-level adjustment listed above. IMPRL--Imperial Fund Mortgage Trust. Verus--Verus Securitization Trust. DRMT--Deephaven Residential Mortgage Trust. WA--Weighted average. CLTV--Combined loan-to-value ratio. DSCR--Debt service coverage ratio. PUD--Planned-unit development. IO--Interest-only. PCEs--Prior credit events. P&I--Principal and interest. N/A--Not applicable.

The loans in the pool have 15- and 30-year original terms to maturity, and the weighted average seasoning is approximately two months. By balance, the pool consists of 99.77% fixed-rate mortgage and 0.23% adjustable-rate mortgage loans. Fixed interest-only loans represent 2.05% of the total pool.

The mortgage pool has a weighted average original CLTV ratio of 71.62%. The weighted average FICO score for the collateral pool is 725, which includes certain S&P Global Ratings assumptions (see table 2 for a breakdown of the pool by borrower FICO score). In the pool, there are 40 loans to borrowers without a FICO score. We assessed these loans in our credit analysis using a FICO score of 679, which is approximately the mortgage pool's average original FICO score less one standard deviation. For the 74 loans to foreign or non-permanent resident alien borrowers (7.96% by pool balance), we applied a 1.5x multiple to the foreclosure frequencies. The FICO score and LTV ratio characteristics in this pool are weaker than the previous transaction's (see table 1).

Mortgage loans backed by primary residences and investment properties comprise approximately 60.96% and 37.04% of the pool by balance, respectively. The mortgage loans in the pool are backed by single-family residences (64.06% by pool balance, including townhouses), condominiums (11.43%), planned-unit developments (15.12%), two- to four-family homes (9.36%), and manufactured housing (0.03%). (See table 1.)

Table 2

**Updated Credit Score Statistics**

FICO score	Current balance (%)	No. of loans	Average current balance (\$000s)
750+	34.47	207	508.1
725-749	14.67	106	422.4
700-724	20.79	128	495.6
675-699	18.44	132	426.4
650-674	6.98	58	367.1
625-649	3.41	25	415.8
600-624	0.90	9	304.3
575-599	0.08	1	238.5
550-574	0.17	1	514.3



Table 2

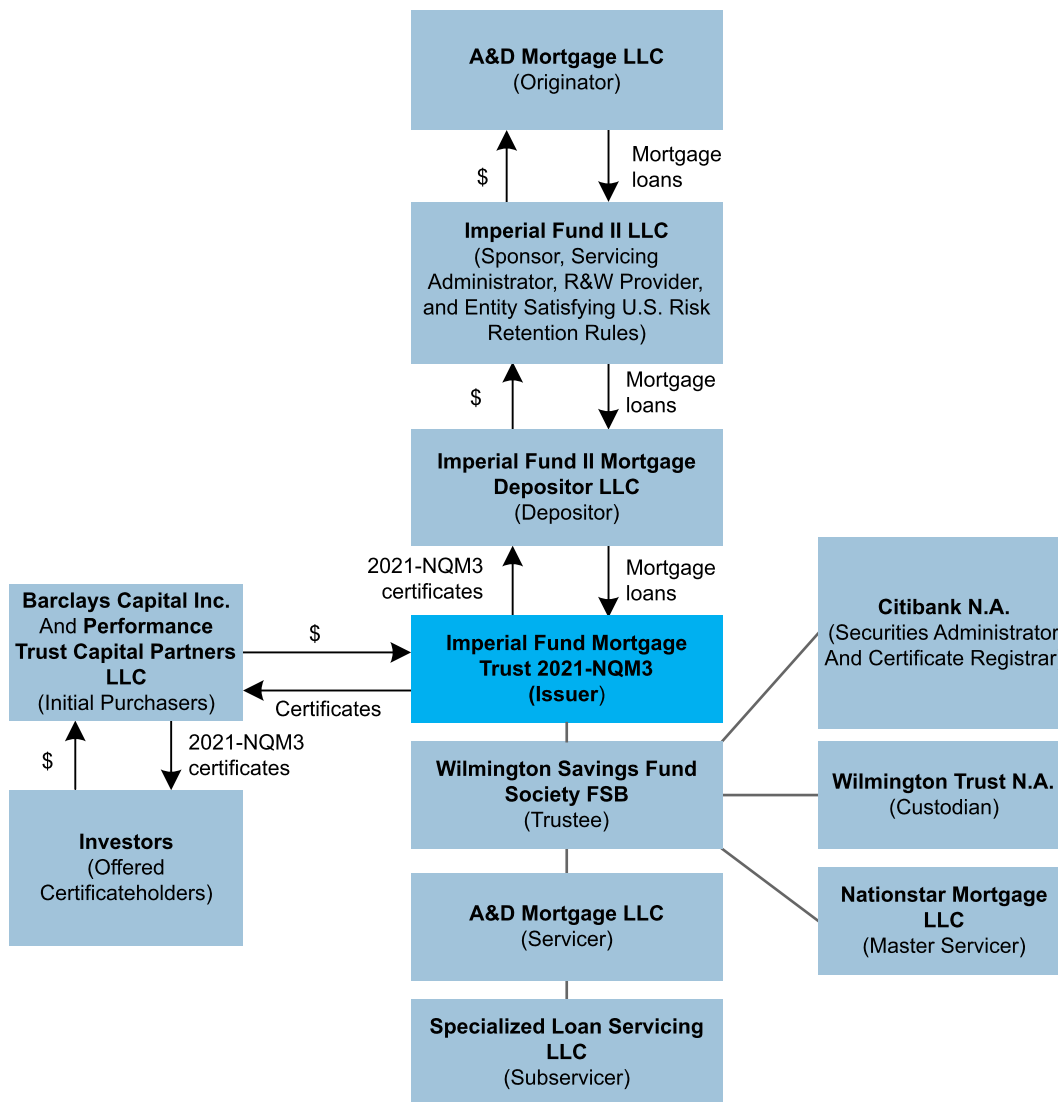
**Updated Credit Score Statistics (cont.)**

FICO score	Current balance (%)	No. of loans	Average current balance (\$000s)
Below 550	0.10	2	154.7
Total	100.00	669	456.1

**Transaction Structure**

Chart 2

**Transaction Structure**



R&Ws--Representations and warranties.  
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The transaction is structured as a two-step transfer of the assets from a statutory trust owned by the sponsor (Imperial Fund II LLC) to the depositor (Imperial Fund II Mortgage Depositor LLC) and a pledge from the depositor to the issuing trust (IMPRL 2021-NQM3). The issuing trust will transfer the certificates to the depositor. The depositor will sell the offered certificates to the initial purchasers, who will sell them to third-party investors. The depositor will transfer the non-offered certificates as part of the consideration for the mortgage loans at the direction of the statutory trust seller. The sponsor, who owns the statutory trust seller, will direct it to have the depositor transfer some portion of the non-offered certificates to the sponsor and to hold the remaining portion to satisfy the risk retention rules.

In rating this transaction, S&P Global Ratings will review the legal matters it believes are relevant to its analysis, as outlined in its criteria.

## Strengths And Weaknesses

We believe the following characteristics strengthen the IMPRL 2021-NQM3 transaction:

- The mortgage pool generally consists of loans to borrowers with considerable home equity, as demonstrated by the pool's weighted average original CLTV ratio of 71.62%. The third-party due diligence provider, Mission Global LLC, which is on our list of reviewed providers, performed due diligence on 100.00% of the loans in the pool with no material findings. The company's review encompassed regulatory compliance (where applicable), credit (underwriting) compliance, property valuations, and data quality.
- The class A-1, A-2, and A-3 certificates (the senior classes) benefit from a credit support floor in which no principal is paid to the mezzanine and subordinate classes until the senior classes are retired. In addition, principal is paid sequentially among the senior classes in periods when either the cumulative loss or the delinquency trigger has failed, further protecting the more-senior classes.

Excess monthly collections are available as credit enhancement to cover any interest shortfalls and to pay principal on the classes up to the applied realized loss amounts for the month, and then for any cumulative realized loss amounts to date, before being available to be released to the class X certificates.

We believe the following factors weaken the IMPRL 2021-NQM3 transaction:

- The pool is geographically concentrated in Florida (47.91%), with the remainder dispersed throughout 19 states. We applied an overall geographic concentration factor of 1.17x (which includes an adjustment of 1.08x in addition to our Herfindahl-Hirschman Index factor) to account for this risk.
- The overall weighted average FICO score of 725 (used in our analysis) was six points lower and the original LTV ratio of this pool was about two points higher than the previous transaction. Certain loans (30.07% by pool balance) were made to borrowers with current FICO scores below 700. The loss estimate of the mortgage pool has been increased to account for these risks.
- Income on certain mortgage loans (63.16% by pool balance) was verified using alternative methods, such as personal or business bank statements, P&L statements, or CPA letters. We consider income verification using alternative methods to be a weaker standard than "full" documentation of income. Consequently, we increased our loss coverages for these loans by applying an adjustment to the foreclosure frequencies. We applied an adjustment factor of 2.00x and 1.75x to the foreclosure frequencies for loans using 12-23 months and at least 24 months of alternative income verification, respectively.

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- Certain loans were underwritten to a cash flow investment property program (27.72% by pool balance) using DSCRs ranging from 0.29 to 3.40. We applied an adjustment factor ranging from 3.15x to 6.00x to the foreclosure frequencies for these loans depending on the DSCR.
- 11.43% of the pool by balance is comprised of condominiums and 9.36% of two- to four-family homes, for which we applied foreclosure frequency adjustment factors of 1.10x and 2.00x, respectively. Furthermore, there is one manufactured housing property (0.03% by pool balance), for which we applied a foreclosure frequency adjustment factor of 2.00x and a 100.00% loss severity at every rating level.
- There are 74 loans to foreign/non-permanent resident borrowers (7.96% by pool balance). We applied a 1.50x factor to the foreclosure frequencies for these loans and used a proxy FICO score of 679 for the subset of 40 foreign borrowers without FICO scores.
- Most of the loans (66.85% by pool balance) were made to borrowers who are self-employed. Based on our criteria, we applied a 1.10x factor to the foreclosure frequencies for these loans (other than the loans underwritten to DSCR or asset utilization programs).
- Non-QM mortgage loans, which have an increased risk of ATR challenges and associated losses, represent 62.96% of the pool by balance. We applied an adjustment to loss severities, based on our criteria, to account for this risk.
- The loan purpose on 23.54% of loans by balance is cash-out refinance, with an average cash-out amount of approximately \$199,392; 52 loans have cash-out amounts greater than \$200,000.
- The sponsor, an unrated entity, makes the R&Ws. The R&W framework is weak because the testing of any breaches (other than any loans showing ATR-related realized losses, which are automatically reviewed) is at the option of the controlling holder (the majority owner of the class X certificates and, initially, the sponsor or an affiliate of the sponsor). In addition, the early payment default covenant provided by the sponsor is weaker than what we see in jumbo prime transactions, and the sponsor is an unrated entity that may be unable to fulfill repurchase obligations. Some of the risks and concerns with the framework are mitigated because third-party due diligence was performed on 100.00% of the loans, and the sponsor retains a horizontal residual interest no less than 5.00% of the fair market value of all certificates. Consequently, we applied a R&W adjustment, which increased our loss expectations at all rating categories by a factor of 1.10x.

## Credit Analysis And Assumptions

Our analysis of the IMPRL 2021-NQM3 collateral pool considered several factors, including certain loan-level characteristics. The details of our analysis are described below.

### Documentation type

The sponsor guidelines allow income verification using paystubs, W-2s/W-2 equivalents, tax returns, written verifications of employment documenting income, CPA or third-party prepared P&L statements, and personal or business bank statements or a letter from a CPA or licensed tax preparer documenting income. The sponsor also offers asset utilization programs that consider borrower-accumulated assets as a source of repayment to qualify the borrower, as well as cash flow investor programs under which loans are underwritten, in part, to a DSCR, which is calculated using actual or estimated rent (see table 3).

Table 3

**Documentation Type (Income Verification Type/Length)**

	Loan count (no.)	Current balance (%)	Alternative income verification length (WA # of months)	Foreclosure frequency adjustment factors (x)	AAA foreclosure frequency without pool adjustment factors (%)
<b>Full documentation</b>					
Full (24+ months)	20	2.48	24.0	1.00	28.38
Full (24+ months) WVOE only	25	3.80	28.3	1.00	19.40
Full (12-23 months)	15	2.32	12.0	1.25	31.60
Full (12-23 months) WVOE only	1	0.13	18.0	1.25	24.28
<b>Alternative documentation(i)</b>					
24+ months (primary source)					
Business bank statements	49	11.95	24.3	1.75	34.14
Personal bank statements	16	3.18	24.2	1.75	28.77
P&L statements	70	13.70	26.3	1.75	38.84
Additional alternative (CPA letter/FN)	37	3.77		1.75	74.91
12-23 months (primary source)					
Business bank statements	146	25.90	12.2	2.00	50.73
Personal bank statements	32	3.42	12.4	2.00	67.46
P&L statements	8	1.23	13.5	2.00	43.25
<b>Other documentation</b>					
Other (DSCR)	247	27.72		3.15-6.00	58.31
Other (asset depletion)	3	0.38		3.00	24.51

(i) The documentation source may include other secondary documentation types such as a CPA letter or supporting bank statements. WVOE--Written verification of employment/employer letter. WA--Weighted average. P&L--Profit and loss. FN--Foreign national program. DSCR--Debt service coverage ratio.

For 61 loans (approximately 8.74% of the pool balance), traditional (full) documentation was used for fully verifying and calculating the borrowers' qualifying income (e.g., pay stubs, W-2s, personal and business tax returns, IRS transcripts, and written verification of employment). We applied a documentation type adjustment factor ranging from 1.00x to 1.25x, depending on the length of the income verification.

We classified loans to borrowers that used non-traditional sources of income documentation,

such as bank statements (business or personal), P&L statements, or CPA letters as alternative documentation loans. Alternative documentation, including CPA foreign income, was used on 358 mortgage loans (63.16% by pool balance), with most borrowers using 24 months of bank statements. We view income verification using alternative documentation to be a weaker standard than full documentation of income and, consequently, increased our loss coverages for these loans by an adjustment factor ranging from 1.75x to 2.00x, depending on the length of income verification.

Two hundred and forty-seven loans in the pool (27.72% by pool balance) were underwritten under a lending program that considers investment property cash flow rather than a borrower's verified income. We classified these loans as "other documentation" loans with a DSCR flag and applied a 3.15x-6.00x adjustment to the foreclosure frequencies based on the provided DSCRs, which ranged from 0.29 to 3.40.

Three loans in the pool (0.38% by pool balance) were underwritten, in full or in part, using a lending program that considers accumulated assets rather than a verified income stream. We classified them as "other documentation" loans and applied a 3.00x adjustment to the foreclosure frequency.

### **Prior credit event (PCE) classification and analysis**

The borrowers on a portion of the mortgage loans have had one or more PCEs, such as bankruptcies or housing-related PCEs (foreclosures, short sales, deed-in-lieu of foreclosure, etc.), that may have limited their access to loan products offered by the various agencies. Although these borrowers' updated FICO scores likely reflect their PCEs, we made an incremental adjustment to the foreclosure frequencies to account for this unique characteristic, focusing primarily on bankruptcy discharges or dismissals within 24 months prior to the cutoff date and housing-related PCEs within 36 months prior to the cutoff date. For loans to borrowers with more seasoned PCEs, we believe that the risks associated with those PCEs are reflected in the updated FICO scores.

We applied a pool-level PCE-related loss coverage adjustment factor of 1.01x, which was derived using a 2.50x factor, for five loans (0.49% by pool balance) with borrower bankruptcies within 24 months and/or borrower foreclosures or short sales within 36 months of the cutoff date.

### **QM and ATR standards**

The Consumer Financial Protection Bureau issued final regulations for mortgage loans with applications submitted on or after Jan. 10, 2014, specifying the standards for a QM. ATR-exempt investor property loans account for 37.04% of the pool, and non-QM/compliant comprise the remaining 62.96% (see table 4).

Table 4

### **Qualified Mortgage Breakout**

<b>QM status</b>	<b>Pool balance (\$)</b>	<b>% by pool balance</b>	<b>Loan count</b>	<b>Weighted average FICO score</b>
QM/non-HPML	0	0.00	0	N/A
QM/HPML	0	0.00	0	N/A
Non-QM/compliant	192,120,758	62.96	344	723

Table 4

**Qualified Mortgage Breakout (cont.)**

QM status	Pool balance (\$)	% by pool balance	Loan count	Weighted average FICO score
Not covered/exempt	113,031,415	37.04	325	729

QM--Qualified mortgage. HPML--Higher-priced mortgage loan.

Under the ATR rule, as more fully described in our criteria (see Appendix I of "Methodology And Assumptions For Rating U.S. RMBS Issued 2009 And Later," published Feb. 22, 2018), the originator and any assignee are jointly and separately liable for certain damages that may be incurred from noncompliance with the rule. We applied our criteria for each loan subject to the rule, which increased our loss coverage estimates at each rating category. The data the issuer provided to S&P Global Ratings, including additional fields that validate the loan's QM designation, were reviewed by the due diligence firms under the third party due diligence firms' scope to verify that documentation exists to support the QM designation. In addition, as part of our originator review of A&D Mortgage, we concluded that the originator's processes address the ATR risks.

**Servicer advancing obligations**

The servicer advances delinquent principal and interest (P&I) payments on any delinquent mortgage loan (including any loan that may be delinquent due to COVID-19-related forbearance relief) until the earlier of the loan becoming greater than 90 days delinquent (limited P&I advancing/stop-advance loan) and the P&I advance being deemed non-recoverable. If the servicer fails to advance P&I, the master servicer will make those advances, and if the master servicer fails to do so, the securities administrator will make such advances.

Unlike P&I advances, the servicer must advance delinquent taxes and insurance (and other property preservation advances) until the related property is liquidated or the servicer deems the advance to be unrecoverable. We adjusted the loss severities to account for this limited advancing.

**Borrowers with multiple loans**

Twenty-four borrowers (7.73% by pool balance) have multiple loans in the pool, with no single borrower having more than four loans. The highest single borrower exposure is to four loans (1.51% by pool balance). The largest individual loan contributes 0.76% of the pool. We determined that no additional adjustments to the loss coverage or our tail risk analysis were required for borrowers with multiple loans.

**Structural Features**

Like other nonprime RMBS transactions, IMPRL 2021-NQM3 is a mix of pro rata and sequential structures. Principal is paid pro rata among the senior classes (subject to passing cumulative loss and delinquency trigger tests) and then sequentially to the mezzanine and subordinate classes. In the periods when the cumulative loss trigger test or delinquency trigger test fails, principal is paid sequentially to the class A-1, A-2, A-3, M-1, B-1, B-2, and B-3 certificates.

Since the class A-1, A-2, and A-3 certificates can receive principal pro rata, the amount of

protection to the class A-1 and A-2 certificates can decline over time. In our analysis, the delinquency or cumulative loss triggers may help protect the more-senior classes by allowing the payment mechanism to switch to sequential earlier, thus preserving subordination and requiring less upfront credit enhancement.

The transaction also uses monthly excess cash flow to cover the current period's realized losses and to reimburse any previously applied realized loss amounts.

The securities administrator will make monthly interest distributions from the interest remittances and principal from the principal remittances (see tables 5-7).

The interest remittance amount includes:

- The interest collected from borrowers or advanced on their behalf (including interest payments that accompany prepayments, any compensating interest, interest portions of liquidation proceeds net of expenses, and subsequent recoveries and repurchase amounts).
- Minus the aggregate servicing fees, master servicing fees, securities administrator fees, trustee fees, custodial fees, servicer advance reimbursements, and extraordinary expenses, which are generally subject to a \$350,000 annual cap.

Although the extraordinary expenses are passed through as reduced contractual interest due to certificate holders, we ran these expenses at a certain percentage of their capped amounts to stress excess spread, as described further in the Interest stresses section below. We also considered the extraordinary expenses when analyzing projected interest reduction amounts, as described further in the Imputed Promises Analysis section below.

Principal remittance amounts include:

- The principal collected from borrowers or advanced on their behalf (including prepayments, principal portions of liquidation proceeds, net of expenses, subsequent recoveries, and repurchase amounts).
- Minus fees, including extraordinary expenses (subject to the applicable caps) and servicer advance reimbursements that could not be paid from interest collections.

Table 5

**Interest Payment Waterfall**

Priority	Payment
1	Interest and interest carryforward amounts <sup>(i)</sup> sequentially to classes A-1, A-2, A-3, M-1, B-1, B-2, and B-3.
2	Any remaining amounts paid as part of monthly excess cash flows.

<sup>(i)</sup>Interest carryforward amounts are deferred interest payments that accrue interest at the lower of the respective fixed coupon and the net WAC rate. Our preliminary ratings address the full payment of all interest and interest carryforward amounts by the final maturity date. WAC--Weighted average coupon.

Table 6

**Principal Payment Waterfall**

Priority	Payment
<b>If the delinquency and cumulative loss trigger tests pass</b>	
1	Unpaid interest and interest carryforward amounts sequentially to the class A-1, A-2, and A-3 certificates.

Table 6

**Principal Payment Waterfall (cont.)**

Priority	Payment
2	Principal pro rata to the class A-1, A-2, and A-3 certificates.
3	Unpaid interest and interest carryforward amounts to the class M-1 certificates.
4	Principal to the class M-1 certificates.
5	Unpaid interest and interest carryforward amounts to the class B-1 certificates.
6	Principal to the class B-1 certificates.
7	Unpaid interest and interest carryforward amounts to the class B-2 certificates.
8	Principal to the class B-2 certificates.
9	Unpaid interest and interest carryforward amounts to the class B-3 certificates.
10	Principal to the class B-3 certificates.
11	Any remaining amount paid as part of monthly excess cash flow.

**If the delinquency or cumulative loss trigger tests fail**

1	Unpaid interest and interest carryforward amounts sequentially to the class A-1 and A-2 certificates.
2	Principal sequentially to the class A-1 and A-2 certificates.
3	Unpaid interest and interest carryforward amounts to the class A-3 certificates.
4	Principal to the class A-3 certificates.
5	Unpaid interest and interest carryforward amounts to the class M-1 certificates.
6	Principal to the class M-1 certificates.
7	Unpaid interest and interest carryforward amounts to the class B-1 certificates.
8	Principal to the class B-1 certificates.
9	Unpaid interest and interest carryforward amounts to the class B-2 certificates.
10	Principal to the class B-2 certificates.
11	Unpaid interest and interest carryforward amounts to the class B-3 certificates.
12	Principal to the class B-3 certificates.
13	Any remaining amount paid as part of monthly excess cash flow.

Table 7

**Monthly Excess Cash Flow Waterfall**

Priority	Payment
1	Sequentially to the class A-1, A-2, A-3, M-1, B-1, B-2, and B-3 certificates up to the realized loss amount for the current period until each class' certificate balance is reduced to zero.
2	Up to the cumulative applied realized loss amount: sequentially to the class A-1, A-2, A-3, M-1, B-1, B-2, and B-3 certificates, in that order, until each class' certificate balance is reduced to zero; and then sequentially to the class A-1, A-2, A-3, M-1, B-1, B-2, and B-3 certificates, in that order, to reimburse the realized loss amounts previously allocated to them (to the extent each class' applicable balance hadn't increased due to prior applications of certificate reimbursement amounts).
3	To the cap carryover reserve account, from the monthly excess amount otherwise distributable to the class X certificates, the aggregate cap carryover amount(i) for classes A-1, A-2, A-3, M-1, and B-1 for that distribution date; and, from the cap carryover reserve account, any unpaid cap carryover amounts sequentially to the class A-1, A-2, A-3, M-1, and B-1 certificates.



Table 7

**Monthly Excess Cash Flow Waterfall (cont.)**

Priority	Payment
4	Amounts due to the class X certificates; then reimburse extraordinary trust expense amounts that exceed annual caps, pro rata, to the relevant transaction parties; and then any remaining amounts as described in the PSA.

(i)The cap carryover amount is the positive difference between the interest that would have accrued at the fixed coupon (without regard to the net WAC rate) and what was actually due, based on the net WAC rate. Any prior unpaid cap carryover amounts also accrue interest at the fixed coupon. Our preliminary ratings do not address the payment of cap carryover amounts. WAC--Weighted average coupon. PSA--Pooling and servicing agreement.

Interest on classes A-1, A-2, A-3, M-1, and B-1 is based on the lower of the stated fixed coupon on the certificates and the net weighted average coupon (WAC) rate (defined as the mortgage interest rate net of fees and extraordinary expenses). In line with our criteria, our preliminary ratings address the lower of these two rates. Interest to classes B-2 and B-3 is equal to the net WAC rate.

Under the transaction documents, the issuer can defer interest payments on the certificates. A failure to pay the interest amounts due on the certificates will result in the interest being deferred. Deferred interest (interest carry-forward amounts) accrues at the lower of the coupon and net WAC rate for classes A-1, A-2, A-3, M-1, and B-1 and at the net WAC rate for classes B-2 and B-3. Our preliminary ratings address the receipt of all principal and interest payments (including interest carry-forward amounts) by the certificates' final maturity date.

The preliminary ratings, however, do not address the payment of cap carryover amounts (i.e., the difference between the coupon and the net WAC cap where the coupon exceeds the net WAC cap), which are subordinated in the payment priority. In our view, neither the certificates' initial coupons nor the initial net WAC rates are de minimis, and nonpayment of the cap carryover amounts is not considered an event of default under the transaction documents. Therefore, in line with our criteria, we do not consider whether these cap carry-over amounts are paid in our cash flow analysis.

In IMPRL 2021-NQM3, the mezzanine and subordinate certificates are paid principal sequentially after all senior certificates have been paid off. Unlike the credit enhancement seen in shifting-interest RMBS structures, which may deplete due to scheduled and prepaid principal paid to the subordinate classes, the credit enhancement in IMPRL 2021-NQM3 does not deplete since no principal payments are made to the subordinate classes while the senior classes are outstanding.

Principal is paid pro rata among the senior classes from the start, and there is no defined credit enhancement floor that would switch the senior classes' payment priority to sequential. However, we believe the transaction is adequately enhanced for the assigned preliminary ratings, considering any tail risks, because the transaction starts with 17.3% of credit enhancement for the senior classes, which then grows as a percentage of the current balance as they get paid down (see the Large Loan And Tail Risk Considerations section for more details). Further, the delinquency and cumulative loss triggers (see tables 8 and 9) protect the more senior classes in tail risk situations if defaults were to increase much later in the transaction's life (a back-ended default) by switching the principal payment priority among the senior classes to sequential.

Table 8

### Cumulative Loss Trigger Event

Period in which the distribution date occurs	Loss amount(i) that sets off the trigger (% of the cutoff date pool balance)
November 2021 through October 2024	>2
November 2024 through October 2025	>3
November 2025 through October 2026	>6
November 2026 and thereafter	>8

(i) Aggregate realized loss amount since the cutoff date.

Table 9

### Delinquency Trigger Event

Period in which the distribution date occurs	The six-month average of 60-plus-day delinquent loans and loans modified in past 12 months(i) that sets off the trigger (% of the current pool balance)
November 2021 through October 2024	>18
November 2024 through October 2026	>25
November 2026 and thereafter	>30

(i) Excludes deferred loans.

If the certificates' aggregate class balance exceeds the pool balance, the resulting excess (the applied realized loss amount) is applied reverse-sequentially to the class B-3, B-2, B-1, M-1, A-3, A-2, and A-1 certificates until each class' principal balance has been reduced to zero.

If the pool balance exceeds the aggregate class balance of the certificates (after the allocation of principal payments and monthly excess cash flow to pay down the certificates), the balances of the class A-1, A-2, A-3, M-1, B-1, B-2, and B-3 certificates will be written up sequentially to the aggregate amount of applied realized losses previously allocated.

### Geographic Concentration

S&P Global Ratings analyzes the pool's geographic concentration risk based on the concentrations of loans in each of the CBSAs as defined by the U.S. Office of Management and Budget (see Appendix II of "Methodology And Assumptions For Rating U.S. RMBS Issued 2009 And Later," published Feb. 22, 2018). In this transaction, the top five CBSAs account for 61.34% of the aggregate pool, with two of the top five being in Florida and accounting for 30.24% of the pool. Overall, Florida accounts for 47.91% of the pool. Given our Herfindahl-Hirschman Index geographic adjustment factor is calibrated based on the distribution of loans in our historical mortgage data set, which reflects similar concentrations in California but not Florida, we applied an additional 1.08x adjustment factor to loss coverage over and above our Herfindahl-Hirschman Index adjustment factor for a total geographic adjustment factor of 1.17x to account for the elevated concentration in Florida. The Herfindahl-Hirschman Index is a concentration measure based on the sum of the squared CBSA concentrations related to a benchmark concentration.

Table 10

## Geographic Concentration

CBSA code(i)	CBSA	State	% by balance
33124	Miami-Miami Beach-Kendall	Florida	18.02
22744	Fort Lauderdale-Pompano Beach-Sunrise	Florida	12.21
35614	New York-Jersey City-White Plains	New York-New Jersey	12.10
31084	Los Angeles-Long Beach-Glendale	California	11.36
35004	Nassau County-Suffolk County	Florida	7.64
Top five CBSAs	-	-	61.34

## Large Loans And Tail Risk Considerations

As the number of loans in the transaction decreases, the effect of a single loan's losses becomes greater. If conditional prepayment rates are slow and collateral pool losses are not realized until later in a transaction's life (back-loaded losses), pro rata pay mechanisms can then leave the senior classes exposed to event risk later in the transaction's life (for more information on tail risk in RMBS transactions, see "Older RMBS Transactions Face Increased Tail Risk As Their Pools Shrink," published Aug. 9, 2012). To mitigate this risk, certain transactions provide for a credit enhancement floor, specifying principal payments are not to be made to subordinate classes if the credit support available to the senior classes falls below a threshold. IMPRL 2021-NQM3 does not explicitly provide a credit enhancement floor. However, due to the sequential payment mechanism to the mezzanine and the subordinate classes, which comprise 17.3% of the capital structure, the 'AAA (sf)', 'AA (sf)', and 'A (sf)' preliminary rated classes effectively have a floor of 17.3%. Since subordination to the senior classes is locked out from receiving any principal payments received on the mortgage loans, the 17.3% should be available to absorb losses in the event defaults begin to occur after an extended period of benign performance, which is the scenario our tail risk analysis is intended to address. Further, when cumulative losses or delinquencies trip the cumulative loss trigger or the delinquency trigger, the payment priority becomes fully sequential.

To analyze the appropriateness of this effective credit enhancement floor, we use the approach outlined in "Methodology And Assumptions For Rating U.S. RMBS Issued 2009 And Later," published Feb. 22, 2018. Per this approach, instead of focusing on the largest loans by balance at issuance, we risk-weight the loans in the transaction by focusing on those loans with the largest expected loss exposure, assuming default. The resulting projected losses at the 'AAA(sf)', 'AA(sf)', and 'A(sf)' levels are below the 17.3% effective floor provided in the transaction.

After considering the credit enhancement provided in the transaction, the delinquency and cumulative loss triggers, and the certificates' expected paydown, we believe the preliminary rated certificates are sufficiently protected from tail risk as the transaction seasons.

## Mortgage Operational Assessment (MOA) Review

We conducted an MOA review of the originator, A&D Mortgage, and assigned an overall AVERAGE ranking to A&D Mortgage after reviewing the company's origination process for non-QM residential mortgages. The ranking reflects our AVERAGE qualitative subranking and AVERAGE quantitative subranking.

Based on the results of our MOA, the loss coverage adjustment factor for A&D Mortgage is 1.00x.

### Presale: Imperial Fund Mortgage Trust 2021-NQM3

We applied this neutral adjustment factor to the collateral in this transaction when estimating the projected losses.

A&D Mortgage is an independent mortgage company founded in 2005 (initially as A&D Financial Corp. Inc. and rebranded to A&D Mortgage LLC in 2012) and headquartered in Hollywood, Fla. The company originates non-QM and conventional, conforming residential mortgage loans that adhere to the standards established by Fannie Mae and Freddie Mac, which are both government-sponsored enterprises, and the Federal Housing Authority (FHA), a government agency. The company has a strong presence in Florida and in 2012 started expanding its retail channel and initiated its wholesale business. A&D Mortgage is currently licensed to originate mortgage loans in 22 states. The company also originates in 25 states where licensing is not required for business purpose mortgage loans. It has 165 employees.

A&D Mortgage primarily focuses on third-party originations (wholesale) and retail channels. In January 2019, the company added a small mini-correspondent business line that operates within its third-party origination channel. As of June 2021, A&D Mortgage's origination channels consisted of wholesale (86.1%), retail (12.0%), and correspondent (1.9%).

Our overall AVERAGE ranking reflects our qualitative and quantitative review of A&D Mortgage. Our qualitative review focused on three primary areas regarding A&D Mortgage's loan residential production:

- Management and organization, including risk management and financial position;
- Origination process and underwriting, including the property valuation process; and
- Internal controls, encompassing third-party management, prefunding data quality, post-funding quality control (QC), and regulatory compliance.

For our quantitative analysis, we reviewed acquisition volume, loan characteristics, and loan performance history (including securitization performance), as well as delinquencies, early payment defaults, and repurchases.

The AVERAGE qualitative subranking reflects our assessment of the company's strengths and weaknesses.

The strengths include:

- The experienced senior management team, which has an average of 19 years of industry experience;
- The company's long operational track record (A&D Mortgage has been originating non-QM loans since 2015 and nonprime and agency loans since 2005);
- The detailed policies and procedures;
- The use of non-delegated underwriting for its third-party origination channel;
- The extensive use of third-party tools to verify borrower and loan information;
- The use of multiple appraisal management companies;
- The comprehensive internal control processes, which includes robust pre- and post-funding QC and compliance functions;
- The use of an independent vendor for its post-funding reviews for at least 10% of originated loans (currently 100% of its non-QM production is reviewed post funding);
- The company's review of 100% of loan production prior to funding, which exceeds the industry average (however, there is no certainty that higher QC prefunding reviews will continue with

further growth and expansion);

- The established internal auditing platform, which is managed by a third-party vendor and overseen by A&D Mortgage's senior management team; and
- The internal audit and pre- and post-funding QC reports with no material findings.

These strengths are partially offset by potential weaknesses, which include that:

- A&D Mortgage is 100% owned by its CEO, and there are corporate governance concerns related to the concentrated ownership structure. However, the company has a succession plan in place.
- There is no formal independent risk management function, but a senior-level cross-functional team oversees the company's risk and product development initiatives.
- Certain employees have limited tenure with the company (albeit with significant industry experience) following the company's expansion through its product lines and of its national footprint.
- A&D Mortgage's loan production is highly concentrated in Florida. However, this may decrease as the company continues to acquire licenses to originate mortgage loans in several states. A&D Mortgage is currently licensed to originate in 22 states.

Our AVERAGE quantitative subranking is based on our review of historical loan performance data provided by A&D Mortgage and information from external sources. We compared the company's loan performance with those of other conforming, government, and non-QM residential mortgage loan originations from like vintages to inform our view.

We also reviewed the performance of the prior non-QM transactions issued under the Imperial shelf, which consisted of collateral originated by A&D Mortgage. While the overall performance has been better than other comparable non-QM transactions, we note that the transaction is less seasoned and, therefore, may not be as reflective of ultimate performance.

Overall, A&D Mortgage's historical delinquencies, early payment defaults, and repurchases were in line with our expectations for post-crisis residential originations.

### **Third-Party Due Diligence Review**

The third-party due diligence providers performed due diligence on 100% of the loans in the transaction. The provider--Mission Global LLC--is on our list of reviewed diligence providers. The scope of their review of the loans encompassed compliance (where applicable), credit, valuation, and data integrity. Certain loans that were underwritten to a DSCR were not reviewed for regulatory compliance.

Some loans fell within the scope of the TRID rule. For these loans, the third-party firms followed the Structured Finance Assn. RMBS 3.0 TRID Compliance Review Scope in conducting their final loan reviews (see "Standard & Poor's Comfortable With SFIG Draft Proposal Regarding TRID Due Diligence," published April 25, 2016). We adjust our loss expectations based on our view of the firms' findings (see Appendix III of "Methodology And Assumptions For Rating U.S. RMBS Issued 2009 And Later," published Feb. 22, 2018).

### **Compliance with underwriting guidelines (credit review)**

## **Presale: Imperial Fund Mortgage Trust 2021-NQM3**

- Most of the due diligence firms' initial findings were resolved by the receipt of missing information in the trailing documents.
- All loans received a risk grade of 'A' or 'B'.
- Based on our review of the due diligence firm's findings, there is no adjustment to credit enhancement for credit due diligence.

## **Property valuation review**

- All loans received a final property valuation review risk grade of 'A' or 'B'.
- Secondary valuations were received for all loans which were used to support valuations.
- Based on our review of the due diligence firm's findings, there is no adjustment to credit enhancement for valuation due diligence.

## **Regulatory compliance review**

- Most of the due diligence firm's initial findings were resolved by the receipt of missing information in the trailing documents.
- No compliance grade Cs were observed in the pool.

After reviewing the third-party due diligence results, we applied a neutral adjustment of 1.00x to the loss coverage at all rating categories.

## **R&Ws**

Our review of the R&Ws for IMPRL 2021-NQM3 focused on whether the representations made by the R&W provider were substantially consistent with the set of representations in our criteria (see Appendix IV of "Methodology And Assumptions For Rating U.S. RMBS Issued 2009 And Later," published Feb. 22, 2018). We also evaluated the strength of these R&Ws and considered whether any breach could have a materially adverse impact on the interests of the transaction's certificateholders. If the R&Ws in the transaction documents do not address the issues in our published R&W framework, we will determine whether we believe it is appropriate to assess additional credit enhancement. Lastly, we will consider the R&W provider's ability to fulfill their obligations in the event of a breach.

The sponsor acquired the loans from an affiliated originator, A&D Mortgage. The R&Ws assigned to the trust related to the individual mortgage loans are made by the sponsor.

## **Framework**

The R&Ws related to the individual mortgage loans are generally consistent with our published criteria. Knowledge qualifications are limited, and the documents have provisions that deem an inaccuracy on the R&W as a breach--notwithstanding the sponsor's lack of knowledge regarding the substance of a knowledge-qualified R&W. Certain R&Ws include carve-out language that the representation or covenant does not apply to any mortgage loan subject to a COVID-19 related forbearance plan which was not material to our analysis.

The R&Ws are made as of the closing date and are in effect throughout the transaction's life. There is no sunset provision that limits the timeframe in which the representations are in effect. The sponsor is required to remedy a breach if it materially and adversely affects the value of the mortgage loans. However, TRID-related breaches must be remedied without consideration of materiality. The enforcement mechanism dictates that for loans that incur a realized loss, the controlling holder (i.e., the majority holder of the class X certificates, which is initially the sponsor or an affiliate of the sponsor) must review all potential breaches related to ATR defects. Loans with TRID violations, as determined by the courts, or defective documentation must be cured, repurchased, or substituted within 60 days of notice. The servicer will inform the controlling holder of potential violations related to ATR and TRID.

For all other loans that incur a realized loss, the controlling holder has the option to perform a review. For loans that are reviewed, the controlling holder has the option to use a third party to perform the review. If the controlling holder does not exercise the option to review, 25% or more of the certificateholders (in aggregate) may choose to start a review. Relevant parties may commence a binding arbitration to resolve disputes.

## **Framework assessment**

Except for TRID-related breaches, the R&Ws are subject to a "material and adverse effect" standard, which can be subjective. Except for loans that incur losses and have potential ATR defects, the R&W framework does not call for automatic breach reviews for loans that become severely delinquent or incur a realized loss; a mitigating factor is that 25% or more of the certificateholders may choose to commence a review. In addition, while the early payment default covenant is generally consistent with those in other rated nonprime transactions, it is weaker than what is typically observed for prime transactions.

We believe the R&W framework is weak--like those in other non-QM transactions--because it lacks automatic reviews on severely delinquent loans and the use of an independent third party is not required. Furthermore, the sponsor is an unrated entity and may be unable to fulfill repurchase obligations. Therefore, we applied a 1.10x adjustment to our loss coverage estimates to reflect

## **Cash Flow And Scenario Analysis**

We reviewed the transaction structure and performed a cash flow analysis to simulate various rating stress scenarios (see table 11 for the cash flow assumptions for the relevant rating levels and table 12 for the preliminary ratings for each class consistent with our criteria, accounting for the available credit enhancement). We analyzed a variety of scenarios for each rating category, including combinations of:

- Front- and back-loaded default timing curves;
- Two-year recovery lag assumptions;
- Fast and slow prepayment assumptions;
- Extraordinary expenses;
- High, low, and forward interest rate curve assumptions; and
- Delinquency assumptions to stress liquidity for potential forbearance.

For more detail on our cash flow stresses, see our criteria "Methodology And Assumptions For

Rating U.S. RMBS Issued 2009 And Later," published Feb. 22, 2018.

Table 11

**Cash Flow Assumptions**

	Scenario					
	AAA	AA	A	BBB	BB	B
Recovery lag (mos.)	24	24	24	24	24	24
<b>Prepayments (%)<sup>(i)</sup></b>						
Low CPR	1.00	2.00	3.00	4.00	5.00	6.00
High CPR	20.00	20.00	20.00	20.00	20.00	20.00
Extraordinary trust expenses (% of capped amounts) <sup>(ii)</sup>	100.00	100.00	95.00	40.00	30.00	17.50
Foreclosure frequency (%)	54.17	48.08	38.90	30.05	21.05	12.40
Loss severity (%)	58.06	52.31	41.77	35.27	30.17	25.40
Loss coverage (%)	31.45	25.15	16.25	10.60	6.35	3.15
Scenario 1: delinquency curve	Standard delinquency curve for testing triggers without cash flow stress					
Scenario 2: delinquency curve	Delinquencies at 35% for the first six months to stress liquidity and triggers, followed by standard delinquency curve to test triggers					

<sup>(i)</sup>Using a standard prepayment convention. <sup>(ii)</sup>Applied monthly from period 13 to 60. CPR--Conditional prepayment rate. N/A--Not applicable.

Table 12

**Structural Assessment**

Class	Rating	Initial class size (%)	Initial credit enhancement (%)	Loss coverage (%)	Percentage point difference between credit enhancement and loss coverage
A-1	AAA(sf)	63.25	36.75	31.45	5.30
A-2	AA(sf)	7.50	29.25	25.15	4.10
A-3	A(sf)	11.95	17.30	16.25	1.05
M-1	BBB(sf)	6.45	10.85	10.60	0.25
B-1	BB(sf)	4.55	6.30	6.35	(0.05)
B-2	B(sf)	3.55	2.75	3.15	(0.40)
B-3	NR	2.75	0.00	N/A	N/A

NR--Not rated. N/A--Not applicable.

Notwithstanding the use of excess interest as credit enhancement in the transaction structure, we applied our front- and back-loaded default timing curves in our analysis rather than a bulleted (e.g., semiannual or annual lump sum) default timing curve. This reflects our view of the potential volatility of cash flows, given that the newly originated loans are originated by a reviewed originator, subject to third-party due diligence, and include structural considerations such as a mix of pro rata and sequential principal allocations among all classes and limited P&I advancing by the servicer.

We applied the foreclosure frequencies, loss severities, and combinations of the stresses noted



above in our cash flow runs and observed some periodic missed interest due to the liquidity stress associated with no advancing. To pass our applicable rating specific stresses, the interest deferrals (or interest carry-forward amounts) resulting from any missed interest payments on the certificates must be paid in full by the maturity date. All deferred interest was paid back with interest under the applicable rating-specific stresses in our cash flow projections. The results show that each preliminary rated class in the transaction is enhanced to a degree consistent with the assigned preliminary ratings.

### **Servicer stop advance stresses**

Although the transaction documents provide for up to three months of P&I advance obligation, we assumed that no P&I advances were being made in our cash flow projections on defaulted loans that have not yet been liquidated (we assume a 24-month lag between default and liquidation). Our cash flow projections consider this additional liquidity stress and the transaction's ability to make monthly interest payments and, if necessary, deferred interest payments (interest carryforward amounts) by the final maturity date on the preliminary rated classes.

We also applied a delinquency stress curve to address the potential liquidity stress to cash flows due to loans entering forbearance in light of the COVID-19 pandemic and the limited P&I advancing obligations from the servicer (until 90 days delinquent or unrecoverable). We assumed 35% of the closing pool balance is delinquent for the first six months, with any P&I payments related to this delinquent portion coming back to the transaction after all defaults have been passed through to the transaction (approximately 144 months).

### **WAC deterioration stress**

The transaction structure allows excess spread to provide some of the credit enhancement. We applied a WAC deterioration stress that steps up linearly from zero basis points (bps) to 73 bps over 10 years and remains at that level going forward to address the potential for the pool's WAC to decline as higher coupon loans prepay or default and thus stress the excess spread.

### **Interest stresses**

In this transaction, extraordinary trust expense payments reduce the net WAC rate. This effectively allocates the extraordinary trust expenses pro rata across all senior and subordinate certificateholders by reducing their interest payments by the extraordinary trust expense amounts paid (subject to the annual cap). Although the extraordinary expenses are passed through as reduced contractual interest due to certificateholders, we ran these expenses from period 13 to 60 (four years) at a certain percentage (see table 11) of the capped amounts, as specified in our criteria for nonprime collateral. We do this to test the impact on the certificates' liquidity, which rely on excess spread as a form of credit enhancement.

Loans with interest rates indexed to one-year LIBOR represent approximately 4.08% of the pool balance. We applied our forward stresses in accordance with our criteria (see "Methodology To Derive Stressed Interest Rates In Structured Finance," published Oct. 18, 2019).

## Imputed Promises Analysis

When rating U.S. RMBS transactions where credit-related events can reduce interest owed to the tranches across the capital structure rather than allocate the credit-related loss to the available credit support, we impute the interest owed to the security holders based on our loan modification guidance (see "Guidance: Methodology And Assumptions For Rating U.S. RMBS Issued 2009 And Later," published Dec. 8, 2020). WAC deterioration that occurs because of defaults, repurchases, or prepayments is either captured in our analysis or not considered credit-related and, therefore, not included in our analysis.

The transaction provides for credit-related loan modifications and extraordinary trust expenses to reduce the net WAC at which the transaction's bond coupons are capped. Therefore, we applied the approach outlined in the guidance to assess the maximum potential rating (MPR) that could apply, based on our projected interest reduction amount (PIRA). Since this is a new issue transaction, we did not account for any cumulative interest reduction amount.

Consistent with the guidance, we assumed that 50.0% of the loans projected to default under the applicable rating stress scenario would be modified. We also assumed that 75.0% of the projected modifications are interest rate modifications, with an interest rate reduction of 2.0%. When added to the extraordinary trust expenses, this resulted in a maximum PIRA on the preliminary rated certificates that is below the 4.5% threshold. We stressed extraordinary trust expenses by the relevant extraordinary expense application factor over four years, from payment periods 13-60. Based on the results of our analysis, there was no impact on the certificates' MPR.

Historically, we have observed that extraordinary trust expenses have been both minimal when they occur and extremely limited in pre-2009 RMBS transactions. We continue to expect their actual occurrence in post-2009 transactions to be rare.

## Operational Risk Assessment

Our criteria "Global Framework For Assessing Operational Risk In Structured Finance Transactions," published Oct. 9, 2014, presents our methodology and assumptions for assessing certain operational risks (severity, portability, and disruption risks) associated with asset types and key transaction parties (KTPs) that provide an essential service to a structured finance issuer. According to the criteria, we cap the ratings on a transaction if we believe operational risk could lead to credit instability and affect the ratings.

As provided in the operational risk criteria, for severity risk and portability risk, there are three possible rankings: high, moderate, or low. For disruption risk, there are four possible rankings: very high, high, moderate, or low. The rankings for each of the three risks determine the maximum potential rating that can be assigned to a structured finance security for a given KTP before considering any provisions for a backup KTP, such as a master servicer. After assessing the severity, portability, and disruption risks for the servicer, we determined the ratings on these classes would not be affected.

According to our criteria, we rank severity and portability risk for nonprime residential mortgage collateral as moderate and low, respectively. For this transaction, the master servicer, Nationstar Mortgage LLC is the KTP. We consider the disruption risk for Nationstar Mortgage LLC as low. Given these risk assessments, our criteria do not cap the ratings on the transaction.

Our criteria "Methodology For Servicer Risk Assessment," published May 28, 2009, presents our methodology and assumptions for assessing additional operational risk related to servicers. A&D

Mortgage is an approved seller and servicer with Fannie Mae and Freddie Mac. We consider the servicing of loans guaranteed by a government agency to represent a major part of its business. Nonetheless, in this transaction, A&D Mortgage will use a subservicer, Specialized Loan Servicing LLC (SLS) to service the loans. SLS, which is on the S&P Global Ratings Select Servicer List, will be the party responsible for remitting the collections to the master servicer.

## **Related Criteria**

- General Criteria: Environmental, Social, And Governance Principles In Credit Ratings, Oct. 10, 2021
- Criteria | Structured Finance | General: Global Framework For Payment Structure And Cash Flow Analysis Of Structured Finance Securities, Dec. 22, 2020
- Criteria | Structured Finance | General: Methodology To Derive Stressed Interest Rates In Structured Finance, Oct. 18, 2019
- Criteria | Structured Finance | Legal: U.S. Structured Finance Asset Isolation And Special-Purpose Entity Criteria, May 15, 2019
- Criteria | Structured Finance | General: Counterparty Risk Framework: Methodology And Assumptions, March 8, 2019
- Criteria | Structured Finance | General: Incorporating Sovereign Risk In Rating Structured Finance Securities: Methodology And Assumptions, Jan. 30, 2019
- Criteria | Structured Finance | RMBS: Assumptions Supplement For Methodology And Assumptions For Rating U.S. RMBS Issued 2009 And Later, Feb. 22, 2018
- Criteria | Structured Finance | RMBS: U.S. Residential Mortgage Operational Assessment Ranking Criteria, Feb. 22, 2018
- Criteria | Structured Finance | RMBS: Methodology And Assumptions For Rating U.S. RMBS Issued 2009 And Later, Feb. 22, 2018
- General Criteria: Methodology For Linking Long-Term And Short-Term Ratings, April 7, 2017
- Criteria | Structured Finance | General: Global Framework For Assessing Operational Risk In Structured Finance Transactions, Oct. 9, 2014
- General Criteria: Global Investment Criteria For Temporary Investments In Transaction Accounts, May 31, 2012
- General Criteria: Principles Of Credit Ratings, Feb. 16, 2011
- Criteria | Structured Finance | General: Methodology For Servicer Risk Assessment, May 28, 2009

## **Related Research**

- Economic Outlook U.S. Q4 2021: The Rocket Is Leveling Off, Sept. 23, 2021
- S&P Global Ratings Publishes List Of Third-Party Due Diligence Firms Reviewed For U.S. RMBS As Of Sept. 10, 2021, Sept. 10, 2021
- Non-Qualified Mortgage Summer Snapshot, July 22, 2021

### Presale: Imperial Fund Mortgage Trust 2021-NQM3

- Select Servicer List, June 3, 2021
- Servicer Evaluation: Specialized Loan Servicing, May 25, 2021
- ESG Industry Report Card: Residential Mortgage-Backed Securities, March 31, 2021
- U.S. Residential Mortgage And Housing Outlook: Positive Momentum Carries Into 2021, Jan. 22, 2021
- S&P Global Ratings Definitions, Jan. 5, 2021
- Servicer Evaluation: Nationstar Mortgage LLC, Dec. 22, 2020
- Can COVID-19 Cause A Cash Crunch For Certain U.S. RMBS, Aug. 21, 2020
- Non-Qualified Mortgage Loans Summertime Blues Continue Despite Improved July Delinquencies, July 29, 2020
- Non-QM RMBS And COVID-19: Locking Down States' Exposure, June 1, 2020
- Guidance: Methodology And Assumptions For Rating U.S. RMBS Issued 2009 And Later, April 17, 2020
- S&P Global Ratings Is Assessing The Impact Of COVID-19 On Mortgage Market Outlooks For Global RMBS, April 17, 2020
- U.S. Residential Mortgage Input File Format For LEVELS, March 6, 2020
- Credit Rating Model: LEVELS Model For U.S. Residential Mortgage Loans, Aug. 5, 2019
- Key Factors For Assessing U.S. Non-Qualified Mortgage Bank Statement Loans, April 10, 2019
- Credit Rating Model: Intex RMBS Cash Flow Model, April 7, 2017
- Standard & Poor's Comfortable With SFIG Draft Proposal Regarding TRID Due Diligence, April 25, 2016
- Older RMBS Transactions Face Increased Tail Risk As Their Pools Shrink, Aug. 9, 2012

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