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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

**AG Mortgage Investment Trust, Inc.**  
(Name of Issuer)

**Common Stock, \$0.01 par value per share**  
(Title of Class of Securities)

**001228105**  
(CUSIP Number)

**Vikram S. Uppal**  
**205 West 28th Street, 12th Floor**  
**New York, New York 10001**  
**(212) 753-5100**  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**July 17, 2023**  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1	NAME OF REPORTING PERSON <b>Terra Property Trust, Inc.</b>	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS <b>WC</b>	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Maryland, United States</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>0</b>
	8	SHARED VOTING POWER <b>1,047,297</b>
	9	SOLE DISPOSITIVE POWER <b>0</b>
	10	SHARED DISPOSITIVE POWER <b>1,047,297</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>1,047,297</b>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>5.2%<sup>(1)</sup></b>	
14	TYPE OF REPORTING PERSON <b>CO</b>	

(1) The percentage is based upon 20,247,245 shares of Common Stock, \$0.01 par value per share ("Common Stock"), of AG Mortgage Investment Trust, Inc., a Maryland corporation (the "Issuer"), outstanding as of May 3, 2023, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, filed with the Securities and Exchange Commission on May 5, 2023.

1	NAME OF REPORTING PERSON <b>Terra Capital Partners, LLC</b>	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS <b>OO</b>	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware, United States</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>0</b>
	8	SHARED VOTING POWER <b>1,047,297</b>
	9	SOLE DISPOSITIVE POWER <b>0</b>
	10	SHARED DISPOSITIVE POWER <b>1,047,297</b>
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>5.2%<sup>(1)</sup></b>	
14	TYPE OF REPORTING PERSON <b>CO</b>	

(1) The percentage is based upon 20,247,245 shares of Common Stock of the Issuer outstanding as of May 3, 2023, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, filed with the Securities and Exchange Commission on May 5, 2023.

1	NAME OF REPORTING PERSON <b>Terra Fund Advisors, LLC</b>	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS <b>OO</b>	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware, United States</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>0</b>
	8	SHARED VOTING POWER <b>1,047,297</b>
	9	SOLE DISPOSITIVE POWER <b>0</b>
	10	SHARED DISPOSITIVE POWER <b>1,047,297</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>1,047,297</b>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>5.2%<sup>(1)</sup></b>	
14	TYPE OF REPORTING PERSON <b>IA</b>	

(1) The percentage is based upon 20,247,245 shares of Common Stock of the Issuer outstanding as of May 3, 2023, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, filed with the Securities and Exchange Commission on May 5, 2023.

The following constitutes the Schedule 13D (“Schedule 13D”) filed by the undersigned.

Item 1. Security and Issuer.

This Schedule 13D relates to Common Stock, \$0.01 par value per share (the “Common Stock”), of AG Mortgage Investment Trust, Inc. (the “Issuer”). The address of the principal executive offices of the Issuer is 245 Park Avenue, 26th Floor, New York, New York 10167.

Item 2. Identity and Background.

(a) This Schedule 13D is being filed by Terra Property Trust, Inc., a Maryland corporation (“TPT”), Terra Capital Partners, LLC, a Delaware limited liability company (“Terra Capital Partners”), and Terra Fund Advisors, LLC, a Delaware limited liability company (“Terra Fund Advisors”) (the foregoing, collectively, the “Reporting Persons”), and is being filed jointly by the Reporting Persons pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. The joint filing agreement among the Reporting Persons is included as Exhibit 99.1 hereto.

(b) The principal business address of each of the Reporting Persons is 205 West 28th Street, 12th Floor, New York, New York 10001.

(c) The principal business of TPT is to engage in any lawful business, purpose or activity that may be undertaken by a corporation organized under and governed by the Maryland General Corporation Act. The principal business of each of Terra Capital Partners and Terra Fund Advisors is to engage in any lawful business, purpose or activity that may be undertaken by a limited liability company organized under and governed by the Delaware Limited Liability Company Act.

A wholly-owned subsidiary of Terra Capital Partners, Terra REIT Advisors, LLC, a Delaware limited liability company (“Terra REIT Advisors”), is the external manager of TPT. Terra REIT Advisors also serves as manager to each of Terra Income Fund International, a Cayman Islands exempt corporation (“TIFI”), and Terra Secured Income Fund 5 International, a Cayman Islands exempt corporation (“TIF5 International”), and also serves as adviser to Terra Offshore Funds REIT, LLC, a Delaware limited liability company (“Terra Offshore REIT”). TIFI and TIF5 International own all the common equity of Terra Offshore REIT, and Terra Offshore REIT owns approximately 10% of issued and outstanding shares of TPT’s Class B common stock, \$0.01 par value per share (“TPT Class B Common Stock”).

Terra Fund Advisors is the manager of Terra Secured Income Fund 5, LLC, a Delaware limited liability company (“Terra Fund 5”). Terra Fund Advisors also manages a wholly-owned subsidiary that is the manager of Terra Secured Income Fund 7, LLC, a Delaware limited liability company (“Terra Fund 7”). Terra Fund 5 and Terra Fund 7 own approximately 70% of issued and outstanding shares of TPT Class B Common Stock through a controlled subsidiary, Terra JV, LLC, a Delaware limited liability company, of which each is a managing member. Subject to certain restrictions, Terra Fund Advisors is managed by its board of managers. Mr. Vikram Uppal is the sole member of the board of managers of Terra Fund Advisors.

By virtue of these relationships and pursuant to the SEC’s beneficial ownership rules, the Reporting Persons may be deemed to be members of a group.

(d) During the last five years, no Reporting Person nor, to the knowledge of any Reporting Person, any of the persons listed in Schedule A, has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, no Reporting Person nor, to the knowledge of any Reporting Person, any of the persons listed in Schedule A, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) TPT is incorporated under the laws of the State of Maryland. Terra Capital Partners and Terra Fund Advisors are organized under the laws of the State of Delaware.

Item 3. Source and Amount of Funds or Other Consideration.

The 1,047,297 shares of Common Stock reported herein as being beneficially owned by the Reporting Persons were acquired with working capital of TPT set aside for the general purpose of investing, at an aggregate purchase price of \$6,822,026.20.

Item 4. Purpose of Transaction.

TPT purchased the shares of Common Stock based on TPT's belief that such shares, when purchased, were undervalued.

On July 25, 2023, TPT issued a press release, a copy of which is attached hereto as Exhibit 99.2, announcing its intention to engage in communications with the Issuer's management team and board of directors (the "Board") regarding opportunities to enhance shareholder value, including, without limitation a strategic combination involving the Issuer.

The Reporting Persons may engage in discussions with members of management and the Board, other current or prospective stockholders, industry analysts, investment and financing professionals, equity and debt financing sources and other third parties regarding a variety of matters relating to the Issuer, which may include, among other things, a potential strategic combination involving the Issuer, the Issuer's business, management, capital structure and allocation, corporate governance, board composition, strategic alternatives and direction and suggestions for improving the Issuer's financial and/or operational performance, and may take other steps seeking to bring about changes to increase stockholder value as well as pursue other plans or proposals that relate to or could result in any of the matters set forth in clauses (a)-(j) of Item 4 of Schedule 13D.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors, including, without limitation, the outcome of any discussions referenced above, the Issuer's financial position, results and investment strategy, actions taken by the Issuer's management and the Board, the price levels of the Common Stock, other investment opportunities available to the Reporting Persons, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to its investment in the Issuer as it deems appropriate, including, without limitation; exchanging information with the Issuer or other third parties pursuant to appropriate confidentiality or similar agreements; proposing changes in the Issuer's operations, management, Board, governance or capitalization, a merger or other extraordinary transaction, potential business combinations or dispositions involving the Issuer, or certain of its businesses, and/or calling a special meeting or soliciting proxies from other stockholders of the Issuer in connection therewith; acquiring additional Common Stock and/or other equity, debt, notes, instruments or other securities of the Issuer (collectively, "Securities") or disposing of some or all of the Securities; engaging in short selling of or any hedging or similar transaction with respect to the Securities, including swaps and other derivative instruments; and/or otherwise changing its intention with respect to any and all matters referred to in this Item 4.

Item 5. Interest in Securities of the Issuer.

- (a) The aggregate percentage of shares of Common Stock reported owned by the Reporting Persons is based upon 20,247,245 shares of Common Stock outstanding as of May 3, 2023, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 filed with the Securities and Exchange Commission on May 5, 2023. As of the date hereof, each of the Reporting Persons beneficially owns 1,047,297 shares of Common Stock, constituting approximately 5.2% of the outstanding shares of Common Stock. The Reporting Persons disclaim beneficial ownership of such shares of Common Stock except to the extent of their pecuniary interest therein.
- (b) Regarding the number of shares of Common Stock that the Reporting Persons have the sole power to vote or direct the vote, shared power to vote or direct the vote, sole power to dispose or direct the disposition or shared power to dispose or direct the disposition, see the cover page to this Schedule 13D.

(c) During the past sixty days, TPT effected trades of Common Stock in the open market as follows:

<b>Trade Date</b>	<b>Price per share</b>	<b>Number of shares of Common Stock acquired</b>
July 14, 2023	\$ 6.3592	440,349
July 17, 2023	\$ 6.6262	606,948

- (d) No persons other than the Reporting Persons are known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Except for the joint filing agreement among the Reporting Persons attached as Exhibit 99.1 and as described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

[Exhibit 99.1](#) [Joint Filing Agreement, dated as of July 25, 2023, by and among Terra Property Trust, Inc., Terra Capital Partners, LLC and Terra Fund Advisors, LLC.](#)

[Exhibit 99.2](#) [Press Release of Terra Property Trust, Inc. dated July 25, 2023.](#)

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 25, 2023

**Terra Property Trust, Inc.**

By: /s/ Vikram Uppal

Name: Vikram Uppal

Title: Chief Executive Officer

**Terra Capital Partners, LLC**

By: /s/ Vikram Uppal

Name: Vikram Uppal

Title: Authorized Signatory

**Terra Fund Advisors, LLC**

By: /s/ Vikram Uppal

Name: Vikram Uppal

Title: Authorized Signatory

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## ADDITIONAL INFORMATION CONCERNING THE REPORTING PERSONS

### Directors and Executive Officers of Terra Property Trust, Inc.

The following table sets forth the name and present principal occupation of each director and executive officer of Terra Property Trust, Inc. The business address for each individual listed below is c/o Terra Property Trust, Inc., 205 West 28th Street, 12th Floor, New York, New York 10001.

<b>Name/Citizenship</b>	<b>Present Principal Occupation</b>
Vikram S. Uppal, United States	Chairman, Chief Executive Officer and Chief Investment Officer
Gregory M. Pinkus, United States	Chief Operating Officer and Chief Financial Officer
Daniel J. Cooperman, United States	Chief Originations Officer
Roger H. Beless, United States	Director
Michael L. Evans, United States	Director
Adrienne M. Everett, United States	Director
Spencer E. Goldenberg, United States	Director
Gaurav Misra, United States	Director

### Directors and Executive Officers of Terra Capital Partners, LLC

The following table sets forth the names and present principal occupations of the executive officers of Terra Capital Partners, LLC ("TCP"). TCP does not have any directors. The business address for each individual listed below is c/o Terra Capital Partners, LLC, 205 West 28th Street, 12th Floor, New York, New York 10001.

<b>Name/Citizenship</b>	<b>Present Principal Occupation</b>
Vikram S. Uppal, United States	Chief Executive Officer
Gregory M. Pinkus, United States	Chief Financial Officer and Chief Operating Officer

### Directors and Executive Officers of Terra Fund Advisors, LLC

The following table sets forth the name and present principal occupation of the sole director of Terra Fund Advisors, LLC ("TFA"). TFA does not have any executive officers. The business address for the individual listed below is c/o Terra Fund Advisors, LLC, 205 West 28th Street, 12th Floor, New York, New York 10001.

<b>Name/Citizenship</b>	<b>Present Principal Occupation</b>
Vikram S. Uppal, United States	Sole Director of the Board of Managers

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**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D and any amendments to it with respect to Common Stock, \$0.01 par value per share, of AG Mortgage Investment Trust, Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to those joint filings. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

**TERRA PROPERTY TRUST, INC.**

By: /s/ Vikram Uppal  
Name: Vikram Uppal  
Title: Chief Executive Officer

**TERRA CAPITAL PARTNERS, LLC**

By: /s/ Vikram Uppal  
Name: Vikram Uppal  
Title: Authorized Signatory

**TERRA FUND ADVISORS, LLC**

By: /s/ Vikram Uppal  
Name: Vikram Uppal  
Title: Authorized Signatory

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**Terra Property Trust Acquires 5.2% Stake in AG Mortgage Investment Trust to Unlock Value**

**NEW YORK, July 25, 2023** – Terra Property Trust, Inc. (“TPT”), a real estate investment trust externally managed by a subsidiary of Mavik Capital Management, LP (“Mavik”), today announced that it has acquired approximately 5.2% of the outstanding shares of common stock of AG Mortgage Investment Trust, Inc. (NYSE: MITT) (“MITT”) as of July 24, 2023, making TPT the second-largest stockholder of MITT.

As disclosed in a Schedule 13D filed today by TPT and other reporting persons, TPT believes that MITT is undervalued and intends to consider all options to unlock this value in a constructive manner for its stockholders, including, without limitation, a strategic combination involving MITT. TPT may engage in discussions with members of management and the Board of Directors of MITT, other current or prospective stockholders, industry analysts, investment and financing professionals, equity and debt financing sources, and other third parties regarding a variety of matters relating to MITT, which may include, among other things, its business, management, capital structure and allocation, corporate governance, board composition, strategic alternatives and direction and suggestions for improving its financial and/or operational performance. TPT also may take other steps seeking to bring about changes to increase value for MITT stockholders.

TPT remains firmly committed to completing the merger contemplated by its executed merger agreement with Western Asset Mortgage Capital Corporation (NYSE: WMC) (“WMC”) in the fourth quarter of 2023.

**Important Additional Information and Where to Find It**

In connection with the proposed merger between WMC and TPT (the “Merger”), WMC expects to file with the U.S. Securities and Exchange Commission (the “SEC”) a registration statement on Form S-4 (the “Registration Statement”) that contains a prospectus of WMC that will also include a joint proxy statement of WMC and TPT (the “joint proxy statement/prospectus”). The joint proxy statement/prospectus will contain important information about WMC, TPT, the proposed merger and related matters. WMC and TPT also expect to file with the SEC other documents regarding the merger. **STOCKHOLDERS OF WMC AND TPT ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND OTHER RELEVANT DOCUMENTS THAT ARE FILED OR WILL BE FILED BY WMC AND TPT WITH THE SEC, AS WELL AS ANY AMENDMENTS AND SUPPLEMENTS TO THESE DOCUMENTS) CAREFULLY IF AND WHEN THEY BECOME AVAILABLE, BECAUSE SUCH DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION ABOUT WMC, TPT, AND THE PROPOSED MERGER AND RELATED MATTERS.** Stockholders of WMC and TPT may obtain free copies of the Registration Statement, the joint proxy statement/prospectus and all other documents filed or that will be filed by WMC or TPT with the SEC (if and when they become available) through the website maintained by the SEC at <http://www.sec.gov>. Copies of documents filed with the SEC by WMC will be made available free of charge on WMC’s website at <http://www.westernassetmcc.com>, or by directing a request to its Investor Relations, Attention: Larry Clark at (310) 622-8223; email: [lclark@finprofiles.com](mailto:lclark@finprofiles.com). Copies of documents filed with the SEC by TPT will be made available free of charge on TPT’s website at <https://www.terrapropertytrust.com>, or by directing a request to its Investor Relations at (212) 257-4666; email: [ir@mavikcapital.com](mailto:ir@mavikcapital.com).

This communication is for informational purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended (the “Securities Act”).

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## Participants in Solicitation Relating to the Merger

WMC, TPT, and their respective directors and executive officers, and certain other affiliates of WMC or TPT may be deemed to be “participants” in the solicitation of proxies from the stockholders of WMC and TPT in respect of the Merger. Information regarding WMC and its directors and executive officers and their ownership of common stock of WMC can be found in WMC’s definitive proxy statement filed with the SEC on May 2, 2023, and its most recent Annual Report filed on Form 10-K for the fiscal year ended December 31, 2022. Information regarding TPT and its directors and executive officers and their ownership of common stock of TPT can be found in TPT’s definitive proxy statement filed with the SEC on April 26, 2023, and its most recent Annual Report filed on Form 10-K for the fiscal year ended December 31, 2022. Additional information regarding the interests of such potential participants will be included in the joint proxy statement/prospectus and other relevant documents filed with the SEC in connection with the proposed Merger if and when they become available. These documents are available free of charge on the SEC’s website and from WMC or TPT, as applicable, using the sources indicated above.

## Forward-Looking Statements

This press release includes “forward-looking statements,” as such term is defined in Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, and such statements are intended to be covered by the safe harbor provided by the same. These forward-looking statements are based on current assumptions, expectations, and beliefs of WMC and TPT and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. TPT cannot give any assurance that these forward-looking statements will be accurate. These forward-looking statements generally can be identified by use of forward-looking terminology such as “may,” “will,” “target,” “should,” “expect,” “attempt,” “anticipate,” “project,” “estimate,” “intend,” “seek,” “continue,” or “believe,” or the negatives thereof or other variations thereon or comparable terminology. Similarly, statements herein that describe certain plans, expectations, goals, projections, and statements about the proposed Merger, including its financial and operational impact, the benefits of the Merger, the expected timing of completion of the Merger, and other statements of management’s beliefs, intentions or goals also are forward-looking statements. It is uncertain whether any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what impact they will have on the results of operations and financial condition of the combined company. There are a number of risks and uncertainties, many of which are beyond the parties’ control, that could cause actual results to differ materially from the forward-looking statements included herein, including, but not limited to, the risk that the Merger will not be consummated within the expected time period or at all; the occurrence of any event, change or other circumstances that could give rise to the termination of the Agreement; the inability to obtain stockholder approvals relating the Merger and issuance of shares in connection therewith or the failure to satisfy the other conditions to completion of the Merger in a timely manner or at all; risks related to disruption of management’s attention from ongoing business operations due to the proposed Merger; the risk that any announcements relating to the Merger could have adverse effects on the market price of common stock of WMC; the risk that the Merger and its announcement could have an adverse effect on the operating results and businesses of WMC and TPT; the outcome of any legal proceedings relating to the Merger; the ability to successfully integrate the businesses following the Merger; the ability to retain key personnel; conditions in the market for mortgage-related investments; availability of suitable investment opportunities; changes in interest rates; changes in the yield curve; changes in prepayment rates; the availability and terms of financing; general economic conditions; market conditions; inflationary pressures on the capital markets and the general economy; conditions in the market for commercial and residential loans, securities and other investments; legislative and regulatory changes that could adversely affect the businesses of WMC or TPT; risks related to the origination and ownership of loans and other assets, which are typically short-term loans that are subject to higher interest rates, transaction costs and uncertainty on loan repayments; risks relating to any future impact of the COVID-19 pandemic, including the responses of governments and industries, on the real estate sector; credit risks; servicing-related risks, including those associated with foreclosure and liquidation; the state of the U.S. and to a lesser extent, international economy generally or in specific geographic regions; the general volatility of the securities markets in which WMC or TPT participate; WMC or TPT’s ability to maintain their respective qualification as a real estate investment trust for U.S. federal income tax purposes; and WMC or TPT’s ability to maintain their respective exemption from registration under the Investment Company Act of 1940, as amended. All such factors are difficult to predict, including those risks set forth in the WMC’s annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K that are available on its website at <http://www.westernassetmcc.com> and on the SEC’s website at <http://www.sec.gov>, and those risks set forth in TPT’s annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K that are available on TPT’s website at <http://www.terrapropertytrust.com> and on the SEC’s website at <http://www.sec.gov>. The forward-looking statements included in this press release are made only as of the date hereof. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. TPT undertakes no obligation to update these forward-looking statements to reflect subsequent events or circumstances, except as required by applicable law.

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**About TPT**

TPT originates, invests in, and manages loans, securities, and assets secured by commercial real estate across the US. The company has elected to be taxed as a real estate investment trust for U.S. federal income tax purposes commencing with its taxable year ended December 31, 2016.

**Media Contacts**

Terra Property Trust, Inc.

Tim Ragonis / Erik Carlson

Joele Frank, Wilkinson Brimmer Katcher

(212) 355-4449

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