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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2022

OR

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

For the transition period from to

Commission File Number: 001-39346

MoneyLion Inc.

(Exact name of registrant as specified in its charter)

Delaware	**85-0849243**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
30 West 21st Street, 9th Floor New York, New York	**10010**
(Address of principal executive offices)	(Zip Code)

(212) 300-9865
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value $0.0001 per share	ML	The New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock, $0.0001 par value	ML WS	The New York Stock Exchange

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

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

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☒

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

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

There were 253,552,979 shares of the registrant's Class A common stock, par value $0.0001 per share, outstanding as of November 4, 2022.

MoneyLion Inc.
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For the Quarterly Period Ended September 30, 2022

INTRODUCTORY NOTE

On September 22, 2021 (the "Business Combination Closing Date"), MoneyLion Inc., formerly known as Fusion Acquisition Corp. ("Fusion"), consummated a business combination (the "Business Combination") with MoneyLion Technologies Inc., formerly known as MoneyLion Inc. ("Legacy MoneyLion"). Pursuant to the Agreement and Plan of Merger, dated as of February 11, 2021 and amended on June 28, 2021 and September 4, 2021 (the "Business Combination Merger Agreement"), by and among Fusion, ML Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Fusion ("Merger Sub"), and Legacy MoneyLion, immediately upon the completion of the Business Combination and the other transactions contemplated by the Business Combination Merger Agreement (the "Business Combination Closing"), each of the following transactions occurred in the following order: (i) Merger Sub merged with and into Legacy MoneyLion, with Legacy MoneyLion surviving the merger as a wholly-owned subsidiary of Fusion (the "Merger"); (ii) Legacy MoneyLion changed its name to "MoneyLion Technologies Inc."; and (iii) Fusion changed its name to "MoneyLion Inc." Following the Business Combination, MoneyLion Inc. became a publicly traded company, with Legacy MoneyLion, a subsidiary of MoneyLion Inc., continuing the existing business operations. MoneyLion's Class A common stock, par value $0.0001 per share (the "MoneyLion Class A Common Stock") is listed on the New York Stock Exchange (the "NYSE") under the ticker symbol "ML."

As used in this Quarterly Report on Form 10-Q, unless the context requires otherwise, references to "MoneyLion," the "Company," "we," "us," "our" and similar references refer to MoneyLion Inc. and, as context requires, its consolidated subsidiaries for the period following the Business Combination and to MoneyLion Technologies Inc. and, as context requires, its consolidated subsidiaries for the period prior to the Business Combination. "Fusion" refers to Fusion Acquisition Corp. prior to the Business Combination.

For convenience, the trademarks and service marks referred to in this Quarterly Report on Form 10-Q are listed without the ®, TM and SM symbols, but we intend to assert, and notify others of, our rights in and to these trademarks and service marks to the fullest extent under applicable law.

Cautionary Statement Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q, including the information incorporated herein by reference, contains forward-looking statements regarding, among other things, the plans, strategies and prospects, both business and financial, of MoneyLion Inc. and its wholly-owned subsidiaries. These statements are based on the beliefs and assumptions of the management of MoneyLion. Although MoneyLion believes that its respective plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, MoneyLion cannot assure you that it will achieve or realize these plans, intentions or expectations. Generally, statements that are not historical facts, including statements concerning possible or assumed future actions, business strategies, events or results of operations, are forward-looking statements. These statements may be preceded by, followed by or include the words "believes," "estimates," "expects," "projects," "forecasts," "may," "will," "should," "seeks," "plans," "scheduled," "anticipates," or "intends" or similar expressions. The forward-looking statements are based on projections prepared by, and are the responsibility of, MoneyLion's management.

Forward-looking statements are inherently subject to known and unknown risks and uncertainties, many of which may be beyond MoneyLion's control. Forward-looking statements are not guarantees of future performance or outcomes, and MoneyLion's actual performance and outcomes, including, without limitation, actual results of operations, financial condition and liquidity, and the development of the market in which MoneyLion operates, may differ materially from those made in or suggested by the forward-looking statements contained in this Quarterly Report on Form 10-Q. Factors that could cause actual results and outcomes to differ from those reflected in forward-looking statements include, without limitation:

- factors relating to the business, operations and financial performance of MoneyLion, including market conditions and global and economic factors beyond MoneyLion's control, including the COVID-19 pandemic;

- intense and increasing competition in the industries in which MoneyLion and its subsidiaries, including Malka Media Group LLC (“MALKA”) and Even Financial Inc. (“Even Financial”), operate, and demand for and consumer confidence in MoneyLion’s products and services, including as a result of any adverse publicity concerning MoneyLion;

- MoneyLion’s ability to realize strategic objectives and avoid difficulties and risks of any acquisitions, strategic investments, entries into new businesses, joint ventures, divestitures and other transactions;

- MoneyLion’s reliance on third parties to provide services;

- MoneyLion’s ability to service loans or advances properly and the performance of the loans and other receivables originated through MoneyLion’s platform;

- MoneyLion’s ability to raise financing in the future, to comply with restrictive covenants related to its long-term indebtedness and to manage the effects of changes in the cost of capital;

- MoneyLion’s success in retaining or recruiting, or changing as required, its officers, key employees and directors, including its and MALKA’s ability to retain content creators;

- MoneyLion’s ability to comply with the extensive and evolving laws and regulations applicable to its business;

- risks related to the proper functioning of MoneyLion’s IT systems and data storage, including as a result of cyberattacks and other security breaches or disruptions suffered by MoneyLion or third parties upon which it relies;

- MoneyLion’s ability to protect its intellectual property rights;

- MoneyLion’s ability to comply with laws and regulations applicable to its business and the outcome of any legal or governmental proceedings that are or may in the future be instituted against MoneyLion;

- MoneyLion’s ability to establish and maintain an effective system of internal controls over financial reporting;

- MoneyLion’s ability to maintain the listing of the MoneyLion Class A Common Stock and of MoneyLion’s publicly traded warrants to purchase MoneyLion Class A Common Stock (the “Public Warrants”) on the NYSE and any volatility in the market price of MoneyLion’s securities; and

- other factors detailed under Part II, Item 1A “Risk Factors” in this Quarterly Report on Form 10-Q.

These and other factors are more fully discussed in our filings with the U.S. Securities and Exchange Commission (the “SEC”), including the “Risk Factors” section in Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2021, filed with the SEC on August 11, 2022, and Part I, Item 2 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Quarterly Report on Form 10-Q.

These forward-looking statements are based on information available as of the date of this Quarterly Report on Form 10-Q and our management’s current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date. We undertake no obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Risk Factor Summary

Our business is subject to numerous risks and uncertainties, including those we face in connection with the successful implementation of our strategy and the growth of our business. The following considerations, among others, may offset our competitive strengths or have a negative effect on our business strategy, which could cause a decline in the price of shares of our securities and result in a loss of all or a portion of your investment:

- MoneyLion's financial condition, results of operations and business may be adversely impacted by the COVID-19 pandemic, economic conditions and other factors that it cannot control. In an economic downturn, MoneyLion may not be able to grow its business or maintain expected levels of liquidity or revenue growth.

- MoneyLion's results of operations and future prospects depend on its ability to attract new and retain existing customers. MoneyLion faces intense and increasing competition and if it does not compete effectively, its competitive positioning and operating results may be harmed.

- Demand for MoneyLion's products or services may decline if it does not continue to innovate or respond to evolving technological or other changes. A significant change in consumer confidence in MoneyLion's products or services or adverse publicity concerning MoneyLion, its business or its personnel could negatively impact MoneyLion's business.

- Any acquisitions, strategic investments, entries into new businesses, joint ventures, divestitures and other transactions could fail to achieve strategic objectives, disrupt MoneyLion's ongoing operations or result in operating difficulties, liabilities and expenses, harm its business and negatively impact its results of operations.

- Because MoneyLion relies on third parties to provide services, MoneyLion could be adversely impacted if such third parties fail to fulfill their obligations or if MoneyLion's arrangements with them are terminated and suitable replacements cannot be found on commercially reasonable terms or at all.

- If MoneyLion fails to comply with the applicable requirements of its third-party partners, they could seek to suspend or terminate MoneyLion's accounts, which could adversely affect MoneyLion's business. The loss of third-party service providers, or the failure by a third-party service provider to comply with legal or regulatory requirements or otherwise perform its functions properly may adversely affect MoneyLion's business.

- If MALKA or Even Financial, MoneyLion's wholly-owned subsidiaries, is unable to remain competitive or retain key clients, their respective business and results of operations and financial position may be adversely affected. Increases in the costs of content may have an adverse effect on MALKA's and MoneyLion's business, financial condition and results of operations.

- Any failure of Even Financial's platform to effectively match consumers from Even Financial's Channel Partners (as defined herein) with financial product offerings from its Product Partners (as defined herein) or any reduced marketing spend by such Product Partners on Even Financial's platform could have a material adverse effect on Even Financial's business, financial condition and results of operations.

- If the information provided to MoneyLion by customers is incorrect or fraudulent, MoneyLion may misjudge a customer's qualifications to receive its products and services and its results of operations may be harmed and could subject MoneyLion to regulatory scrutiny or penalties.

- If loans and other receivables originated through MoneyLion's platform do not perform, or significantly underperform, MoneyLion may incur financial losses on the receivables it originates or lose the confidence of its financing sources. In addition, a failure by MoneyLion to service loans or advances properly could result in lost revenue and negatively impact its business and operations or subject MoneyLion to regulatory scrutiny or penalties.

•If MoneyLion's existing funding arrangements are not renewed or replaced or its existing funding sources are unwilling or unable to provide funding to it on terms acceptable to it, or at all, it could have a material adverse effect on MoneyLion's business, results of operations, financial condition, cash flows and future prospects. MoneyLion may be unsuccessful in managing the effects of changes in the cost of capital on its business.

•MoneyLion's engineering and technical development teams are based primarily in Malaysia, which could be adversely affected by changes in political or economic stability, or by government policies.

•Systems defects, failures or disruptions, including events beyond MoneyLion's control, and resulting interruptions in the availability of MoneyLion's websites, applications, products or services, could harm MoneyLion's business, harm its reputation, result in significant costs to MoneyLion, decrease MoneyLion's potential profitability and expose it to substantial liability.

•MoneyLion has a history of losses and may not achieve profitability in the future.

•MoneyLion's business is subject to extensive regulation, examination and oversight in a variety of areas. The legal and regulatory regimes governing certain of MoneyLion's products and services are uncertain and evolving. Changing laws, regulations, interpretations or regulatory enforcement priorities may negatively impact the management of its business, results of operations, ability to offer certain products or the terms and conditions upon which they are offered and ability to compete.

•Cyberattacks and other security breaches or disruptions suffered by MoneyLion or third parties upon which it relies could have a materially adverse effect on MoneyLion's business, harm its reputation and expose it to public scrutiny or liability.

•While MoneyLion takes precautions to prevent consumer identity fraud, it is possible that identity fraud may still occur or has occurred, which may adversely affect the performance of MoneyLion's products and services or subject MoneyLion to scrutiny or penalties.

•MoneyLion may be unable to sufficiently obtain, maintain, protect or enforce its intellectual property and other proprietary rights. In addition, MoneyLion's business and platform depend in part on intellectual property and proprietary rights and technology licensed from or otherwise made available to MoneyLion by third parties. If MoneyLion fails to comply with its obligations under license or technology agreements with third parties, MoneyLion may be required to pay damages and MoneyLion could lose license rights that are critical to its business.

•MoneyLion has in the past been, and continues to be, subject to inquiries, subpoenas, exams, pending investigations, enforcement matters and legal proceedings by state and federal regulators, the outcomes of which are uncertain and could cause reputational and financial harm to MoneyLion's business and results of operations.

•The market price of MoneyLion's securities may be volatile. In addition, MoneyLion's failure to meet the continued listing requirements of the NYSE could result in a delisting of its securities.

The risks described above should be read together with the "Cautionary Statement Regarding Forward-Looking Statements" herein, the other risk factors set forth under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q, the "Risk Factors" section in Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2021, filed with the SEC on August 11, 2022, our consolidated financial statements and the related notes presented in Part I, Item 1 "Financial Statements" in this Quarterly Report on Form 10-Q and the other documents that we file with the SEC. Our business, prospects, financial condition or operating results could be harmed by any of these risks, as well as other risks not currently known to us or that we currently consider immaterial.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

MONEYLION INC.
CONSOLIDATED BALANCE SHEETS
(dollar amounts in thousands, except per share amounts)
(Unaudited)

	September 30, 2022	December 31, 2021
Assets		
Cash	$ 126,369	$ 201,763
Restricted cash, including amounts held by variable interest entities (VIEs) of $61,260 and $39,396	62,840	44,461
Consumer receivables	152,718	153,741
Allowance for credit losses on consumer receivables	(22,633)	(22,323)
Consumer receivables, net, including amounts held by VIEs of $101,981 and $92,796	130,085	131,418
Enterprise receivables	20,825	6,002
Property and equipment, net	2,896	1,801
Intangible assets, net	205,670	25,124
Goodwill	161,261	52,541
Other assets	48,854	28,428
Total assets	$ 758,800	$ 491,538
Liabilities and Stockholders' Equity		
Liabilities:		
Secured loans	$ 88,508	$ 43,591
Accounts payable and accrued liabilities	54,049	36,868
Warrant liability	985	8,260
Other debt, including amounts held by VIEs of $153,137 and $143,000	153,137	143,000
Other liabilities	60,051	38,135
Total liabilities	356,730	269,854
Commitments and contingencies (Note 16)		
Redeemable convertible preferred stock (Series A), $0.0001 par value; 45,000,000 and 0 shares authorized as of September 30, 2022 and December 31, 2021, respectively, 25,655,579 shares issued and outstanding as of September 30, 2022 and 0 shares issued and outstanding as of December 31, 2021	173,142	—
Stockholders' equity:		
Class A Common Stock, $0.0001 par value; 2,000,000,000 shares authorized as of September 30, 2022 and December 31, 2021, 254,337,896 and 253,367,896 issued and outstanding, respectively, as of September 30, 2022 and 231,452,448 and 230,482,448 issued and outstanding, respectively, as of December 31, 2021	25	23
Additional paid-in capital	761,576	701,234
Accumulated deficit	(522,973)	(469,873)
Treasury stock at cost, 970,000 shares at September 30, 2022 and December 31, 2021	(9,700)	(9,700)
Total stockholders' equity	228,928	221,684
Total liabilities, redeemable convertible preferred stock and stockholders' equity	$ 758,800	$ 491,538

The accompanying notes are an integral part of these consolidated financial statements.

MONEYLION INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(dollar amounts in thousands, except per share amounts)
(Unaudited)

	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Revenue				
Service and subscription revenue	$ 86,397	$ 41,923	$ 238,366	$ 109,810
Net interest income on loan receivables	2,351	2,294	7,436	5,717
Total revenue, net	88,748	44,217	245,802	115,527
Operating expenses				
Provision for credit losses on consumer receivables	27,428	15,238	77,453	36,644
Compensation and benefits	25,619	15,471	74,160	30,700
Marketing	6,954	13,531	27,847	27,060
Direct costs	28,837	10,885	79,427	31,331
Professional services	7,546	4,678	21,486	12,715
Technology-related costs	5,327	1,498	15,241	5,954
Other operating expenses	11,209	8,261	31,820	10,618
Total operating expenses	112,920	69,562	327,434	155,022
Net loss before other (expense) income and income taxes	(24,172)	(25,345)	(81,632)	(39,495)
Interest expense	(7,880)	(1,627)	(21,638)	(4,947)
Change in fair value of warrant liability	414	(5,495)	7,275	(54,285)
Change in fair value of subordinated convertible notes	—	7,684	—	(41,877)
Change in fair value of contingent consideration from mergers and acquisitions	10,214	—	14,034	—
Other income (expense)	460	137	(447)	3,405
Net loss before income taxes	(20,964)	(24,646)	(82,408)	(137,199)
Income tax expense (benefit)	53	(1)	(28,348)	41
Net loss	(21,017)	(24,645)	(54,060)	(137,240)
Net income attributable to redeemable noncontrolling interests	—	(3,520)	—	(9,364)
(Accrual) / reversal of dividends on preferred stock	(1,688)	52,466	(4,892)	42,728
Net (loss) income attributable to common shareholders	$ (22,705)	$ 24,301	$ (58,952)	$ (103,876)
Net (loss) income per share, basic[(1)]	$ (0.09)	$ 0.39	$ (0.25)	$ (1.96)
Net (loss) income per share, diluted[(1)]	$ (0.09)	$ 0.13	$ (0.25)	$ (1.96)
Weighted average shares used in computing net (loss) income per share, basic[(1)]	244,702,713	62,314,396	237,302,217	53,119,751
Weighted average shares used in computing net (loss) income per share, diluted[(1)]	244,702,713	219,114,088	237,302,217	53,119,751

(1)Prior period results have been adjusted to reflect the exchange of Legacy MoneyLion's common stock (the "Legacy MoneyLion Common Stock") for MoneyLion Class A Common Stock at an exchange ratio of approximately 16.4078 (the "Exchange Ratio") in September 2021 as a result of the Business Combination. See Note 3, "Business Combination," for details.

The accompanying notes are an integral part of these consolidated financial statements.

MONEYLION INC.
CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERRED STOCK, REDEEMABLE NONCONTROLLING INTERESTS AND STOCKHOLDERS’ EQUITY (DEFICIT)
(amounts in thousands, except share amounts)
(Unaudited)

	Redeemable Convertible Preferred Stock (Series A)		Class A Common Stock		Additional	Accumulated	Treasury	Total Stockholders'
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Stock	Equity
Balances at July 1, 2022	28,693,931	$ 193,647	241,950,847	$ 24	$ 731,916	$ (501,956)	$ (9,700)	$ 220,284
Stock-based compensation	—	—	—	—	5,127	—	—	5,127
Exercise of stock options and warrants and vesting of RSUs	—	—	2,220,476	—	440	—	—	440
Issuance of common stock in connection with earnout and make-whole provisions related to the acquisition of Malka Media Group LLC	—	—	6,196,031	1	5,531	—	—	5,532
Issuance of options and preferred stock in connection with Even Acquisition, net working capital adjustments	(37,810)	(255)	—	—	—	—	—	—
Conversion of preferred stock to common stock	(3,000,542)	(20,250)	3,000,542	—	20,250	—	—	20,250
Accrued dividends on preferred stock	—	—	—	—	(1,688)	—	—	(1,688)
Net loss	—	—	—	—	—	(21,017)	—	(21,017)
Balances at September 30, 2022	25,655,579	$ 173,142	253,367,896	$ 25	$ 761,576	$ (522,973)	$ (9,700)	$ 228,928

	Redeemable Convertible Preferred Stock (Series A)		Class A Common Stock		Additional	Accumulated	Treasury	Total Stockholders'
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Stock	Equity
Balances at January 1, 2022	—	$ —	230,482,448	$ 23	$ 701,234	$ (469,873)	$ (9,700)	$ 221,684
Stock-based compensation	—	—	—	—	13,643	—	—	13,643
Exercise of stock options and warrants and vesting of RSUs	—	—	4,642,830	—	1,217	—	—	1,217
Issuance of common stock in connection with earnout and make-whole provisions related to the acquisition of Malka Media Group LLC	—	—	15,242,076	2	22,248	—	—	22,250
Issuance of options and preferred stock in connection with Even Acquisition, net working capital adjustments	28,656,121	193,392	—	—	8,963	—	—	8,963
Conversion of preferred stock to common stock	(3,000,542)	(20,250)	3,000,542	—	20,250	—	—	20,250
Accrued dividends on preferred stock	—	—	—	—	(4,892)	—	—	(4,892)
Other	—	—	—	—	(1,087)	960	—	(127)
Net loss	—	—	—	—	—	(54,060)	—	(54,060)
Balances at September 30, 2022	25,655,579	$ 173,142	253,367,896	$ 25	$ 761,576	$ (522,973)	$ (9,700)	$ 228,928

MONEYLION INC.
CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERRED STOCK, REDEEMABLE NONCONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY (DEFICIT)

(amounts in thousands, except share amounts)
(Unaudited)

	Redeemable Convertible Preferred Stock (All Series)		Redeemable Noncontrolling Interests	Class A Common Stock		Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Total Stockholders' (Deficit) Equity
	Shares [1]	Amount		Shares [1]	Amount				
Balances at July 1, 2021	116,264,374	$ 298,010	$ 101,157	48,658,573	$ 5	$ —	$ (453,805)	$ (1,000)	$ (454,800)
Stock-based compensation	—	—	—	—	—	586	—	—	586
Exercise of stock options and warrants	—	—	—	820	—	-	—	—	-
Accrued dividends on redeemable convertible preferred stock	—	4,465	—	—	—	(516)	(3,949)	—	(4,465)
Preferred stock conversion	(116,264,374)	(302,475)	—	116,264,374	12	250,761	51,702	—	302,475
Reverse capitalization on September 22, 2021	—	-	—	62,223,940	6	438,178	—	1,000	439,184
Redemption of common stock	—	-	—	(970,000)	—	—	—	(9,700)	(9,700)
Redemption of stock options	—	-	—	—	—	(12,741)	—	—	(12,741)
Contributions from redeemable noncontrolling interests	—	—	22,000	—	—	—	—	—	—
Redemptions by redeemable noncontrolling interests	—	—	(500)	—	—	—	—	—	—
Distributions to redeemable noncontrolling interests	—	—	(2,628)	—	—	—	—	—	—
Net income (loss)	—	—	3,520	—	—	—	(28,165)	—	(28,165)
Balances at September 30, 2021	—	$ —	$ 123,549	226,177,707	$ 23	$ 676,268	$ (434,217)	$ (9,700)	$ 232,374

	Redeemable Convertible Preferred Stock (All Series)		Redeemable Noncontrolling Interests	Class A Common Stock		Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Total Stockholders' (Deficit) Equity
	Shares [1]	Amount		Shares [1]	Amount				
Balances at January 1, 2021	116,264,374	$ 288,183	$ 71,852	47,870,720	$ 5	$ —	$ (327,629)	$ (1,000)	$ (328,624)
Stock-based compensation	—	—	—	—	—	2,425	—	—	2,425
Exercise of stock options and warrants	—	—	—	788,673	—	251	—	—	251
Accrued dividends on redeemable convertible preferred stock	—	14,292	—	—	—	(2,606)	(11,686)	—	(14,292)
Preferred stock conversion	(116,264,374)	(302,475)	—	116,264,374	12	250,761	51,702	—	302,475
Reverse capitalization on September 22, 2021	—	—	—	62,223,940	6	438,178	—	1,000	439,184
Redemption of common stock	—	—	—	(970,000)	—	—	—	(9,700)	(9,700)
Redemption of stock options	—	—	—	—	—	(12,741)	—	—	(12,741)
Contributions from redeemable noncontrolling interests	—	—	53,000	—	—	—	—	—	—
Redemptions by redeemable noncontrolling interests	—	—	(3,556)	—	—	—	—	—	—
Distributions to redeemable noncontrolling interests	—	—	(7,111)	—	—	—	—	—	—
Net income (loss)	—	—	9,364	—	—	—	(146,604)	—	(146,604)
Balances at September 30, 2021	—	$ —	$ 123,549	226,177,707	$ 23	$ 676,268	$ (434,217)	$ (9,700)	$ 232,374

(1)Prior period results have been adjusted to reflect the exchange of Legacy MoneyLion Common Stock for MoneyLion Class A Common Stock at the Exchange Ratio of approximately 16.4078 in September 2021 as a result of the Business Combination. See Note 3, "Business Combination," for details.

The accompanying notes are an integral part of these consolidated financial statements.

MONEYLION INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(amounts in thousands)
(Unaudited)

	Nine Months Ended September 30, 2022	2021
Cash flows from operating activities:		
Net loss	$ (54,060)	$ (137,240)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Provision for credit losses on consumer receivables	77,453	36,644
Depreciation and amortization expense	15,584	1,502
Change in deferred fees and costs, net	1,405	2,847
Change in fair value of warrants	(7,275)	54,285
Change in fair value of subordinated convertible notes	—	41,877
Change in fair value of contingent consideration from mergers and acquisitions	(14,034)	—
Gain on loan forgiveness	—	(3,207)
Gains on foreign currency translation	(209)	(178)
Expenses related to debt modification and prepayments	730	—
Stock compensation expense	13,643	2,425
Deferred income taxes	(28,442)	—
Changes in assets and liabilities, net of effects of business combination:		
Accrued interest receivable	87	481
Enterprise receivables	(4,960)	243
Other assets	(9,104)	(15,449)
Accounts payable and accrued liabilities	3,113	6,278
Other liabilities	(3,827)	7,430
Net cash used in operating activities	(9,896)	(2,062)
Cash flows from investing activities:		
Net originations and collections of finance receivables	(76,559)	(90,861)
Purchase of property, equipment and software	(6,464)	(354)
Acquisition of Even Financial, net of cash acquired	(18,584)	—
Net cash used in investing activities	(101,607)	(91,215)
Cash flows from financing activities:		
Repayments to secured/senior lenders	(24,029)	(556)
Repayment of related party loan	—	(5,000)
Fees related to debt prepayment	(375)	—
Proceeds from special purpose vehicle credit facilities	10,000	—
Proceeds from issuance of subordinated convertible notes	—	36,750
Borrowings from secured lenders	69,300	20,000
Payment of deferred financing costs	(1,625)	(2,147)
Redemption of founder's common stock	—	(9,700)
Payment of redeemed stock options	—	(10,651)
Proceeds from issuance of common stock related to exercise of stock options and warrants	1,217	265
Proceeds from reverse capitalization, net of transaction costs	—	301,062
Contributions from redeemable noncontrolling interests	—	53,000
Redemptions by redeemable noncontrolling interests	—	(4,556)
Distributions to noncontrolling interests	—	(7,115)
Net cash provided by financing activities	54,488	371,352
Net change in cash and restricted cash	(57,015)	278,075
Cash and restricted cash, beginning of period	246,224	20,927
Cash and restricted cash, end of period	$ 189,209	$ 299,002
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 19,777	$ 2,878
Accrued redemptions by redeemable noncontrolling interests	$ —	$ 500
Supplemental disclosure of non-cash investing and financing activities:		
Conversion of preferred stock to common stock	$ 20,250	$ 302,475
Issuance of common stock related to convertible debt	$ —	$ 92,627
Issuance of common stock related to warrants exercised	$ —	$ 85,502
Acquisition of public and private warrants	$ —	$ 29,466
Accrued dividends on preferred stock	$ 4,892	$ —
Lease liabilities incurred in exchange for operating right-of-use assets	$ 7,568	$ —
Contingent consideration issued related to mergers and acquisitions	$ 45,336	$ —

The accompanying notes are an integral part of these consolidated financial statements.

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

On September 22, 2021 (the "Business Combination Closing Date"), MoneyLion Inc., formerly known as Fusion Acquisition Corp. (prior to the Business Combination Closing Date, "Fusion" and after the Business Combination Closing Date, "MoneyLion" or the "Company"), consummated the previously announced business combination (the "Business Combination") pursuant to the terms of the Agreement and Plan of Merger, dated as of February 11, 2021 and amended on June 28, 2021 and September 4, 2021 (the "Business Combination Merger Agreement"), by and among Fusion, ML Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Fusion ("Merger Sub"), and MoneyLion Technologies Inc., formerly known as MoneyLion Inc. (prior to the Business Combination Closing Date, "MoneyLion" or the "Company", and after the Business Combination Closing Date, "Legacy MoneyLion"), a Delaware corporation.

Pursuant to the terms of the Business Combination Merger Agreement, immediately upon the completion of the Business Combination and the other transactions contemplated by the Business Combination Merger Agreement (the "Business Combination Closing"), each of the following transactions occurred in the following order: (i) Merger Sub merged with and into Legacy MoneyLion, with Legacy MoneyLion surviving the merger as a wholly owned subsidiary of Fusion (the "Merger"); (ii) Legacy MoneyLion changed its name to "MoneyLion Technologies Inc."; and (iii) Fusion changed its name to "MoneyLion Inc." Following the Business Combination, MoneyLion Inc. became a publicly traded company, with Legacy MoneyLion, a subsidiary of MoneyLion, continuing the existing business operations. MoneyLion's Class A common stock, par value $0.0001 per share (the "MoneyLion Class A Common Stock"), is listed on the New York Stock Exchange (the "NYSE") under the ticker symbol "ML."

On February 11, 2021, concurrently with the execution of the Business Combination Merger Agreement, Fusion entered into subscription agreements (the "Subscription Agreements") with certain investors (collectively, the "PIPE Investors") pursuant to which, among other things, Fusion agreed to issue and sell in private placements an aggregate of 25,000,000 shares ("PIPE Shares") of MoneyLion Class A Common Stock to the PIPE Investors for $10.00 per share, for an aggregate commitment amount of $250,000 (the "PIPE Financing"). Pursuant to the Subscription Agreements, Fusion gave certain re-sale registration rights to the PIPE Investors with respect to the PIPE Shares. The PIPE Financing was consummated substantially concurrently with the Business Combination Closing.

MoneyLion was founded in 2013 and is headquartered in New York, New York. MoneyLion provides consumers a full suite of financial and non-financial solutions, bundling proprietary, low-cost financial products with products that are offered through its marketplace and network affiliate partners. MoneyLion engages and educates its customers with daily, money-related and money-adjacent content, delivered through a personalized feed. MoneyLion provides tools for customers to easily manage their spending and saving goals through its digital banking and automated investing solutions and provides customers immediate access to innovative lending or earned income advance products and credit improvement programs. MoneyLion also leverages its distinct data, technology and network advantages to deliver leading embedded finance marketplace solutions for its Enterprise Partners (as defined herein), allowing them to better connect with existing end-users and reach new potential end-users, complemented by advertising services and digital media and content production services custom designed to promote Enterprise Partners' products and services.

On November 15, 2021, MoneyLion acquired MALKA Media Group LLC ("MALKA"). MALKA is a creator network and content platform that produces digital media and content across entertainment, sports, games, live streaming and other sectors. MALKA's content capabilities can drive industry-leading customer acquisition and retention at scale to help accelerate MoneyLion's customer growth. By combining MALKA's capabilities with MoneyLion's financial products and extensive first-party data, MoneyLion hopes to turn the MoneyLion mobile application into a daily destination for its customers with personalized content that educates, informs and supports customers' financial decisions.

On February 17, 2022, MoneyLion acquired Even Financial Inc. ("Even Financial"). Even Financial utilizes its software platform to connect and match consumers with real-time personalized financial product recommendations from banks, insurance and fintech companies on mobile apps and websites by enabling the display of offers for financial products to consumers through its platform. Even Financial's infrastructure leverages machine learning and advanced data science to solve a significant pain point in financial services customer acquisition, bridging Product Partners and Channel Partners (each as defined herein) via its application programming interface ("API") and embedded finance marketplaces. The acquisition strengthens MoneyLion's platform by improving consumers' abilities to find and access the right financial products to help them manage their financial lives. Even Financial's network includes over 400 Product Partners and 550 Channel Partners, covering a breadth of financial services including loans, credit cards, mortgages, savings, and insurance products. The acquisition also expands MoneyLion's addressable market, extends the reach of its own products and diversifies its revenue mix.

Basis of Presentation—The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and the rules and regulations of the Securities and Exchange Commission ("SEC"). The consolidated financial statements include the accounts of MoneyLion Inc. and its wholly owned subsidiaries and consolidated variable interest entities ("VIEs") for which the Company is the primary beneficiary. All intercompany transactions and balances have been eliminated in consolidation. The Company does not have any items of other comprehensive loss; therefore, there is no difference between net loss and comprehensive loss for the three and nine months ended September 30, 2022 and 2021.

Reclassification—The acquisitions of MALKA and Even Financial and related ongoing integration activities have caused significant changes to the revenue and cost structure of the Company such that the organization of financial statement line items in both the consolidated balance sheets and the consolidated statements of operations used in prior reporting periods were no longer sufficient to properly present the Company's financial condition and results of operations as of March 31, 2022. Reclassifications have been performed relative to the previous presentation of the consolidated balance sheet as of December 31, 2021 and the consolidated statement of operations for the three and nine months ended September 30, 2021 to present in a new format that better represents the new revenue and cost structure of the Company. The reclassifications had no impact on previously reported total assets, total liabilities or net income (loss) and an immaterial impact on total revenue, net. There was no impact on the consolidated statements of cash flows or consolidated statements of redeemable convertible preferred stock, redeemable noncontrolling interests and stockholders' equity (deficit). There are also related reclassifications and expanded disclosure, where necessary, contained within the notes to the consolidated financial statements.

Receivable funding—Receivables originated on the Company's platform, including Credit Builder Plus loans and Instacash advances, were primarily funded through Invest in America Credit Fund 1 LLC ("IIA") until the end of the fourth quarter of 2021. IIA and related special purpose vehicles ("SPVs") were classified as variable interest entities ("VIEs") of which the Company had identified itself as the primary beneficiary because it directed the activities of the IIA and the related SPVs that most significantly impacted their economic performance. As the primary beneficiary of the VIEs, the Company consolidated the balances of the VIEs into the financial statements. See Note 1, "Description of Business and Basis of Presentation" in Part II, Item 8 of the Company's Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2021, filed with the SEC on August 11, 2022, for further discussion of these matters

Beginning in the fourth quarter of 2021, MoneyLion transitioned its primary source of funding for originated receivables from IIA to special purpose vehicle financings from third-party institutional lenders. For more information on the alternative financing sources, see Note 9, "Debt" for discussion of the ROAR 1 SPV Credit Facility and the ROAR 2 SPV Credit Facility and Note 8, "Variable Interest Entities" regarding VIE considerations related to the ROAR 1 SPV Credit Facility and the ROAR 2 SPV Credit Facility.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

In the opinion of the Company, the accompanying consolidated financial statements contain all adjustments, consisting of normal recurring adjustments and adjustments to eliminate intercompany transactions and balances, necessary for a fair presentation of its financial position and its results of operations, changes in redeemable convertible preferred stock, redeemable noncontrolling interests and stockholders' equity (deficit) and cash flows.

The Company's accounting policies are set forth in Note 3, "Summary of Significant Accounting Policies" of the Company's Notes to Consolidated Financial Statements included in the Company's Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2021, filed with the SEC on August 11, 2022. Included herein are certain updates to those policies.

Revenue Recognition and Related Receivables—The following table summarizes revenue by type for the three and nine months ended September 30, 2022 and 2021:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Consumer revenues				
Service and subscription fees	$ 52,109	$ 38,748	$ 149,271	$ 103,368
Net interest income on finance receivables	2,351	2,294	7,436	5,717
Total consumer revenues	54,460	41,042	156,707	109,085
Enterprise service revenues	34,288	3,175	89,095	6,442
Total revenue, net	$ 88,748	$ 44,217	$ 245,802	$ 115,527

Service and subscription fees—The Credit Builder Plus membership was developed to allow consumer customers to access affordable credit through asset collateralization, build savings, improve financial literacy and track their financial health. The Credit Builder Plus membership is intended to emphasize the program's ability to help consumer customers build credit while also saving. Members also receive access to the Company's banking account, managed investment services, credit tracking services and Instacash advances.

The membership subscription fee is recognized on a daily basis throughout the term of the individual subscription agreements, as the control of the membership services is delivered to the customer evenly throughout that term. Subscription receivables are recorded at the amount billed to the customer. The Company policy is to suspend recognition of subscription revenue when the last scheduled subscription payment is 30 days past due, or when, in the Company's estimation, the collectability of the account is uncertain. Membership subscription revenue is recognized gross over time.

As the Company performs promised services to members, including those services that the members receive access to as part of the Credit Builder Plus membership, revenue is recognized in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services. The Company evaluates whether it is appropriate to recognize revenue on a gross basis or net of costs associated with the transaction based upon its evaluation of whether the Company obtains control of the specified services by considering if it is primarily responsible for fulfilment of the promise, and has the latitude in establishing pricing, among other factors.

Most service fees are related to the Company's Instacash advance product. Users may obtain cash from interest-free Instacash advances in 1-3 business days or may elect to receive cash immediately through the Company's instant transfer option. The Company charges a fee when the instant transfer option is elected by a customer. Instant transfer fees are recognized gross over the term of the Instacash advance, as the services related to these fees are not distinct from the services of the Instacash advance. The receivable related to the instant transfer option fee is recorded at the amount billed to the customer.

With respect to the Company's Instacash advance service, the Company provides customers with the option to provide a tip for the offering. Fees earned on tips are recognized gross over the term of the Instacash advance, as the services related to these fees are not distinct from the services of the Instacash advance. Advances typically include a term of 30 days or less, depending on the individual's pay cycle. The Company's policy is to suspend the account when an advance is 60 days or more past the scheduled payment date on a contractual basis or when, in the Company's estimation, the collectability of the account is uncertain. The receivable related to the tip is recorded at the amount billed to the customer.

Net interest income on loan receivables—Interest income and the related accrued interest receivables on loan-related receivables are accrued based upon the daily principal amount outstanding except for loans that are on nonaccrual status. The Company recognizes interest income using the interest method. The Company's policy is to suspend recognition of interest income on finance receivables and place the loan on nonaccrual status when the account is 60 days or more past due on a contractual basis or when, in the Company's estimation, the collectability of the account is uncertain, and the account is less than 90 days contractually past due.

Enterprise service revenues—The Company provides services to enterprise clients to allow them to better connect with existing end-users and reach new potential end-users. These services include lead generation services, advertising services and digital media and content production services custom designed to promote enterprise clients' products and services.

The Company has a single performance obligation to provide lead generating services to financial institutions and financial service providers ("Product Partners") whereby qualified consumers are matched with financial solutions offered by the Product Partners based on qualification and preference.

Lead generation fees are earned through the operation of a robust technology platform via an API that connects consumers to financial institutions and financial service providers. The Company's API platform functions as a powerful definitive search, comparison and ad recommendation engine that provides consumers with personalized financial solution options and matches the demand and supply of financial services. The lead generating services conducted through the API comprise a series of distinct services that are substantially the same and have the same pattern of transfer. The Company is entitled to receive transaction fees that are based on performance structure, including but not limited to cost per funded loan, cost per approved credit card, cost per click or cost per savings accounts, or revenue share based on successful lead conversion. The transaction fees and revenue share are considered revenue from contracts with Product Partners, including financial institutions and other financial service providers. These fees and revenue share to which the Company expects to be entitled are deemed variable consideration because the loan volume over the contractual term is not known. Because the lead generating service performance obligation is a series of distinct services, the Company applies the variable consideration exception and allocates the variable consideration to the period in which the fees are earned, and recognizes revenue over time.

The Company generates advertising fees by displaying ads on the Company's mobile application and by sending emails or other messages to potential end-users to promote the enterprise clients' services. For advertising services, the Company enters into agreements with the enterprise clients in the form of a signed contract, which specifies the terms of the services and fees, prior to running advertising and promotional campaigns. The Company recognizes revenue from the display of impression-based ads and distribution of impression-based emails in the period in which the impressions are delivered in accordance with the contractual terms of the enterprise clients' arrangements. Impressions are considered delivered when a member clicks on the advertisement or promotion.

Digital media and content production services provided to enterprise clients are generally earned and recognized over time as the performance obligations within the contracts are satisfied. Payment terms vary from contract to contract such that collections may occur in advance of services being rendered, as services are rendered or after services are rendered. Contracts for digital media and content production services are typically short-term in duration.

Allowance for Losses on Receivables—An allowance for losses on consumer receivables is established to provide for probable losses incurred in the Company's consumer receivables at the balance sheet date and is established through a provision for losses on receivables. Charge-offs, net of recoveries, are charged directly to the allowance. The allowance is based on management's assessment of many factors, including changes in the nature, volume, and risk characteristics of the consumer receivables portfolio, including trends in delinquency and charge-offs and current economic conditions that may affect the consumer's ability to pay. The allowance is developed on a general basis and each period management assesses each product type by origination cohort in order to determine the forecasted performance of those cohorts and arrive at an appropriate allowance rate for that period. While management uses the best information available to make its evaluation, future adjustments to the allowance may be necessary if there are significant changes in any of the factors.

The Company's charge-off policy is to charge-off finance receivables for loans and related accrued interest receivables, net of expected recoveries, in the month in which the account becomes 90 days contractually past due and charge-off finance receivables for advances and related fee receivables in the month in which the account becomes 60 days past due. If an account is deemed to be uncollectable prior to this date, the Company will charge-off the receivable in the month it is deemed uncollectable.

The Company determines the past due status using the contractual terms of the finance receivables. This is the credit quality indicator used to evaluate the required allowance for losses on finance receivables for each portfolio of products.

An allowance for losses on service and subscription fee receivables is established to provide probable losses incurred in the Company's service and subscription fee receivables at the balance sheet date and is established through a provision for losses on receivables. Charge-offs, net of recoveries, are charged directly to the allowance. The allowance is based on management's assessment of historical charge-offs and recoveries on these receivables, as well as certain qualitative factors including current economic conditions that may affect the customers' ability to pay. Prior to the period ended June 30, 2021, the allowance related to these receivables had not been material to the consolidated financial statements.

Receivables from enterprise services have a low rate of default, and as such the related allowance is not material. The Company monitors enterprise receivable default rates for any indication of a deterioration in average credit quality that may result in more material levels of allowance for losses.

Intangible Assets—The Company's intangible assets are made up of internal use software and acquired proprietary technology, customer relationships and trade names. The Company capitalizes qualifying internal use software development costs that are incurred during the application development stage, provided that management with the relevant authority authorizes the project, it is probable the project will be completed, and the software will be used to perform the function intended. Costs incurred during the application development stage internally or externally are capitalized and amortized on a straight-line basis over the expected useful life of three to seven years depending on the nature of the software development. Costs related to preliminary project activities and post-implementation operation activities, including training and maintenance, are expensed as incurred.

Stock-Based Compensation—The Company accounts for the restricted stock units ("RSUs") and performance share units ("PSUs") granted to employees or directors as stock-based compensation expense based on their grant date fair value. The grant date fair value is based on the price of MoneyLion Class A Common Stock on the day of the grant. Some PSUs have been granted with a performance condition based on the Company's operating performance. These performance conditions are assessed each reporting period and expense related to these PSUs is adjusted by a factor consistent with the expected performance as of the reporting date.

The Company accounts for its stock options granted to employees or directors as stock-based compensation expense based on their grant date fair value. The Company uses a Black-Scholes option valuation model to measure the fair value of options at the date of grant.

Some PSU awards are issued with a market condition which are valued on the grant date utilizing a Monte Carlo simulation model.

The Black-Scholes option pricing model and the Monte Carlo simulation model require estimates of future stock price volatility, expected term, risk-free interest rate and forfeitures.

The fair value of all awards is recognized as an expense over the requisite service period in the Company's consolidated statement of operations. Forfeitures are accounted for as they are incurred.

Valuation of consideration transferred related to mergers and acquisitions— The Company determined that the contingent consideration related to the earnout provision, the Closing Make-Whole Provision (as defined herein) and the Preferred Stock Equivalents (as defined herein) in connection with the MALKA Acquisition and Even Acquisition (each as defined herein) do not meet the criteria for equity treatment. For provisions that do not meet all the criteria for equity treatment, the contingent consideration is required to be recorded at fair value on the date of issuance, and each balance sheet date thereafter. Changes in the estimated fair value of the contingent consideration are recognized as a non-cash gain or loss on the statements of operations. As such, the MALKA and Even Financial earnout provision is recorded as a liability and any change in fair value is recognized in the Company's statements of operations. The fair value of the MALKA and Even Financial earnout was estimated using a Monte Carlo Simulation Model.

The Company determined that the consideration related to the shares of MoneyLion's Series A Redeemable Convertible Preferred Stock, par value $0.0001 per share (the "Series A Redeemable Convertible Preferred Stock"), transferred as part of the consideration for the Even Acquisition meets the criteria for equity treatment. The fair value of this consideration was estimated using a Monte Carlo Simulation Model and recorded to equity on the date of issuance.

Goodwill—The Company performs goodwill impairment testing annually, on the last day of the fiscal year or more frequently if indicators of potential impairment exist. A potential impairment indicator was identified during the quarter ended June 30, 2022 and the quarter ended September 30, 2022 due to a decline in the MoneyLion Class A Common Stock price and the related market capitalization and, as such, the Company performed a goodwill impairment test as of June 30, 2022 and September 30, 2022. The goodwill impairment test is performed at the consolidated Company level since the Company represents one reporting unit. The Company first evaluates whether it is more likely than not that the fair value of the reporting unit has fallen below its carrying amount. No indicators of fair value falling below the reporting unit carrying amount were noted on a quantitative or qualitative basis during the fiscal year 2021 assessment, the June 30, 2022 assessment nor the September 30, 2022 assessment. The June 30, 2022 and September 30, 2022 assessments indicated that the fair value of the reporting unit exceeded the reporting unit's carrying value. The fair value of the reporting unit was calculated by valuing the MoneyLion Class A Common Stock and Series A Redeemable Convertible Preferred Stock primarily based on the MoneyLion Class A Common Stock price per share. The calculation of fair value also includes an estimated control premium based on consultation between the Company's management and third-party valuation specialists.

Leases—Effective January 1, 2022, arrangements containing leases are evaluated as an operating or finance lease at lease inception. No finance leases were identified. For operating leases, the Company recognizes an operating right-of-use asset and operating lease liability at lease commencement based on the present value of lease payments over the lease term.

Since an implicit rate of return is not readily determinable for the Company's leases, an incremental borrowing rate is used in determining the present value of lease payments. The incremental borrowing rate is determined using the rate of interest the Company pays to borrow funds on a collateralized basis, adjusted for differences in the lease term compared to the Company's debt using the differences in daily U.S. treasury par yield curve that correspond to the terms of the Company's lease and debt. These rates are updated on a quarterly basis for measurement of new lease obligations. Some leases include renewal options; however, generally it is not reasonably certain that these options will be exercised at lease commencement. Lease expense is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recognized on the Company's balance sheet. The Company separates lease and non-lease components for its real estate leases.

Fair Value of Financial Instruments—Accounting Standards Codification ("ASC") 820, *Fair Value Measurement* (“ASC 820”), provides a single definition of fair value and a common framework for measuring fair value as well as disclosure requirements for fair value measurements used in financial statements. Under ASC 820, fair value is determined based upon the exit price that would be received by a company to sell an asset or paid by a company to transfer a liability in an orderly transaction between market participants, exclusive of any transaction costs. Fair value measurements are determined by either the principal market or the most advantageous market. The principal market is the market with the greatest level of activity and volume for the asset or liability. Absent a principal market to measure fair value, the Company uses the most advantageous market, which is the market from which the Company would receive the highest selling price for the asset or pay the lowest price to settle the liability, after considering transaction costs. However, when using the most advantageous market, transaction costs are only considered to determine which market is the most advantageous and these costs are then excluded when applying a fair value measurement. ASC 820 creates a three-level hierarchy to prioritize the inputs used in the valuation techniques to derive fair values. The basis for fair value measurements for each level within the hierarchy is described below, with Level 1 having the highest priority and Level 3 having the lowest.

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active for identical or similar assets and liabilities, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Valuations are based on inputs that are unobservable and significant to the overall fair value measurement of the assets or liabilities. Inputs reflect management’s best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

The Company has no assets measured at fair value on a recurring or non-recurring basis as of September 30, 2022 nor December 31, 2021. Liabilities measured at fair value on a recurring basis as of September 30, 2022 and December 31, 2021 are the Private Placement Warrants (as defined herein) and contingent consideration related to mergers and acquisitions, which are further described in Note 14, "Stock Warrants," and Note 17, "Mergers and Acquisitions," respectively. The Company has no liabilities measured at fair value on a non-recurring basis as of September 30, 2022 nor December 31, 2021. There have been no transfers between levels during the nine months ended September 30, 2022 and 2021.

The Company also has financial instruments which are not measured at fair value. The Company has evaluated cash, restricted cash, consumer receivables, net, enterprise receivables, receivables from payment processors, prepaid expenses, accounts payable and accrued liabilities and other financial instrument assets and liabilities, and believes the carrying value approximates the fair value due to the short-term nature of these balances. The fair value of the secured loans, other debt and lease liabilities approximate their carrying values.

Recently Adopted Accounting Pronouncements—The Company adopted Accounting Standards Update ("ASU") 2016-02, *Leases (Topic 842)*, effective January 1, 2022, and applied the changes prospectively, recognizing a cumulative-effect adjustment to the beginning balance of retained earnings as of the adoption date. As permitted by the new guidance, the Company elected the package of practical expedients, which among other things, allowed historical lease classification to be carried forward. Upon adoption of the ASU No. 2016-02, the Company recognized an aggregate lease liability and right-of-use asset of $3,551, calculated based on the present value of the remaining minimum lease payments for qualifying leases as of January 1, 2022. The cumulative-effect adjustment recognized to the beginning balance of retained earnings was not material. The adoption of the new guidance did not impact the Company's unaudited consolidated interim statements of operations or cash flows.

Recently Issued Accounting Pronouncements Not Yet Adopted—The Company currently qualifies as an "emerging growth company" under the Jumpstart Our Business Startups Act of 2012. Accordingly, the Company has the option to adopt new or revised accounting guidance either (i) within the same periods as those otherwise applicable to non-emerging growth companies or (ii) within the same time periods applicable to private companies. The Company has elected to adopt new or revised accounting guidance within the same time period as private companies, unless, as indicated below, management determines it is preferable to take advantage of early adoption provisions offered within the applicable guidance.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which, along with subsequent related ASUs, creates a new credit impairment standard for financial assets measured at amortized cost and available-for-sale debt securities. The ASU requires financial assets measured at amortized cost (including loans, trade receivables and held-to-maturity debt securities) to be presented at the net amount expected to be collected, through an allowance for credit losses that are expected to occur over the remaining life of the asset, rather than incurred losses. The ASU requires that credit losses on available-for-sale debt securities be presented as an allowance rather than as a direct write-down. The measurement of credit losses for newly recognized financial assets (other than certain purchased assets) and subsequent changes in the allowance for credit losses are recorded in the statement of income as the amounts expected to be collected change. The ASU is effective for nonpublic entities for fiscal years beginning after December 15, 2022, and interim periods within those fiscal years. Early adoption is permitted for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. The Company is in process of evaluating the impact that adoption of this new guidance will have on its consolidated financial statements and related disclosures.

In December 2019, the FASB issued ASU No. 2019-12, *Simplifying the Accounting for Income Taxes (Topic 740)*. The amendments in the updated guidance simplify the accounting for income taxes by removing certain exceptions and improving consistent application of other areas of the topic by clarifying the guidance. The new guidance is effective for fiscal years beginning after December 15, 2021 and interim periods within fiscal years beginning after December 15, 2022. Early adoption is permitted. The Company believes the adoption impact of ASU 2019-12 will not be material to the consolidated financial statements and related disclosures.

In March 2020, the FASB issued ASU No. 2020-04, *Reference Rate Reform (Topic 848): Facilitating of the Effects of Reference Rate Reform on Financial Reporting*, which provides optional expedients and exceptions for applying U.S. GAAP to contracts, hedging relationships and other transactions in which the reference London Interbank Offered Rate ("LIBOR") or another reference rate is expected to be discontinued as a result of the Reference Rate Reform. This ASU is intended to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform on financial reporting. The new guidance is effective for fiscal years beginning after December 15, 2021 and interim periods within fiscal years beginning after December 15, 2022. Early adoption is permitted. The Company has no significant contracts based on LIBOR as of March 31, 2022. As such, the Company currently does not intend to elect the optional expedients and exceptions.

In August 2020, the FASB issued ASU 2020-06, *Debt—Debt With Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*. The ASU simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The updated standard will be effective for the Company on January 1, 2024; however, early adoption of the ASU is permitted on January 1, 2021. The Company is in process of evaluating the impact that the updated standard will have on its consolidated financial statements and related disclosures.

3. BUSINESS COMBINATION

On September 21, 2021, Fusion held a Special Meeting (the "Special Meeting") at which the Fusion stockholders considered and adopted, among other matters, the Business Combination Merger Agreement and the transactions contemplated therein (the "Business Combination Transactions"). On September 22, 2021, the parties to the Business Combination Merger Agreement consummated the Business Combination Transactions and the MoneyLion Class A Common Stock and Public Warrants (as defined herein) began trading on the NYSE under the symbols "ML" and "ML WS", respectively. See Note 4, "Business Combination" in Part II, Item 8 of the Company's Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2021, filed with the SEC on August 11, 2022, for further discussion of these matters.

4. CONSUMER RECEIVABLES

The Company's finance receivables consist of secured personal loans and principal amounts of Instacash advances. Accrued interest receivables represent the interest accrued on the loan receivables based upon the daily principal amount outstanding. Fees receivables represent the amounts due to the Company for tips and instant transfer fees related to the Instacash advance product. Subscription receivables represent the amounts billed to customers for subscription services. The credit quality and future repayment of consumer receivables are dependent upon the customer's ability to perform under the terms of the agreement. Factors such as unemployment rates and housing values, among others, may impact the customer's ability to perform under the loan or advance terms. When assessing provision for losses on consumer receivables, the Company takes into account the composition of the outstanding consumer receivables, charge-off rates to date and the forecasted principal loss rates. The tables below show consumer receivables balances as of September 30, 2022 and December 31, 2021 and the consumer receivables activity, charge-off rates and aging by product for the three and nine months ended September 30, 2022 and 2021.

Consumer receivables consisted of the following:

	September 30, 2022	December 31, 2021
Unsecured personal loan receivables	$ —	$ 1
Secured personal loan receivables	69,897	77,491
Loan receivables	69,897	77,492
Instacash receivables	67,191	62,783
Finance receivables	137,088	140,275
Fees receivable	10,982	8,366
Subscription receivables	3,086	3,099
Deferred loan origination costs	577	929
Accrued interest receivable	985	1,072
Consumer receivables, before allowance for credit losses	$ 152,718	$ 153,741

Changes in the allowance for losses on consumer receivables were as follows:

	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Beginning balance	$ 23,124	$ 14,701	$ 22,323	$ 9,127
Provision for credit losses on receivables	27,428	15,238	77,453	36,644
Receivables charged off	(38,468)	(20,979)	(102,011)	(51,819)
Recoveries	10,549	7,831	24,868	22,839
Ending balance	$ 22,633	$ 16,791	$ 22,633	$ 16,791

Changes in the allowance for losses on finance receivables were as follows:

	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Beginning balance	$ 22,158	$ 14,223	$ 21,625	$ 9,127
Provision for credit losses on receivables	23,619	12,542	66,677	30,877
Finance receivables charged off	(33,735)	(17,851)	(88,854)	(44,996)
Recoveries	9,628	7,261	22,222	21,167
Ending balance	$ 21,670	$ 16,175	$ 21,670	$ 16,175

Changes in the allowance for losses on fees receivable were as follows:

	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Beginning balance	$ 548	$ 281	$ 420	$ —
Provision for credit losses on receivables	2,553	1,671	6,758	3,563
Fees receivable charged off	(3,246)	(2,039)	(8,731)	(4,247)
Recoveries	744	433	2,152	1,030
Ending balance	$ 599	$ 346	$ 599	$ 346

Changes in the allowance for losses on subscription receivables were as follows:

	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Beginning balance	$ 418	$ 197	$ 278	$ —
Provision for credit losses on receivables	1,256	1,025	4,018	2,204
Subscription receivables charged off	(1,487)	(1,089)	(4,426)	(2,576)
Recoveries	177	137	494	642
Ending balance	$ 364	$ 270	$ 364	$ 270

The following is an assessment of the repayment performance of loans as of September 30, 2022 and December 31, 2021 and presents the contractual delinquency of the loans receivable portfolio:

	September 30, 2022		December 31, 2021	
	Amount	Percent	Amount	Percent
Current	$ 60,693	86.8 %	$ 66,514	85.8 %
Delinquency:				
31 to 60 days	5,370	7.7 %	6,577	8.5 %
61 to 90 days	3,834	5.5 %	4,401	5.7 %
Total delinquency	9,204	13.2 %	10,978	14.2 %
Loan receivables before allowance for loan losses	$ 69,897	100.0 %	$ 77,492	100.0 %

The following is an assessment of the repayment performance of Instacash receivables as of September 30, 2022 and December 31, 2021 and presents the contractual delinquency of the Instacash receivables portfolio:

	September 30, 2022		December 31, 2021	
	Amount	Percent	Amount	Percent
Current	$ 60,241	89.7 %	$ 55,963	89.1 %
Delinquency:				
31 to 60 days	6,950	10.3 %	6,820	10.9 %
61 to 90 days	—	0.0 %	—	0.0 %
Total delinquency	6,950	10.3 %	6,820	10.9 %
Instacash receivables before allowance for loan losses	$ 67,191	100.0 %	$ 62,783	100.0 %

The following is an assessment of the repayment performance of fees receivable as of September 30, 2022 and December 31, 2021 and presents the contractual delinquency of the fees receivable portfolio:

	September 30, 2022		December 31, 2021	
	Amount	Percent	Amount	Percent
Current	$ 8,096	73.7 %	$ 6,682	79.9 %
Delinquency:				
31 to 60 days	2,886	26.3 %	1,684	20.1 %
61 to 90 days	—	0.0 %	—	0.0 %
Total delinquency	2,886	26.3 %	1,684	20.1 %
Fees receivable before allowance for loan losses	$ 10,982	100.0 %	$ 8,366	100.0 %

The following is an assessment of the repayment performance of subscription receivables as of September 30, 2022 and December 31, 2021 and presents the contractual delinquency of the subscription receivables portfolio:

	September 30, 2022		December 31, 2021	
	Amount	Percent	Amount	Percent
Current	$ 2,320	75.2 %	$ 2,227	71.8 %
Delinquency:				
31 to 60 days	442	14.3 %	514	16.6 %
61 to 90 days	324	10.5 %	358	11.6 %
Total delinquency	766	24.8 %	872	28.2 %
Subscription receivables before allowance for loan losses	$ 3,086	100.0 %	$ 3,099	100.0 %

5. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	September 30, 2022	December 31, 2021
Leasehold improvements	$ 1,338	$ 545
Furniture and fixtures	841	573
Computers and equipment	2,312	2,209
Construction in process	146	—
	4,637	3,327
Less: accumulated depreciation	(1,741)	(1,526)
Furniture and equipment, net	$ 2,896	$ 1,801

Total depreciation expense related to property and equipment was $319 and $76 for the three months ended September 30, 2022 and 2021, respectively, and 806 and $199 for the nine months ended September 30, 2022 and 2021, respectively.

6. INTANGIBLE ASSETS

Goodwill as of September 30, 2022 and December 31, 2021 was $161,261 and $52,541, respectively. The increase relates to goodwill acquired from the acquisition of Even Financial. See Note 17, "Mergers and Acquisitions," for more information regarding goodwill and other intangible assets acquired from Even Financial.

Intangible assets consisted of the following:

	Useful Life	September 30, 2022	December 31, 2021
Proprietary technology and capitalized internal-use software	3 - 7 years	$ 39,238	$ 11,623
Work in process		2,152	1,481
Customer relationships	10 - 15 years	159,820	5,960
Trade names	10 - 15 years	24,980	11,820
Less: accumulated amortization		(20,520)	(5,760)
Intangible assets, net		$ 205,670	$ 25,124

The Company capitalizes certain internal-use software development costs, consisting primarily of contractor costs and employee salaries and benefits allocated to the software. Capitalization of costs incurred in connection with internally developed software commences when both the preliminary project stage is completed and management has authorized further funding for the project, based on a determination that it is probable the project will be completed and used to perform the function intended. Costs incurred for enhancements that are expected to result in additional functionalities are capitalized in a similar manner. Capitalization of costs ceases no later than the point at which the project is substantially complete and ready for its intended use, at which point amortization of capitalized costs begins. All other costs are expensed as incurred. Costs capitalized in connection with internally developed software were $2,281 and $5,069 for the three and nine months ended September 30, 2022 and were not significant during the three and nine months ended September 30, 2021.

For the three months ended September 30, 2022 and 2021, total amortization expense was $5,838 and $410, respectively. For the nine months ended September 30, 2022 and 2021, total amortization expense was $14,778 and $1,304, respectively.

The following table summarizes estimated future amortization expense of intangible assets placed in service at September 30, 2022 for the years ending:

Remainder of 2022	$ 5,846
2023	23,109
2024	22,977
2025	22,977
2026	22,977
Thereafter	105,632
	$ 203,518

7. OTHER ASSETS

Other assets consisted of the following:

	September 30, 2022	December 31, 2021
Receivable from payment processors	$ 32,348	$ 18,576
Prepaid expenses	4,649	8,836
Operating lease right-of-use assets	8,801	—
Other	3,056	1,016
Total other assets	$ 48,854	$ 28,428

8. VARIABLE INTEREST ENTITIES

Beginning in the fourth quarter of 2021, the Company's primary source of funding for originated receivables became special purpose vehicle financings from third-party lenders (the "SPV Credit Facilities"). The Company may sell certain loan and Instacash receivables to wholly owned, bankruptcy-remote special purpose subsidiaries (the "SPV Borrowers"), which pledge such receivables as collateral to support the financing of additional receivables. The underlying loan and Instacash receivables are originated and serviced by other wholly owned subsidiaries of the Company. The SPV Borrowers are required to maintain pledged collateral consisting of loan and Instacash receivables with a net asset balance that equals or exceeds 90% of the aggregate principal amounts of the loans financed through the SPV Credit Facilities. Proceeds received from the SPV Credit Facilities can only be used to purchase loan and Instacash receivables. The payments and interest, as applicable, received from the loan and Instacash receivables held by the SPV Borrowers are used to repay obligations under the SPV Credit Facilities. While the SPV Credit Facilities and related agreements provide assurances to the third-party lenders regarding the quality of loan and Instacash receivables and certain origination and servicing functions to be performed by other wholly owned subsidiaries of the Company, the third-party lender may absorb losses in the event that the payments and interest, as applicable, received in connection with the loan and Instacash receivables are not sufficient to repay the loans made through the SPV Credit Facilities.

The Company is required to evaluate the SPV Borrowers for consolidation, which the Company has concluded are VIEs. The Company has the ability to direct the activities of the SPV Borrowers that most significantly impact the economic performance of the wholly owned subsidiaries that act as the originators and servicer of the loan and Instacash receivables held by the SPV Borrowers. Additionally, the Company has the obligation to absorb losses related to the pledged collateral in excess of the aggregate principal amount of the receivables and the right to proceeds related to the excess loan and Instacash receivables securing the SPV Credit Facilities once all loans and interest under such SPV Credit Facilities are repaid, which exposes the Company to losses and returns that could potentially be significant to the SPV Borrowers. Accordingly, the Company determined it is the primary beneficiary of the SPV Borrowers and is required to consolidate them as indirect wholly owned VIEs. For more information, see Note 9, "Debt" for discussion of the ROAR 1 SPV Credit Facility and the ROAR 2 SPV Credit Facility.

9. DEBT

The Company's debt as of September 30, 2022 and December 31, 2021 is presented below:

	September 30, 2022	December 31, 2021
First Lien Loan	$ —	$ 24,028
Second Lien Loan	—	20,000
Monroe Term Loans	90,000	—
Unamortized discounts and debt issuance costs	(1,492)	(437)
Total secured loans	$ 88,508	$ 43,591
ROAR 1 SPV Credit Facility	$ 83,000	$ 78,000
ROAR 2 SPV Credit Facility	73,000	68,000
Unamortized discounts and debt issuance costs	(2,863)	(3,000)
Total other debt	$ 153,137	$ 143,000

For more information regarding debt instruments outstanding as of December 31, 2021 and a description of the ROAR 1 SPV Credit Facility and ROAR 2 SPV Credit Facility, see Note 10, "Debt" in Part II, Item 8 of the Company's Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2021, filed with the SEC on August 11, 2022.

Monroe Term Loans—In March 2022, the Company entered into a credit agreement (the "Monroe Credit Agreement") with certain financial institutions from time to time party thereto, as lenders, and Monroe Capital Management Advisors, LLC, as administrative agent and lead arranger ("Monroe Capital"). The Monroe Credit Agreement provides for the following:

•$70,000 aggregate principal amount of term loans (the "Term A-1 Loans"), available to be drawn at the closing date;

•$20,000 aggregate principal amount of term loans (the "Term A-2 Loans"), as described further below;

•$20,000 aggregate principal amount of delayed draw term loans (the "Term B Loans"), which are available to be drawn for a period of 18-months following the closing date, subject to certain conditions set forth in the Monroe Credit Agreement; and

•subject to certain conditions set forth in the Monroe Credit Agreement, the ability to incur incremental commitments of up to $60,000 aggregate principal amount of Term A-1 Loans or Term B Loans (the "Incremental Term Loans"; the Term A-1 Loans, the Term A-2 Loans, the Term B Loans and, if applicable, the Incremental Term Loans, collectively, the "Monroe Term Loans").

In connection with the foregoing, the Company borrowed Term A-1 Loans in an aggregate principal amount of $70.0 million. Proceeds of the Term A-1 Loans were used (a) to repay in full the approximately $24.0 million aggregate principal amount outstanding under the Company's existing first lien loan facility with Silicon Valley Bank, as lender (the "First Lien Loan"), including accrued and unpaid interest and related fees, (b) to pay transaction-related fees and expenses and (c) for general corporate purposes and working capital needs of the Company and its subsidiaries. With respect to the Term A-2 Loans, pursuant to the Monroe Credit Agreement, the lenders thereunder were deemed to have rolled over their $20.0 million aggregate principal amount of term loans outstanding under the Borrower's existing second lien loan with affiliates of Monroe Capital (the "Second Lien Loan") in the same aggregate principal amount as their respective commitments with respect to the Term A-2 Loans, following which all obligations in respect of the Second Lien Loan were deemed to be satisfied and paid in full.

The Term A-1 Loans and Term B Loans bear annual interest, payable monthly, at a floating rate measured by reference to, at the Company's option, either (a) a base rate then in effect (equal to the greater of (i) the federal funds rate plus 0.50%, (ii) the prime rate, (iii) 2.00% and (iv) an adjusted one-month Secured Overnight Financing Rate ("SOFR") (subject to a floor of 1.00%) plus 1.00%) plus an applicable margin ranging from 6.00% to 8.25% per annum, depending on whether the "EBITDA Trigger Date" has occurred, the Company's "Enterprise Value" and, once the EBITDA Trigger Date has occurred, its "Total Debt to EBITDA Ratio" (as such terms are defined in the Monroe Credit Agreement) or (b) an adjusted one-month or three-month SOFR (subject to a floor of 1.00%) plus an applicable margin ranging from 7.00% to 9.25% per annum, depending on whether the EBITDA Trigger Date has occurred, the Company's Enterprise Value and, once the EBITDA Trigger Date has occurred, its Total Debt to EBITDA Ratio. The Term A-2 Loans bear annual interest, payable monthly, at the greater of (i) 12% and (ii) a floating rate measured by reference to the prime rate plus 5.75% per annum, subject to a cap of 15%. The interest rate as of September 30, 2022 on the Term A-1 Loans and Term A-2 Loans was 10.82% and 12.00%, respectively.

The Term A-1 Loans and the Term B Loans mature on March 24, 2026, and the Term A-2 Loans mature on May 1, 2023. The Monroe Term Loans may be prepaid at the Company's option at any time, in minimum principal amounts, and are subject to mandatory prepayment in an amount equal to 100% of the net cash proceeds upon the occurrence of certain asset dispositions and equity and debt offerings, 100% of certain extraordinary cash receipts and 0-50% of certain excess cash flow, in each case as specified in the Monroe Credit Agreement and subject to certain reinvestment rights as set forth in the Monroe Credit Agreement. Upon the occurrence of certain triggering events, including any prepayment of any Monroe Term Loans for any reason (subject to limited exceptions), the Company is required to pay a premium ranging from 0.00% to 3.00% of the principal amount of such prepayment depending on the Monroe Term Loans repaid and the date of the prepayment, plus, in the case of any Monroe Term Loans other than Term A-2 Loans and in the event the prepayment occurs within 12 months after the closing date, all interest that would have otherwise been payable on the amount of the principal prepayment from the date of prepayment to and including the date that is 12 months after the closing date.

The Monroe Credit Agreement contains customary representations and warranties and customary affirmative and negative covenants, including financial covenants with respect to minimum adjusted revenue, EBITDA, liquidity and unrestricted cash (all as defined in the Monroe Credit Agreement). The negative covenants, among other things, limit or restrict the ability of the "Loan Parties" (as defined in the Monroe Credit Agreement) and their subsidiaries to: incur additional indebtedness; incur additional liens; make dividends, distributions and other restricted payments; merge, consolidate, sell, transfer, dispose of, convey or lease assets or equity interests; purchase or otherwise acquire assets or equity interests; modify organizational documents; enter into certain transactions with affiliates; enter into restrictive agreements; engage in other business activities; and make investments.

The obligations under the Monroe Credit Agreement are guaranteed by MoneyLion Inc., as parent, and each of its direct and indirect existing and future wholly-owned subsidiary, other than SPVs, certain foreign subsidiaries, certain regulated subsidiaries and certain other excluded subsidiaries (the "Guarantors"). The Monroe Credit Agreement is entered into by MoneyLion Technologies Inc. The Monroe Credit Agreement is secured with a perfected, first-priority security interest in substantially all tangible and intangible assets of MoneyLion Technologies Inc. and each Guarantor, subject to certain customary exceptions.

The settlement of the First Lien Loan was accounted for as a debt extinguishment and the Second Lien Loan was accounted for as a debt modification resulting in total expense recognized of $730 comprised of settlement fees and the write off of unamortized deferred financing costs.

10. LEASES

All long-term leases identified by the Company are classified as operating leases. Lease expenses related to long-term leases were $770 and $2,138 for the three and nine months ended September 30, 2022. Short-term lease expense, variable lease expense and sublease income were not material for the three and nine months ended September 30, 2022.

Maturities of the Company's long-term operating lease liabilities, which are included in other liabilities on the consolidated balance sheet, were as follows:

	September 30, 2022
Remainder of 2022	$ 793
2023	3,228
2024	3,042
2025	2,616
2026	1,268
Thereafter	1,672
Total lease payments	12,619
Less: imputed interest	3,224
Lease liabilities	$ 9,395
Weighted-average remaining lease term (years)	4.3
Weighted-average discount rate	14.0 %

11. INCOME TAXES

As of September 30, 2022 and December 31, 2021, the Company maintained a valuation allowance of $82,081 and $83,153, respectively. The valuation allowance was recorded due to the fact that the Company has incurred operating losses to date.

Realization of deferred tax assets is dependent upon future earnings, if any, the timing and amount of which are uncertain. Accordingly, the net deferred tax assets have been fully offset by a valuation allowance. The valuation allowance decreased by approximately $1,100 during the nine months ended September 30, 2022 and increased by approximately $9,000 during the nine months ended September 30, 2021.

The Company's financial statements included a full valuation allowance against net deferred tax assets before the acquisition of Even Financial. After considering the Even Acquisition, the projected consolidated results, and the available net deferred tax liability from Even Financial of approximately $28,400, the Company was able to release part of the valuation allowance due to the change in the overall net deferred tax asset. While this adjustment is a result of the Even Acquisition, ASC 805 requires that the benefits be recognized in income or equity, as applicable, and not as a component of acquisition accounting. The partially offsetting increase to the valuation allowance of approximately $26,900 was in relation to normal business operations.

Total U.S. federal and state operating loss carryforwards as of September 30, 2022 and December 31, 2021 were approximately $840,000 and $517,700, respectively. U.S. federal net operating loss carryforwards begin to expire in 2033, and state operating loss carryforwards begin to expire in 2027. U.S. federal net operating losses of approximately $402,600 carry forward indefinitely.

As of September 30, 2022, the Company's federal research and development credit carryforwards for income tax purposes were approximately $1,200. If not used, the current carryforwards will expire beginning in 2034.

The Company has completed a preliminary review to determine whether the future utilization of net operating loss and credit carryforwards will be restricted due to ownership changes that have occurred. The preliminary study determined that there will be no limit after December 31, 2025. Due to the net operating loss carryovers, the statute of limitations remains open for federal and state returns. However, this review did not include net operating losses from the Even Acquisition. A separate review is being completed related to the Even Acquisition and the results are not yet available. Historical Even Financial U.S. federal and state operating loss carryforwards of approximately $66,200 were acquired in the Even Acquisition.

12. COMMON AND PREFERRED STOCK

MoneyLion Class A Common Stock—Each holder of the shares of MoneyLion Class A Common Stock is entitled to one vote for each share of MoneyLion Class A Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote, as provide by the Company’s Certificate of Incorporation (as amended from time to time). The holders of the shares of MoneyLion Class A Common Stock do not have cumulative voting rights in the election of directors. Generally, all matters to be voted on by the holders of MoneyLion Class A Common Stock must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast present in person or represented by proxy, unless otherwise specified by law, the Company’s Certificate of Incorporation or Bylaws (as amended from time to time).

Subject to preferences that may be applicable to any outstanding preferred stock, the holders of shares of MoneyLion Class A Common Stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by MoneyLion’s board of directors out of funds legally available therefor.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of MoneyLion’s affairs, the holders of the shares of MoneyLion Class A Common Stock are entitled to share ratably in all assets remaining after payment of MoneyLion’s debts and other liabilities, subject to prior distribution rights of preferred stock or any class or series of stock having a preference over the shares of MoneyLion Class A Common Stock, then outstanding, if any.

The holders of shares of MoneyLion Class A Common Stock have no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to the shares of MoneyLion Class A Common Stock. The rights, preferences and privileges of holders of shares of MoneyLion Class A Common Stock will be subject to those of the holders of any shares of the preferred stock MoneyLion may issue in the future.

Series A Redeemable Convertible Preferred Stock—The Fourth Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State of the State of Delaware on September 22, 2021, authorizes the issuance of 200,000,000 shares of Preferred Stock, par value $0.0001 per share. Each holder of the shares of Series A Redeemable Convertible Preferred Stock (other than certain regulated holders subject to the Bank Holding Company Act of 1956, as amended) is entitled to vote as a single class with the holders of the MoneyLion Class A Common Stock and the holders of any other class or series of capital stock of MoneyLion then entitled to vote.

Holders of the Series A Redeemable Convertible Preferred Stock are entitled to a 30 cent cumulative annual dividend per share, payable at the Company’s election in either cash or MoneyLion Class A Common Stock (or a combination thereof), with any dividends on the MoneyLion Class A Common Stock valued based on the per share volume-weighted average price of the shares of MoneyLion Class A Common Stock on the NYSE for the 20 trading days ending on the trading day immediately prior to the date on which the dividend is paid.

Upon a liquidation of the Company, holders of the Series A Redeemable Convertible Redeemable Preferred Stock will be entitled to a liquidation preference of the greater of $10.00 per share or the amount per share that such holder would have received had the Series A Redeemable Convertible Preferred Stock been converted into MoneyLion Class A Common Stock immediately prior to the liquidation.

Shares of Series A Redeemable Convertible Preferred Stock are convertible into shares of MoneyLion Class A Common Stock on a one-for-one basis, subject to customary anti-dilution adjustments. The Series A Redeemable Convertible Preferred Stock (i) is convertible at any time upon the holder’s election and (ii) automatically converts into MoneyLion Class A Common Stock if the per share volume-weighted average price of the shares of MoneyLion Class A Common Stock on the NYSE equals or exceeds $10.00 on any 20 trading days (which may be consecutive or nonconsecutive) within any consecutive 30 trading day period that ends no later than the last day of the lockup period that applies to such shares of Series A Redeemable Convertible Preferred Stock.

Preferred Stock Issued Before the Business Combination—Each share of Legacy MoneyLion's redeemable convertible preferred stock was convertible at the option of the holder, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into a number of fully paid and non-assessable shares of Legacy MoneyLion Common Stock as could be determined by dividing the applicable original issue price by the applicable conversion price in effect at the time of conversion.

Pursuant to the Business Combination Merger Agreement, all outstanding shares of Legacy MoneyLion's redeemable convertible preferred stock automatically converted into 116,264,374 shares of MoneyLion Class A Common Stock after giving effect to the Exchange Ratio upon the Business Combination Closing. See Note 4, "Business Combination" in Part II, Item 8 of the Company's Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2021, filed with the SEC on August 11, 2022, for further discussion of the Business Combination.

13. STOCK-BASED COMPENSATION

Omnibus Incentive Plan

At the Special Meeting, Fusion stockholders approved the Company's Omnibus Incentive Plan. At the Company's 2022 Annual Meeting of Stockholders (the "2022 Annual Meeting"), Company stockholders approved the Company's Amended and Restated Omnibus Incentive Plan (as may be amended or restated from time to time, the "Incentive Plan"), as further described in the Company's Definitive Proxy Statement for the 2022 Annual Meeting, filed with the SEC on April 29, 2022.

As of the Business Combination Closing, each Legacy MoneyLion option to purchase shares of Legacy MoneyLion Common Stock (a "Legacy MoneyLion Option") that was outstanding and unexercised as of immediately prior to the Business Combination Closing Date automatically converted into the right to receive an option to acquire a number of shares of MoneyLion Class A Common Stock equal to the number of shares of Legacy MoneyLion Common Stock subject to such Legacy MoneyLion Option as of immediately prior to the Business Combination Closing Date, multiplied by the Exchange Ratio (rounded down to the nearest whole share), at an exercise price per share equal to the exercise price per share of such Legacy MoneyLion Option in effect immediately prior to the Business Combination Closing Date, divided by the Exchange Ratio (rounded up to the nearest whole cent). The intent behind the terms in the Business Combination Merger Agreement related to the exchange of the Legacy MoneyLion Options was to provide the holders with awards of equal value to the original awards. Accordingly, the impact of the conversion was such that the number of shares issuable under the modified awards and the related exercise prices were adjusted using the Exchange Ratio with all other terms remaining unchanged. The conversion ratio adjustment was without substance (akin to a stock split), and therefore, the effect of the change in the number of shares and the exercise price and share value were equal and offsetting to one another. As a result, the fair value of the modified awards was equal to the fair value of the awards immediately before the modification and, therefore, there was no incremental compensation expense to be recognized. There were no changes to the vesting period within the Incentive Plan.

Stock-based compensation of $5,127 and $586 was recognized during the three months ended September 30, 2022 and 2021, respectively, and $13,643 and $2,425 was recognized during the nine months ended September 30, 2022 and 2021, respectively.

The number of units awarded under the Incentive Plan are generally based on a weighted average of the MoneyLion Class A Common Stock in the days leading up to the grant. Fair values for options are calculated using a Black-Scholes option pricing model and PSUs with market conditions are fair valued using a Monte Carlo simulation model. The following table represents activity within the Incentive Plan for the nine months ended September 30, 2022:

Type	Vesting Conditions	Units Granted	Weighted Average Grant Date Fair Value	Weighted Average Strike Price
Restricted Stock Unit	Service-based	10,990,884	$ 2.42	n/a
Performance Stock Unit	Service and performance-based	2,492,919	$ 2.03	n/a
Performance Stock Unit	Service and market-based	9,303,278	$ 0.92	n/a
Options	Service-based	822,631	$ 2.07	$ 1.17

The following table represents outstanding equity awards as of September 30, 2022:

Type	Vesting Conditions	Units Outstanding	Weighted Average Grant Date Fair Value	Weighted Average Strike Price
Restricted Stock Unit	Service-based	9,020,573	$ 2.54	n/a
Performance Stock Unit	Service and performance-based	2,492,919	$ 2.03	n/a
Performance Stock Unit	Service and market-based	9,303,278	$ 0.92	n/a
Options	Service-based	36,999,636	$ 0.68	$ 0.83

14. STOCK WARRANTS

Public Warrants and Private Placement Warrants

As a result of the Business Combination, MoneyLion acquired from Fusion, as of September 22, 2021, public warrants outstanding to purchase an aggregate of 17,500,000 shares of the MoneyLion Class A Common Stock (the “Public Warrants”) and private placement warrants outstanding to purchase an aggregate of 8,100,000 shares of the MoneyLion Class A Common Stock (the “Private Placement Warrants”).

The Public Warrants meet the conditions for equity classification in accordance with ASC 815-40. At the time of the Business Combination, the Public Warrants assumed by the Company were recorded at fair value within additional paid-in capital in the amount of $23,275. The Private Placement Warrants are accounted for as liabilities in accordance with ASC 815-40 and are presented within warrant liability on the consolidated balance sheets. The warrant liability is measured at fair value at inception and on a recurring basis, with changes in fair value presented within change in fair value of warrants liability in the consolidated statement of operations.

The Private Placement Warrants were valued using a Black-Scholes Option Pricing Model, which is calculated using Level 3 inputs. The primary unobservable input utilized in determining the fair value of the Private Placement Warrants is the expected volatility of the MoneyLion Class A Common Stock.

The following table presents the quantitative information regarding Level 3 fair value measurement of the Private Placement Warrants:

	September 30, 2022
Strike price	$11.50
Expected Volatility	82 %
Expected Dividend - MoneyLion Class A Common Stock	—
Expected Term in Years	3.98
Risk Free Interest Rate	4.16 %
Warrant Value Per Share	0.12

The following table presents the changes in the liability related to the Private Placement Warrants:

	September 30, 2022 Private Placement Warrants
Warrants payable balance, December 31, 2021	$ 8,260
Mark-to-market adjustment	$ (7,275)
Warrants payable balance, September 30, 2022	$ 985

For more information regarding the Public Warrants and Private Placement Warrants, see Note 15, “Stock Warrants” in Part II, Item 8 of the Company’s Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2021, filed with the SEC on August 11, 2022.

Legacy MoneyLion Warrants

For details on Legacy MoneyLion warrants, see Note 4, "Business Combination" in Part II, Item 8 of the Company's Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2021, filed with the SEC on August 11, 2022.

15. NET LOSS PER SHARE

The following table sets forth the computation of net loss per share of MoneyLion Class A Common Stock for the three and nine months ended September 30, 2022 and 2021:

	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Numerator:				
Net loss	(21,017)	(24,645)	(54,060)	(137,240)
Net income attributable to redeemable noncontrolling interests	-	(3,520)	-	(9,364)
(Accrual) / reversal of dividends on preferred stock	(1,688)	52,466	(4,892)	42,728
Net (loss) income attributable to common shareholders	$ (22,705)	$ 24,301	$ (58,952)	$ (103,876)
Change in fair value of Legacy MoneyLion warrants liability	-	12,046	-	-
Change in fair value of subordinated convertible notes	-	(7,684)	-	-
Interest expense from subordinated convertible notes	-	323	-	-
Net (loss) income attributable to common stockholders - diluted	$ (22,705)	$ 28,986	$ (58,952)	$ (103,876)
Denominator:				
Weighted-average common shares outstanding - basic(1)	244,702,713	62,314,396	237,302,217	53,119,751
Weighted-average dilutive impact of redeemable convertible preferred stock	-	106,043,330	-	-
Weighted-average dilutive impact of Legacy MoneyLion Warrants	-	8,456,138	-	-
Weighted-average dilutive impact of options to purchase common stock	-	33,117,202	-	-
Weighted-average dilutive impact of subordinated convertible notes	-	9,183,022	-	-
Weighted-average common shares outstanding - diluted(1)	244,702,713	219,114,088	237,302,217	53,119,751
Net (loss) income per share attributable to common stockholders - basic(1)	$ (0.09)	$ 0.39	$ (0.25)	$ (1.96)
Net (loss) income per share attributable to common stockholders - diluted (1)	$ (0.09)	$ 0.13	$ (0.25)	$ (1.96)

(1)Prior period results have been adjusted to reflect the exchange of Legacy MoneyLion's Common Stock for MoneyLion Class A Common Stock at the Exchange Ratio of approximately 16.4078 in September 2021 as a result of the Business Combination. See Note 3, "Business Combination," for details.

For the three and nine months ended September 30, 2022 and the nine months ended September 30, 2021, the Company's potentially dilutive securities, which include stock options, RSUs, PSUs, preferred stock, the right to receive earnout shares and warrants to purchase shares of common stock and preferred stock, have been excluded from the computation of diluted net loss per share as the effect would be antidilutive. Therefore, the weighted-average number of common shares outstanding used to calculate both basic and diluted net loss per share is the same for the three and nine months ended September 30, 2022 and the nine months ended September 30, 2021.

The following potential common shares have been excluded from the computation of diluted net loss per share for the three and nine months ended September 30, 2022 and 2021:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	**2021**	**2022**	**2021**
Conversion of convertible preferred stock [1]	25,655,579	-	25,655,579	-
Warrants to purchase common stock and redeemable convertible preferred stock [1]	25,599,889	25,600,000	25,599,889	25,600,000
PSUs, RSUs and options to purchase common stock [1]	57,816,406	-	57,816,406	37,622,625
Right to receive earnout shares	17,500,000	17,500,000	17,500,000	17,500,000
Total common stock equivalents	126,571,874	43,100,000	126,571,874	80,722,625

(1)Prior period results have been adjusted to reflect the exchange of Legacy MoneyLion Common Stock for MoneyLion Class A Common Stock at the Exchange Ratio of approximately 16.4078 in September 2021 as a result of the Business Combination. See Note 3, "Business Combination" for details.

16. COMMITMENTS AND CONTINGENCIES

Legal Matters—With respect to its activities in California, the Company received a report of examination in 2020 from the California Department of Financial Protection and Innovation (the "CA DFPI") regarding MoneyLion of California, LLC, MoneyLion's subsidiary, and a follow-up request for information in May 2021. This matter is ongoing, and the Company intends to continue to fully cooperate with the CA DFPI in this matter. In addition, the CA DFPI is currently conducting an industry-wide investigation of companies that provide earned wage access products and services, including Instacash. The Company intends to continue cooperating fully in this investigation and to that end entered into a memorandum of understanding ("MOU") with the CA DFPI on February 23, 2021. The MOU requires the Company to regularly provide certain information to the CA DFPI and adhere to certain best practices regarding Instacash while the CA DFPI continues to investigate. Any potential impacts on the Company's financial condition or operations relating to these CA DFPI matters are unknown at this time.

The Company is also in the process of responding to Civil Investigative Demands ("CIDs") or other investigatory requests relating to its provision of consumer financial services from the office of the Attorney General of the Commonwealth of Virginia, the New York Attorney General's Office, as well as the Colorado Department of Law. The Company is cooperating with each of these state regulators and intends to take any corrective actions required to maintain compliance with applicable state laws. The Company cannot predict the outcome or any potential impact on its financial condition or operations at this time.

On September 29, 2022, the Consumer Financial Protection Bureau (the "CFPB") initiated a civil action in the United States District Court for the Southern District of New York against MoneyLion Technologies Inc., ML Plus LLC and our 38 state lending subsidiaries, alleging violations of the Military Lending Act and the Consumer Financial Protection Act. The CFPB is seeking injunctive relief, redress for allegedly affected consumers and civil monetary penalties. As previously reported, the Company had been cooperating with the CFPB and was in the process of responding to CIDs from the CFPB. The Company believes the CFPB's claims are meritless and intends to vigorously defend the lawsuit. Nonetheless, at this time, the Company cannot predict or determine the timing or final outcome of this matter or the effect that any adverse determinations the lawsuit may have on the Company, its financial condition or its operations.

As previously reported, the Company has been cooperating with an investigation by the SEC concerning IIA, which primarily held assets from institutional investors and was the Company's primary source of funding for originated receivables through the end of the fourth quarter of 2021. On November 9, 2022, the Company was informed by the SEC's Division of Enforcement that it has concluded the investigation regarding MoneyLion and IIA and does not plan to recommend that the SEC take any enforcement action.

17. MERGERS AND ACQUISITIONS

Even Financial—On February 17, 2022, the Company completed its previously announced acquisition (the "Even Acquisition") of Even Financial pursuant to the Amended and Restated Agreement and Plan of Merger, by and among the Company, Epsilon Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of the Company, Even Financial and Fortis Advisors LLC, a Delaware limited liability company, solely in its capacity as representative of the equityholders of Even Financial.

Even Financial utilizes its software platform to connect and match consumers with real-time personalized financial product recommendations from banks, insurance and fintech companies on mobile apps and websites by enabling the display of offers for financial products to consumers through its platform. Even Financial's infrastructure leverages machine learning and advanced data science to solve a significant pain point in financial services customer acquisition, seamlessly bridging Product Partners and Channel Partners via its industry-leading API and embedded finance marketplaces.

The Even Acquisition strengthens MoneyLion's platform by improving consumers' abilities to find and access the right financial products to help them manage their financial lives. Even Financial's growing network includes over 400 Product Partners and 550 Channel Partners, covering a breadth of financial services including loans, credit cards, mortgages, savings and insurance products. The Even Acquisition also expands MoneyLion's addressable market, extends the reach of MoneyLion's own products, diversifies its revenue mix and furthers MoneyLion's ambition to be the premier financial super app for hardworking Americans.

At the closing of the Even Acquisition, the Company (i) issued to the equityholders of Even Financial an aggregate of 28,164,811 shares of the Company's Series A Redeemable Convertible Preferred Stock, along with an additional 529,120 shares of Series A Redeemable Convertible Preferred Stock to advisors of Even Financial for transaction expenses, valued at $193,647, (ii) paid to certain Even Financial management equityholders approximately $14,514 in cash and (iii) exchanged 8,883,228 options to acquire Even Financial common stock for 5,901,846 options to acquire MoneyLion Class A Common Stock, of which the vested portion at the acquisition date was valued at $8,963. The equityholders and advisors of Even Financial are also entitled to receive an additional payment from the Company of up to an aggregate of 8,000,000 shares of Series A Redeemable Convertible Preferred Stock, based on the attributed revenue of Even Financial's business during the 13-month period commencing January 1, 2022 (the "Earnout"), and certain recipients of options to acquire shares of the Company's Class A common stock are entitled to receive dividend equivalents in lieu of receiving Series A Redeemable Convertible Preferred Stock, subject to certain conditions (the "Preferred Stock Equivalents"). The combined value of the Earnout and Preferred Stock Equivalents, which represents contingent consideration, was $45,336 as of the closing of the Even Acquisition. The total purchase price was approximately $271,030, subject to customary purchase price adjustments for working capital and inclusive of amounts used to repay approximately $5,703 of existing indebtedness of Even Financial and pay $2,868 of seller transaction costs.

The preliminary fair value of Even Financial's acquired assets and liabilities assumed were as follows:

		February 17, 2022
Assets		
Cash and cash equivalents	$	4,501
Enterprise receivables		9,863
Property and equipment		441
Intangible assets		190,320
Goodwill		109,375
Other assets		3,354
Total assets		317,854
Liabilities and Equity		
Liabilities:		
Accounts payable and accrued liabilities		9,258
Deferred tax liability		34,720
Other liabilities		2,846
Total liabilities		46,824
Net assets and liabilities acquired	$	271,030

The goodwill related to the Even Acquisition was not tax deductible.

The Earnout and Preferred Stock Equivalents were valued at $15,885 as of September 30, 2022, and were included in other liabilities on the consolidated balance sheet. The $14,574 and $29,451 decrease in fair value for the three and nine months ended September 30, 2022, respectively, was included on the consolidated statement of operations as a component of the change in fair value of contingent consideration from mergers and acquisitions.

The Earnout and Preferred Stock Equivalents were valued using a Monte Carlo simulation model, which is calculated using Level 3 inputs. The primary unobservable inputs utilized in determining the fair value of the Earnout and Preferred Stock Equivalents are the expected volatility of the MoneyLion Class A Common Stock and the revenue levels of Even Financial.

The following table presents the quantitative information and certain assumptions regarding Level 3 fair value measurement of the Earnout and Preferred Stock Equivalents:

	September 30, 2022
Expected Volatility	103 %
Expected Dividend - MoneyLion Class A Common Stock	—
Expected Term in Years	5.00
Risk Free Interest Rate	4.01 %

Due to the closing of the Even Acquisition occurring on February 17, 2022, there has not been sufficient time to finalize business combination accounting and related valuations of assets acquired and liabilities assumed and consideration transferred as required by U.S. GAAP. Therefore, all balances recorded and disclosed, including consideration transferred, as of September 30, 2022 are preliminary and subject to change.

The Company's pro forma revenue and net loss for the three and nine months ended September 30, 2022 and 2021 below have been prepared as if Even Financial had been purchased on January 1, 2021. The Company made certain pro forma adjustments related to amortization of intangible assets, intercompany activity and interest expense.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenue	$ 88,748	$ 61,253	$ 254,901	$ 154,052
Net loss	$ (21,017)	$ (29,834)	$ (58,430)	$ (159,410)

The unaudited pro forma financial information above is not necessarily indicative of what the Company's consolidated results actually would have been if the Even Acquisition had been completed at January 1, 2021. In addition, the unaudited pro forma information above does not attempt to project the Company's future results.

MALKA—On November 15, 2021, MoneyLion completed its acquisition (the "MALKA Acquisition") of MALKA. MALKA is a creator network and content platform that provides digital media and content production services to us and to its own clients in entertainment, sports, gaming, live streaming and other sectors. The MALKA Acquisition accelerates MoneyLion's ability to engage with consumers across all digital and emerging channels, allowing MoneyLion to directly connect with communities natively inside and outside of its existing platform. MoneyLion intends for MALKA to operate as an indirect, wholly-owned subsidiary of MoneyLion Inc. with MALKA's pre-acquisition management team leading day-to-day operations.

The total purchase price of the MALKA Acquisition was approximately $52,685. Upon the closing of the MALKA Acquisition, MoneyLion issued 3,206,167 restricted shares of MoneyLion Class A Common Stock and paid $10,000 in cash to the sellers in exchange for all of the issued and outstanding membership interests of MALKA. The acquisition agreement includes a make-whole provision with respect to the initial shares issued pursuant to which the Company was and may be required to issue additional restricted shares of MoneyLion Class A Common Stock or pay additional cash, as determined by the Company in its sole discretion, on each of December 31, 2021, March 31, 2022, June 30, 2022 and September 30, 2022 (the "Closing Make-Whole Provision"), which was valued at $10,870 as of the MALKA Acquisition Closing Date. MoneyLion also paid down $2,196 of MALKA debt facilities. The sellers may also earn up to an additional $35 million payable in restricted shares of MoneyLion Class A Common Stock if MALKA's revenue and EBITDA exceeds certain targets in 2021 and 2022. The $35 million payable in earnout restricted shares based on 2021 and 2022 operating performance was valued at $11,782 as of the MALKA Acquisition.

The restricted shares payable based on 2021 and 2022 operating performance and the Closing Make-Whole Provision were valued at $22,728 and $29,561 as of September 30, 2022 and December 31, 2021, respectively, and was included in other liabilities on the consolidated balance sheets. The final shares under the Closing Make-Whole Provision were issued on September 30, 2022 and therefore no liability was outstanding as of September 30, 2022 related to the Closing Make-Whole Provision. The $4,360 and $15,417 increase in fair value for the three and nine months ended September 30, 2022, respectively, was included on the consolidated statement of operations as a component of the change in fair value of contingent consideration from mergers and acquisitions.

The restricted shares payable based on 2021 and 2022 operating performance was valued using a Monte Carlo simulation model, which is calculated using Level 3 inputs. The primary unobservable inputs utilized in determining the fair value of the restricted shares payable are the expected volatility of the MoneyLion Class A Common Stock and the revenue and EBITDA levels of MALKA.

The following table presents the quantitative information and certain assumptions regarding Level 3 fair value measurement of the restricted shares payable based on 2021 and 2022 operating performance:

	September 30, 2022
Expected Volatility	119 %
Expected Dividend - MoneyLion Class A Common Stock	—
Risk Free Interest Rate	3.27 %

The fair value of MALKA's acquired assets and liabilities were as follows:

		November 15, 2021
Assets		
Cash and cash equivalents	$	51
Property and equipment		1,281
Intangible assets		17,780
Goodwill		30,976
Other assets		4,858
Total assets	$	54,946
Liabilities and Equity		
Liabilities:		
Accounts payable and accrued liabilities	$	2,261
Total liabilities		2,261
Equity:		
Additional paid-in capital		52,685
Total equity		52,685
Total liabilities and equity	$	54,946

18. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through November 10, 2022, the date on which these consolidated financial statements were available to be issued, and concluded that there were no material subsequent events requiring disclosure.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis of Financial Condition and Results of Operations summarizes the significant factors affecting the consolidated operating results, financial condition, liquidity and capital resources of MoneyLion and is intended to help the reader understand MoneyLion, our operations and our present business environment. This discussion should be read in conjunction with MoneyLion's unaudited consolidated financial statements and notes to those financial statements included in Part I, Item 1 "Financial Statements" within this Quarterly Report on Form 10-Q. References to "we," "us," "our," "Company" or "MoneyLion" refer to MoneyLion Technologies Inc. and, as context requires, its wholly-owned subsidiaries for the periods prior to the Business Combination Closing Date and to MoneyLion Inc. and, as context requires, its wholly-owned subsidiaries for the period thereafter. "Fusion" refers to Fusion Acquisition Corp. for the periods prior to the Business Combination Closing Date.

Reclassification—The acquisitions of MALKA and Even Financial and related ongoing integration activities have caused significant changes to the revenue and cost structure of the Company such that the organization of financial statement line items in both the consolidated balance sheets and the consolidated statements of operations used in prior reporting periods were no longer sufficient to properly present the Company's financial condition and results of operations as of March 31, 2022. Reclassifications have been performed relative to the previous presentation of the consolidated balance sheet as of December 31, 2021 and the consolidated statement of operations for the three and nine months ended September 30, 2021 to present in a new format that better represents the new revenue and cost structure of the Company. The reclassifications had no impact on previously reported total assets, total liabilities or net income (loss) and an immaterial impact on total revenue, net. There was no impact on the consolidated statements of cash flows or consolidated statements of redeemable convertible preferred stock, redeemable noncontrolling interests and stockholders' equity (deficit). There are also related reclassifications and expanded disclosure, where necessary, contained within the notes to the consolidated financial statements.

Overview

MoneyLion is the go-to destination for personalized financial content, products and advice. We provide consumers a full suite of financial and non-financial solutions, bundling proprietary, low-cost financial products with products that are offered through our marketplace and network affiliate partners. We engage and educate our customers with daily, money-related and money-adjacent content, delivered through a personalized feed, to empower our customers at all times. When our customers enjoy periods of financial excess, we provide tools for them to easily manage their spending and saving goals through our digital banking and automated investing solutions. When our customers experience moments of financial need, we provide them immediate access to innovative lending or earned income advance products and credit improvement programs that can bridge these times of financial stress and improve their financial health. We also leverage our distinct data, technology and network advantages to deliver leading embedded finance marketplace solutions for our Enterprise Partners, allowing them to better connect with existing end-users and reach new potential end-users, complemented by advertising services and digital media and content production services custom designed to promote Enterprise Partners' products and services. We believe that the combination of solutions that MoneyLion provides uniquely positions us to disrupt how financial products are consumed, unlocking a total addressable market that we estimate to be over $274 billion.

The Company’s key consumer product offerings include:

RoarMoney Premium Mobile Banking — RoarMoney is our Federal Deposit Insurance Corporation-insured digital demand deposit account with zero minimums, premium features and rewards. Our RoarMoney demand deposit accounts are currently issued by Pathward, N.A. (“Pathward”) (f/k/a MetaBank, N.A.), a South Dakota-based, nationally chartered bank owned by Pathward Financial, Inc. (NASDAQ: CASH) (f/k/a M. Customers can open a RoarMoney account in minutes through the MoneyLion mobile application, add funds to their account and begin spending using a RoarMoney virtual debit card. RoarMoney accounts also include a physical MoneyLion Debit Mastercard that can be used at any of the approximately 55,000 Allpoint ATM network locations to make no-fee withdrawals. We earn revenue from interchange fees from payment networks based on customer expenditures on the debit card, as well as transaction volume-based incentive payments from the payment network. We also earn revenue from cardholder fees such as a small monthly administrative fee charged to our customers, a fee charged to customers when an out-of-network ATM is utilized to withdraw cash, a foreign transaction fee charged to our customers on purchases outside of the U.S. or in a currency other than U.S. dollars and instant transfer fees. Both interchange fees, payment network payments and cardholder fees are reflected in service and subscription fees. We incur direct costs in connection with the RoarMoney account offering, which include fees paid to the payment networks and our partner bank.

Personalized Investing — MoneyLion Investing is an online investment account that offers access to separately managed accounts invested based on model portfolios comprised of ETFs and managed on a discretionary basis. Advisory services related to the MoneyLion investment account are provided by ML Wealth LLC (“ML Wealth”), an SEC-registered investment adviser and an indirect wholly-owned subsidiary of MoneyLion. Brokerage and custodial services are provided by DriveWealth LLC, a third-party provider. This fully-managed account model allows customers to set their investment strategy and let ML Wealth manage investment decisions to implement that strategy on a discretionary basis. An investment account holder simply identifies their investing comfort zone to receive a personalized portfolio, a mix of stock and bond ETFs. Our managed investment account is available on a standalone basis. Through MoneyLion Investing, customers are able to develop sound investing habits by enabling certain account features, including auto-investing and round ups. Auto-investing allows our customers to automatically contribute into their investment account with recurring deposits directly into the account. With round ups, customers can also choose to automatically round up purchases made either on their RoarMoney account or an external bank account to the nearest dollar. The accrued round ups can then be transferred into the customer’s MoneyLion Investing account and invested in accordance with the customer’s chosen investment strategy. We earn revenue from a small monthly administration fee from our customers who use this product, which is reflected in service and subscription fees.

Crypto — MoneyLion Crypto is an online cryptocurrency account that enables customers to buy, sell and hold cryptocurrency. The account is provided by Zero Hash LLC and its affiliate, Zero Hash Liquidity Services LLC (collectively, “Zero Hash”). The Zero Hash entities are registered as money services businesses with FinCEN and hold active money transmitter licenses (or the state equivalent of such licenses) in all U.S. states and the District of Columbia except for (i) California, Indiana and Wisconsin, where Zero Hash relies upon licensing exemptions; (ii) Montana, which does not currently have a money transmitter licensing requirement; and (iii) Hawaii. The Zero Hash entities currently engage in crypto asset activities in all U.S. states and the District of Columbia except for Hawaii. RoarMoney accountholders can open a MoneyLion Crypto account through the MoneyLion mobile application and fund it via their RoarMoney account. In addition, customers can also choose to automatically round up purchases made either on their RoarMoney account or an external bank account to the nearest dollar. The accrued round ups can then be transferred into the customer’s MoneyLion Crypto account and invested in Bitcoin. As of December 31, 2021, the only cryptocurrencies available through the MoneyLion Crypto account were Bitcoin and Ether. In January 2022, MoneyLion Crypto expanded to include Bitcoin Cash and Litecoin. Both MoneyLion and Zero Hash must consent in writing before adding any additional digital assets to the program. We earn revenue from Zero Hash as they pay us a share of the fees that they earn from our customers in exchange for MoneyLion enabling Zero Hash to effect digital currency-related transactions for our customers. This revenue is reflected in service and subscription fees.

Instacash — Instacash is our 0% APR advance product that gives customers early access to their recurring income deposits. Customers can access Instacash advances at any time during a regular deposit period up to their advance limit, providing customers with the flexibility to cover temporary cash needs and avoid costly overdraft fees. There are no fees associated with regular delivery of funds to either a RoarMoney account (typically delivered within 12-48 hours) or an external checking account (typically delivered within two to five business days). However, customers have the option to pay an additional fee in order to receive their funds on an expedited basis (typically within minutes or less), the amount of which is based on the amount of the disbursement and whether the funds are delivered to a RoarMoney account or an external checking account. Customers may also choose to leave MoneyLion an optional tip for use of the Instacash service. We earn revenue from tips and instant transfer fees, both reflected in service and subscription fees.

Credit Builder Plus — Our Credit Builder Plus membership program offers a proven path for our customers to access credit and establish or rebuild history, build savings, establish financial literacy and track their financial health. For a monthly cost of $19.99, customers receive a suite of services including banking and investment accounts, credit tracking and financial literacy content, rewards programs and access to loans of up to $1,000 at competitive rates offered by MoneyLion lending subsidiaries, allowing our customers to establish up to twelve months of payment history with all three credit bureaus. We offer our Credit Builder Plus members access to the Lion's Share Loyalty Program, where members can earn rewards of up to $19.99 per month. We earn revenue from monthly subscription fees paid by our customers. These fees are reflected in service and subscription fees. As part of the Credit Builder Plus membership program, members may apply for a Credit Builder Plus secured personal loan. In addition to a free standard disbursement option, we also offered our customers an option to disburse their funds to their MoneyLion-serviced RoarMoney bank account or external bank account on an expedited basis for an instant transfer fee. This instant disbursement option for Credit Builder Plus loans was removed in the second quarter of 2021. We earn revenue from interest income, reflected in net interest income on finance receivables, and, prior to the removal of the instant disbursement option, instant transfer fees, reflected in service and subscription fees.

Financial Tracking — We offer our customers access to financial tracking tools such as Financial Heartbeat, GamePlan and credit score tracking. Financial Heartbeat is an intelligent, automated tool that guides customers on their financial journey. Financial Heartbeat evaluates customers' financial situation across four key dimensions: *SAVE* (savings and financial preparedness), *SPEND* (spending and personal budget), *SHIELD* (insurance needs and coverage) and *SCORE* (credit tracking and health). Through our easy-to-use interface, customers can review the key issues impacting their financial situation, decide what actions to take, evaluate which products to use and receive guidance on how to stay motivated on their journey towards financial wellness. GamePlan provides our customers with a personalized action plan, including a checklist with tasks, meant to help them reach their financial goals across different categories such as spending, saving and more. Financial tracking tools are offered to our customers at no cost and we do not earn revenue from these services.

MoneyLife — Consistent with our vision of establishing MoneyLion as a lifestyle brand, in 2021 we introduced MoneyLife, an online financial education content destination which is delivered to customers in the MoneyLion mobile application via a content feed. MoneyLife is an influencer-focused, video content-driven educational platform where customers can share and discover ideas, advice and insights regarding their financial lives. MoneyLife includes highly personalized content driven by financial advice and education influencers, tools to achieve financial goals and additional ways of earning rewards to shop and save. Our acquisition of MALKA, a creator network and content platform, accelerated our ability to engage with consumers across all digital and emerging channels, allowing us to directly connect with communities natively inside and outside of our platform. Through MoneyLife and the content feed, we provide an additional daily destination site for current customers, drive additional prospective customers to MoneyLion and increase customer engagement and cross-sell opportunities for both MoneyLion and its affiliate partners.

The Company's key enterprise service offerings include:

Affiliate Marketing Program — We work with various affiliate partners that offer products or services that we may recommend to our customers via display ads, offers or campaigns through our digital platforms. Our customers can access these offers on a standalone basis. We earn revenue from fees from our affiliate partners based on a range of criteria depending on each affiliate relationship including, but not limited to, customers' clicks, impressions, completed transactions or a share of revenue generated for the affiliate partner. This revenue is reflected in enterprise service revenues.

Even Financial Marketplace — Through Even Financial's software platform, we connect and match consumers with real-time personalized financial product recommendations from banks, insurance and fintech companies on mobile apps and websites by enabling the display of offers for financial products to consumers. Our infrastructure leverages machine learning and advanced data science to solve a significant pain point in financial services customer acquisition, bridging Product Partners and Channel Partners via Even Financial's API and embedded finance marketplaces. Even Financial's network includes over 400 Product Partners and 550 Channel Partners, covering a breadth of financial services including loans, credit cards, mortgages, savings, and insurance products. We earn revenue, which is reflected in enterprise service revenue, from our Product Partners based on performance structure. We incur direct costs related to the fees paid to our Channel Partners.

Digital Media and Content Production — Through MALKA, we offer digital media and content production services provided to enterprise clients in entertainment, sports, gaming, live streaming and other sectors. We produce content across every digital medium, from creative advertising campaigns and original branded content to e-gaming livestreams, podcast series, feature length documentaries, sports representation and marketing. We earn revenue, which is reflected in enterprise service revenue, from our enterprise clients based on performance obligations within our contracts with them.

Recent Developments

Recent events impacting our business are as follows:

COVID-19 — The COVID-19 pandemic has caused substantial changes in consumer behavior, restrictions on business and individual activities and high unemployment rates, which led to reduced economic activity and may continue to cause economic volatility. There continue to be significant uncertainties associated with the COVID-19 pandemic, including with respect to the ultimate course, duration and severity of the virus and additional variants, future actions that may be taken by governmental authorities and private businesses to contain the COVID-19 pandemic or to mitigate its impact and the effectiveness of such actions, the timing and speed of economic recovery and the ultimate effectiveness of vaccinations for COVID-19.

In response to the economic uncertainty caused by the pandemic, during 2021, we made certain operational changes and implemented certain consumer support programs which were immaterial to our performance. For example, we reduced our marketing activities such as advertising through digital platforms, which have since returned to pre-pandemic levels, and also reduced our sponsorship arrangements with third parties. In addition, we implemented underwriting policy changes on a targeted basis to more closely manage credit risk while we further evaluated market conditions. Our underwriting models are dynamic relative to real time changes in our customer's income and credit profiles and our credit performance remained steady as our underwriting models quickly adapted to these changes. To further support our customers, we expanded our payment deferral options and reduced certain fees, while providing them with relevant content and resources on topics like unemployment insurance and stimulus checks. For instance, for our secured personal loan customers with no prior missed payments, we offered payment deferrals based on a customer's payment frequency, ranging from one payment deferral for monthly payments and up to three payment deferrals for weekly payments. For our Instacash customers with an outstanding advance, we allowed them to change the scheduled repayment date by up to 14 days. Once the advance was repaid, the customer could request another change to the scheduled repayment on another advance. While there is no limit to the number of changes a customer may be granted, they are limited to one at a time and per advance. Despite the economic uncertainty as a result of COVID-19, we have increased the number of customers on our platform.

Management will continue to monitor the nature and extent of potential impact to the business as the pandemic continues.

Business Combinations — Since January 1, 2021, we have completed the following business combinations:

•**Merger with Fusion** – On September 22, 2021, Legacy MoneyLion completed the Business Combination with Fusion and became a publicly traded company. The Business Combination was accounted for as a reverse recapitalization in accordance with U.S. GAAP, for which Legacy MoneyLion was determined to be the accounting acquirer. Since the Business Combination was accounted for as a reverse recapitalization, no goodwill or other intangible assets were recorded, in accordance with U.S. GAAP. Under this method of accounting, Fusion was treated as the "acquired" company for financial reporting purposes. Operations prior to the Business Combination are those of Legacy MoneyLion. See Part II, Item 8 "Business Combination" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 for additional information.

•**MALKA Acquisition** – On November 15, 2021, MoneyLion completed its acquisition of MALKA (the "MALKA Acquisition"). MALKA is a creator network and content platform that provides digital media and content production services to us and to its own clients in entertainment, sports, gaming, live streaming and other sectors. The MALKA Acquisition accelerated MoneyLion's ability to engage with consumers across all digital and emerging channels, allowing MoneyLion to directly connect with communities natively inside and outside of its existing platform. MALKA operates as an indirect, wholly-owned subsidiary of MoneyLion Inc. with MALKA's pre-acquisition management team leading day-to-day operations.

Related to the closing of the MALKA Acquisition, MoneyLion issued 3,206,167 in restricted shares of MoneyLion Class A Common Stock and paid approximately $10.0 million in cash to the sellers in exchange for all of the issued and outstanding membership interests of MALKA. The Closing Make-Whole Provision (as defined herein) related to the restricted shares of MoneyLion Class A Common Stock issued was valued at $10,870 as of the MALKA Acquisition Closing Date. MoneyLion also paid down approximately $2.2 million of MALKA debt facilities. The sellers may earn up to an additional $35 million payable in restricted shares of MoneyLion Class A Common Stock if MALKA's revenue and EBITDA exceeds certain targets in 2021 and 2022. The total purchase price of the MALKA Acquisition was approximately $52.7 million.

•**Even Acquisition** – On February 17, 2022, MoneyLion completed its acquisition of Even Financial (the "Even Acquisition"). Even Financial utilizes its software platform to connect and match consumers with real-time personalized financial product recommendations from banks, insurance and fintech companies on mobile apps and websites by enabling the display of offers for financial products to consumers through its platform. Even Financial's infrastructure leverages machine learning and advanced data science to solve a significant pain point in financial services customer acquisition, seamlessly bridging Product Partners and Channel Partners via its industry-leading API and embedded finance marketplaces.

The Even Acquisition strengthened MoneyLion's platform by improving consumers' abilities to find and access the right financial products to help them manage their financial lives. Even Financial's growing network includes over 400 Product Partners and 550 Channel Partners, covering a breadth of financial services including loans, credit cards, mortgages, savings and insurance products. The Even Acquisition also expanded MoneyLion's addressable market, extended the reach of MoneyLion's own products, diversified its revenue mix and furthered MoneyLion's ambition to be the premier financial super app for hardworking Americans.

At the closing of the Even Acquisition, the Company (i) issued to the equityholders of Even Financial an aggregate of 28,164,811 shares of the Company's Series A Redeemable Convertible Preferred Stock, along with an additional 529,120 shares of Series A Redeemable Convertible Preferred Stock to advisors of Even Financial for transaction expenses, valued at $0.2 million, (ii) paid to certain Even Financial management equityholders approximately $14.5 million in cash and (iii) exchanged 8,883,228 options to acquire Even Financial common stock for 5,901,846 options to acquire MoneyLion Class A Common Stock, of which the vested portion at the acquisition date was valued at $8.9 million. The equityholders and advisors of Even Financial are also entitled to receive an additional payment from the Company of up to an aggregate of 8,000,000 shares of Series A Redeemable Convertible Preferred Stock, based on the attributed revenue of Even Financial's business during the 13-month period commencing January 1, 2022 (the "Earnout"), and certain recipients of options to acquire shares of MoneyLion Class A Common Stock are entitled to receive dividend equivalents in lieu of receiving Series A Redeemable Convertible Preferred Stock, subject to certain conditions (the "Preferred Stock Equivalents"). The combined value of the Earnout and Preferred Stock Equivalents was $45.3 million as of the closing of the Even Acquisition. The total purchase price was approximately $270 million, subject to customary purchase price adjustments for working capital and inclusive of amounts used to repay approximately $5.7 million of existing indebtedness of Even Financial and pay $2.9 million of seller transaction costs.

Factors Affecting Our Performance

The Company is subject to a number of risks including, but not limited to, the need for successful development of products, the need for additional capital (or financing) to fund operating losses, competition from substitute products and services from larger companies, protection of proprietary technology, dependence on key individuals and risks associated with changes in information technology.

New customer growth and increasing usage across existing customers

Our ability to effectively acquire new customers through our acquisition and marketing efforts and drive usage of our products across our existing customers is key to our growth. We invested in the platform approach and believe our customers' experience is enhanced by using our full product suite as we can better tailor the insights and recommendations. In turn, this generates higher revenue and lifetime value from our customer base.

Product expansion and innovation

We believe in the platform approach and providing relevant products to our customers to help them better manage their financial lives, both in times of need and excess. We will continue to invest in enhancing our existing suite of products and developing new products. Any factors that impair our ability to do so may negatively impact our efforts towards retaining and attracting customers.

General economic and market conditions

Our performance is impacted by the relative strength of the overall economy, market volatility, consumer spending behavior and consumer demand for financial products and services. The willingness of our customers to spend, invest, or borrow may fluctuate with their level of disposable income. Other factors such as interest rate fluctuations or monetary policies may also impact our customers' behavior and our own ability to fund advances and loan volume.

Competition

We compete with several larger financial institutions and technology platforms that offer similar products and services. We compete with those that offer both single point solutions similar to any one of our products as well as more integrated, complete solutions. Some of our competitors may have access to more resources than we do and thus may be able to offer better pricing or benefits to our customers.

Pricing of our products

We derive a substantial portion of our revenue from fees earned from our products. The fees we earn are subject to a variety of external factors such as competition, interchange rates and other macroeconomic factors, such as interest rates and inflation, among others. We may provide discounts to customers who utilize multiple products to expand usage of our platform. We may also lower pricing on our products to acquire new customers. For example, we offer our customers discounts such as Shake 'N' Bank cashback and other cashback rewards opportunities as part of our RoarMoney bank account product offering and such discounts are provided to customers based on eligible MoneyLion debit card transactions. On average, approximately 40% of our eligible RoarMoney bank account customers receive this benefit. We also offer our Credit Builder Plus members access to our Lion's Share Loyalty Program where members can earn up to $19.99 per month. The size of the Lion's Share reward depends on a customer's number of logins into the MoneyLion app and purchases using their RoarMoney account in that month. On average, approximately 25% of our Credit Builder Plus members who met the minimum eligibility criteria received a Lion's Share reward.

Product mix

We offer various products and services on our platform, including a membership program, loans, cash advances, affiliate offers and cryptocurrency, investment and bank accounts. Each product has a different profitability profile. The relative usage of products with high or low profitability and their lifetime value could have an impact on our performance.

Access and cost of financing

Our credit products and other receivables were primarily financed through IIA until the end of the fourth quarter of 2021. Beginning in the fourth quarter of 2021, we transitioned our primary source of funding for originated receivables from IIA to special purpose vehicle financings from third-party institutional lenders. Loss of one or more of the financing sources we have for our credit products and other receivables could have an adverse impact on our performance, and it could be costly to obtain new financing.

Key Performance Metrics

We regularly review several metrics, including the following key metrics, to evaluate our business, measure our performance, identify trends affecting our business, formulate financial projections and make strategic decisions.

Total Customers

We define Total Customers as the cumulative number of customers that have opened at least one account, including banking, membership subscription, secured personal loan, cash advance, managed investment account, cryptocurrency account and customers that are monetized through our marketplace and affiliate products. Total Customers also include customers that have submitted for, received or clicked on at least one marketplace loan offer. Previously, Total Customers included all customers that submitted for or clicked on an offer through our marketplace but were not necessarily monetized, which we changed beginning in the third quarter of 2022 in order to more accurately reflect management's view of our customers. We consider Total Customers to be a key performance metric as it can be used to understand lifecycle efforts of our customers, as we look to cross-sell products to our customer base and grow our platform. Total Customers were 5.4 million and 2.7 million as of September 30, 2022 and 2021, respectively. Total Customers for all prior periods have been recast to present the updated definition of Total Customers.

Total Products

We define Total Products as the total number of products that our Total Customers have opened, including banking, membership subscription, secured personal loan, cash advance, managed investment account, cryptocurrency account and monetized marketplace and affiliate products, as well as customers who signed up for our financial tracking services (with either credit tracking enabled or external linked accounts), whether or not the customer is still registered for the product. Total Products also include marketplace loan offers that our Total Customers have submitted for, received or clicked on through our marketplace. If a customer has funded multiple secured personal loans or cash advances or opened multiple products through our marketplace, it is only counted once for each product type. Previously, Total Products included all products for which our Total Customers submitted or clicked on an offer but were not necessarily monetized, which we changed beginning in the third quarter of 2022 in order to more accurately reflect management's view of our products. We consider Total Products to be a key performance metric as it can be used to understand the usage of our products across our customer base. Total Products were 11.3 million and 6.9 million as of September 30, 2022 and 2021, respectively. Total Products for all prior periods have been recast to present the updated definition of Total Products.

Enterprise Partners

Enterprise Partners is comprised of Product Partners and Channel Partners. We define Product Partners as financial institutions and financial service providers. We define Channel Partners as organizations that allow us to reach a wide base of consumers, including but not limited to news sites, content publishers, product comparison sites and financial institutions. Enterprise Partners were 1,024 as of September 30, 2022, comprising 441 Product Partners and 583 Channel Partners. The number of Enterprise Partners prior to the Even Acquisition was not significant.

Total Originations

We define Total Originations as the dollar volume of the secured personal loans originated and cash advances funded within the stated period. We consider Total Originations to be a key performance metric as it can be used to measure the usage and engagement of the customers across our secured personal lending and Instacash products and is a significant driver of net interest income on finance receivables and service and subscription fees. Total Originations were $446 million and $274 million for the three months ended September 30, 2022 and 2021, respectively, and $1,292 million and $700 million for the nine months ended September 30, 2022 and 2021, respectively. All originations were originated directly by MoneyLion.

Adjusted Revenue

Adjusted Revenue is defined as total revenue, net, plus amortization of loan origination costs less provision for loss on subscription receivables, provision for loss on fees receivables and revenue derived from phased out products. We believe that Adjusted Revenue provides a meaningful understanding of revenue from ongoing products and recurring revenue for comparability purposes. Adjusted Revenue is a non-GAAP measure and should not be viewed as a substitute for total revenue, net. Refer to the "— Non-GAAP Measures" section below for further discussion.

Our Adjusted Revenue is further broken into the following categories:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
	(in thousands)			
Consumer	$ 50,987	$ 38,803	$ 146,713	$ 104,475
Enterprise	34,288	3,175	89,095	6,442
Adjusted Revenue	$ 85,275	$ 41,978	$ 235,808	$ 110,917

This breakdown of Adjusted Revenue across the categories of consumer revenue and enterprise revenue helps provide our management with a better understanding of Adjusted Revenue by type and may help to inform strategic pricing and resource allocations across our products.

Adjusted Gross Profit and Adjusted EBITDA

Adjusted Gross Profit is defined as gross profit less revenue derived from phased out products. Adjusted EBITDA is defined as net income (loss) plus interest expense related to corporate debt, income tax expense (benefit), depreciation and amortization expense, change in fair value of warrants, change in fair value of subordinated convertible notes, change in fair value of contingent consideration from mergers and acquisitions, stock-based compensation and one-time expenses less origination financing cost of capital. We believe Adjusted Gross Profit and Adjusted EBITDA provide a meaningful understanding of an aspect of profitability based on our current product portfolio. These are non-GAAP measures and should not be viewed as a substitute for gross profit nor net income (loss). Refer to the "— Non-GAAP Measures" section below for further discussion.

Results of Operations for the Three and Nine Months Ended September 30, 2022 and 2021

Revenues

The following table is reference for the discussion that follows.

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2022	**2021**	**$**	**%**	**2022**	**2021**	**$**	**%**
	(In thousands, except for percentages)							
Consumer revenues								
Service and subscription fees	$ 52,109	$ 38,748	$ 13,361	34.5 %	$ 149,271	$ 103,368	$ 45,903	44.4 %
Net interest income on finance receivables	2,351	2,294	57	2.5 %	7,436	5,717	1,719	30.1 %
Total consumer revenues	54,460	41,042	13,418	32.7 %	156,707	109,085	47,622	43.7 %
Enterprise service revenues	34,288	3,175	31,113	979.9 %	89,095	6,442	82,653	1,283.0 %
Total revenue, net	$ 88,748	$ 44,217	$ 44,531	100.7 %	$ 245,802	$ 115,527	$ 130,275	112.8 %

We generate revenues primarily from various product-related fees, providing membership subscriptions, performing enterprise services and originating loans.

Total revenues increased by $44.5 million, or 100.7%, to $88.7 million for the three months ended September 30, 2022, as compared to $44.2 million for the same period in 2021.

Total revenues increased by $130.3 million, or 112.8%, to $245.8 million for the nine months ended September 30, 2022, as compared to $115.5 million for the same period in 2021.

Service and subscription fees

Service and subscription fees increased by $13.4 million, or 34.5%, to $52.1 million for the three months ended September 30, 2022, as compared to $38.7 million for the same period in 2021. The increase in service and subscription fees were driven by increases in fee income related to instant transfer fees and tips from Instacash of $11.1 million driven by the growth of Instacash advances across both existing and new customers, an increase in cardholder fees from RoarMoney accounts of $0.4 million due to an increased number of customers using RoarMoney and new foreign transaction and instant transfer fees and an increase of $1.9 million in revenue from a new transaction volume-based incentive payment program from a third-party payment network, of which $1.6 million is related to prior periods.

Service and subscription fees increased by $45.9 million, or 44.4%, to $149.3 million for the nine months ended September 30, 2022, as compared to $103.4 million for the same period in 2021. The increase in service and subscription fees were driven by increases in fee income related to instant transfer fees and tips from Instacash of $42.9 million driven by the growth of Instacash advances across both existing and new customers, an increase in subscription fees of $2.1 million due to an increased number of customers using the Credit Builder Plus membership program and an increase of $1.9 million in revenue from a new transaction volume-based incentive payment program from a third-party payment network, of which $1.2 million is related to prior periods. These increases were partially offset by decreases in fee income related to interchange, cardholder and administration fees from our bank and investment accounts of $1.0 million driven by lower payment volume.

Net interest income on finance receivables

Net interest income on finance receivables is generated by interest earned on Credit Builder Plus loans, which is partially offset by the amortization of loan origination costs.

Net interest income on finance receivables increased by $0.1 million, or 2.5%, to $2.4 million for the three months ended September 30, 2022, as compared to $2.3 million for the same period in 2021. The increase in net interest income on finance receivables was driven by the historical origination growth on our Credit Builder Plus loan program across both existing and new customers. The amortization of loan origination costs decreased by $0.1 million to $0.3 million for the three months ended September 30, 2022, as compared to $0.5 million for the same period in 2021.

Net interest income on finance receivables increased by $1.7 million, or 30.1%, to $7.4 million for the nine months ended September 30, 2022, as compared to $5.7 million for the same period in 2021. The increase in net interest income on finance receivables was driven by the historical origination growth on our Credit Builder Plus loan program across both existing and new customers. The amortization of loan origination costs decreased by $0.2 million to $0.8 million for the nine months ended September 30, 2022, as compared to $1.0 million for the same period in 2021.

Enterprise service revenues

Enterprise service revenues increased by $31.1 million, or 979.9%, to $34.3 million for the three months ended September 30, 2022, as compared to $3.2 million for the same period in 2021. This increase was primarily attributable to the acquisitions of Even Financial and MALKA, which significantly expanded the Company's enterprise service offerings.

Enterprise service revenues increased by $82.7 million, or 1,283.0%, to $89.1 million for the nine months ended September 30, 2022, as compared to $6.4 million for the same period in 2021. This increase was primarily attributable to the acquisitions of Even Financial and MALKA, which significantly expanded the Company's enterprise service offerings.

Operating Expenses

The following table is reference for the discussion that follows:

	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Change $	Change %	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021	Change $	Change %
	(In thousands, except for percentages)							
Operating expenses								
Provision for credit losses on consumer receivables	27,428	15,238	12,190	80.0 %	77,453	36,644	40,809	111.4 %
Compensation and benefits	25,619	15,471	10,148	65.6 %	74,160	30,700	43,460	141.6 %
Marketing	6,954	13,531	(6,577)	-48.6 %	27,847	27,060	787	2.9 %
Direct costs	28,837	10,885	17,952	164.9 %	79,427	31,331	48,096	153.5 %
Professional services	7,546	4,678	2,868	61.3 %	21,486	12,715	8,771	69.0 %
Technology-related costs	5,327	1,498	3,829	255.6 %	15,241	5,954	9,287	156.0 %
Other operating expenses	11,209	8,261	2,948	35.7 %	31,820	10,618	21,202	199.7 %
Total operating expenses	112,920	69,562	43,358	62.3 %	327,434	155,022	172,412	111.2 %
Other (expense) income								
Interest expense	(7,880)	(1,627)	(6,253)	384.3 %	(21,638)	(4,947)	(16,691)	337.4 %
Change in fair value of warrant liability	414	(5,495)	5,909	nm	7,275	(54,285)	61,560	nm
Change in fair value of subordinated convertible notes	-	7,684	(7,684)	nm	-	(41,877)	41,877	nm
Change in fair value of contingent consideration from mergers and acquisitions	10,214	-	10,214	nm	14,034	-	14,034	nm
Other income (expense)	460	137	323	235.8 %	(447)	3,405	(3,852)	nm
Total other (expense) income	3,208	699	2,509	358.9 %	(776)	(97,704)	96,928	-99.2 %
Income tax expense (benefit)	53	(1)	54	nm	(28,348)	41	(28,389)	nm

Our operating expenses consist of the following:

Provision for credit losses on consumer receivables

Provision for credit losses on consumer receivables consists of amounts charged during the period to maintain an allowance for credit and advance losses. The allowance represents management’s estimate of the credit losses in our consumer receivable portfolio and is based on management’s assessment of many factors, including changes in the nature, volume and risk characteristics of the consumer receivables portfolio, including trends in delinquency and charge-offs and current economic conditions that may affect the customer’s ability to pay.

Provision for credit losses on consumer receivables increased by $12.2 million, or 80.0%, to $27.4 million for the three months ended September 30, 2022, as compared to $15.2 million for the same period in 2021. This increase resulted primarily from an increase to provision related to Instacash advance receivables of $11.3 million and Instacash instant transfer fees and tips of $0.9 million, evidenced by the increase in Total Originations from approximately $274 million for the three months ended September 30, 2021 compared to approximately $446 million for the same period in 2022, and partially offset by a decrease to provision related to Credit Builder Plus loan receivables of $0.5 million. Provision related to subscription fees increased by $0.2 million. Related to the ML Plus loans, a legacy product we transitioned from in the second quarter of 2020, the provision decreased by $0.3 million.

Provision for credit losses on consumer receivables increased by $40.8 million, or 111.4%, to $77.5 million for the nine months ended September 30, 2022, as compared to $36.6 million for the same period in 2021. This increase resulted primarily from an increase to provision related to Instacash advance receivables of $32.7 million, Instacash instant transfer fees and tips of $3.2 million and Credit Builder Plus loan receivables of $2.1 million, evidenced by the increase in Total Originations from approximately $700 million for the nine months ended September 30, 2021 compared to approximately $1,292 million for the same period in 2022. Provision related to subscription fees increased by $1.8 million. Related to the ML Plus loans, a legacy product we transitioned from in the second quarter of 2020, the provision decreased by $0.9 million.

Compensation and benefits

Compensation and benefits increased by $10.1 million, or 65.6%, to $25.6 million for the three months ended September 30, 2022, as compared to $15.5 million for the same period in 2021. This increase was driven primarily by $9.8 million of additional compensation and benefits expenses related to Even Financial and MALKA, a $1.9 million increase related to increased headcount, an increase in stock-based compensation of $4.5 million and $0.2 million related to severance costs incurred in the third quarter of 2022. This increase was partially offset by the $6.3 million non-recurring, discretionary bonus incentive expense related to the Business Combination that occurred in the third quarter of 2021.

Compensation and benefits increased by $43.5 million, or 141.6%, to $74.2 million for the nine months ended September 30, 2022, as compared to $30.7 million for the same period in 2021. This increase was driven primarily by $26.6 million of additional compensation and benefits expenses related to Even Financial and MALKA, a $3.8 million increase related to increased headcount, an increase in stock-based compensation of $11.2 million, a $1.1 million increase related to the amortization of salaries related to origination expenses incurred in 2021 and $0.8 million related to severance costs incurred in 2022.

Marketing

Marketing decreased by $6.6 million, or 48.6%, to $7.0 million for the three months ended September 30, 2022, as compared to $13.5 million for the same period in 2021. This decrease resulted primarily from a $6.7 million decrease in costs related to advertising through digital platforms, partially offset by a $0.1 million increase in general marketing-related activities.

Marketing increased by $0.8 million, or 2.9%, to $27.8 million for the nine months ended September 30, 2022, as compared to $27.1 million for the same period in 2021. This increase resulted primarily from an increase in costs related to general marketing-related activities of $8.7 million, partially offset by a $7.9 million decrease in costs related to advertising through digital platforms.

Direct costs

Direct costs increased by $18.0 million, or 164.9%, to $28.8 million for the three months ended September 30, 2022, as compared to $10.9 million for the same period in 2021. The increase was primarily driven by $18.8 million of direct costs related to Even Financial and MALKA, an increase in payment processing fees of $0.3 million and underwriting expenses of $0.1 million, driven by growth in Total Originations and Total Customers, partially offset by a $1.4 million decrease in costs related to our bank account offering.

Direct costs increased by $48.1 million, or 153.5%, to $79.4 million for the nine months ended September 30, 2022, as compared to $31.3 million for the same period in 2021. The increase was primarily driven by $48.3 million of direct costs related to Even Financial and MALKA, an increase in payment processing fees of $3.5 million and underwriting expenses of $1.3 million, driven by growth in Total Originations and Total Customers, partially offset by a $5.5 million decrease in costs related to our bank account offering.

Professional services

Professional services increased by $2.9 million, or 61.3%, to $7.5 million for the three months ended September 30, 2022, as compared to $4.7 million for the same period in 2021. This increase resulted primarily from an increase in professional costs related to Even Financial and MALKA of $0.9 million and other consulting costs of $2.0 million to help support business growth.

Professional services increased by $8.8 million, or 69.0%, to $21.5 million for the nine months ended September 30, 2022, as compared to $12.7 million for the same period in 2021. This increase resulted primarily from an increase in professional costs related to Even Financial and MALKA of $3.2 million, legal services of $1.4 million and other consulting costs of $4.2 million to help support our public reporting requirements and business growth.

Technology-related costs

Technology-related costs increased by $3.8 million, or 255.6%, to $5.3 million for the three months ended September 30, 2022, as compared to $1.5 million for the same period in 2021. This increase resulted primarily from an increase in software licenses and subscriptions of $2.0 million, depreciation and amortization related to equipment and software of $1.1 million and costs related to other technology services of $0.7 million.

Technology-related costs increased by $9.3 million, or 156.0%, to $15.2 million for the nine months ended September 30, 2022, as compared to $6.0 million for the same period in 2021. This increase resulted primarily from an increase in software licenses and subscriptions of $4.9 million, depreciation and amortization related to equipment and software of $2.7 million and costs related to other technology services of $1.8 million.

Other operating expenses

Other operating expenses increased by $2.9 million, or 35.7%, to $11.2 million for the three months ended September 30, 2022, as compared to $8.3 million for the same period in 2021. The increase was driven by $4.5 million of intangible amortization expenses attributable to the acquisitions of Even Financial and MALKA, $1.1 million of additional expenses as a result of the acquisitions of Even Financial and MALKA and a $0.7 million increase in insurance-related expenses, partially offset by reductions in losses for unrecovered customer purchase transactions and other banking charges of $4.4 million.

Other operating expenses increased by $21.2 million, or 199.7%, to $31.8 million for the nine months ended September 30, 2022, as compared to $10.6 million for the same period in 2021. The increase was driven by $11.3 million of intangible amortization expenses attributable to the acquisitions of Even Financial and MALKA, a $4.8 million increase in insurance-related expenses and $3.9 million of additional expenses as a result of the acquisitions of Even Financial and MALKA.

Our other (expense) income consists of the following:

Interest expense

Interest expense increased by $6.3 million, or 384.3%, to $7.9 million for the three months ended September 30, 2022, as compared to $1.6 million for the same period in 2021. This increase resulted from an increase in average debt outstanding during the three months ended September 30, 2022 compared to the same period in 2021. See Part I, Item 1 “Financial Statements — Debt” for more information.

Interest expense increased by $16.7 million, or 337.4%, to $21.6 million for the nine months ended September 30, 2022, as compared to $4.9 million for the same period in 2021. This increase resulted from an increase in average debt outstanding during the nine months ended September 30, 2022 compared to the same period in 2021. See Part I, Item 1 “Financial Statements — Debt” for more information.

Change in fair value of warrant liability

Change in fair value of warrant liability was a benefit of $0.4 million for the three months ended September 30, 2022, as compared to an expense of $5.5 million for the same period in 2021. The change in fair value of warrant liability was due to changes in inputs that drive the warrant liability fair value calculations.

Change in fair value of warrant liability was a benefit of $7.3 million for the nine months ended September 30, 2022, as compared to an expense of $54.3 million for the same period in 2021. The change in fair value of warrant liability was due to changes in inputs that drive the warrant liability fair value calculations.

Change in fair value of subordinated convertible notes

Change in fair value of subordinated convertible notes had no expense for the three and nine months ended September 30, 2022 compared to a benefit of $7.7 million and an expense $41.9 million for the three and nine months ended September 30, 2021, respectively. There was no activity for the three and nine months ended September 30, 2022 because the subordinated convertible notes were converted into common stock immediately prior to the Business Combination Closing in September 2021; the noteholders subsequently received shares of MoneyLion Class A Common Stock upon the Business Combination Closing.

Change in fair value of contingent consideration from mergers and acquisitions

Change in fair value of contingent consideration from mergers and acquisitions was a benefit of $10.2 million for the three months ended September 30, 2022, as compared to zero for the same period in 2021. No contingent consideration from mergers and acquisitions was outstanding for the three months ended September 30, 2021.

Change in fair value of contingent consideration from mergers and acquisitions was a benefit of $14.0 million for the nine months ended September 30, 2022, as compared to zero for the same period in 2021. No contingent consideration from mergers and acquisitions was outstanding for the nine months ended September 30, 2021.

Other income (expense)

Other income increased by $0.3 million to other income of $0.5 million for the three months ended September 30, 2022, as compared to $0.1 million for the same period in 2021. The increase was primarily related to interest income earned on interest bearing deposits funded during 2022, partially offset by foreign currency translation losses during the three months ended September 30, 2022.

Other expense increased by $3.9 million to other expense of $0.4 million for the nine months ended September 30, 2022, as compared to other income of $3.4 million for the same period in 2021. The majority of other expense in the nine months ended September 30, 2022 was related to expenses from debt transactions during the period. The majority of other income in the nine months ended September 30, 2021 related to a gain from the forgiveness of SBA's PPP loan of $3.2 million as the SBA approved the Company's application for forgiveness with respect to the entire outstanding balance of the PPP loan.

Income tax (benefit) expense

See Part I, Item 1 “Financial Statements — Income Taxes” for an explanation of the significant income tax benefit recorded during the nine months ended September 30, 2022.

Non-GAAP Measures

In addition to total revenue, net, net income (loss) and gross profit, which are measures presented in accordance with U.S. GAAP, management believes that Adjusted Revenue, Adjusted Gross Profit and Adjusted EBITDA provide relevant and useful information which is widely used by analysts, investors and competitors in our industry in assessing performance. Adjusted Revenue, Adjusted Gross Profit and Adjusted EBITDA are supplemental measures of MoneyLion's performance that are neither required by nor presented in accordance with U.S. GAAP. Adjusted Revenue, Adjusted Gross Profit and Adjusted EBITDA should not be considered as substitutes for U.S. GAAP metrics such as total revenue, net, net income (loss), gross profit or any other performance measures derived in accordance with U.S. GAAP and may not be comparable to similar measures used by other companies.

We define Adjusted Revenue as total revenue, net plus amortization of loan origination costs less provision for loss on subscription receivables, provision for loss on fees receivables and revenue derived from phased out products. We believe that Adjusted Revenue provides a meaningful understanding of revenue from ongoing products and recurring revenue for comparability purposes.

We define Adjusted Gross Profit as gross profit less revenue derived from phased out products. We define Adjusted EBITDA as net income (loss) plus interest expense related to corporate debt, income tax expense (benefit), depreciation and amortization expense, change in fair value of warrant liability, change in fair value of subordinated convertible notes, change in fair value of contingent consideration from mergers and acquisitions, stock-based compensation and one-time expenses less origination financing cost of capital. We believe that these measures provide a meaningful understanding of an aspect of profitability based on our current product portfolio.

Adjusted Revenue, Adjusted Gross Profit and Adjusted EBITDA are useful to an investor in evaluating our performance because these measures:

• are widely used by investors to measure a company's operating performance;

•are metrics used by rating agencies, lenders and other parties to evaluate our credit worthiness; and

•are used by our management for various purposes, including as measures of performance and as a basis for strategic planning and forecasting.

The reconciliation of total revenue, net to Adjusted Revenue for the three and nine months ended September 30, 2022 and 2021 is as follows:

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2022	**2021**	**2022**	**2021**
	(in thousands)			
Total revenues, net	$ 88,748	$ 44,217	$ 245,802	$ 115,527
Add back:				
Amortization of loan origination costs[1]	335	464	802	1,039
Less:				
Provision for credit losses on receivables - subscription receivables[2]	(1,256)	(1,025)	(4,018)	(2,204)
Provision for credit losses on receivables - fees receivables[3]	(2,553)	(1,671)	(6,758)	(3,563)
Revenue derived from products that have been phased out[4]	(0)	(6)	(21)	119
Adjusted Revenue	$ 85,275	$ 41,978	$ 235,808	$ 110,917

(1)Amortization of loan origination costs are included within net interest income from finance receivables.

(2)We deduct provision for credit losses on receivables related to subscription receivables from total revenue, net as it is related to revenue-based receivables. For U.S. GAAP reporting purposes, provision for loss on receivables related to subscription receivables is included within provision for loss on receivables on the statement of operations. Refer to Part I, Item 1 "Financial Statements — Summary of Significant Accounting Policies" for further discussion.

(3)We deduct provision for credit losses on receivables related to fees receivables from total revenue, net as it is related to revenue-based receivables. For U.S. GAAP reporting purposes, provision for loss on receivables related to fees receivables is included within provision for loss on receivables on the statement of operations. Refer to Part I, Item 1 "Financial Statements — Summary of Significant Accounting Policies" for further discussion.

(4)Revenue derived from products that have been phased out includes net interest income and fees related to unsecured personal loans, which are included within net interest income from finance receivables and service and subscription fees, respectively. Revenue from unsecured personal loans was $0.0 and $0.0 million for the three months ended September 30, 2022 and 2021, respectively, and $0.0 and $(0.1) million for the nine months ended September 30, 2022 and 2021, respectively.

The reconciliation of gross profit, which is prepared in accordance with U.S. GAAP, to Adjusted Gross Profit for the three and nine months ended September 30, 2022 and 2021 is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
	(in thousands)			
Total revenue, net	$ 88,748	$ 44,217	$ 245,802	$ 115,527
Less:				
Cost of Sales				
Direct costs	(28,837)	(10,885)	(79,427)	(31,331)
Provision for credit losses on receivables - subscription receivables[1]	(1,256)	(1,025)	(4,018)	(2,204)
Provision for credit losses on receivables - fees receivables[2]	(2,553)	(1,671)	(6,758)	(3,563)
Technology related costs	(2,410)	(1,633)	(7,396)	(4,493)
Professional services	(1,665)	(978)	(3,850)	(2,460)
Compensation and benefits	(2,780)	(1,015)	(6,451)	(2,805)
Other operating expenses	(121)	(54)	(344)	(163)
Gross Profit	$ 49,126	$ 26,957	$ 137,559	$ 68,506
Less:				
Revenue derived from products that have been phased out[3]	(0)	(6)	(21)	119
Adjusted Gross Profit	$ 49,126	$ 26,951	$ 137,538	$ 68,625

(1)We deduct provision for credit losses on receivables related to subscription receivables from total revenue, net as it is related to revenue-based receivables. For U.S. GAAP reporting purposes, provision for loss on receivables related to subscription receivables is included within provision for loss on receivables on the statement of operations. Refer to Part I, Item 1 “Financial Statements — Summary of Significant Accounting Policies” for further discussion.

(2)We deduct provision for credit losses on receivables related to fees receivables from total revenue, net as it is related to revenue-based receivables. For U.S. GAAP reporting purposes, provision for loss on receivables related to fees receivables is included within provision for loss on receivables on the statement of operations. Refer to the Part I, Item 1 “Financial Statements — Summary of Significant Accounting Policies” for further discussion.

(3)Revenue derived from products that have been phased out includes net interest income and fees related to unsecured personal loans, which are included within net interest income from finance receivables and service and subscription fees, respectively. Revenue from unsecured personal loans was $0.0 and $0.0 million for the three months ended September 30, 2022 and 2021, respectively, and $0.0 and $(0.1) million for the nine months ended September 30, 2022 and 2021, respectively.

The reconciliation of net loss, which is prepared in accordance with U.S. GAAP, to Adjusted EBITDA for the three and nine months ended September 30, 2022 and 2021 is as follows:

	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
	(in thousands)			
Net income (loss)	$ (21,017)	$ (24,645)	$ (54,060)	$ (137,240)
Add back:				
Interest related to corporate debt[1]	2,896	1,627	6,937	4,947
Income tax expense (benefit)	53	(1)	(28,348)	41
Depreciation and amortization expense	6,157	486	15,584	1,502
Changes in fair value of warrant liability	(414)	5,495	(7,275)	54,285
Changes in fair value of subordinated convertible notes	-	(7,684)	-	41,877
Change in fair value of contingent consideration from mergers and acquisitions	(10,214)	-	(14,034)	-
Stock-based compensation expense	5,127	586	13,643	2,425
One-time expenses[2]	3,068	7,183	9,887	6,247
Less:				
Origination financing cost of capital[3]	-	(3,520)	-	(9,364)
Adjusted EBITDA	$ (14,346)	$ (20,474)	$ (57,669)	$ (35,280)

(1)We add back the interest expense related to all outstanding corporate debt, excluding outstanding principal balances related to the ROAR 1 SPV Credit Facility and the ROAR 2 SPV Credit Facility. For U.S. GAAP reporting purposes, interest expense related to corporate debt is included within interest expense in the statement of operations.

(2)We add back other one-time expenses, including those related to transactions, including mergers and acquisitions and financings, that occurred, litigation-related expenses and non-recurring costs or gains. Generally, these expenses are included within other expenses or professional fees in the statement of operations.

(3)Origination financing cost of capital represents the preferred return attributable to IIA investors. This is included within temporary equity on historical consolidated balance sheets. Since we transitioned away from IIA in December 2021, this will have no impact on our Adjusted EBITDA going forward.

Changes in Financial Condition to September 30, 2022 from December 31, 2021

	September 30, 2022	December 31, 2021	Change $	Change %
Assets				
Cash and restricted cash	$ 189,209	$ 246,224	$ (57,015)	-23.2 %
Consumer receivables	152,718	153,741	(1,023)	-0.7 %
Allowance for credit losses on consumer receivables	(22,633)	(22,323)	(310)	1.4 %
Consumer receivables, net	130,085	131,418	(1,333)	-1.0 %
Enterprise receivables	20,825	6,002	14,823	247.0 %
Property and equipment, net	2,896	1,801	1,095	60.8 %
Goodwill and intangible assets, net	366,931	77,665	289,266	372.5 %
Other assets	48,854	28,428	20,426	71.9 %
Total assets	$ 758,800	$ 491,538	$ 267,262	54.4 %
Liabilities and Stockholders' Equity				
Liabilities:				
Debt agreements	241,645	186,591	55,054	29.5 %
Accounts payable and accrued liabilities	54,049	36,868	17,181	46.6 %
Warrant liability	985	8,260	(7,275)	-88.1 %
Other liabilities	60,051	38,135	21,916	57.5 %
Total liabilities	356,730	269,854	86,876	32.2 %
Redeemable convertible preferred stock (Series A)	173,142	-	173,142	nm
Stockholders' equity:				
Common Stock	25	23	2	8.7 %
Additional paid-in capital	761,576	701,234	60,342	8.6 %
Accumulated deficit	(522,973)	(469,873)	(53,100)	11.3 %
Treasury stock	(9,700)	(9,700)	-	0.0 %
Total stockholders' equity	228,928	221,684	7,244	3.3 %
Total liabilities, redeemable convertible preferred stock and stockholders' equity	$ 758,800	$ 491,538	$ 267,262	54.4 %

Assets

Cash and restricted cash

Cash and restricted cash decreased by $57.0 million, or 23.2%, to $189.2 million as of September 30, 2022, as compared to $246.2 million as of December 31, 2021. Refer to the "— Cash Flows" section below for further discussion on the net change in cash and restricted cash from operating activities, investing activities and financing activities during the period.

Consumer receivables, net

Consumer receivables, net decreased by $1.3 million, or 1.0%, to $130.1 million as of September 30, 2022, as compared to $131.4 million as of December 31, 2021. The decrease was primarily attributable to a decrease in loan receivables, which was mostly offset by an increase in Instacash receivables from December 31, 2021 to September 30, 2022.

Enterprise receivables

Enterprise receivables increased by $14.8 million, or 247.0%, to $20.8 million as of September 30, 2022, as compared to $6.0 million as of December 31, 2021. This increase was primarily attributable to the acquisition of Even Financial, which significantly expanded the Company's enterprise service offering.

Goodwill and intangible assets, net

Goodwill and intangible assets, net increased by $289.3 million, or 372.5%, to $366.9 million as of September 30, 2022, as compared to $77.7 million as of December 31, 2021. This increase was attributable to the Even Acquisition, which closed in the first quarter of 2022.

Other assets

Other assets increased by $20.4 million, or 71.9%, to $48.9 million as of September 30, 2022, as compared to $28.4 million as of December 31, 2021. This was primarily attributable to an increase in receivables from payment processors and the new lease accounting standard adopted during the first quarter of 2022, which resulted in an operating lease right-of-use asset of $8.8 million as of September 30, 2022.

Liabilities

Debt agreements

Debt agreements increased by $55.1 million, or 29.5%, to $241.6 million as of September 30, 2022, as compared to $186.6 million as of December 31, 2021. Refer to the Part I, Item 1 “Financial Statements — Debt” for further discussion of financing transactions.

Accounts payable and accrued expenses

Accounts payable and accrued expenses increased by $17.2 million, or 46.6%, to $54.0 million as of September 30, 2022, as compared to $36.9 million as of December 31, 2021, which was primarily attributable to new accounts payable and accruals of $12.9 million associated with Even Financial, which the Company acquired during the first quarter of 2022, and an accrual related to dividends on the Series A Redeemable Convertible Preferred Stock, which was partially offset by a reduction in transaction costs payable related to the Business Combination which were outstanding as of December 31, 2021.

Warrant liability

Warrant liability decreased by $7.3 million, or 88.1%, to $1.0 million as of September 30, 2022, as compared to $8.3 million as of December 31, 2021. Refer to the “— Results of Operations for the Three and Nine Months Ended September 30, 2022 and 2021” section above for further discussion on the change in fair value of warrant liability.

Other liabilities

Other liabilities increased by $21.9 million, or 57.5%, to $60.1 million as of September 30, 2022, as compared to $38.1 million as of December 31, 2021. The increase was primarily attributable to an increase in liabilities related to contingent consideration from mergers and acquisitions of $8.7 million primarily related to the Even Acquisition and an increase from the new lease accounting standard adopted during the first quarter of 2022, which resulted in an operating lease liability of $9.4 million as of September 30, 2022.

Liquidity and Capital Resources

As a result of the Business Combination, we raised net proceeds of $293.2 million, including the contribution of cash held in Fusion's trust account from its initial public offering of $91.1 million, post redemption of Fusion's common stock held by Fusion's public stockholders prior to the Business Combination, and $250.0 million of private investment in public equity ("PIPE") at $10.00 per share of MoneyLion Class A Common Stock, net of transaction expenses. Prior to the Business Combination, the funds received from previous common stock and redeemable convertible preferred stock equity financings, as well as the Company's ability to obtain lending commitments, provided the liquidity necessary for the Company to fund its operations. We believe our existing cash and cash equivalents and cash flows from operating activities will be sufficient to meet our operating working capital needs for at least the next twelve months. Our future financing requirements will depend on several factors including our growth, the timing and level of spending to support continued development of our platform, the expansion of marketing activities and merger and acquisition activity. In addition, growth of our finance receivables increases our liquidity needs, and any failure to meet those liquidity needs could adversely affect our business. Additional funds may not be available on terms favorable to us or at all. If the Company is unable to generate positive operating cash flows, additional debt and equity financings or refinancing of existing debt financings may be necessary to sustain future operations.

Receivables originated on our platform, including Credit Builder Plus loans and Instacash advances, were primarily financed through IIA until the end of the fourth quarter of 2021. Beginning in the fourth quarter of 2021, MoneyLion transitioned its primary source of funding for originated receivables from IIA to special purpose vehicle financings from third-party institutional lenders. As of September 30, 2022, there was an outstanding principal balance of $83.0 million under the ROAR 1 SPV Credit Facility and an outstanding principal balance of $73.0 million under the ROAR 2 SPV Credit Facility. See Part I, Item 1 "Financial Statements — Variable Interest Entities" for more information on the ROAR 1 SPV Credit Facility and ROAR 2 SPV Credit Facility.

The following table presents the Company's cash, restricted cash and receivable from payment processor, as of September 30, 2022 and December 31, 2021:

	September 30, 2022	December 31, 2021
Cash	$ 126,369	$ 201,763
Restricted cash	62,840	44,461
Receivable from payment processor	$ 32,348	$ 18,576

Cash Flows

The following table presents net change in cash and restricted cash from operating, investing and financing activities during the nine months ended September 30, 2022 and 2021:

	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Net cash used in operating activities	$ (9,896)	$ (2,062)
Net cash used in investing activities	(101,607)	(91,215)
Net cash provided by financing activities	54,488	371,352
Net change in cash and restricted cash	$ (57,015)	$ 278,075

Operating Activities

Net cash used in operating activities was $9.9 million for the nine months ended September 30, 2022 compared to net cash used in operating activities of $2.1 million for the nine months ended September 30, 2021. This increase in net cash used in operating activities was primarily driven by changes in working capital, partially offset by an increase in profitability, after adjusting for non-cash activity included in our net loss, of approximately $5.8 million during the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021.

Investing Activities

Net cash used in investing activities was $101.6 million for the nine months ended September 30, 2022 compared to net cash used in investing activities of $91.2 million for the nine months ended September 30, 2021. The increase in net cash used in investing activities was primarily related to $18.6 million spent on the Even Acquisition, net of cash received, and increased spending on internal-use software, which was partially offset by a reduction in net originations and collections of finance receivables during the nine months ended September 30, 2022.

Financing Activities

Net cash provided by financing activities was $54.5 million for the nine months ended September 30, 2022 compared to net cash provided by financing activities of $371.4 million for the nine months ended September 30, 2021. The decrease in cash provided by financing activities was primarily attributable to the net proceeds received from the reverse capitalization in connection with the Business Combination and from IIA during the nine months ended September 30, 2021 compared to 2022.

Financing Arrangements

Refer to the Part I, Item 1 “Financial Statements — Debt” for further discussion on financing transactions during the period.

Contractual Obligations

The table below summarizes debt, lease and other long-term minimum cash obligations outstanding as of September 30, 2022:

	Total	Remainder 2022	2023 – 2024	2025 – 2026	Thereafter
Monroe Term Loans	90,000	—	20,000	70,000	—
ROAR 1 SPV Credit Facility	83,000	—	—	83,000	—
ROAR 2 SPV Credit Facility	73,000	—	—	73,000	—
Operating lease obligations	12,619	793	6,270	3,884	1,672
Vender unconditional purchase obligations	37,957	—	12,457	17,000	8,500
Total	$ 296,576	$ 793	$ 38,727	$ 246,884	$ 10,172

Secured Loans and Other Debt

For more information regarding our secured loans and other debt, see Part I, Item 1 *“*Financial Statements — Debt*”* in this Quarterly Report on Form 10-Q.

Equity

Series A Redeemable Convertible Preferred Stock

In connection with the acquisition of Even Financial, the Company issued 28,693,931 shares of Series A Redeemable Convertible Preferred Stock. For more information regarding the Series A Redeemable Convertible Preferred Stock, see Part I, Item 1 “Financial Statements — Common and Preferred Stock.”

Off-Balance Sheet Arrangements

At September 30, 2022, the Company did not have any material off-balance sheet arrangements.

Critical Accounting Policies and Estimates

See Part I, Item 1 “Financial Statements — Summary of Significant Accounting Policies” for a description of critical accounting policies and estimates.

Recently Issued and Adopted Accounting Pronouncements

See Part I, Item 1 “Financial Statements — Summary of Significant Accounting Policies” for a description of recently issued accounting pronouncements that may potentially impact our results of operations, financial condition or cash flows.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily the result of fluctuations in interest rates.

Interest Rates Risk

Interest rates may adversely impact our customers’ level of engagement on our platform and ability and willingness to pay outstanding amounts owed to us. While we do not charge interest on a lot of our products, higher interest rates could deter customers from utilizing our credit products and other loans. Moreover, higher interest rates may lead to increased delinquencies, charge-offs and allowances for loans and interest receivable, which could have an adverse effect on our operating results.

The Monroe Term Loans, and future funding arrangements may, bear a variable interest rate. The ROAR 1 SPV Credit Facility and ROAR 2 SPV Credit Facility have fixed interest rates. Given the fixed interest rates charged on many of our loans, a rising variable interest rate would reduce our interest margin earned in these funding arrangements. Dramatic increases in interest rates may make these forms of funding nonviable. A one percent change in the interest rate on our variable interest rate debt, based on principal balances as of September 30, 2022, would result in an approximately $0.9 million impact to annual interest expense.

Item 4. Controls and Procedures

Restatement of Q3 2021 Financial Statements

On March 10, 2022, the Company filed Amendment No. 1 to the Quarterly Report on Form 10-Q/A for the quarterly period ended September 30, 2021 (the “Q3 10-Q/A”) in order to restate (the “Q3 2021 Restatement”) the financial statements and related financial information contained in the Company’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021, originally filed with the SEC on November 15, 2021, arising from:

- the manner in which the Company accounted for the conversion of subordinated convertible notes and exercise of stock warrants into equity in connection with the Business Combination Closing, as the subordinated convertible notes and the stock warrants should have been marked to fair value as of the Business Combination Closing, with the related change in fair value recorded in operating expenses before the liabilities were reclassified to equity, instead of reclassifying these liabilities to equity based on their June 30, 2021 fair value measurement; and
- the failure to include the impact of dilutive securities in the calculation of diluted net income per share for the three months ended September 30, 2021.

Further information about the Q3 2021 Restatement is described in the Q3 10-Q/A, filed with the SEC on March 10, 2022.

Restatement of FY 2021 and Q1 2022 Financial Statements

On August 11, 2022, the Company filed (a) Amendment No. 1 to the Annual Report on Form 10-K/A for the fiscal year ended December 31, 2021 (the "FY 2021 10-K/A") in order to restate (the "FY 2021 Restatement") the financial statements and related financial information contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, originally filed with the SEC on March 17, 2022, and (b) Amendment No. 1 to the Quarterly Report on Form 10-Q/A for the quarterly period ended March 31, 2022 (the "Q1 2022 10-Q/A") in order to restate (the "Q1 2022 Restatement" and together with the Q3 2021 Restatement and the FY 2021 Restatement, the "Restatements") the financial statements and related financial information contained in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2022, originally filed with the SEC on May 16, 2022, in each case arising from the manner in which the Company classified and accounted for the make-whole provision (the "Closing Make-Whole Provision") relating to certain MoneyLion Class A Common Stock consideration paid and payable to the sellers of MALKA in connection with the closing of the MALKA Acquisition, as the Closing Make-Whole Provision should have been classified as a liability within the scope of Accounting Standards Codification 480, *Distinguishing Liabilities from Equity*, as of the closing date of the MALKA Acquisition, with subsequent changes in the fair value of such liability recorded in the consolidated statement of operations under change in fair value of contingent consideration from mergers and acquisitions. Further information about the FY 2021 Restatement and the Q1 2022 Restatement is described in the FY 2021 10-K/A and Q1 2022 10-Q/A, respectively, each filed with the SEC on August 11, 2022.

Evaluation of Disclosure Controls and Procedures

Disclosure controls are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), such as this Quarterly Report on Form 10-Q, is recorded, processed, summarized, and reported within the time period specified in the SEC's rules and forms. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), as appropriate to allow timely decisions regarding required disclosure. Our management evaluated, with the participation of our current Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), the effectiveness of our disclosure controls and procedures as of September 30, 2022, pursuant to Rule 13a-15(b) under the Exchange Act. Based upon that evaluation, our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer) concluded that, in light of the Restatements, as well as the related material weakness identified in connection therewith, our disclosure controls and procedures were not effective as of September 30, 2022. As a result, we performed additional analysis as deemed necessary to ensure that our consolidated financial statements included in this Quarterly Report on Form 10-Q were prepared in accordance with U.S. generally accepted accounting principles. Accordingly, management believes that the financial statements included in this Quarterly Report on Form 10-Q present fairly, in all material respects, our financial position, result of operations and cash flows for the periods presented.

We do not expect that our disclosure controls and procedures will prevent all errors and all instances of fraud. Disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Further, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and the benefits must be considered relative to their costs. Because of the inherent limitations in all disclosure controls and procedures, no evaluation of disclosure controls and procedures can provide absolute assurance that we have detected all our control deficiencies and instances of fraud, if any. The design of disclosure controls and procedures also is based partly on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during the quarter ended September 30, 2022 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting, other than as described below with respect to our ongoing remediation efforts.

In connection with our remediation efforts of the material weakness in our internal control over financial reporting and as part of our overall efforts to develop and refine our disclosure controls and procedures and improve our internal control over financial reporting as part of our obligations as a public company, we have added additional resources intended to enhance our accounting and financial reporting functions, including hiring additional qualified personnel with technical expertise. We have also continued to develop formal processes in consultation with our third-party professional advisors, including formalizing our control evidence and processes, that are intended to ensure a sufficient level of precision is embedded in all financial reporting control activities. In addition, we have continued to enhance the supervisory review of accounting procedures in financial reporting and expanded and improved our review process for complex securities and transactions and related accounting standards.

In light of the errors resulting in the Restatements as described above, we continue to evaluate the design of, and validate, our internal controls to ensure that they appropriately address changes in our business that could impact our system of internal controls, review our current processes and procedures to identify potential control design enhancements to ensure that our financial reporting is complete and accurate and develop a monitoring protocol to enable management to validate the operating effectiveness of key controls over financial reporting. We have also engaged a new third-party accounting firm to assist with our remediation efforts and test the effectiveness of our internal controls. We believe that these actions will ultimately be effective in remediating the material weakness we have identified and will continue to evaluate our remediation efforts and report regularly to the Audit Committee of MoneyLion's board of directors on the progress and results of our remediation plan. We intend to complete the remediation by March 31, 2023, but these remediation measures may be time consuming and costly, and there is no assurance that we will be able to complete the remediation and put in place the appropriate controls within this timeframe or that these initiatives will ultimately have the intended effects.

Part II – OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are subject to various claims and legal proceedings in the ordinary course of business, including arbitrations, class actions and other litigation. We are also the subject of various actions, inquiries, investigations and proceedings by regulatory and other governmental agencies. The outcome of any such legal and regulatory matters, including those discussed in this section, is inherently uncertain and some of these matters may result in adverse judgments or awards, including penalties, injunctions or other relief, and could materially and adversely impact our business, financial condition, operating results and cash flows. See “Risk Factors — Risks Relating to Legal and Regulatory Matters — Unfavorable outcomes in legal proceedings may harm our business and results of operations” in the Company's Amendment No. 1 to the Annual Report on Form 10-K/A for the fiscal year ended December 31, 2021, filed with the SEC on August 11, 2022, for more information.

State Regulatory Examinations and Investigations

We hold a number of state licenses in connection with our business activities and must comply with various licensing, compliance and other requirements in the states in which we operate. In most states in which we operate, one or more regulatory agencies have authority with respect to regulation and enforcement under applicable state laws, and we may also be subject to the supervisory and examination authority of state regulators. Examinations by state regulators have and may continue to result in findings or recommendations that require us, among other potential consequences, to provide refunds to customers or to modify our internal controls and/or business practices.
With respect to our activities in California, we received a report of examination in 2020 from the California Department of Financial Protection and Innovation (the “CA DFPI”) regarding MoneyLion of California, LLC, our subsidiary, and a follow-up request for information in May 2021. This matter is ongoing, and we intend to continue to fully cooperate with the CA DFPI in this matter. In addition, the CA DFPI is currently conducting an industry-wide investigation of companies that provide earned wage access products and services, including Instacash. We intend to continue cooperating fully in this investigation and to that end entered into a memorandum of understanding (“MOU”) with the CA DFPI on February 23, 2021. The MOU requires us to regularly provide certain information to the CA DFPI and adhere to certain best practices regarding Instacash while the CA DFPI continues to investigate. Any potential impacts on our financial condition or operations relating to these CA DFPI matters are unknown at this time.

We are also in the process of responding to Civil Investigative Demands (“CIDs”) or other investigatory requests relating to our provision of consumer financial services from the office of the Attorney General of the Commonwealth of Virginia, the New York Attorney General’s Office, as well as the Colorado Department of Law. We are cooperating with each of these state regulators and intend to take any corrective actions required to maintain compliance with applicable state laws. We cannot predict the outcome or any potential impact on our financial condition or operations at this time.

CFPB Litigation

On September 29, 2022, the Consumer Financial Protection Bureau (the “CFPB”) initiated a civil action in the United States District Court for the Southern District of New York against MoneyLion Technologies Inc., ML Plus LLC and our 38 state lending subsidiaries, alleging violations of the Military Lending Act and the Consumer Financial Protection Act. The CFPB is seeking injunctive relief, redress for allegedly affected consumers and civil monetary penalties. As previously reported, the Company had been cooperating with the CFPB and was in the process of responding to CIDs from the CFPB. The Company believes the CFPB’s claims are meritless and intends to vigorously defend the lawsuit. Nonetheless, at this time, the Company cannot predict or determine the timing or final outcome of this matter or the effect that any adverse determinations the lawsuit may have on the Company, its financial condition or its operations.

SEC Investigation

As previously reported, we have been cooperating with an investigation by the SEC concerning IIA, which primarily held assets from institutional investors and was our primary source of funding for originated receivables through the end of the fourth quarter of 2021. On November 9, 2022, we were informed by the SEC's Division of Enforcement that it has concluded the investigation regarding MoneyLion and IIA and does not plan to recommend that the SEC take any enforcement action.

Item 1A. Risk Factors

As of the date of this Quarterly Report on Form 10-Q, there have been no material changes to the risk factors disclosed in the Company's Amendment No. 1 to the Annual Report on Form 10-K/A for the fiscal year ended December 31, 2021, filed with the SEC on August 11, 2022. We may disclose additional changes to such factors or disclose additional factors from time to time in our future filings with the SEC.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On July 6, 2022, in connection with MoneyLion's prior acquisition of Even Financial, MoneyLion issued 64 restricted shares of Series A Redeemable Convertible Preferred Stock to Broadhaven Securities, LLC, as advisors of Even Financial, which shares were previously subject to the purchase price adjustment escrow provisions of the Amended and Restated Agreement and Plan of Merger governing the Even Acquisition. For more information regarding the Series A Redeemable Convertible Preferred Stock, including the terms of conversion, see Part I, Item 1 "Financial Statements — Common and Preferred Stock."

On September 30, 2022, in connection with MoneyLion's prior acquisition of MALKA, MoneyLion issued 6,196,031 restricted shares of MoneyLion Class A Common Stock in aggregate to Jeffrey Frommer, Lyusen Krubich, Daniel Fried and Pat Capra, the former shareholders of MALKA, pursuant to the make-whole provisions of the Membership Interest Purchase Agreement governing the MALKA Acquisition.

Such offers, sales and issuances of MoneyLion securities were deemed to be exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), in reliance on Section 4(a)(2) of the Securities Act as transactions by an issuer not involving a public offering. The recipients of securities in each of these transactions acquired the securities for investment only and not with a view to or for sale in connection with any distribution thereof. No underwriters were involved in any of the foregoing transactions.

Item 3. Default Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, the representations, warranties, covenants and agreements contained in such exhibits were made only for the purposes of such agreement and as of specified dates, were solely for the benefit of the parties to such agreement and may be subject to limitations agreed upon by the contracting parties. The representations and warranties may have been made for the purposes of allocating contractual risk between the parties to such agreements instead of establishing these matters as facts and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. Unless otherwise explicitly stated therein, investors and security holders are not third-party beneficiaries under any of the agreements attached as exhibits hereto and should not rely on the representations, warranties, covenants and agreements or any descriptions thereof as characterizations of the actual state of facts or condition of the Company or any of its affiliates or businesses. Moreover, the assertions embodied in the representations and warranties contained in each such agreement are qualified by information in confidential disclosure letters or schedules that the parties have exchanged. Moreover, information concerning the subject matter of the representations and warranties may change after the respective dates of such agreements, which subsequent information may or may not be fully reflected in the Company's public disclosures.

Exhibit No.	Description
10.1*	Second Amendment to Accounting Servicing Agreement, dated as of September 6, 2022, by and between ML Plus LLC and Pathward, N.A. (f/k/a MetaBank, N.A.).
31.1*	Certification of the Chief Executive Officer pursuant to Exchange Act Rules Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of the Chief Financial Officer pursuant to Exchange Act Rules Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101).

* Filed herewith.
** The certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Quarterly Report on Form 10-Q and will not be deemed "filed" for purposes of Section 18 of the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MONEYLION INC.

Date: November 10, 2022	By: /s/ Richard Correia Richard Correia Chief Financial Officer and Treasurer (Principal Financial Officer)
Date: November 10, 2022	By: /s/ Mark Torossian Mark Torossian Chief Accounting Officer (Principal Accounting Officer)

SECOND AMENDMENT TO ACCOUNT SERVICING AGREEMENT

This Second Amendment to Account Servicing Agreement ("**Second Amendment**") is entered into as of September 6, 2022 (the "**Second Amendment Effective Date**") by and between **Pathward, N.A.** (f/k/a MetaBank, National Association) ("**Bank**"), and **ML Plus LLC** ("**Servicer**")**,** each referred to as a "**Party**" individually and "**Parties**" collectively. Any capitalized terms used but not otherwise defined in this Second Amendment have the same meaning as defined in the Agreement.

WHEREAS, Bank and Servicer offer certain Programs to their customers pursuant to an Account Servicing Agreement between the Parties dated January 14, 2020, as amended by that certain Program Features Addendum dated March 25, 2020, as further amended by that certain Check Refund Services Addendum dated May 12, 2020, and as further amended by that certain First Amendment to Account Servicing Agreement dated December 8, 2021 (as so amended and as further amended or restated from time to time, the "**Agreement**");

WHEREAS, both Parties desire to enter into this Second Amendment for purposes of facilitating the offering a funds transfer service with Programs;

NOW, THEREFORE, in consideration of the mutual covenants and promises of the Parties and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the Parties agree as follows intending to be legally bound:

1.The following Section 3.22 is hereby added to the Agreement:

SECTION 3.22 Transfer Service Feature

In the event a funds transfer service is offered to Accountholders in Programs, Bank and Servicer shall each comply with their respective obligations under Schedule F with respect to the Transfer Service.

2.The attached Schedule F is hereby added to the Agreement:

3.This Second Amendment constitutes the entire agreement among the Parties concerning the subject matter of the Second Amendment. Except as specifically set forth herein, all terms and conditions of the Agreement shall remain in full force and effect. This Second Amendment is in addition to and is not meant to replace or supersede any provisions in the Agreement. To the extent there is a conflict between this Second Amendment and the Agreement, this Second Amendment shall prevail only with respect to the Transfer Service. This Second Amendment may be executed in counterparts, including by facsimile signature, each of which counterpart will be deemed an original.

IN WITNESS WHEREOF, the undersigned have executed this Second Amendment as of the Second Amendment Effective Date.

ML Plus LLC	**Pathward, N.A.**
By: /s/ Mark Torossian	By: /s/ Will Sowell
Name: Mark Torossian	Name: Will Sowell
Title: Chief Accounting Officer	Title: SVP Issuing and Deposits

SCHEDULE F

TRANSFER SERVICE FEATURE ADDENDUM

Servicer wishes to provide a funds transfer service feature to Accountholders for certain Programs to allow customers to (i) add funds to their Account by external debit card from accounts of the customer at other financial institutions; (ii) make transfers of funds from their Account to RoarMoney accounts of other customers and (iii) make transfers of funds between their Account and accounts of the customer at other financial institutions (the "**Transfer Service**"). Bank is willing to enable and provide such Transfer Service feature, subject to the terms set forth herein.

I. Duties of Servicer.

(a) *Program Feature.* The Transfer Service will be offered as a feature of the RoarMoney Demand Deposit Account Program and such other Programs as may be approved in advance by Bank. Servicer is responsible for ensuring that the offering and marketing of the Transfer Service shall be subject to the terms of the Agreement, Applicable Law, and consumer disclosures approved by Bank. Without limiting the foregoing, Servicer shall comply with all marketing guidelines provided by Bank related to the Transfer Service, and any marketing materials relating to the Transfer Service shall be considered Marketing Materials as such term is defined in the Agreement.

(b) *Initiation of Transfer Service Transactions.* Servicer, acting as third party service provider to Bank, and/or its Program Critical Subcontractors will process funds transfer Transaction requests through the Transfer Service on behalf of and as requested by Accountholders, and ensure that Transactions are properly authorized, accurate, complete, authentic, and comply with Applicable Law.

(c) *Reversals.* Servicer acknowledges and agrees that funds transfer Transactions through the Transfer Service operate on a "good funds" model in which settlement is performed for Accountholders whose identity has been verified and for funds transfer Transactions to accounts requested by such Accountholders. As between Bank and Servicer, Servicer is responsible for return of all or any portion of Accountholder Funds to an Accountholder for any reason, including a reversal, chargeback or refund of a funds transfer. As between Bank and Servicer, Servicer is solely responsible for ensuring that accurate information is provided in connection with a funds transfer request using the Transfer Service. Except as otherwise contemplated in the Agreement or the System Rules, neither Bank nor the applicable System is responsible for attempting to reverse any such funds transfer request made pursuant to this Schedule.

(d) *Monitoring*. Servicer shall be responsible for monitoring all Transfer Service Transaction activity performed pursuant to the terms of this Schedule, including those activities undertaken by any third party Processor and any Subcontractor. Such monitoring shall include, but not be limited to, activity trends, large dollar activity, returns (number and percentage), and duplicate Transfer Service Transactions on a daily basis.

(e) *Data Transmission.* Throughout the entirety of the conduct of its activities as a service provider in connection with the Transfer Service, Servicer shall: (i) be technically and operationally integrated with each System, directly or through a third party Processor or Subcontractor, to facilitate the processing of funds transfers as contemplated by the relevant System Rules; (ii) be in compliance with all applicable System requirements for funds transfers through the Transfer Service; and (iii) provide the information and instructions on behalf of Accountholders for each funds transfer pursuant to the applicable System Rules. As between Servicer and Bank, Servicer shall have full responsibility to ensure that any Transaction instructions submitted to Bank, the applicable System or other Person as necessary to facilitate Transfer Service Transactions are fully authorized, valid, complete and correct.

(f) *Data Handling.* Any data associated with a transfer made pursuant to the Transfer Service shall be treated as "Accountholder Data" and, as applicable, "Joint Accountholder Data" under the Agreement subject to the terms, restrictions and obligations applicable to such data under the Agreement, including but not limited to Servicer's data security obligations and restrictions on use under Article XII of the Agreement.

(g) *Reporting.* Servicer shall provide Bank with sufficient and accurate data files reflecting Transfer Service Transaction activity, in such form and with such frequency as determined by Bank in consultation with Servicer.

(h) *Accountholder Support.* As between Bank and Servicer, Servicer will be solely responsible for addressing and resolving Accountholder inquiries related to a Transfer Service Transaction or this Schedule.

(i) *Subcontractors.* Payliance and any other third parties retained by Servicer to facilitate the Transfer Service shall be deemed Program Critical Subcontractors of Servicer and subject to all terms applicable to Program Critical Subcontractors under the Agreement. Servicer shall notify Bank as soon as possible in the event Servicer's processing agreement with Payliance expires or terminates for any reason.

(j) *Liability.* As between Bank and Servicer, Servicer shall be solely responsible and liable for (a) ensuring that there are sufficient Accountholder Funds on deposit at Bank to cover any funds transfers from Accounts requested by Accountholders, (b) ensuring that there are sufficient funds on deposit in Accountholders' accounts at other banks to cover any funds transfers into Accounts requested by Accountholders, and (c) chargebacks, returns, and all errors in connection with Transfer Service Transactions, unless arising from the acts or omissions of Bank. Except to the extent caused by the gross negligence, bad faith or willful misconduct of Bank, Servicer shall be liable for any and all losses related to the Transfer Service, including but not limited to losses due to Transfer Service Transaction reversals, returns or fraud.

II. Operation.

The Parties shall mutually agree on a method for the operation of their existing accounts and platforms as required to make the Transfer Service available to Accountholders. The Parties shall cooperate and provide the necessary technical and business resources to allow the successful integration (to the extent any integration is required).

III. Fees and Expenses.

Fees charged to Accountholders who use the Transfer Service shall be collected by Bank and included in Program Revenues and paid to Servicer in accordance with the compensation terms of the Agreement. All expenses relating to the Transfer Service, including but not limited to the following, shall be deemed Servicer Expenses for which Servicer shall be responsible, and shall be deducted from Program Revenues in accordance with the compensation terms of the Agreement, except to the extent caused by the gross negligence, bad faith or willful misconduct of Bank.

(i) All fines and penalties assessed by a System or a Regulatory Authority due to the actions, inactions, or omissions of Servicer or any Accountholder or any agent or Subcontractor of Servicer.

(ii) All expenses associated with and losses from non-sufficient fund payment requests, chargebacks, fraud, or any other Transfer Service Transactions where funds are not available and the payment was already completed or is required to be charged back.

(iii) All fees, costs or losses incurred by Bank due to errors or inaccurate information provided in connection with the Transfer Service.

IV. Termination and Suspension.

(a) Bank may at any time suspend or terminate all or a portion of Servicer's offering of the Transfer Service in its reasonable discretion following consultation with Servicer upon the occurrence of any event described in Section 9.2(a) or (b) of the Agreement, or if Bank determines that use of the Transfer Service could result in (i) a violation of Applicable Law or a directive from a Regulatory Authority; (ii) a material reputational risk to Bank or a threat to the safety and soundness of Bank; (iii) a material adverse impact to Accountholders or prospective Accountholders; (iv) a risk of a data security breach; or (v) excessive returns, reversals or errors in connection with the Transfer Service. Bank may also suspend or cease enabling and providing the Transfer Service pursuant to this Schedule in the event Servicer's processing agreement with Payliance expires or terminates for any reason without a replacement processing agreement in place that is acceptable to Bank in its reasonable discretion.

(b) Upon any termination of this Schedule, Bank and Servicer shall cooperate in good faith to establish a wind-down plan for discontinuing the Transfer Service. Each Party shall perform their responsibilities in accordance with such wind-down plan until the completion of the plan. Upon any suspension of the Transfer Service Bank and Servicer shall cooperate in good faith to resume Transfer Service activity in accordance with the Agreement; provided, however, that Bank shall not be required to resume Transfer Service activity if Bank in its sole discretion determines that resumption of Transfer Service activity would or could result in (i) a reputational risk to, or a threat to the safety and soundness of, Bank; (ii) a material adverse impact to Accountholders; (iii) a risk of a data security breach; or (iv) excessive returns, reversals or errors in connection with the Transfer Service.

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Diwakar Choubey, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of MoneyLion Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 10, 2022

By: /s/ Diwakar Choubey
Diwakar Choubey
Chief Executive Officer and President
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard Correia, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of MoneyLion Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 10, 2022

By: /s/ Richard Correia
Richard Correia
Chief Financial Officer and Treasurer
(Principal Financial Officer)

Exhibit 32.1

Certification of Chief Executive Officer
Pursuant To Rule 18 U.S.C. Section 1350

In connection with the Quarterly Report on Form 10-Q of MoneyLion Inc. (the "Company") for the quarterly period ended September 30, 2022, as filed with the U.S. Securities and Exchange Commission (the "Report"), I, Diwakar Choubey, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 10, 2022

/s/ Diwakar Choubey
Diwakar Choubey
Chief Executive Officer and President

Exhibit 32.2

Certification of Chief Executive Officer
Pursuant To Rule 18 U.S.C. Section 1350

In connection with the Quarterly Report on Form 10-Q of MoneyLion Inc. (the “Company”) for the quarterly period ended September 30, 2022, as filed with the U.S. Securities and Exchange Commission (the “Report”), I, Richard Correia, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 10, 2022

/s/ Richard Correia
Richard Correia
Chief Financial Officer and Treasurer