

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED: JUNE 30, 2014

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: 1-33796

CHIMERA INVESTMENT CORPORATION

(Exact name of Registrant as specified in its Charter)

MARYLAND

(State or other jurisdiction of incorporation or organization)

26-0630461

(IRS Employer Identification No.)

1211 AVENUE OF THE AMERICAS, SUITE 2902  
NEW YORK, NEW YORK

(Address of principal executive offices)

10036  
(Zip Code)

(646) 454-3759  
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all documents and 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date:

Class  
Common Stock, \$.01 par value

Outstanding at August 8, 2014  
1,027,508,880

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**CHIMERA INVESTMENT CORPORATION**  
**FORM 10-Q**  
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**CHIMERA INVESTMENT CORPORATION**  
**CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION**  
(dollars in thousands, except share and per share data)

|  | June 30, 2014<br>(Unaudited) | December 31,<br>2013<br>(1) |
|--|------------------------------|-----------------------------|
| <b>Assets:</b>   |                              |                             |
| Cash and cash equivalents  | \$ 73,871                    | \$ 77,629                   |
| Non-Agency RMBS, at fair value   |                              |                             |
| Senior   | 230,465                      | 89,687                      |
| Senior interest-only   | 220,131                      | 229,065                     |
| Subordinated   | 485,544                      | 457,569                     |
| Subordinated interest-only   | 15,609                       | 16,571                      |
| Agency RMBS, at fair value   |                              |                             |
| Pass-through   | 7,976,923                    | 1,954,796                   |
| Interest-only  | 38,627                       | 42,782                      |
| Receivable for investments sold  | -                            | 253,541                     |
| Accrued interest receivable  | 31,105                       | 15,821                      |
| Other assets (includes Due from FIDAC of \$2 million and \$0, respectively)  | 82,182                       | 8,297                       |
| Derivatives, at fair value, net  | -                            | 8,095                       |
| <b>Subtotal</b>  | <b>9,154,457</b>             | <b>3,153,853</b>            |
| <b>Assets of Consolidated VIEs:</b>  |                              |                             |
| Non-Agency RMBS transferred to consolidated variable interest entities ("VIEs"), at fair value   | 2,682,308                    | 2,981,571                   |
| Securitized loans held for investment, net of allowance for loan losses of \$9 million, respectively   | 714,471                      | 783,484                     |
| Accrued interest receivable  | 14,681                       | 17,173                      |
| <b>Subtotal</b>  | <b>3,411,460</b>             | <b>3,782,228</b>            |
| <b>Total assets</b>  | <b>\$ 12,565,917</b>         | <b>\$ 6,936,081</b>         |
| <b>Liabilities:</b>  |                              |                             |
| Repurchase agreements, RMBS (\$6.1 billion and \$1.7 billion pledged as collateral, respectively)  | \$ 5,564,554                 | \$ 1,658,561                |
| Payable for investments purchased  | 2,030,128                    | -                           |
| Accrued interest payable   | 9,018                        | 1,397                       |
| Dividends payable  | 92,455                       | 297,904                     |
| Accounts payable and other liabilities   | 1,094                        | 1,861                       |
| Investment management fees and expenses payable to affiliate   | 6,280                        | 5,658                       |
| Derivatives, at fair value   | 25,325                       | 30,199                      |
| <b>Subtotal</b>  | <b>7,728,854</b>             | <b>1,995,580</b>            |
| <b>Non-Recourse Liabilities of Consolidated VIEs</b>   |                              |                             |
| Securitized debt, collateralized by Non-Agency RMBS (\$2.7 billion and \$3.0 billion pledged as collateral, respectively)                              | 787,162                      | 933,732                     |
| Securitized debt, collateralized by loans held for investment (\$703 million and \$763 million pledged as collateral, respectively)                    | 604,655                      | 669,981                     |
| Accrued interest payable   | 4,545                        | 5,278                       |
| <b>Subtotal</b>  | <b>1,396,362</b>             | <b>1,608,991</b>            |
| <b>Total liabilities</b>   | <b>\$ 9,125,216</b>          | <b>\$ 3,604,571</b>         |
| Commitments and Contingencies (See Note 16)  |                              |                             |
| <b>Stockholders' Equity:</b>   |                              |                             |
| Preferred Stock: par value \$0.01 per share; 100,000,000 shares authorized, 0 shares issued and outstanding, respectively                              | \$ -                         | \$ -                        |
| Common stock: par value \$0.01 per share; 1,500,000,000 shares authorized, 1,027,534,449 and 1,027,626,237 shares issued and outstanding, respectively | 10,273                       | 10,272                      |
| Additional paid-in-capital   | 3,605,358                    | 3,605,241                   |
| Accumulated other comprehensive income (loss)  | 1,079,648                    | 990,803                     |
| Retained earnings (accumulated deficit)  | (1,254,578)                  | (1,274,806)                 |
| <b>Total stockholders' equity</b>  | <b>\$ 3,440,701</b>          | <b>\$ 3,331,510</b>         |
| <b>Total liabilities and stockholders' equity</b>  | <b>\$ 12,565,917</b>         | <b>\$ 6,936,081</b>         |

(1) Derived from the audited consolidated financial statements.  
See accompanying notes to consolidated financial statements.

**CHIMERA INVESTMENT CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**  
(dollars in thousands, except share and per share data)  
(unaudited)

|  | For the Quarter Ended |                   | For the Six Months Ended |                   |
|--|-----------------------|-------------------|--------------------------|-------------------|
|  | June 30, 2014         | June 30, 2013     | June 30, 2014            | June 30, 2013     |
| <b>Net Interest Income:</b>  |                       |                   |                          |                   |
| Interest income  | \$ 49,056             | \$ 33,629         | \$ 84,512                | \$ 62,696         |
| Interest expense   | (3,504)               | (1,629)           | (5,230)                  | (3,462)           |
| Interest income, Assets of consolidated VIEs   | 85,262                | 93,936            | 170,473                  | 190,664           |
| Interest expense, Non-recourse liabilities of consolidated VIEs  | (17,176)              | (24,982)          | (37,875)                 | (51,978)          |
| Net interest income (expense)  | 113,638               | 100,954           | 211,880                  | 197,920           |
| <b>Other-than-temporary impairments:</b>   |                       |                   |                          |                   |
| Total other-than-temporary impairment losses   | (3,813)               | -                 | (4,213)                  | -                 |
| Portion of loss recognized in other comprehensive income (loss)  | (1,534)               | -                 | (2,668)                  | (6,163)           |
| Net other-than-temporary credit impairment losses  | (5,347)               | -                 | (6,881)                  | (6,163)           |
| <b>Other gains (losses):</b>   |                       |                   |                          |                   |
| Net unrealized gains (losses) on derivatives   | (22,497)              | 13,178            | (24,695)                 | 18,580            |
| Net realized gains (losses) on derivatives   | (19,792)              | (5,391)           | (25,540)                 | (10,921)          |
| <b>Net gains (losses) on derivatives</b>   | <b>(42,289)</b>       | <b>7,787</b>      | <b>(50,235)</b>          | <b>7,659</b>      |
| Net unrealized gains (losses) on interest-only RMBS  | 5,791                 | (12,974)          | 20,801                   | (13,987)          |
| Net realized gains (losses) on sales of investments  | (4,339)               | 54,117            | 4,038                    | 54,123            |
| Gain on deconsolidation  | 47,846                | -                 | 47,846                   | -                 |
| Loss on Extinguishment of Debt   | -                     | -                 | (2,184)                  | -                 |
| Total other gains (losses)   | 7,009                 | 48,930            | 20,266                   | 47,795            |
| Net investment income (loss)   | 115,300               | 149,884           | 225,265                  | 239,552           |
| <b>Other expenses:</b>   |                       |                   |                          |                   |
| Management fees  | 6,271                 | 6,498             | 12,492                   | 12,947            |
| Expense recoveries from Manager  | (2,164)               | (3,315)           | (2,845)                  | (5,170)           |
| Net management fees  | 4,107                 | 3,183             | 9,647                    | 7,777             |
| Provision for loan losses, net   | 214                   | (1,703)           | 533                      | (1,279)           |
| General and administrative expenses  | 6,210                 | 5,197             | 9,946                    | 10,044            |
| Total other expenses   | 10,531                | 6,677             | 20,126                   | 16,542            |
| <b>Income (loss) before income taxes</b>   | <b>104,769</b>        | <b>143,207</b>    | <b>205,139</b>           | <b>223,010</b>    |
| Income taxes   | -                     | -                 | 2                        | 2                 |
| <b>Net income (loss)</b>   | <b>\$ 104,769</b>     | <b>\$ 143,207</b> | <b>\$ 205,137</b>        | <b>\$ 223,008</b> |
| <b>Net income (loss) per share available to common shareholders:</b>   |                       |                   |                          |                   |
| Basic  | \$ 0.10               | \$ 0.14           | \$ 0.20                  | \$ 0.22           |
| Diluted  | \$ 0.10               | \$ 0.14           | \$ 0.20                  | \$ 0.22           |
| <b>Weighted average number of common shares outstanding:</b>   |                       |                   |                          |                   |
| Basic  | 1,027,208,949         | 1,027,066,041     | 1,027,235,633            | 1,027,052,341     |
| Diluted  | 1,027,534,449         | 1,027,593,441     | 1,027,561,456            | 1,027,594,472     |
| <b>Dividends declared per share of common stock</b>  | <b>\$ 0.09</b>        | <b>\$ 0.09</b>    | <b>\$ 0.18</b>           | <b>\$ 0.18</b>    |
| <b>Comprehensive income (loss):</b>  |                       |                   |                          |                   |
| Net income (loss)  | \$ 104,769            | \$ 143,207        | \$ 205,137               | \$ 223,008        |
| Other comprehensive income (loss):   |                       |                   |                          |                   |
| Unrealized gains (losses) on available-for-sale securities, net  | 100,647               | (22,582)          | 138,150                  | 95,012            |
| Reclassification adjustment for net losses included in net income (loss) for other-than-temporary credit impairment losses | 5,347                 | -                 | 6,881                    | 6,163             |
| Reclassification adjustment for net realized losses (gains) included in net income (loss)                                  | 37                    | (54,117)          | (8,340)                  | (54,123)          |
| Reclassification adjustment for gain on deconsolidation included in net income   | (47,846)              | -                 | (47,846)                 | -                 |
| Other comprehensive income (loss)  | 58,185                | (76,699)          | 88,845                   | 47,052            |
| Comprehensive income (loss)  | \$ 162,954            | \$ 66,508         | \$ 293,982               | \$ 270,060        |

See accompanying notes to consolidated financial statements.

**CHIMERA INVESTMENT CORPORATION**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)**  
(dollars in thousands, except per share data)

|  | Common Stock<br>Par Value | Additional<br>Paid-in Capital | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Retained<br>Earnings<br>(Accumulated<br>Deficit) | Total        |
|--|---------------------------|-------------------------------|--|--|--------------|
| Balance, December 31, 2012   | \$ 10,268                 | \$ 3,604,554                  | \$ 989,936   | \$ (1,062,279)                                   | \$ 3,542,479 |
| Net income   | -                         | -                             | -  | 223,008  | 223,008      |
| Unrealized gains (losses) on available-for-sale securities, net  | -                         | -                             | 95,012   | -  | 95,012       |
| Reclassification adjustment for net losses included in net income (loss) for other-than-temporary credit impairment losses | -                         | -                             | 6,163  | -  | 6,163        |
| Reclassification adjustment for net realized losses (gains) included in net income (loss)                                  | -                         | -                             | (54,123)   | -  | (54,123)     |
| Proceeds from restricted stock grants  | 3                         | 160                           | -  | -  | 163          |
| Common dividends declared, \$0.18 per share  | -                         | -                             | -  | (184,869)  | (184,869)    |
| Balance, June 30, 2013   | \$ 10,271                 | \$ 3,604,714                  | \$ 1,036,988   | \$ (1,024,140)                                   | \$ 3,627,833 |
| Balance, December 31, 2013   | \$ 10,272                 | \$ 3,605,241                  | \$ 990,803   | \$ (1,274,806)                                   | \$ 3,331,510 |
| Net income   | -                         | -                             | -  | 205,137  | 205,137      |
| Unrealized gains (losses) on available-for-sale securities, net  | -                         | -                             | 138,150  | -  | 138,150      |
| Reclassification adjustment for net losses included in net income (loss) for other-than-temporary credit impairment losses | -                         | -                             | 6,881  | -  | 6,881        |
| Reclassification adjustment for net realized losses (gains) included in net income (loss)                                  | -                         | -                             | (8,340)  | -  | (8,340)      |
| Reclassification adjustment for gain on deconsolidation included in net income   | -                         | -                             | (47,846)   | -  | (47,846)     |
| Proceeds from restricted stock grants  | 1                         | 117                           | -  | -  | 118          |
| Common dividends declared, \$0.18 per share  | -                         | -                             | -  | (184,909)  | (184,909)    |
| Balance, June 30, 2014   | \$ 10,273                 | \$ 3,605,358                  | \$ 1,079,648   | \$ (1,254,578)                                   | \$ 3,440,701 |

See accompanying notes to consolidated financial statements.

**CHIMERA INVESTMENT CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(dollars in thousands)

|   | For the Six Months Ended |               |
|---|--------------------------|---------------|
|   | June 30, 2014            | June 30, 2013 |
| <b>Cash Flows From Operating Activities:</b>  |                          |               |
| Net income (loss)   | \$ 205,137               | \$ 223,008    |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |                          |               |
| (Accretion) amortization of investment discounts/premiums, net                              | (39,925)                 | (40,603)      |
| Amortization of deferred financing costs  | 1,177                    | 3,850         |
| Accretion (amortization) of securitized debt discounts/premiums, net                        | 5,064                    | 4,753         |
| Net unrealized losses (gains) on derivatives  | 24,695                   | (18,580)      |
| Net realized losses (gains) on option contracts settled                                     | 1,246                    | -             |
| Proceeds (payments) for derivative sales and settlements                                    | 5,477                    | -             |
| Margin (paid) received on derivatives   | (99,817)                 | -             |
| Net unrealized losses (gains) on interest-only RMBS   | (20,801)                 | 13,987        |
| Net realized losses (gains) on sales of investments   | (4,038)                  | (54,123)      |
| Gain on deconsolidation   | (47,846)                 | -             |
| Net other-than-temporary credit impairment losses   | 6,881                    | 6,163         |
| Loss on extinguishment of securitized debt  | 2,184                    | -             |
| Provision for loan losses, net  | 533                      | (1,279)       |
| Equity-based compensation expense   | 118                      | 163           |
| Changes in operating assets:  |                          |               |
| Decrease (increase) in accrued interest receivable, net                                     | (10,176)                 | 1,795         |
| Decrease (increase) in other assets   | (2,420)                  | 675           |
| Changes in operating liabilities:   |                          |               |
| Increase (decrease) in accounts payable and other liabilities                               | (767)                    | 1,129         |
| Increase (decrease) in investment management fees and expenses payable to affiliate         | 622                      | (1,877)       |
| Increase (decrease) in accrued interest payable, net  | 6,888                    | (3,008)       |
| Net cash provided by (used in) operating activities   | \$ 34,232                | \$ 136,053    |
| <b>Cash Flows From Investing Activities:</b>  |                          |               |
| Agency RMBS portfolio:  |                          |               |
| Purchases   | \$ (4,333,388)           | \$ (934,685)  |
| Sales   | 578,848                  | 285,698       |
| Principal payments  | 121,100                  | 300,187       |
| Non-Agency RMBS portfolio:  |                          |               |
| Purchases   | (188,779)                | (174,661)     |
| Sales   | 49,446                   | 143,864       |
| Principal payments  | 16,927                   | 3,323         |
| Non-Agency RMBS transferred to consolidated VIEs:   |                          |               |
| Sales   | 212,394                  | -             |
| Principal payments  | 141,323                  | 230,947       |
| Securitized loans held for investment:  |                          |               |
| Principal payments  | 67,423                   | 367,765       |
| Net cash provided by (used in) investing activities   | \$ (3,334,706)           | \$ 222,438    |
| <b>Cash Flows From Financing Activities:</b>  |                          |               |
| Proceeds from repurchase agreements   | \$ 8,805,230             | \$ 3,633,247  |
| Payments on repurchase agreements   | (4,899,237)              | (3,683,131)   |
| Payments on securitized debt borrowings, collateralized by loans held for investment        | (65,545)                 | (363,451)     |
| Payments on securitized debt borrowings, collateralized by Non-Agency RMBS                  | (97,302)                 | (213,292)     |
| Repurchase of securitized debt borrowings, collateralized by Non-Agency RMBS                | (56,072)                 | -             |
| Common dividends paid   | (390,358)                | (184,864)     |
| Net cash provided by (used in) financing activities   | \$ 3,296,716             | (811,491)     |
| Net increase (decrease) in cash and cash equivalents  | (3,758)                  | (453,000)     |
| Cash and cash equivalents at beginning of period  | 77,629                   | 621,153       |
| Cash and cash equivalents at end of period  | \$ 73,871                | \$ 168,153    |
| <b>Supplemental disclosure of cash flow information:</b>                                    |                          |               |
| Interest received   | \$ 202,267               | \$ 214,552    |
| Interest paid   | \$ 29,976                | \$ 49,846     |
| Management fees and expenses paid to affiliate  | \$ 11,870                | \$ 14,824     |
| <b>Non-cash investing activities:</b>   |                          |               |
| Payable for investments purchased   | \$ 2,030,128             | \$ -          |
| Net change in unrealized gain (loss) on available-for sale securities                       | \$ 88,845                | \$ 47,052     |
| <b>Non-cash financing activities:</b>   |                          |               |
| Common dividends declared, not yet paid   | \$ 92,455                | \$ 92,436     |

See accompanying notes to consolidated financial statements.

**CHIMERA INVESTMENT CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**1. Organization**

Chimera Investment Corporation (the “Company”) was organized in Maryland on June 1, 2007. The Company commenced operations on November 21, 2007 when it completed its initial public offering. The Company elected to be taxed as a real estate investment trust (“REIT”) under the Internal Revenue Code of 1986, as amended, and regulations promulgated thereunder (the “Code”). The Company formed the following wholly-owned qualified REIT subsidiaries: Chimera Securities Holdings, LLC in July 2008; Chimera Asset Holding LLC and Chimera Holding LLC in June 2009; and Chimera Special Holding LLC in January 2010 which is a wholly-owned subsidiary of Chimera Asset Holding LLC. In July 2010, the Company formed CIM Trading Company LLC, a wholly-owned taxable REIT subsidiary (“TRS”). In October 2013, the Company formed Chimera Funding TRS LLC, which is a wholly-owned TRS.

Annaly Capital Management, Inc. (“Annaly”) owns approximately 4.4% of the Company’s common shares. The Company is managed by Fixed Income Discount Advisory Company (“FIDAC”), an investment advisor registered with the Securities and Exchange Commission (“SEC”). FIDAC is a wholly-owned subsidiary of Annaly.

**2. Summary of the Significant Accounting Policies**

**(a) Basis of Presentation and Consolidation**

The accompanying consolidated financial statements and related notes of the Company have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). In the opinion of management, all adjustments considered necessary for a fair presentation of the Company’s financial position, results of operations and cash flows have been included. These statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2013. Certain prior year amounts have been reclassified to conform to the current year’s presentation.

The consolidated financial statements include, on a consolidated basis, the Company’s accounts, the accounts of its wholly-owned subsidiaries, and variable interest entities (“VIEs”) in which the Company is the primary beneficiary. All significant intercompany balances and transactions have been eliminated in consolidation.

The Company uses securitization trusts considered to be VIEs in its securitization and re-securitization transactions. VIEs are defined as entities in which equity investors (i) do not have the characteristics of a controlling financial interest, and/or (ii) do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. The entity that consolidates a VIE is known as its primary beneficiary, and is generally the entity with (i) the power to direct the activities that most significantly impact the VIEs’ economic performance, and (ii) the right to receive benefits from the VIE or the obligation to absorb losses of the VIE that could be significant to the VIE. For VIEs that do not have substantial on going activities, the power to direct the activities that most significantly impact the VIEs’ economic performance may be determined by an entity’s involvement with the design and structure of the VIE.

The trusts are structured as pass through entities that receive principal and interest on the underlying collateral and distribute those payments to the certificate holders. The assets held by the securitization entities are restricted in that they can only be used to fulfill the obligations of the securitization entity. The Company’s risks associated with its involvement with these VIEs are limited to its risks and rights as a certificate holder of the bonds it has retained. There have been no recent changes to the nature of risks associated with the Company’s involvement with VIEs.

Determining the primary beneficiary of a VIE requires significant judgment. The Company determined that for the securitizations it consolidates, its ownership of substantially all subordinate interests provided the Company with the obligation to absorb losses and/or the right to receive benefits from the VIE that could be significant to the VIE. In addition, the Company is considered to have the power to direct the activities of the VIEs that most significantly impact the VIEs’ economic performance (“power”) or the Company was determined to have power in connection with its involvement with the purpose and design of the VIE.

The Company's interest in the assets held by these securitization vehicles, which are consolidated on the Company's Statements of Financial Condition, is restricted by the structural provisions of these entities, and a recovery of the Company's investment in the vehicles will be limited by each entity's distribution provisions. The liabilities of the securitization vehicles, which are also consolidated on the Company's Statements of Financial Condition, are non-recourse to the Company, and can generally only be satisfied from each securitization vehicle's respective asset pool.

The securitization entities are comprised of senior classes of residential mortgage backed securities ("RMBS") and jumbo, prime, residential mortgage loans. See Notes 3, 4 and 8 for further discussion of the characteristics of the securities and loans in the Company's portfolio.

**(b) Statements of Financial Condition Presentation**

The Company's Consolidated Statements of Financial Condition separately present: (i) the Company's direct assets and liabilities, and (ii) the assets and liabilities of consolidated securitization vehicles. Assets of each consolidated VIE can only be used to satisfy the obligations of that VIE, and the liabilities of consolidated VIEs are non-recourse to the Company. The Company is not obligated to provide, nor has it provided, any financial support to these consolidated securitization vehicles.

The Company has aggregated all the assets and liabilities of the consolidated securitization vehicles due to the determination that these entities are substantively similar and therefore a further disaggregated presentation would not be more meaningful. The notes to the consolidated financial statements describe the Company's direct assets and liabilities and the assets and liabilities of consolidated securitization vehicles. See Note 8 for additional information related to the Company's investments in consolidated securitization vehicles.

**(c) Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand and cash deposited overnight in money market funds, which are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation. There were no restrictions on cash and cash equivalents at June 30, 2014 and December 31, 2013.

**(d) Agency and Non-Agency Residential Mortgage-Backed Securities**

The Company invests in RMBS representing interests in obligations backed by pools of mortgage loans. The Company delineates between Agency RMBS and Non-Agency RMBS as follows: Agency RMBS are mortgage pass-through certificates, collateralized mortgage obligations ("CMOs"), and other RMBS representing interests in or obligations backed by pools of mortgage loans issued or guaranteed by agencies of the U.S. Government, such as Ginnie Mae, or federally chartered corporations such as Freddie Mac or Fannie Mae where principal and interest repayments are guaranteed by the respective agency of the U.S. Government or federally chartered corporation. Non-Agency RMBS are not issued or guaranteed by a U.S. Government Agency or other institution and are subject to credit risk. Repayment of principal and interest on Non-Agency RMBS is subject to the performance of the mortgage loans or RMBS collateralizing the obligation.

The Company classifies its RMBS as available-for-sale, records investments at estimated fair value as described in Note 5 of these consolidated financial statements, and includes unrealized gains and losses considered to be temporary on all RMBS, excluding interest-only ("IO") strips, in Other comprehensive income (loss) in the Consolidated Statements of Operations and Comprehensive Income (Loss). IO strips are recorded at estimated fair value and all unrealized gains and losses are included in earnings in the Consolidated Statements of Operations and Comprehensive Income (Loss). From time to time, as part of the overall management of its portfolio, the Company may sell any of its RMBS investments and recognize a realized gain or loss as a component of earnings in the Consolidated Statements of Operations and Comprehensive Income (Loss) utilizing the average cost method.

The Company's accounting policy for interest income and impairment related to its RMBS is as follows:

**Interest Income Recognition**



The recognition of interest income on RMBS securities varies depending on the characteristics of the security as follows:

***Agency RMBS and Non-Agency RMBS of High Credit Quality***

The Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 310-20, *Nonrefundable Fees and Other Costs* (“ASC 310-20”) is applied to the recognition of interest income for the following securities:

- Agency RMBS
- Non-Agency RMBS that meet all of the following conditions at the acquisition date (referred to hereafter as “Non-Agency RMBS of High Credit Quality”):
  1. Rated AA or higher by a nationally recognized credit rating agency. The Company uses the lowest rating available.
  2. The Company expects to collect all of the security’s contractual cash flows.
  3. The security cannot be contractually prepaid such that the Company would not recover substantially all of its recorded investment.

Under ASC 310-20, interest income, including premiums and discounts associated with the acquisition of these securities, is recognized over the life of such securities using the interest method based on the contractual cash flows of the security. In applying the interest method, the Company considers estimates of future principal prepayments in the calculation of the constant effective yield. Differences that arise between previously anticipated prepayments and actual prepayments received, as well as changes in future prepayment assumptions, result in a recalculation of the effective yield on the security on a quarterly basis. This recalculation results in the recognition of an adjustment to the carrying amount of the security based on the revised prepayment assumptions and a corresponding increase or decrease in reported interest income.

***Non-Agency RMBS Not of High Credit Quality***

Non-Agency RMBS that are purchased at a discount and that are not of high credit quality at the time of purchase are accounted for under ASC 310-30 *Loans and Debt Securities Acquired with Deteriorated Credit Quality* (“ASC 310-30”) or ASC 325-40, *Beneficial Interests in Securititized Financial Assets* (“ASC 325-40”) (referred to hereafter as “Non-Agency RMBS Not of High Credit Quality”).

Non-Agency RMBS are accounted for under ASC 310-30 if the following conditions are met as of the acquisition date:

1. There is evidence of deterioration in credit quality of the security from its inception.
2. It is probable that the Company will be unable to collect all contractual cash flows of the security.

Non-Agency RMBS that are not within the scope of ASC 310-30 are accounted for under ASC 325-40 if at the acquisition date:

1. The security is not of high credit quality (defined as rated below AA or is unrated), or
2. The security can contractually be prepaid or otherwise settled in such a way that the Company would not recover substantially all of its recorded investment.

Interest income on Non-Agency RMBS Not of High Credit Quality is recognized using the interest method based on management’s estimates of cash flows expected to be collected. The effective interest rate on these securities is based on management’s estimate for each security of the projected cash flows, which are estimated based on observation of current market information and include assumptions related to fluctuations in prepayment speeds and the timing and amount of credit losses. Quarterly, the Company reviews and, if appropriate, makes adjustments to its cash flow projections based on inputs and analyses received from external sources, internal models, and the Company’s judgments about prepayment rates, the timing and amount of credit losses, and other factors. Changes in the amount and/or timing of cash flows from those originally projected, or from those estimated at the last evaluation date, are considered to be either positive changes or adverse changes. For securities accounted for under ASC 325-40, any positive or adverse change in cash flows that does not result in the recognition of an other-than-temporary impairment (“OTTI”) results in a prospective increase or decrease in the effective interest rate used to recognize interest income. For securities accounted for under ASC 310-30, only significant positive changes are reflected prospectively in the effective interest rate used to recognize interest income. Adverse changes in cash flows expected to be collected are generally treated consistently for RMBS accounted for under ASC 325-40 and ASC 310-30, and generally result in recognition of an OTTI with no change in the effective interest rate used to recognize interest income.

## **Impairment**

### ***Considerations Applicable to all RMBS***

When the fair value of an available-for-sale RMBS is less than its amortized cost the security is considered impaired. On at least a quarterly basis the Company evaluates its securities for OTTI. If the Company intends to sell an impaired security, or it is more-likely-than-not that the Company will be required to sell an impaired security before its anticipated recovery, then the Company must recognize an OTTI through a charge to earnings equal to the entire difference between the investment's amortized cost and its fair value at the measurement date. If the Company does not intend to sell an impaired security and it is not more-likely-than-not that it would be required to sell an impaired security before recovery, the Company must further evaluate the security for impairment due to credit losses. The credit component of OTTI is recognized in earnings and the remaining or non-credit component is recorded as a component of Other comprehensive income (loss) ("OCI"). Following the recognition of an OTTI through earnings, a new amortized cost basis is established for the security and subsequent recoveries in fair value may not be adjusted through earnings.

When evaluating whether the Company intends to sell an impaired security or will more-likely-than-not be required to sell an impaired security before recovery, the Company makes judgments that consider among other things, its liquidity, leverage, contractual obligations, and targeted investment strategy to determine its intent and ability to hold the investments that are deemed impaired. The determination as to whether an OTTI exists is subjective as such determinations are based on factual information available at the time of assessment as well as the Company's estimates of future conditions. As a result, the determination of OTTI and its timing and amount is based on estimates that may change materially over time.

The Company's estimate of the amount and timing of cash flows for its RMBS is based on its review of the underlying securities or mortgage loans securing the RMBS. The Company considers historical information available and expected future performance of the underlying securities or mortgage loans, including timing of expected future cash flows, prepayment rates, default rates, loss severities, delinquency rates, percentage of non-performing loans, extent of credit support available, Fair Isaac Corporation ("FICO") scores at loan origination, year of origination, loan-to-value ratios, geographic concentrations, as well as reports by credit rating agencies, such as Moody's Investors Service, Inc., Standard & Poor's Rating Services or Fitch Ratings, Inc., general market assessments and dialogue with market participants. As a result, substantial judgment is used in the Company's analysis to determine the expected cash flows for its RMBS.

### ***Considerations Applicable to Non-Agency RMBS of High Credit Quality***

The impairment assessment for Non-Agency RMBS of High Credit Quality involves comparing the present value of the remaining cash flows expected to be collected to the amortized cost of the security at the assessment date. The discount rate used to calculate the present value of the expected future cash flows is based on the security's effective interest rate as calculated under ASC 310-20 (i.e., the discount rate implicit in the security as of the last measurement date). If the present value of the remaining cash flows expected to be collected is less than the amortized cost basis, an OTTI is recognized in earnings for the difference. This amount is considered to be the credit loss component; the remaining difference between amortized cost and the fair value of the security is considered to be the portion of loss recognized in other comprehensive income (loss).

Following the recognition of an OTTI through earnings for the credit loss component, a new amortized cost basis is established for the security and subsequent recoveries in fair value may not be adjusted through earnings.

### ***Considerations Applicable to Non-Agency RMBS Not of High Credit Quality***

Non-Agency RMBS within the scope of ASC 325-40 or ASC 310-30 are considered other-than-temporarily impaired when the following two conditions exist: (1) the fair value is less than the amortized cost basis, and (2) there has been an adverse change in cash flows expected to be collected from the last measurement date (i.e., adverse changes in either the amount or timing of cash flows from those previously expected).

The OTTI is separated into a credit loss component that is recognized in earnings and the portion of loss recognized in other comprehensive income (loss). The credit component is comprised of the impact of the fair value decline due to changes in assumptions related to default (collection) risk and prepayments. The portion of loss recognized in other comprehensive income (loss) comprises the change in fair value of the security due to all other factors, including changes in benchmark interest rates and market liquidity. In determining the OTTI related to credit losses for securities, the Company compares the present value of the remaining cash flows adjusted for prepayments expected to be collected at the current financial reporting date to the present value of the remaining cash flows expected to be collected at the original purchase date (or the last date those estimates were revised for accounting purposes). The discount rate used to calculate the present value of expected future cash flows is the effective interest rate used for income recognition purposes as determined under ASC 325-40 or ASC 310-30.

Following the recognition of an OTTI through earnings for the credit component, a new amortized cost basis is established for the security and subsequent recoveries in fair value may not be adjusted through earnings. However, to the extent that there are subsequent increases in cash flows expected to be collected, the OTTI previously recorded through earnings may be accreted into interest income following the guidance in ASC 325-40 or ASC 310-30.

The determination of whether an OTTI exists and, if so, the extent of the credit component is subject to significant judgment and management's estimates of both historical information available at the time of assessment, the current market environment, as well as the Company's estimates of the future performance and projected amount and timing of cash flows expected to be collected on the security. As a result, the timing and amount of OTTI constitutes an accounting estimate that may change materially over time.

**(e) Interest-Only RMBS**

The Company invests in IO Agency and Non-Agency RMBS strips ("IO RMBS strips"). IO RMBS strips represent the Company's right to receive a specified proportion of the contractual interest flows of the collateral. The Company has accounted for IO RMBS strips at fair value with changes in fair value recognized in the Company's Consolidated Statements of Operations and Comprehensive Income (Loss). The Company has elected the fair value option to account for IO RMBS strips to simplify the reporting of changes in fair value. The IO RMBS strips are included in RMBS, at fair value, on the accompanying Consolidated Statements of Financial Condition. Interest income on IO RMBS strips is accrued based on the outstanding notional balance and the security's contractual terms, and amortization of any premium or discount is calculated in accordance with ASC 325-40. Changes in fair value are presented in Net unrealized gains (losses) on interest-only RMBS on the Consolidated Statement of Operations and Comprehensive Income (Loss). Included in Non-Agency RMBS transferred to VIEs, at fair value on the Consolidated Statements of Financial Condition are IO RMBS strips carried at fair value with changes in fair value reflected in earnings of \$12 million as of June 30, 2014 and December 31, 2013. Interest income reported on IO securities was \$8 million and \$7 million for the quarters ended June 30, 2014 and 2013, respectively. Interest income reported on IO securities was \$18 million and \$10 million for the six months ended June 30, 2014 and 2013, respectively.

**(f) Securitized Loans Held for Investment and Related Allowance for Loan Losses**

The Company's securitized residential mortgage loans are comprised of fixed-rate and variable-rate loans. Mortgage loans are designated as held for investment, and are carried at their principal balance outstanding, plus any premiums, less discounts and allowances for loan losses. Interest income on loans held for investment is recognized over the expected life of the loans using the interest method. Nonrefundable fees and costs related to acquiring the Company's securitized residential mortgage loans are recognized as expenses over the life of the associated debt using the interest method of amortization. Income recognition is suspended for loans when, based on information from the servicer, a full recovery of interest or principal becomes doubtful. The Company estimates the fair value of securitized loans for disclosure purposes only as described in Note 5 of these consolidated financial statements.

**(g) Allowance for Loan Losses – Securitized Loans Held for Investment**

The securitized loan portfolio is comprised primarily of non-conforming, single family, owner occupied, jumbo, prime loans that are not guaranteed as to repayment of principal or interest. Securitized loans are serviced and modified by a third-party servicer. The Company generally has the ability to approve certain loan modifications and determine the course of action to be taken as it relates to certain loans in technical default, including whether or not to proceed with foreclosure.

The Company's general reserve is based on historical loss rates for pools of loans with similar credit characteristics, adjusted for current trends and market conditions, including current trends in delinquencies and severities.

The Company has established a specific reserve that reflects consideration of loans more than 60 days delinquent, loans in foreclosure and borrowers that have declared bankruptcy. The loan loss provision related to these loans is measured as the difference between the unpaid principal balance and the estimated fair value of the property securing the mortgage, less estimated costs to sell. The specific reserve also reflects consideration of concessions granted to borrowers by the servicer in the form of modifications (i.e., reductions). Loan loss provisions related to these modifications are based on the contractual principal and interest payments, post-modification, discounted at the loan's original effective interest rate. Loans with specific reserves are individually evaluated for impairment. Loan modifications made by the servicer are evaluated to determine if they constitute troubled debt restructurings ("TDRs"). A restructuring of a loan constitutes a TDR if the servicer, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower that it would not otherwise consider. Impairment of modified loans considered to be TDRs is measured based on the present value of expected cash flows discounted at the loan's effective interest rate at inception. If the present value of expected cash flows is less than the recorded investment in the loan, an allowance for loan losses is recognized with a corresponding charge to the provision for loan losses. Impairment of all other loans individually evaluated is measured as the difference between the unpaid principal balance and the estimated fair value of the collateral, less estimated costs to sell. The Company charges off the corresponding loan allowance and related principal balance when the servicer reports a realized loss. A complete discussion of securitized loans held for investment is included in Note 4 to these consolidated financial statements.

**(h) Repurchase Agreements**

The Company finances the acquisition of a significant portion of its Agency mortgage-backed securities with repurchase agreements. The Company has evaluated each agreement and has determined that each of the repurchase agreements be accounted for as secured borrowings. None of the Company's repurchase agreements are accounted for as components of linked transactions. As a result, the Company separately accounts for the financial assets posted as collateral and related repurchase agreements in the accompanying consolidated financial statements.

**(i) Securitized Debt, Non-Agency RMBS Transferred to Consolidated VIEs, and Securitized Debt, Loans Held for Investment**

The Company has issued securitized debt to finance a portion of its residential mortgage loan and RMBS portfolios. Certain transactions involving residential mortgage loans are accounted for as secured borrowings, and are recorded as Securitized loans held for investment and the corresponding debt as Securitized debt, collateralized by loans held for investment in the Consolidated Statements of Financial Condition. These securitizations are collateralized by residential adjustable or fixed rate mortgage loans that have been placed in a trust and pay interest and principal to the debt holders of that securitization. Re-securitization transactions classified as Securitized debt, collateralized by Non-Agency RMBS reflect the transfer to a trust of fixed or adjustable rate RMBS which are classified as Non-Agency RMBS transferred to consolidated VIEs that pay interest and principal to the debt holders of that re-securitization. Re-securitization transactions completed by the Company that did not qualify as sales are accounted for as secured borrowings. The associated securitized debt is carried at amortized cost. The Company estimates the fair value of its securitized debt for disclosure purposes as described in Note 5 to these consolidated financial statements.

**(j) Fair Value Disclosure**

A complete discussion of the methodology utilized by the Company to estimate the fair value of its financial instruments is included in Note 5 to these consolidated financial statements.

**(k) Derivative Financial Instruments**

The Company's investment policies permit it to enter into derivative contracts, including interest rate swaps, interest rate caps, options, and futures as a means of managing its interest rate risk as well as to enhance investment returns. The Company's derivatives are recorded as either assets or liabilities in the Consolidated Statements of Financial Condition and measured at fair value. These derivative financial instrument contracts are not designated as hedges for GAAP; therefore, all changes in fair value are recognized in earnings. The Company estimates the fair value of its derivative instruments as described in Note 5 of these consolidated financial statements. Net payments on derivative instruments are included in the Consolidated Statements of Cash Flows as a component of net income (loss). Unrealized gains (losses) on derivatives are removed from net income (loss) to arrive at cash flows from operating activities.

The Company elects to net by counterparty the fair value of its derivative contracts when appropriate. These contracts contain legally enforceable provisions that allow for netting or setting off of all individual swaps receivables and payables with each counterparty and, therefore, the fair value of those swap contracts are reported net by counterparty. The credit support annex provisions of the Company's interest rate swap contracts allow the parties to mitigate their credit risk by requiring the party which is in a net payable position to post collateral. As the Company elects to net by counterparty the fair value of interest rate swap contracts, it also nets by counterparty any cash collateral exchanged as part of the interest rate swap contracts.

**(l) Sales, Securitizations, and Re-Securitizations**

The Company periodically enters into transactions in which it sells financial assets, such as RMBS, and mortgage loans. Gains and losses on sales of assets are calculated using the average cost method whereby the Company records a gain or loss on the difference between the average amortized cost of the asset and the proceeds from the sale. In addition, the Company from time to time securitizes or re-securitizes assets and sells tranches in the newly securitized assets. These transactions may be recorded as either sales and the assets contributed to the securitization are removed from the Consolidated Statements of Financial Condition and a gain or loss is recognized, or as secured borrowings whereby the assets contributed to the securitization are not derecognized but rather the debt issued by the securitization entity are recorded to reflect the term financing of the assets. In these securitizations and re-securitizations, the Company may retain senior or subordinated interests in the securitized and/or re-securitized assets.

**(m) Income Taxes**

The Company has elected to be taxed as a REIT and intends to comply with the provision of the Code, with respect thereto. Accordingly, the Company will not be subject to federal, state or local income tax to the extent that qualifying distributions are made to stockholders and as long as certain asset, income, distribution and stock ownership tests are met. If the Company failed to qualify as a REIT and did not qualify for certain statutory relief provisions, the Company would be subject to federal, state and local income taxes and may be precluded from qualifying as a REIT for the subsequent four taxable years following the year in which the REIT qualification was lost. The Company, CIM Trading and CIM Funding TRS made joint elections to treat CIM Trading and CIM Funding TRS as TRS's. As such, CIM Trading and CIM Funding TRS are taxable as domestic C corporations and subject to federal, state, and local income taxes based upon their respective taxable income.

A tax position is recognized only when, based on management's judgment regarding the application of income tax laws, it is more likely than not that the tax position will be sustained upon examination. The Company does not have any unrecognized tax benefits that would affect its financial position or require disclosure. No accruals for penalties and interest were necessary as of June 30, 2014 or December 31, 2013.

**(n) Net Income per Share**

The Company calculates basic net income per share by dividing net income for the period by the basic weighted-average shares of its common stock outstanding for that period. Diluted net income per share takes into account the effect of dilutive instruments such as unvested restricted stock.

#### **(o) Stock-Based Compensation**

The Company accounts for stock-based compensation awards granted to the employees of FIDAC and FIDAC's affiliates at the fair value of the stock-based compensation provided. The Company measures the fair value of the equity instrument using the stock prices and other measurement assumptions as of the earlier of either the date at which a performance commitment by the recipient is reached or the date at which the recipient's performance is complete. Stock compensation expense related to the grants of stock is recognized over the vesting period of such grants based on the fair value of the stock on each quarterly vesting date, at which the recipient's performance is complete.

Compensation expense for equity based awards granted to the Company's independent directors is recognized pro-rata over the vesting period of such awards, based upon the fair value of such awards at the grant date.

#### **(p) Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although the Company's estimates contemplate current conditions and how it expects them to change in the future, it is reasonably possible that actual conditions could be materially different than anticipated in those estimates, which could have a material adverse impact on the Company's results of operations and its financial condition. Management has made significant estimates in accounting for income recognition and OTTI on Agency and Non-Agency RMBS and IO RMBS (Note 3), valuation of Agency and Non-Agency RMBS (Notes 3 and 5), and derivative instruments (Notes 5 and 9). Actual results could differ materially from those estimates.

#### **(q) Recent Accounting Pronouncements**

##### **Broad Transactions**

##### **Receivables—Troubled Debt Restructurings by Creditors (Subtopic 310-40)**

In January 2014, the FASB issued ASU No. 2014-04, *Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans Upon Foreclosure*. This update clarifies when the Company is considered to have obtained physical possession, from an in-substance possession or foreclosure, of a residential real estate property collateralizing a mortgage loan. Current guidance indicates that the Company should reclassify a collateralized mortgage loan such that the loan should be derecognized and the collateral asset recognized when it determines that there has been an in-substance repossession or foreclosure by the Company. This update defines the term *in substance repossession or foreclosure* to reduce diversity in interpretation of when such an event occurs. The guidance in this update is effective for the Company beginning January 1, 2015. The Company is evaluating the impact of this update.

##### **Transfers and Servicing (Subtopic 860)**

In June 2014, the FASB issued ASU No. 2014-11, *Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures*. This update makes limited amendments to the guidance in ASC 860 on accounting for certain repurchase agreements. The ASU requires entities to account for repurchase-to-maturity transactions as secured borrowings, rather than as sales with forward repurchase agreements. The ASU defines a repurchase-to-maturity transaction as a repo that (1) settles at the maturity of the transferred financial asset and (2) does not require the transferor to reacquire the transferred financial asset. In addition, the ASU eliminates accounting guidance on linked repurchase financing transactions. The ASU also expands disclosure requirements related to certain transfers of financial assets that are accounted for as sales and certain transfers accounted for as secured borrowings. The guidance in this update will be effective for the Company beginning January 1, 2015, except for the disclosure requirements for transactions accounted for as secured borrowings, which are required to be presented by the Company in the second quarter of 2015. As of June 30, 2014 and December 31, 2013, the Company does not have any repurchase-to-maturity transactions or any linked repurchase financing transactions, therefore, the Company expects that this standard will impact disclosures only and will not have a significant impact on the consolidated financial statements of the Company.

### 3. Residential Mortgage-Backed Securities

The Company classifies its Non-Agency RMBS as senior, senior IO, subordinated, subordinated IO, and Non-Agency RMBS transferred to consolidated VIEs. The Company also invests in Agency RMBS. Senior interests in Non-Agency RMBS are considered to be entitled to the first principal repayments in their pro-rata ownership interests at the reporting date. The total fair value of the Non-Agency RMBS that are held by consolidated re-securitization trusts was \$2.7 billion and \$3.0 billion at June 30, 2014 and December 31, 2013, respectively. See Note 8 of these consolidated financial statements for further discussion of consolidated VIEs.

The following tables present the principal or notional value, total premium, total discount, amortized cost, fair value, gross unrealized gains, gross unrealized losses, and net unrealized gain (loss) related to the Company's available-for-sale RMBS portfolio as of June 30, 2014 and December 31, 2013, by asset class.

| June 30, 2014<br>(dollars in thousands) |                                |                   |                       |                      |                      |                              |                               |                                  |
|---|--------------------------------|-------------------|-----------------------|----------------------|----------------------|------------------------------|-------------------------------|----------------------------------|
|   | Principal or<br>Notional Value | Total<br>Premium  | Total<br>Discount     | Amortized<br>Cost    | Fair<br>Value        | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Net<br>Unrealized<br>Gain/(Loss) |
| <b>Non-Agency RMBS</b>                  |                                |                   |                       |                      |                      |                              |                               |                                  |
| Senior                                  | \$ 317,544                     | \$ -              | \$ (99,313)           | \$ 218,231           | \$ 230,465           | \$ 12,251                    | \$ (17)                       | \$ 12,234                        |
| Senior interest-only                    | 5,605,322                      | 252,851           | -                     | 252,851              | 220,131              | 14,739                       | (47,459)                      | (32,720)                         |
| Subordinated                            | 807,222                        | -                 | (465,550)             | 341,672              | 485,544              | 144,534                      | (662)                         | 143,872                          |
| Subordinated interest-only              | 266,766                        | 13,364            | -                     | 13,364               | 15,609               | 2,717                        | (472)                         | 2,245                            |
| RMBS transferred to consolidated VIEs   | 3,471,222                      | 6,989             | (1,568,428)           | 1,834,492            | 2,682,308            | 847,816                      | -                             | 847,816                          |
| <b>Agency RMBS</b>                      |                                |                   |                       |                      |                      |                              |                               |                                  |
| Pass-through                            | 7,522,103                      | 374,289           | -                     | 7,896,392            | 7,976,923            | 103,000                      | (22,469)                      | 80,531                           |
| Interest-only                           | 219,301                        | 41,273            | -                     | 41,273               | 38,627               | 329                          | (2,975)                       | (2,646)                          |
| <b>Total</b>                            | <b>\$ 18,209,480</b>           | <b>\$ 688,766</b> | <b>\$ (2,133,291)</b> | <b>\$ 10,598,275</b> | <b>\$ 11,649,607</b> | <b>\$ 1,125,386</b>          | <b>\$ (74,054)</b>            | <b>\$ 1,051,332</b>              |

| December 31, 2013<br>(dollars in thousands) |                                |                   |                       |                     |                     |                              |                               |                                  |
|---|--------------------------------|-------------------|-----------------------|---------------------|---------------------|------------------------------|-------------------------------|----------------------------------|
|   | Principal or<br>Notional Value | Total<br>Premium  | Total<br>Discount     | Amortized<br>Cost   | Fair<br>Value       | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Net<br>Unrealized<br>Gain/(Loss) |
| <b>Non-Agency RMBS</b>                      |                                |                   |                       |                     |                     |                              |                               |                                  |
| Senior                                      | \$ 128,217                     | \$ -              | \$ (39,395)           | \$ 88,822           | \$ 89,687           | \$ 974                       | \$ (109)                      | \$ 865                           |
| Senior interest-only                        | 5,742,781                      | 283,271           | -                     | 283,271             | 229,065             | 11,802                       | (66,008)                      | (54,206)                         |
| Subordinated                                | 830,632                        | -                 | (490,400)             | 340,232             | 457,569             | 119,233                      | (1,896)                       | 117,337                          |
| Subordinated interest-only                  | 274,462                        | 14,666            | -                     | 14,666              | 16,571              | 2,483                        | (578)                         | 1,905                            |
| RMBS transferred to consolidated VIEs       | 3,912,376                      | 7,490             | (1,763,401)           | 2,075,628           | 2,981,571           | 905,943                      | -                             | 905,943                          |
| <b>Agency RMBS</b>                          |                                |                   |                       |                     |                     |                              |                               |                                  |
| Pass-through                                | 1,898,131                      | 90,843            | (5,004)               | 1,983,970           | 1,954,796           | 22,320                       | (51,494)                      | (29,174)                         |
| Interest-only                               | 247,344                        | 43,766            | -                     | 43,766              | 42,782              | 332                          | (1,316)                       | (984)                            |
| <b>Total</b>                                | <b>\$ 13,033,943</b>           | <b>\$ 440,036</b> | <b>\$ (2,298,200)</b> | <b>\$ 4,830,355</b> | <b>\$ 5,772,041</b> | <b>\$ 1,063,087</b>          | <b>\$ (121,401)</b>           | <b>\$ 941,686</b>                |

The table below presents changes in Accretable Yield, or the excess of the security's cash flows expected to be collected over the Company's investment, solely as it pertains to the Company's Non-Agency RMBS portfolio accounted for according to the provisions of ASC 310-30.

|  | For the Quarter Ended  |               | For the Six Months Ended |               |
|--|------------------------|---------------|--------------------------|---------------|
|  | June 30, 2014          | June 30, 2013 | June 30, 2014            | June 30, 2013 |
|  | (dollars in thousands) |               | (dollars in thousands)   |               |
| Balance at beginning of period                       | \$ 1,726,475           | \$ 2,014,789  | \$ 1,794,577             | \$ 2,107,387  |
| Purchases  | 15,275                 | -             | 39,564                   | -             |
| Accretion  | (73,164)               | (82,995)      | (150,449)                | (168,930)     |
| Reclassification (to) from non-accretable difference | 53,356                 | 18,297        | 39,376                   | 11,665        |
| Sales and deconsolidation                            | (91,789)               | (28,404)      | (92,915)                 | (28,435)      |
| Balance at end of period                             | \$ 1,630,153           | \$ 1,921,687  | \$ 1,630,153             | \$ 1,921,687  |

The table below presents the outstanding principal balance and related amortized cost at June 30, 2014 and December 31, 2013 as it pertains to the Company's Non-Agency RMBS portfolio accounted for according to the provisions of ASC 310-30.

|                                       | For the Quarter Ended  |               | For the Year Ended |                   |
|---------------------------------------|------------------------|---------------|--------------------|-------------------|
|                                       | June 30, 2014          | June 30, 2013 | December 31, 2013  | December 31, 2012 |
|                                       | (dollars in thousands) |               |                    |                   |
| <b>Outstanding principal balance:</b> |                        |               |                    |                   |
| Beginning of period                   | \$ 3,936,908           | \$ 3,936,908  | \$ 4,508,475       | \$ 4,508,475      |
| End of period                         | \$ 3,664,543           | \$ 3,664,543  | \$ 3,949,664       | \$ 3,949,664      |
| <b>Amortized cost:</b>                |                        |               |                    |                   |
| Beginning of period                   | \$ 2,043,076           | \$ 2,043,076  | \$ 2,268,751       | \$ 2,268,751      |
| End of period                         | \$ 1,891,872           | \$ 1,891,872  | \$ 2,027,738       | \$ 2,027,738      |

The following tables present the gross unrealized losses and estimated fair value of the Company's RMBS by length of time that such securities have been in a continuous unrealized loss position at June 30, 2014 and December 31, 2013. All securities in an unrealized loss position have been evaluated by the Company for OTTI as discussed in Note 2(d).

June 30, 2014  
(dollars in thousands)

|                                       | Unrealized Loss Position for Less than 12 Months |                   |                      | Unrealized Loss Position for 12 Months or More |                    |                      | Total                |                    |                      |
|---------------------------------------|--|-------------------|----------------------|--|--------------------|----------------------|----------------------|--------------------|----------------------|
|                                       | Estimated Fair Value                             | Unrealized Losses | Number of Securities | Estimated Fair Value                           | Unrealized Losses  | Number of Securities | Estimated Fair Value | Unrealized Losses  | Number of Securities |
| <b>Non-Agency RMBS</b>                |  |                   |                      |  |                    |                      |                      |                    |                      |
| Senior                                | \$ 13,534  | \$ (17)           | 1                    | \$ -   | \$ -               | -                    | \$ 13,534            | \$ (17)            | 1                    |
| Senior interest-only                  | 46,481   | (7,236)           | 39                   | 93,967   | (40,223)           | 43                   | 140,448              | (47,459)           | 82                   |
| Subordinated                          | -  | -                 | -                    | 11,398   | (662)              | 3                    | 11,398               | (662)              | 3                    |
| Subordinated interest-only            | 1,291  | (472)             | 3                    | -  | -                  | -                    | 1,291                | (472)              | 3                    |
| RMBS transferred to consolidated VIEs | -  | -                 | -                    | -  | -                  | -                    | -                    | -                  | -                    |
| <b>Agency RMBS</b>                    |  |                   |                      |  |                    |                      |                      |                    |                      |
| Pass-through                          | 212,680  | (87)              | 3                    | 738,346  | (22,382)           | 14                   | 951,026              | (22,469)           | 17                   |
| Interest-only                         | 23,682   | (1,099)           | 3                    | 10,896   | (1,876)            | 3                    | 34,578               | (2,975)            | 6                    |
| <b>Total</b>                          | <b>\$ 297,668</b>                                | <b>\$ (8,911)</b> | <b>49</b>            | <b>\$ 854,607</b>                              | <b>\$ (65,143)</b> | <b>63</b>            | <b>\$ 1,152,275</b>  | <b>\$ (74,054)</b> | <b>112</b>           |

December 31, 2013  
(dollars in thousands)

|                                       | Unrealized Loss Position for Less than 12 Months |                    |                      | Unrealized Loss Position for 12 Months or More |                    |                      | Total                |                     |                      |
|---------------------------------------|--|--------------------|----------------------|--|--------------------|----------------------|----------------------|---------------------|----------------------|
|                                       | Estimated Fair Value                             | Unrealized Losses  | Number of Securities | Estimated Fair Value                           | Unrealized Losses  | Number of Securities | Estimated Fair Value | Unrealized Losses   | Number of Securities |
| <b>Non-Agency RMBS</b>                |  |                    |                      |  |                    |                      |                      |                     |                      |
| Senior                                | \$ 28,163  | \$ (109)           | 3                    | \$ -   | \$ -               | -                    | \$ 28,163            | \$ (109)            | 3                    |
| Senior interest-only                  | 119,913  | (35,252)           | 54                   | 45,167   | (30,756)           | 28                   | 165,080              | (66,008)            | 82                   |
| Subordinated                          | -  | -                  | -                    | 17,661   | (1,896)            | 2                    | 17,661               | (1,896)             | 2                    |
| Subordinated interest-only            | 1,062  | (578)              | 2                    | -  | -                  | -                    | 1,062                | (578)               | 2                    |
| RMBS transferred to consolidated VIEs | -  | -                  | -                    | -  | -                  | -                    | -                    | -                   | -                    |
| <b>Agency RMBS</b>                    |  |                    |                      |  |                    |                      |                      |                     |                      |
| Pass-through                          | 1,126,881  | (51,494)           | 30                   | -  | -                  | -                    | 1,126,881            | (51,494)            | 30                   |
| Interest-only                         | 22,246   | (1,018)            | 4                    | 491  | (298)              | 3                    | 22,737               | (1,316)             | 7                    |
| <b>Total</b>                          | <b>\$ 1,298,265</b>                              | <b>\$ (88,451)</b> | <b>93</b>            | <b>\$ 63,319</b>                               | <b>\$ (32,950)</b> | <b>33</b>            | <b>\$ 1,361,584</b>  | <b>\$ (121,401)</b> | <b>126</b>           |

At June 30, 2014, the Company did not intend to sell any of its RMBS that were in an unrealized loss position, and it was not more likely than not that the Company would be required to sell these RMBS before recovery of their amortized cost basis, which may be at their maturity. With respect to RMBS held by consolidated VIEs, the ability of any entity to cause the sale by the VIE prior to the maturity of these RMBS is either expressly prohibited, not probable, or is limited to specified events of default, none of which have occurred as of June 30, 2014.

Gross unrealized losses on the Company's Agency RMBS were \$25 million and \$53 million at June 30, 2014 and December 31, 2013, respectively. Given the credit quality inherent in Agency RMBS, the Company does not consider any of the current impairments on its Agency RMBS to be credit related. In evaluating whether it is more likely than not that it will be required to sell any impaired security before its anticipated recovery, which may be at their maturity, the Company considers the significance of each investment, the amount of impairment, the projected future performance of such impaired securities, as well as the Company's current and anticipated leverage capacity and liquidity position. Based on these analyses, the Company determined that at June 30, 2014 and December 31, 2013, unrealized losses on its Agency RMBS were temporary.

Gross unrealized losses on the Company's Non-Agency RMBS (excluding Non-Agency RMBS IO strips which are accounted for under the fair value option with changes in fair value recorded in earnings) were \$1 million and \$2 million at June 30, 2014 and December 31, 2013, respectively. Based upon the most recent evaluation, the Company does not consider these unrealized losses to be indicative of OTTI and does not believe that these unrealized losses are credit related, but rather are due to other factors. The Company has reviewed its Non-Agency RMBS that are in an unrealized loss position to identify those securities with losses that are other-than-temporary based on an assessment of changes in cash flows expected to be collected for such RMBS, which considers recent bond performance and expected future performance of the underlying collateral.



A summary of the OTTI included in earnings for the quarters and six months ended June 30, 2014 and 2013 is presented below.

|   | For the Quarter Ended  |               |
|---|------------------------|---------------|
|   | June 30, 2014          | June 30, 2013 |
|   | (dollars in thousands) |               |
| Total other-than-temporary impairment losses                    | \$ (3,813)             | \$ -          |
| Portion of loss recognized in other comprehensive income (loss) | (1,534)                | -             |
| Net other-than-temporary credit impairment losses               | \$ (5,347)             | \$ -          |

|   | For the Six Months Ended |               |
|---|--------------------------|---------------|
|   | June 30, 2014            | June 30, 2013 |
|   | (dollars in thousands)   |               |
| Total other-than-temporary impairment losses                    | \$ (4,213)               | \$ -          |
| Portion of loss recognized in other comprehensive income (loss) | (2,668)                  | (6,163)       |
| Net other-than-temporary credit impairment losses               | \$ (6,881)               | \$ (6,163)    |

The following table presents a roll forward of the credit loss component of OTTI on the Company's Non-Agency RMBS for which a portion of loss was previously recognized in OCI. The table delineates between those securities that are recognizing OTTI for the first time as opposed to those that have previously recognized OTTI.

|   | For the Quarter Ended  |               |
|---|------------------------|---------------|
|   | June 30, 2014          | June 30, 2013 |
|   | (dollars in thousands) |               |
| Cumulative credit loss beginning balance  | \$ 521,483             | \$ 513,946    |
| Additions:  |                        |               |
| Other-than-temporary impairments not previously recognized  | 5,347                  | -             |
| Reductions for securities sold or deconsolidated during the period  | (11,214)               | (10,760)      |
| Increases related to other-than-temporary impairments on securities with previously recognized other-than-temporary impairments | -                      | -             |
| Reductions for increases in cash flows expected to be collected that are recognized over the remaining life of the security     | (3,033)                | (4,934)       |
| Cumulative credit loss ending balance   | \$ 512,583             | \$ 498,252    |

|   | For the Six Months Ended |               |
|---|--------------------------|---------------|
|   | June 30, 2014            | June 30, 2013 |
|   | (dollars in thousands)   |               |
| Cumulative credit loss beginning balance  | \$ 524,432               | \$ 510,089    |
| Additions:  |                          |               |
| Other-than-temporary impairments not previously recognized  | 6,881                    | 712           |
| Reductions for securities sold or deconsolidated during the period  | (12,884)                 | (11,119)      |
| Increases related to other-than-temporary impairments on securities with previously recognized other-than-temporary impairments | -                        | 5,451         |
| Reductions for increases in cash flows expected to be collected over the remaining life of the securities                       | (5,846)                  | (6,881)       |
| Cumulative credit impairment loss ending balance  | \$ 512,583               | \$ 498,252    |

Cash flows generated to determine net other-than-temporary credit impairment losses recognized in earnings are estimated using significant unobservable inputs. The significant inputs used to measure the component of OTTI recognized in earnings for the Company's Non-Agency RMBS are summarized as follows:

|                               | For the Six Months Ended |               |
|-------------------------------|--------------------------|---------------|
|                               | June 30, 2014            | June 30, 2013 |
| <b>Loss Severity</b>          |                          |               |
| Weighted Average              | 73%                      | 45%           |
| Range                         | 43% - 80%                | 41% - 69%     |
| <b>60+ days delinquent</b>    |                          |               |
| Weighted Average              | 32%                      | 16%           |
| Range                         | 17% - 47%                | 0% - 34%      |
| <b>Credit Enhancement (1)</b> |                          |               |
| Weighted Average              | 3%                       | 10%           |
| Range                         | 0% - 14%                 | 0% - 48%      |
| <b>3 Month CPR</b>            |                          |               |
| Weighted Average              | 8%                       | 18%           |
| Range                         | 2% - 11%                 | 0% - 25%      |
| <b>12 Month CPR</b>           |                          |               |
| Weighted Average              | 11%                      | 20%           |
| Range                         | 6% - 19%                 | 9% - 35%      |

(1) Calculated as the combined credit enhancement to the Re-REMIC and underlying from each of their respective capital structures.

The following tables present a summary of unrealized gains and losses at June 30, 2014 and December 31, 2013. IO RMBS included in the tables below represent the right to receive a specified proportion of the contractual interest cash flows of the underlying principal balance of specific securities. At June 30, 2014, IO RMBS had a net unrealized loss of \$28 million and had an amortized cost of \$314 million. At December 31, 2013, IO RMBS had a net unrealized loss of \$49 million and had an amortized cost of \$349 million. The fair value of IOs at June 30, 2014 and December 31, 2013 was \$286 million, and \$300 million, respectively. All changes in fair value of IOs are reflected in Net income (loss).

June 30, 2014  
(dollars in thousands)

|                                       | Gross Unrealized Gain Included in Accumulated Other Comprehensive Income | Gross Unrealized Gain Included in Accumulated Deficit | Total Gross Unrealized Gain | Gross Unrealized Loss Included in Accumulated Other Comprehensive Income | Gross Unrealized Loss Included in Accumulated Deficit | Total Gross Unrealized Loss |
|---------------------------------------|--|---|-----------------------------|--|---|-----------------------------|
| <b>Non-Agency RMBS</b>                |  |   |                             |  |   |                             |
| Senior                                | \$ 12,251  | \$ -  | \$ 12,251                   | \$ (17)  | \$ -  | \$ (17)                     |
| Senior interest-only                  | -  | 14,739  | 14,739                      | -  | (47,459)  | (47,459)                    |
| Subordinated                          | 144,534  | -   | 144,534                     | (662)  | -   | (662)                       |
| Subordinated interest-only            | -  | 2,717   | 2,717                       | -  | (472)   | (472)                       |
| RMBS transferred to consolidated VIEs | 843,011  | 4,805   | 847,816                     | -  | -   | -                           |
| <b>Agency RMBS</b>                    |  |   |                             |  |   |                             |
| Pass-through                          | 103,000  | -   | 103,000                     | (22,469)   | -   | (22,469)                    |
| Interest-only                         | -  | 329   | 329                         | -  | (2,975)   | (2,975)                     |
| <b>Total</b>                          | <b>\$ 1,102,796</b>  | <b>\$ 22,590</b>                                      | <b>\$ 1,125,386</b>         | <b>\$ (23,148)</b>   | <b>\$ (50,906)</b>                                    | <b>\$ (74,054)</b>          |

December 31, 2013  
(dollars in thousands)

|                                       | Gross Unrealized Gain Included in Accumulated Other Comprehensive Income | Gross Unrealized Gain Included in Accumulated Deficit | Total Gross Unrealized Gain | Gross Unrealized Loss Included in Accumulated Other Comprehensive Income | Gross Unrealized Loss Included in Accumulated Deficit | Total Gross Unrealized Loss |
|---------------------------------------|--|---|-----------------------------|--|---|-----------------------------|
| <b>Non-Agency RMBS</b>                |  |   |                             |  |   |                             |
| Senior                                | \$ 974   | \$ -  | \$ 974                      | \$ (109)   | \$ -  | \$ (109)                    |
| Senior interest-only                  | -  | 11,802  | 11,802                      | -  | (66,008)  | (66,008)                    |
| Subordinated                          | 119,233  | -   | 119,233                     | (1,896)  | -   | (1,896)                     |
| Subordinated interest-only            | -  | 2,483   | 2,483                       | -  | (578)   | (578)                       |
| RMBS transferred to consolidated VIEs | 901,773  | 4,170   | 905,943                     | -  | -   | -                           |
| <b>Agency RMBS</b>                    |  |   |                             |  |   |                             |
| Pass-through                          | 22,320   | -   | 22,320                      | (51,494)   | -   | (51,494)                    |
| Interest-only                         | 2  | 330   | 332                         | -  | (1,316)   | (1,316)                     |
| <b>Total</b>                          | <b>\$ 1,044,302</b>  | <b>\$ 18,785</b>                                      | <b>\$ 1,063,087</b>         | <b>\$ (53,499)</b>   | <b>\$ (67,902)</b>                                    | <b>\$ (121,401)</b>         |

Changes in prepayments, actual cash flows, and cash flows expected to be collected, among other items, are affected by the collateral characteristics of each asset class. The portfolio is most heavily weighted to contain Non-Agency RMBS with credit risk. The Company chooses assets for the portfolio after carefully evaluating each investment's risk profile.

The following tables provide a summary of the Company's RMBS portfolio at June 30, 2014 and December 31, 2013.

|   | June 30, 2014  |  |                                   |                               |   |
|---|--|--|-----------------------------------|-------------------------------|---|
|   | Principal or<br>Notional Value<br>at Period-End<br>(dollars in<br>thousands) | Weighted<br>Average<br>Amortized<br>Cost Basis | Weighted<br>Average<br>Fair Value | Weighted<br>Average<br>Coupon | Weighted<br>Average Yield<br>at Period-End<br>(1) |
| <b>Non-Agency Mortgage-Backed Securities</b>                |  |  |                                   |                               |   |
| Senior  | \$ 317,544   | \$ 68.72                                       | \$ 72.58                          | 1.9%                          | 5.0%  |
| Senior, interest only                                       | \$ 5,605,322   | \$ 4.51  | \$ 3.93                           | 1.6%                          | 12.4%   |
| Subordinated  | \$ 807,222   | \$ 42.33                                       | \$ 60.15                          | 3.0%                          | 13.1%   |
| Subordinated, interest only                                 | \$ 266,766   | \$ 5.01  | \$ 5.85                           | 1.1%                          | 11.7%   |
| RMBS transferred to consolidated variable interest entities | \$ 3,471,222   | \$ 54.02                                       | \$ 78.99                          | 4.6%                          | 16.9%   |
| <b>Agency Mortgage-Backed Securities</b>                    |  |  |                                   |                               |   |
| Pass-through  | \$ 7,522,103   | \$ 104.98                                      | \$ 106.56                         | 3.9%                          | 3.1%  |
| Interest-only   | \$ 219,301   | \$ 18.82                                       | \$ 17.61                          | 3.3%                          | 4.8%  |

(1) Bond Equivalent Yield at period end.

|   | December 31, 2013  |  |                                   |                               |   |
|---|--|--|-----------------------------------|-------------------------------|---|
|   | Principal or<br>Notional Value<br>at Period-End<br>(dollars in<br>thousands) | Weighted<br>Average<br>Amortized<br>Cost Basis | Weighted<br>Average<br>Fair Value | Weighted<br>Average<br>Coupon | Weighted<br>Average Yield<br>at Period-End<br>(1) |
| <b>Non-Agency Mortgage-Backed Securities</b>                |  |  |                                   |                               |   |
| Senior  | \$ 128,217   | \$ 69.27                                       | \$ 69.95                          | 1.4%                          | 5.9%  |
| Senior, interest only                                       | \$ 5,742,781   | \$ 4.93  | \$ 3.99                           | 1.4%                          | 17.2%   |
| Subordinated  | \$ 830,632   | \$ 40.96                                       | \$ 55.09                          | 2.9%                          | 13.5%   |
| Subordinated, interest only                                 | \$ 274,462   | \$ 5.34  | \$ 6.04                           | 1.7%                          | 9.0%  |
| RMBS transferred to consolidated variable interest entities | \$ 3,912,376   | \$ 54.17                                       | \$ 77.82                          | 4.7%                          | 15.8%   |
| <b>Agency Mortgage-Backed Securities</b>                    |  |  |                                   |                               |   |
| Pass-through  | \$ 1,898,131   | \$ 104.52                                      | \$ 105.24                         | 3.6%                          | 3.3%  |
| Interest-only   | \$ 247,344   | \$ 17.69                                       | \$ 17.30                          | 3.2%                          | 5.3%  |

(1) Bond Equivalent Yield at period end.

The following table presents the weighted average credit rating, based on the lowest rating available, of the Company's Non-Agency RMBS portfolio at June 30, 2014 and December 31, 2013.

|                      | June 30, 2014 | December 31, 2013 |
|----------------------|---------------|-------------------|
| AAA                  | 0.9%          | 0.0%              |
| AA                   | 0.5%          | 0.7%              |
| A                    | 0.0%          | 0.0%              |
| BBB                  | 0.4%          | 0.0%              |
| BB                   | 1.8%          | 1.4%              |
| B                    | 4.1%          | 4.3%              |
| Below B or not rated | 92.3%         | 93.6%             |
| <b>Total</b>         | <b>100.0%</b> | <b>100.0%</b>     |

Actual maturities of RMBS are generally shorter than the stated contractual maturities. Actual maturities of the Company's RMBS are affected by the contractual lives of the underlying mortgages, periodic payments of principal and prepayments of principal. The following tables provide a summary of the fair value and amortized cost of the Company's RMBS at June 30, 2014 and December 31, 2013 according to their estimated weighted-average life classifications. The weighted-average lives of the RMBS in the tables below are based on lifetime expected prepayment rates using an industry prepayment model for the Agency RMBS portfolio and the Company's prepayment assumptions for the Non-Agency RMBS. The prepayment model considers current yield, forward yield, steepness of the interest rate curve, current mortgage rates, mortgage rates of the outstanding loan, loan age, margin, and volatility.

June 30, 2014  
(dollars in thousands)

|                                       | Weighted Average Life |  |   |                        |                      | Total |
|---------------------------------------|-----------------------|--|---|------------------------|----------------------|-------|
|                                       | Less than one year    | Greater than one year and less than five years | Greater than five years and less than ten years | Greater than ten years |                      |       |
| Fair value                            |                       |  |   |                        |                      |       |
| Non-Agency RMBS                       |                       |  |   |                        |                      |       |
| Senior                                | \$ 3,475              | \$ 45,531                                      | \$ 114,469                                      | \$ 66,990              | \$ 230,465           |       |
| Senior interest-only                  | 561                   | 60,617   | 122,899   | 36,054                 | 220,131              |       |
| Subordinated                          | 2,164                 | 92,838   | 269,407   | 121,135                | 485,544              |       |
| Subordinated interest-only            | -                     | -  | 9,704   | 5,905                  | 15,609               |       |
| RMBS transferred to consolidated VIEs | -                     | 305,598  | 1,601,161                                       | 775,549                | 2,682,308            |       |
| Agency RMBS                           |                       |  |   |                        |                      |       |
| Pass-through                          | -                     | 677,111  | 7,299,812                                       | -                      | 7,976,923            |       |
| Interest-only                         | -                     | 544  | 38,083  | -                      | 38,627               |       |
| <b>Total fair value</b>               | <b>\$ 6,200</b>       | <b>\$ 1,182,239</b>                            | <b>\$ 9,455,535</b>                             | <b>\$ 1,005,633</b>    | <b>\$ 11,649,607</b> |       |
| Amortized cost                        |                       |  |   |                        |                      |       |
| Non-Agency RMBS                       |                       |  |   |                        |                      |       |
| Senior                                | \$ 3,310              | \$ 42,449                                      | \$ 109,923                                      | \$ 62,549              | \$ 218,231           |       |
| Senior interest-only                  | 1,119                 | 71,163   | 141,538   | 39,031                 | 252,851              |       |
| Subordinated                          | 1,740                 | 70,066   | 191,607   | 78,259                 | 341,672              |       |
| Subordinated interest-only            | -                     | -  | 8,916   | 4,448                  | 13,364               |       |
| RMBS transferred to consolidated VIEs | -                     | 232,553  | 1,087,722                                       | 514,217                | 1,834,492            |       |
| Agency RMBS                           |                       |  |   |                        |                      |       |
| Pass-through                          | -                     | 655,843  | 7,240,549                                       | -                      | 7,896,392            |       |
| Interest-only                         | -                     | 706  | 40,567  | -                      | 41,273               |       |
| <b>Total amortized cost</b>           | <b>\$ 6,169</b>       | <b>\$ 1,072,780</b>                            | <b>\$ 8,820,822</b>                             | <b>\$ 698,504</b>      | <b>\$ 10,598,275</b> |       |

December 31, 2013  
(dollars in thousands)

|                                       | Weighted Average Life |  |   |                        |                     | Total |
|---------------------------------------|-----------------------|--|---|------------------------|---------------------|-------|
|                                       | Less than one year    | Greater than one year and less than five years | Greater than five years and less than ten years | Greater than ten years |                     |       |
| Fair value                            |                       |  |   |                        |                     |       |
| Non-Agency RMBS                       |                       |  |   |                        |                     |       |
| Senior                                | \$ -                  | \$ 29,283                                      | \$ 60,404                                       | \$ -                   | \$ 89,687           |       |
| Senior interest-only                  | 376                   | 103,688  | 96,968  | 28,033                 | 229,065             |       |
| Subordinated                          | 3,359                 | 63,177   | 321,333   | 69,700                 | 457,569             |       |
| Subordinated interest-only            | -                     | -  | 14,862  | 1,709                  | 16,571              |       |
| RMBS transferred to consolidated VIEs | 5,724                 | 276,752  | 1,986,879                                       | 712,216                | 2,981,571           |       |
| Agency RMBS                           |                       |  |   |                        |                     |       |
| Pass-through                          | -                     | 20,375   | 1,808,346                                       | 126,075                | 1,954,796           |       |
| Interest-only                         | 54                    | 636  | 42,092  | -                      | 42,782              |       |
| <b>Total fair value</b>               | <b>\$ 9,513</b>       | <b>\$ 493,911</b>                              | <b>\$ 4,330,884</b>                             | <b>\$ 937,733</b>      | <b>\$ 5,772,041</b> |       |
| Amortized cost                        |                       |  |   |                        |                     |       |
| Non-Agency RMBS                       |                       |  |   |                        |                     |       |
| Senior                                | \$ -                  | \$ 28,900                                      | \$ 59,922                                       | \$ -                   | \$ 88,822           |       |
| Senior interest-only                  | 1,017                 | 131,159  | 117,008   | 34,087                 | 283,271             |       |
| Subordinated                          | 2,877                 | 50,483   | 243,350   | 43,522                 | 340,232             |       |
| Subordinated interest-only            | -                     | -  | 13,344  | 1,322                  | 14,666              |       |
| RMBS transferred to consolidated VIEs | 4,744                 | 211,925  | 1,356,981                                       | 501,978                | 2,075,628           |       |
| Agency RMBS                           |                       |  |   |                        |                     |       |
| Pass-through                          | -                     | 18,608   | 1,837,611                                       | 127,751                | 1,983,970           |       |
| Interest-only                         | 122                   | 825  | 42,819  | -                      | 43,766              |       |
| <b>Total amortized cost</b>           | <b>\$ 8,760</b>       | <b>\$ 441,900</b>                              | <b>\$ 3,671,035</b>                             | <b>\$ 708,660</b>      | <b>\$ 4,830,355</b> |       |

The Non-Agency RMBS portfolio is subject to credit risk. The Company seeks to mitigate credit risk through its asset selection process. The Non-Agency RMBS portfolio is primarily collateralized by what the Company classifies as Alt-A first lien mortgages. The Company categorizes collateral as Alt-A regardless of whether the loans were originally described as "prime" if the behavior of the collateral when the Company purchased the security more typically resembles Alt-A. The Company defines Alt-A collateral characteristics to be evidenced by the 60+ day delinquency bucket of the pool being greater than 5% or the current weighted average FICO scores between 585 and 700. At June 30, 2014 and December 31, 2013, 93% and 97% of the Non-Agency RMBS collateral was Alt-A, respectively and the weighted average FICO score was 698 for both periods.

The Non-Agency RMBS in the Portfolio have the following collateral characteristics at June 30, 2014 and December 31, 2013.

|  | June 30, 2014 |       | December 31, 2013 |       |
|--|---------------|-------|-------------------|-------|
| Weighted average maturity (years)                            |               | 22.9  |                   | 24.1  |
| Weighted average amortized loan to value (1)                 |               | 68.9% |                   | 69.4% |
| Weighted average FICO (2)                                    |               | 685   |                   | 710   |
| Weighted average loan balance (in thousands)                 | \$            | 386   | \$                | 385   |
| Weighted average percentage owner occupied                   |               | 83.8% |                   | 84.0% |
| Weighted average percentage single family residence          |               | 65.5% |                   | 65.4% |
| Weighted average current credit enhancement                  |               | 1.7%  |                   | 1.6%  |
| Weighted average geographic concentration of top five states | CA            | 32.9% | CA                | 33.4% |
|  | FL            | 8.7%  | FL                | 9.1%  |
|  | NY            | 8.1%  | NY                | 7.1%  |
|  | NJ            | 2.9%  | NJ                | 3.0%  |
|  | MD            | 2.6%  | MD                | 2.7%  |

(1) Value represents appraised value of the collateral at the time of loan origination.

(2) FICO as determined at the time of loan origination.

The table below presents the origination year of the underlying loans related to the Company's portfolio of Non-Agency RMBS at June 30, 2014 and December 31, 2013.

| Origination Year | June 30, 2014 | December 31, 2013 |
|------------------|---------------|-------------------|
| 1999             | 0.2%          | 0.0%              |
| 2000             | 0.6%          | 0.6%              |
| 2001             | 2.0%          | 1.2%              |
| 2002             | 0.4%          | 1.0%              |
| 2003             | 1.1%          | 1.4%              |
| 2004             | 3.9%          | 3.6%              |
| 2005             | 20.4%         | 17.8%             |
| 2006             | 29.4%         | 32.2%             |
| 2007             | 39.0%         | 40.1%             |
| 2008             | 2.1%          | 2.1%              |
| 2013             | 0.9%          | 0.0%              |
| Total            | 100.0%        | 100.0%            |

Gross realized gains and losses are recorded in "Net realized gains (losses) on sales of investments" on the Company's Consolidated Statements of Operations and Comprehensive Income. The proceeds and gross realized gains and gross realized losses from sales of investments for the quarters and six months ended June 30, 2014 and 2013 are as follows:

|                       | For the Quarter Ended  |               |
|-----------------------|------------------------|---------------|
|                       | June 30, 2014          | June 30, 2013 |
|                       | (dollars in thousands) |               |
| Proceeds from sales   | \$ 33,212              | \$ 429,380    |
| Gross realized gains  | 29                     | 54,117        |
| Gross realized losses | (4,368)                | -             |
| Net realized gain     | \$ (4,339)             | \$ 54,117     |

  

|                       | For the Six Months Ended |               |
|-----------------------|--------------------------|---------------|
|                       | June 30, 2014            | June 30, 2013 |
|                       | (dollars in thousands)   |               |
| Proceeds from sales   | \$ 133,468               | \$ 429,562    |
| Gross realized gains  | 8,498                    | 54,126        |
| Gross realized losses | (4,460)                  | (3)           |
| Net realized gain     | \$ 4,038                 | \$ 54,123     |

#### 4. Securitized Loans Held for Investment

The Company is considered to be the primary beneficiary of VIEs formed for the purpose of securitizing whole mortgage loans. Refer to Note 8 for additional details regarding the Company's involvement with VIEs. The securitized loans held for investment are carried at their principal balance outstanding, plus unamortized premiums, less unaccreted discounts and an allowance for loan losses. The following table provides a summary of the changes in the carrying value of securitized loans held for investment at June 30, 2014 and December 31, 2013:

|                                       | For the Six Months Ended<br>June 30, 2014 |          | For the Year Ended<br>December 31, 2013 |           |
|---------------------------------------|---|----------|---|-----------|
|                                       | (dollars in thousands)                    |          |   |           |
| Balance, beginning of period          | \$  | 783,484  | \$                                      | 1,300,131 |
| Purchases                             |   | -        |   | -         |
| Principal paydowns                    |   | (67,423) |   | (507,683) |
| Net periodic amortization (accretion) |   | (1,057)  |   | (10,763)  |
| Change to loan loss provision         |   | (533)    |   | 1,799     |
| Balance, end of period                | \$  | 714,471  | \$                                      | 783,484   |

The following table represents the Company's securitized residential mortgage loans classified as held for investment at June 30, 2014 and December 31, 2013:

|                                       | June 30, 2014          |         | December 31, 2013 |         |
|---------------------------------------|------------------------|---------|-------------------|---------|
|                                       | (dollars in thousands) |         |                   |         |
| Securitized loans, at amortized cost  | \$                     | 723,089 | \$                | 792,547 |
| Less: allowance for loan losses       |                        | 8,618   |                   | 9,063   |
| Securitized loans held for investment | \$                     | 714,471 | \$                | 783,484 |

The securitized loan portfolio is collateralized by prime, jumbo, first lien residential mortgages of which 41% were originated during 2012, 37% were originated during 2011, 6% during 2010, and the remaining 16% of the loans were originated prior to 2010. A summary of key characteristics of these loans follows.

|  | June 30, 2014 |       | December 31, 2013 |       |
|--|---------------|-------|-------------------|-------|
| Number of loans  |               | 972   |                   | 1,053 |
| Weighted average maturity (years)                            |               | 26.9  |                   | 27.3  |
| Weighted average loan to value (1)                           |               | 71.6% |                   | 71.7% |
| Weighted average FICO (2)                                    |               | 766   |                   | 766   |
| Weighted average loan balance (in thousands)                 | \$            | 728   | \$                | 737   |
| Weighted average percentage owner occupied                   |               | 95.3% |                   | 94.7% |
| Weighted average percentage single family residence          |               | 70.6% |                   | 70.0% |
| Weighted average geographic concentration of top five states | CA            | 34.9% | CA                | 34.7% |
|  | VA            | 5.6%  | VA                | 5.6%  |
|  | NJ            | 5.3%  | NY                | 5.5%  |
|  | NY            | 4.9%  | NJ                | 5.1%  |
|  | MD            | 4.9%  | TX                | 4.9%  |

(1) Value represents appraised value of the collateral at the time of loan origination.

(2) FICO as determined at the time of loan origination.

The following table summarizes the changes in the allowance for loan losses for the securitized mortgage loan portfolio at June 30, 2014 and December 31, 2013:

|                              | For the Six Months Ended<br>June 30, 2014 |       | For the Year Ended<br>December 31, 2013 |         |
|------------------------------|---|-------|---|---------|
|                              | (dollars in thousands)                    |       |   |         |
| Balance, beginning of period | \$  | 9,063 | \$                                      | 11,624  |
| Provision for loan losses    |   | 533   |   | (1,799) |
| Charge-offs                  |   | (978) |   | (762)   |
| Balance, end of period       | \$  | 8,618 | \$                                      | 9,063   |

The Company has established an allowance for loan losses related to securitized loans that is composed of a general and specific reserve. The balance in the allowance for loan losses related to the general reserve at June 30, 2014 and December 31, 2013 was \$4 million, respectively. The balance in the allowance for loan losses related to the specific reserve at June 30, 2014 and December 31, 2013 was \$5 million, respectively.

The total unpaid principal balance of impaired loans for which the Company established a specific reserve was \$25 million and \$26 million at June 30, 2014 and December 31, 2013, respectively. The Company's recorded investment in impaired loans for which there is a related allowance for credit losses at June 30, 2014 and December 31, 2013 was \$18 million and \$19 million, respectively. The total unpaid principal balance of non-impaired loans for which the Company established a general reserve was \$683 million and \$750 million at June 30, 2014 and December 31, 2013, respectively. The Company's recorded investment in loans that are not impaired for which there is a related general reserve for credit losses at June 30, 2014 and December 31, 2013 was \$696 million and \$765 million, respectively. Interest income on impaired loans is not significant.

The following table summarizes the outstanding principal balance of loans 30 days delinquent and greater as reported by the servicer at June 30, 2014 and December 31, 2013.

|                   | 30 Days<br>Delinquent | 60 Days<br>Delinquent | 90+ Days<br>Delinquent<br>(dollars in thousands) | Bankruptcy | Foreclosure | REO      | Total     |
|-------------------|-----------------------|-----------------------|--|------------|-------------|----------|-----------|
| June 30, 2014     | \$ 571                | \$ 1,720              | \$ 4,691   | \$ 0       | \$ 6,535    | \$ 816   | \$ 14,333 |
| December 31, 2013 | \$ 999                | \$ 570                | \$ 2,087   | \$ 473     | \$ 7,530    | \$ 1,179 | \$ 12,838 |

With the exception of its ability to approve certain loan modifications, the Company is not involved with the servicing or modification of loans held for investment. The trustee and servicer of the respective securitization are responsible for servicing and modifying these loans. The Company is required to make certain assumptions in accounting for loans held for investment due to the limitation of information available to the Company. The following table presents the loans that were modified by the servicer during the quarters ended June 30, 2014 and 2013.

|                        | Number of Loans<br>Modified During<br>Period | Unpaid Principal<br>Balance of<br>Modified<br>Loans (Pre-<br>modification) | Unpaid Principal<br>Balance of<br>Modified<br>Loans (Post-<br>modification) | Amortized Cost of<br>Modified Loans | Amortized Cost of<br>Modified Loans<br>For Which There<br>is an Allowance<br>for Loan Losses | Amortized Cost of<br>Modified Loans For<br>Which There is No<br>Allowance<br>for Loan Losses |
|------------------------|--|--|---|-------------------------------------|--|--|
| (dollars in thousands) |  |  |   |                                     |  |  |
| Six Months Ended       |  |  |   |                                     |  |  |
| June 30, 2014          | 2  | \$ 1,139   | \$ 1,256  | \$ 1,173                            | \$ 1,173   | \$ 0   |
| June 30, 2013          | 3  | \$ 2,349   | \$ 2,358  | \$ 2,248                            | \$ 2,248   | \$ 0   |

Loans are modified by the servicer as a method of loss mitigation. Based on the information available, during the quarter ended June 30, 2014, the Company determined that all loans modified by the servicer were considered TDRs, as defined under GAAP. A TDR is generally any modification of a loan to a borrower that is experiencing financial difficulties, where a lender agrees to terms that are more favorable to the borrower than are otherwise available in the current market. All loan modifications during the quarters ended June 30, 2014 and 2013 included a reduction of the stated interest rates. Loans modified by the servicer have been individually assessed for impairment and measurement of impairment is based on the excess of the recorded investment in the loan over the present value of the expected cash flows, post modification, discounted at the loan's effective interest rate at inception. In the absence of additional loan modifications by the servicer in future periods that are considered to be TDRs, the \$4 million specific reserve related to TDRs as of June 30, 2014 will be recognized in net income in future periods by way of a decrease in the provision for loan losses. If there are further modifications, the reduction of the cashflow is reflected in the provision for loan losses.

As of June 30, 2014, there were no loans that were modified in the past twelve months and delinquent on scheduled payments.

## 5. Fair Value Measurements

The Company follows fair value guidance in accordance with GAAP to account for its financial instruments. The Company categorizes its financial instruments, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument. Financial assets and liabilities recorded at fair value on the Consolidated Statements of Financial Condition or disclosed in the related notes are categorized based on the inputs to the valuation techniques as follows:

Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets and liabilities in active markets.

Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – inputs to the valuation methodology are unobservable and significant to fair value.

Fair value measurements categorized within Level 3 are sensitive to changes in the assumptions or methodology used to determine fair value and such changes could result in a significant increase or decrease in the fair value. For the Company's investments in Non-Agency RMBS categorized within Level 3 of the fair value hierarchy, the significant unobservable inputs include the discount rates, assumptions relating to prepayments, default rates and loss severities. Significant increases (decreases) in any of the discount rates, default rates or loss severities in isolation would result in a significantly lower (higher) fair value measurement. The impact of changes in prepayment speeds would have differing impacts on fair value, depending on the seniority of the investment. Generally, a change in the default assumption is accompanied by directionally similar changes in the assumptions used for the loss severity and the prepayment speed.

Any changes to the valuation methodology are reviewed by management to ensure the changes are appropriate. As markets and products evolve and the pricing for certain products becomes more transparent, the Company will continue to refine its valuation methodologies. The methodology utilized by the Company for the periods presented is unchanged. The methods used to produce a fair value calculation may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies, or assumptions, to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. The Company uses inputs that are current as of the measurement date, which may include periods of market dislocation, during which price transparency may be reduced.

During times of market dislocation, as has been experienced for some time and continues to exist, the observability of prices and inputs can be difficult for certain Non-Agency RMBS. If third party pricing services are unable to provide a price for an asset, or if the price provided by them is deemed unreliable by the Company, then the asset will be valued at its fair value as determined by the Company without validation to third-party pricing. In addition, validating third party pricing for the Company's investments may be more subjective as fewer participants may be willing to provide this service to the Company. Illiquid investments typically experience greater price volatility as an active market does not exist. Observability of prices and inputs can vary significantly from period to period and may cause instruments to change classifications within the three level hierarchy.

A description of the methodologies utilized by the Company to estimate the fair value of its financial instruments by instrument class follows:

#### *Short-term Instruments*

The carrying value of cash and cash equivalents, accrued interest receivable, receivable for securities, dividends payable, payable for securities and accrued interest payable are considered to be a reasonable estimate of fair value due to the short term nature of these financial instruments.

#### *Agency and Non-Agency RMBS*

Generally, the Company determines the fair value of its investment securities utilizing an internal pricing model that incorporates such factors as coupon, prepayment speeds, weighted average life, collateral composition, borrower characteristics, expected interest rates, life caps, periodic caps, reset dates, collateral seasoning, expected losses, expected default severity, credit enhancement, and other pertinent factors. Management reviews the fair values generated by the model to determine whether prices are reflective of the current market. Management indirectly corroborates its estimates of the fair value using pricing models by comparing its results to independent prices provided by third party pricing services. Certain very liquid asset classes, such as Agency fixed-rate pass-throughs may be priced using independent sources such as quoted prices for To-Be-Announced ("TBA") securities.

The Agency RMBS market is considered to be an active market such that participants transact with sufficient frequency and volume to provide transparent pricing information on an ongoing basis. The liquidity of the Agency RMBS market and the similarity of the Company's securities to those actively traded enable the Company to observe quoted prices in the market and utilize those prices as a basis for formulating fair value measurements. Consequently, the Company has classified Agency RMBS as having Level 2 inputs in the fair value hierarchy.

The Company's fair value estimation process for Non-Agency RMBS utilizes inputs other than quoted prices that are observed in the market. The Company's estimate of prepayment, default and severity curves all involve management judgment and assumptions that are deemed to be significant to the fair value measurement process, which renders the resulting Non-Agency RMBS fair value estimates Level 3 inputs in the fair value hierarchy.



Derivatives

Interest Rate Swaps

The Company determines the fair value of its interest rate swaps based on the net present value of future cash flows of the swap. The Company compares its own estimate of fair value to dealer quotes received to evaluate for reasonableness. The dealer quotes incorporate common market pricing methods, including a spread measurement to the Treasury yield curve or interest rate swap curve as well as underlying characteristics of the particular contract. Interest rate swaps are modeled by the Company by incorporating such factors as the term to maturity, Treasury curve, overnight index swap rates, and the payment rates on the fixed portion of the interest rate swaps. The Company has classified the characteristics used to determine the fair value of interest rate swaps as Level 2 inputs in the fair value hierarchy.

Mortgage Options

Mortgage options are valued using an option pricing model which considers the strike price of the option, the price of the underlying security, settle date, a discount rate and the implied volatility. The implied volatility is determined from the daily price of the underlying security as well as prices on similar financial instruments. The Company has classified the characteristics used to determine the fair value of mortgage options as Level 3 inputs in the fair value hierarchy.

Treasury Futures

The fair value of Treasury futures is determined by quoted market prices for similar financial instruments in an active market. The Company has classified the characteristics used to determine the fair value of Treasury futures as Level 1 inputs in the fair value hierarchy.

The Company's financial assets and liabilities carried at fair value on a recurring basis, including the level in the fair value hierarchy, at June 30, 2014 and December 31, 2013 is presented below.

| June 30, 2014                         |            |              |              |  |               |
|---------------------------------------|------------|--------------|--------------|--|---------------|
| (dollars in thousands)                |            |              |              |  |               |
|                                       | Level 1    | Level 2      | Level 3      | Counterparty and Cash<br>Collateral, netting | Total         |
| (dollars in thousands)                |            |              |              |  |               |
| Assets:                               |            |              |              |  |               |
| Non-Agency RMBS                       |            |              |              |  |               |
| Senior                                | \$ -       | \$ -         | \$ 230,465   | \$ -   | \$ 230,465    |
| Senior interest-only                  | -          | -            | 220,131      | -  | \$ 220,131    |
| Subordinated                          | -          | -            | 485,544      | -  | \$ 485,544    |
| Subordinated interest-only            | -          | -            | 15,609       | -  | \$ 15,609     |
| RMBS transferred to consolidated VIEs | -          | -            | 2,682,308    | -  | \$ 2,682,308  |
| Agency RMBS                           |            |              |              |  |               |
| Pass-through                          | -          | 7,976,923    | -            | -  | \$ 7,976,923  |
| Interest-only                         | -          | 38,627       | -            | -  | \$ 38,627     |
| Liabilities:                          |            |              |              |  |               |
| Derivatives, net                      | (2,637)    | (45,968)     | (1,137)      | 24,417                                       | (25,325)      |
| Total                                 | \$ (2,637) | \$ 7,969,582 | \$ 3,632,920 | \$ 24,417                                    | \$ 11,624,282 |

| December 31, 2013                     |           |              |              |  |              |
|---------------------------------------|-----------|--------------|--------------|--|--------------|
| (dollars in thousands)                |           |              |              |  |              |
|                                       | Level 1   | Level 2      | Level 3      | Counterparty and Cash<br>Collateral, netting | Total        |
| (dollars in thousands)                |           |              |              |  |              |
| Assets:                               |           |              |              |  |              |
| Non-Agency RMBS                       |           |              |              |  |              |
| Senior                                | \$ -      | \$ -         | \$ 89,687    | \$ -   | \$ 89,687    |
| Senior interest-only                  | -         | -            | 229,065      | -  | \$ 229,065   |
| Subordinated                          | -         | -            | 457,569      | -  | \$ 457,569   |
| Subordinated interest-only            | -         | -            | 16,571       | -  | \$ 16,571    |
| RMBS transferred to consolidated VIEs | -         | -            | 2,981,571    | -  | \$ 2,981,571 |
| Agency RMBS                           |           |              |              |  |              |
| Pass-through                          | -         | 1,954,796    | -            | -  | \$ 1,954,796 |
| Interest-only                         | -         | 42,782       | -            | -  | \$ 42,782    |
| Derivatives, net                      | 10,629    | -            | -            | (2,534)                                      | \$ 8,095     |
| Liabilities:                          |           |              |              |  |              |
| Derivatives, net                      | -         | (30,199)     | -            | -  | \$ (30,199)  |
| Total                                 | \$ 10,629 | \$ 1,967,379 | \$ 3,774,463 | \$ (2,534)                                   | \$ 5,749,937 |

The table below provides a summary of the changes in the fair value of securities classified as Level 3 at June 30, 2014 and December 31, 2013.

Fair Value Reconciliation, Level 3

|   | For the Six Months Ended<br>June 30, 2014<br>(dollars in thousands) |             |              |
|---|---|-------------|--------------|
|   | Non-Agency RMBS   | Derivatives | Total        |
| Beginning balance Level 3 assets                      | \$ 3,774,463  | \$ -        | \$ 3,774,463 |
| Transfers in to Level 3 assets                        | -   | -           | -            |
| Transfers out of Level 3 assets                       | -   | -           | -            |
| Purchases   | 188,779   | -           | 188,779      |
| Principal payments                                    | (159,117)   | -           | (159,117)    |
| Sales and Settlements                                 | (260,973)   | (8,374)     | (269,347)    |
| Accretion of purchase discounts                       | 49,884  | -           | 49,884       |
| Gains (losses) included in net income                 |   |             |              |
| Other than temporary credit impairment losses         | (6,881)   | -           | (6,881)      |
| Realized gains (losses) on sales and settlements      | (1,655)   | 2,898       | 1,243        |
| Realized gain on deconsolidation                      | 47,846  | -           | 47,846       |
| Net unrealized gains (losses) included in income      | 22,462  | -           | 22,462       |
| Gains (losses) included in other comprehensive income |   |             |              |
| Total unrealized gains (losses) for the period        | (20,751)  | 4,339       | (16,412)     |
| Ending balance Level 3 assets                         | \$ 3,634,057  | \$ (1,137)  | \$ 3,632,920 |

Fair Value Reconciliation, Level 3

|   | For the Year Ended<br>December 31, 2013<br>(dollars in thousands) |             |              |
|---|---|-------------|--------------|
|   | Non-Agency RMBS   | Derivatives | Total        |
| Beginning balance Level 3 assets                            | \$ 3,961,208  | \$ -        | \$ 3,961,208 |
| Transfers in to Level 3 assets                              | -   | -           | -            |
| Transfers out of Level 3 assets                             | -   | -           | -            |
| Purchases   | 317,299   | -           | 317,299      |
| Principal payments  | (475,092)   | -           | (475,092)    |
| Sales and Settlements                                       | (181,215)   | (10,221)    | (191,436)    |
| Accretion of purchase discounts                             | 106,290   | -           | 106,290      |
| Gains (losses) included in net income                       |   |             |              |
| Other than temporary credit impairment losses               | (45,167)  | -           | (45,167)     |
| Realized gains (losses) on sales and settlements            | 36,645  | 10,221      | 46,866       |
| Realized losses on principal write-downs of Non-Agency RMBS | (18,316)  | -           | (18,316)     |
| Net unrealized gains (losses) included in income            | (43,252)  | -           | (43,252)     |
| Gains (losses) included in other comprehensive income       |   |             |              |
| Total unrealized gains (losses) for the period              | 116,063   | -           | 116,063      |
| Ending balance Level 3 assets                               | \$ 3,774,463  | \$ -        | \$ 3,774,463 |

There were no transfers to or from Level 3 for the quarter ended June 30, 2014 and for year ended December 31, 2013.

*Sensitivity of Significant Inputs*

The significant unobservable inputs used in the fair value measurement of the Company's Non-Agency RMBS are the weighted average discount rates, constant prepayment speed ("CPR"), cumulative default rate, and the loss severity.

Prepayment speeds, as reflected by the CPR, vary according to interest rates, the type of investment, conditions in financial markets, and other factors, none of which can be predicted with any certainty. In general, when interest rates rise, it is relatively less attractive for borrowers to refinance their mortgage loans, and as a result, prepayment speeds tend to decrease. When interest rates fall, prepayment speeds tend to increase. For RMBS investments purchased at a premium, as prepayment speeds increase, the amount of income the Company earns decreases as the purchase premium on the bonds amortizes faster than expected. Conversely, decreases in prepayment speeds result in increased income and can extend the period over which the Company amortizes the purchase premium. For RMBS investments purchased at a discount, as prepayment speeds increase, the amount of income the Company earns increases from the acceleration of the accretion of the discount into interest income. Conversely, decreases in prepayment speeds result in decreased income as the accretion of the purchase discount into interest income occurs over a longer period.

Cumulative default rates represent an annualized rate of default on a group of mortgages. The constant default rate (“CDR”) represents the percentage of outstanding principal balances in the pool that are in default, which typically equates to the home being past 60-day and 90-day notices and in the foreclosure process. When default rates increase, expected cash flows on the underlying collateral decreases. When default rates decrease, expected cash flows on the underlying collateral increases.

Loss severity rates reflect the amount of loss expected from a foreclosure and liquidation of the underlying collateral in the mortgage loan pool. When a mortgage loan is foreclosed the collateral is sold and the resulting proceeds are used to settle the outstanding obligation. In many circumstances, the proceeds from the sale do not fully repay the outstanding obligation. In these cases a loss is incurred by the lender. Loss severity is used to predict how costly future losses are likely to be. An increase in loss severity results in a decrease in expected future cashflows. A decrease in loss severity results in an increase in expected future cashflows.

The discount rate refers to the interest rate used in the discounted cash flow analysis to determine the present value of future cash flows. The discount rate takes into account not just the time value of money, but also the risk or uncertainty of future cash flows. An increased uncertainty of future cash flows results in a higher discount rate. The discount rate used to calculate the present value of the expected future cash flows is based on the discount rate implicit in the security as of the last measurement date. As discount rates move up, the discounted cash flows are reduced.

A summary of the significant inputs used to estimate the fair value of Non-Agency RMBS as of June 30, 2014 and December 31, 2013 follows:

|                                       | June 30, 2014<br>Significant Inputs  |              |          |                  | December 31, 2013<br>Significant Inputs |              |          |                  |
|---------------------------------------|--------------------------------------|--------------|----------|------------------|---|--------------|----------|------------------|
|                                       | Weighted<br>Average<br>Discount Rate | CPR<br>Range | CDR      | Loss<br>Severity | Weighted<br>Average<br>Discount Rate    | CPR<br>Range | CDR      | Loss<br>Severity |
| Non-Agency RMBS                       |                                      |              |          |                  |   |              |          |                  |
| Senior                                | 4.9%                                 | 1% - 8%      | 0% - 33% | 50% - 85%        | 6.4%                                    | 1% - 6%      | 0% - 33% | 50% - 85%        |
| Senior interest-only                  | 13.5%                                | 2% - 26%     | 0% - 34% | 50% - 85%        | 14.1%                                   | 1% - 28%     | 0% - 33% | 50% - 85%        |
| Subordinated                          | 6.1%                                 | 2% - 24%     | 0% - 33% | 50% - 85%        | 6.1%                                    | 1% - 22%     | 0% - 38% | 50% - 85%        |
| Subordinated interest-only            | 13.7%                                | 3% - 10%     | 0% - 18% | 50% - 68%        | 12.7%                                   | 2% - 13%     | 0% - 18% | 50% - 73%        |
| RMBS transferred to consolidated VIEs | 4.6%                                 | 1% - 18%     | 0% - 32% | 50% - 85%        | 5.3%                                    | 1% - 20%     | 0% - 33% | 50% - 85%        |

All of the significant inputs listed have some degree of market observability, based on the Company’s knowledge of the market, information available to market participants, and use of common market data sources. Collateral default and loss severity projections are in the form of “curves” that are updated quarterly to reflect the Company’s collateral cash flow projections. Methods used to develop these projections conform to industry conventions. The Company uses assumptions it considers its best estimate of future cash flows for each respective security.

The discount rates applied to the expected cash flows to determine fair value are derived from a range of observable prices on securities backed by similar collateral. As the market becomes more or less liquid, the availability of these observable inputs will change.

The prepayment speed specifies the percentage of the collateral balance that is expected to prepay at each point in the future. The prepayment speed is based on factors such as collateral FICO score, loan-to-value ratio, debt-to-income ratio, and vintage on a loan level basis and is scaled up or down to reflect recent collateral-specific prepayment experience as obtained from remittance reports and market data services.

Default vectors are determined from the current “pipeline” of loans that are more than 30 days delinquent, in foreclosure, bankruptcy, or are real estate owned (“REO”). These delinquent loans determine the first 30 months of the default curve. Beyond month 30, the default curve transitions to a value that is reflective of a portion of the current delinquency pipeline.

The curve generated to reflect the Company’s expected loss severity is based on collateral-specific experience with consideration given to other mitigating collateral characteristics. Characteristics such as seasoning are taken into consideration because severities tend to initially increase on newly originated securities, before beginning to decline as the collateral ages and eventually stabilize. Collateral characteristics such as loan size, loan-to-value, and geographic location of collateral also effect loss severity.

### Securitized Loans Held for Investment

The Company carries securitized loans held for investment at principal value, plus unamortized premiums, less unaccreted discounts and an allowance for loan losses. The Company estimates the fair value of its securitized loans held for investment by considering the loan characteristics, including the credit characteristics of the borrower, purpose of the loan, use of the collateral securing the loan, and management's expectations of general economic conditions in the sector and greater economy.

### Repurchase Agreements

Repurchase agreements are collateralized financing transactions utilized by the Company to acquire investment securities. Due to the short term nature of these financial instruments, the Company estimates the fair value of these repurchase agreements using the contractual obligation plus accrued interest payable at maturity.

### Securitized Debt, Non-Agency RMBS Transferred to Consolidated VIEs and Securitized Debt, Loans Held for Investment

The Company records securitized debt for certificates or notes financed without recourse to the Company in securitization or re-securitization transactions treated as secured borrowings. The Company carries securitized debt at the principal balance outstanding plus unamortized premiums, less unaccreted discounts recorded in connection with the financing of the loans or RMBS with third parties. The premiums or discounts associated with the financing of the notes or certificates are amortized over the contractual life of the instrument using the interest method. The Company estimates the fair value of securitized debt by estimating the future cash flows associated with the underlying assets collateralizing the secured debt outstanding. The Company models the fair value of each underlying asset by considering, among other items, the structure of the underlying security, coupon, servicer, actual and expected defaults, actual and expected default severities, reset indices, and prepayment speeds in conjunction with market research for similar collateral performance and management's expectations of general economic conditions in the sector and other economic factors.

The following table presents the carrying value and fair value, as described above, of the Company's financial instruments not carried at fair value on a recurring basis at June 30, 2014 and December 31, 2013.

|   | June 30, 2014<br>(dollars in thousands) |                 |             |
|---|---|-----------------|-------------|
|   | Level in Fair Value<br>Hierarchy        | Carrying Amount | Fair Value  |
| Securitized loans held for investment                         | 3                                       | 714,471         | 703,455     |
| Repurchase agreements   | 2                                       | (5,564,554)     | (5,571,505) |
| Securitized debt, collateralized by Non-Agency RMBS           | 3                                       | (787,162)       | (800,457)   |
| Securitized debt, collateralized by loans held for investment | 3                                       | (604,655)       | (591,967)   |

  

|   | December 31, 2013<br>(dollars in thousands) |                 |             |
|---|---|-----------------|-------------|
|   | Level in Fair Value<br>Hierarchy            | Carrying Amount | Fair Value  |
| Securitized loans held for investment                         | 3   | 783,484         | 762,550     |
| Repurchase agreements   | 2   | (1,658,561)     | (1,660,941) |
| Securitized debt, collateralized by Non-Agency RMBS           | 3   | (933,732)       | (940,712)   |
| Securitized debt, collateralized by loans held for investment | 3   | (669,981)       | (647,628)   |

## 6. Repurchase Agreements

The Company had outstanding \$5.6 billion and \$1.7 billion of repurchase agreements with weighted average borrowing rates of 0.44% and 0.44% and weighted average remaining maturities of 75 days and 58 days as of June 30, 2014 and December 31, 2013, respectively. At June 30, 2014 and December 31, 2013, Agency RMBS pledged as collateral under these repurchase agreements had an estimated fair value of \$5.6 billion and \$1.7 billion, respectively. At June 30, 2014, Non-Agency RMBS pledged as collateral under these repurchase agreements had an estimated fair value of \$542 million. There were no Non-Agency RMBS pledged as collateral at December 31, 2013. The average daily balances of the Company's repurchase agreements for the quarters ended June 30, 2014 and December 31, 2013 were \$3.1 billion and \$1.5 billion, respectively. The interest rates of these repurchase agreements are generally indexed to the one-month or the three-month LIBOR rate and re-price accordingly.

At June 30, 2014 and December 31, 2013, the repurchase agreements collateralized by RMBS had the following remaining maturities.

|                                   | June 30, 2014          | December 31,<br>2013 |
|-----------------------------------|------------------------|----------------------|
|                                   | (dollars in thousands) |                      |
| Overnight                         | \$ -                   | \$ -                 |
| 1-29 days                         | 1,694,284              | 644,332              |
| 30 to 59 days                     | 1,085,418              | 606,945              |
| 60 to 89 days                     | 1,684,618              | -                    |
| 90 to 119 days                    | 63,545                 | 129,049              |
| Greater than or equal to 120 days | 1,036,689              | 278,235              |
| <b>Total</b>                      | <b>\$ 5,564,554</b>    | <b>\$ 1,658,561</b>  |

At June 30, 2014 and December 31, 2013, the Company did not have an amount at risk under its repurchase agreements greater than 15% of its equity with any counterparty.

## 7. Securitized Debt

All of the Company's securitized debt is collateralized by residential mortgage loans or Non-Agency RMBS. For financial reporting purposes, the Company's securitized debt is accounted for as secured borrowings. Thus, the residential mortgage loans or RMBS held as collateral are recorded in the assets of the Company as securitized loans held for investment or Non-Agency RMBS transferred to consolidated VIEs and the securitized debt is recorded as a non-recourse liability in the accompanying Consolidated Statements of Financial Condition.

At June 30, 2014 and December 31, 2013 the Company's securitized debt collateralized by residential mortgage loans had a principal balance of \$605 million and \$670 million, respectively. At June 30, 2014 and December 31, 2014 the debt carried a weighted average cost of financing equal to 3.28% and 3.31% respectively. The debt matures between the years 2023 and 2042.

At June 30, 2014 and December 31, 2013 the Company's securitized debt collateralized by Non-Agency RMBS had a principal balance of \$815 million and \$966 million, respectively. At June 30, 2014 and December 31, 2013, the debt carried a weighted average cost of financing equal to 4.26%, respectively. The debt matures between the years 2035 and 2047.

During the first quarter of 2014, the Company acquired securitized debt collateralized by Non-Agency RMBS with an outstanding principal balance of \$54 million for \$56 million in cash. This transaction resulted in a loss on the extinguishment of debt of \$2 million. This loss is reflected in earnings for the six months ended June 30, 2014.

The carrying value of securitized debt is based on its amortized cost, net of premiums or discounts related to sales of senior certificates to third parties. The following table presents the estimated principal repayment schedule of the securitized debt at June 30, 2014 and December 31, 2013, based on expected cash flows of the residential mortgage loans or RMBS, as adjusted for projected losses on the underlying collateral of the debt. All of the securitized debt recorded in the Company's Consolidated Statements of Financial Condition is non-recourse to the Company.

|                                     | June 30, 2014          | December 31,<br>2013 |
|-------------------------------------|------------------------|----------------------|
|                                     | (dollars in thousands) |                      |
| Within One Year                     | \$ 295,142             | \$ 370,250           |
| One to Three Years                  | 405,518                | 497,943              |
| Three to Five Years                 | 228,650                | 264,456              |
| Greater Than or Equal to Five Years | 376,409                | 396,916              |
| <b>Total</b>                        | <b>\$ 1,305,719</b>    | <b>\$ 1,529,565</b>  |

Maturities of the Company's securitized debt are dependent upon cash flows received from the underlying loans. The estimate of their repayment is based on scheduled principal payments on the underlying loans. This estimate will differ from actual amounts to the extent prepayments and/or loan losses are experienced. See Notes 3 and 4 for a more detailed discussion of the securities and loans collateralizing the securitized debt.

## 8. Consolidated Securitization Vehicles and Other Variable Interest Entities

Since its inception, the Company has created VIEs for the purpose of securitizing whole mortgage loans or re-securitizing RMBS and obtaining permanent, non-recourse term financing. The Company evaluated its interest in each VIE to determine if it is the primary beneficiary.

As of June 30, 2014, the Company's Consolidated Statements of Financial Condition includes consolidated VIEs with \$3.4 billion of assets and \$1.4 billion of liabilities. As of December 31, 2013, the Company's Consolidated Statements of Financial Condition includes consolidated VIEs with \$3.8 billion of assets and \$1.6 billion of liabilities.

During the first quarter of 2014, the Company sold all of its interests in a consolidated VIE to an unrelated third party. Subsequent to this sale, the purchaser of the interests in this VIE liquidated the VIE and took possession of the underlying securities of the original VIE for the purposes of creating a new re-securitization entity. The Company agreed to acquire certain interests in the new re-securitization entity collateralized by the underlying securities of the original VIE. These new interests acquired by the Company were evaluated for consolidation under GAAP. The Company determined that the acquired interests in the new re-securitization entity represented variable interests in only specified assets of the new re-securitization entity as these specified assets are essentially the only source of payment for the related variable interests of the new re-securitization entity. As the Company acquired 100% of certain classes of the new re-securitization entity, it concluded that it was the primary beneficiary of certain specified assets and interests of the new re-securitization entity for which it owned 100% of the class and, therefore, consolidated the assets and liabilities related only to their interests acquired.

As the Company did not repurchase all of the interests in the new re-securitization entity, a gain of \$48 million was recognized during the second quarter of 2014 related to the sale of its interests in the previously consolidated VIE which were not repurchased by the Company as part of the new re-securitization entity. This gain is presented as a Gain on deconsolidation during the second quarter of 2014.

As of June 30, 2014, the balance sheet includes the underlying assets of the original consolidated VIE the Company agreed to repurchase from the new re-securitization entity; therefore, no gain or loss is recognized on that portion of the transaction. All intercompany balances related to the consolidated interests are eliminated in consolidation.

### *VIEs for Which the Company is the Primary Beneficiary*

The retained beneficial interests in VIEs for which the Company is the primary beneficiary are typically the subordinated tranches of these re-securitizations and in some cases the Company may hold interests in additional tranches. The results of consolidation at June 30, 2014 is the inclusion of \$2.7 billion of Non-Agency RMBS at fair value representing the underlying securities of the trusts, the inclusion of \$714 million of securitized loans held for investment, the recognition of \$787 million of securitized debt associated with Non-Agency RMBS transferred to consolidated VIEs and \$605 million of securitized debt associated with loans held for investment. In addition, at June 30, 2014 the Company recognized \$15 million and \$5 million of accrued interest receivable and accrued interest payable, respectively, of the securitizations.

The table below reflects the assets and liabilities recorded in the Consolidated Statements of Financial Condition related to the consolidated VIEs as of June 30, 2014 and December 31, 2013.

|   | June 30, 2014          | December 31,<br>2013 |
|---|------------------------|----------------------|
|   | (dollars in thousands) |                      |
| <b>Assets</b>   |                        |                      |
| Non-Agency RMBS transferred to consolidated VIEs              | \$ 2,682,308           | \$ 2,981,571         |
| Securitized loans held for investment                         | 714,471                | 783,484              |
| Accrued interest receivable                                   | 14,681                 | 17,173               |
| <b>Liabilities</b>  |                        |                      |
| Securitized debt, collateralized by Non-Agency RMBS           | \$ 787,162             | \$ 933,732           |
| Securitized debt, collateralized by loans held for investment | 604,655                | 669,981              |
| Accrued interest payable                                      | 4,545                  | 5,278                |

Income and expense and OTTI amounts related to consolidated VIEs recorded in the Consolidated Statements of Operations and Comprehensive Income (Loss) is presented in the table below.

|   | For the Quarter Ended |                  |
|---|-----------------------|------------------|
|   | June 30, 2014         | June 30, 2013    |
| (dollars in thousands)  |                       |                  |
| Interest income, Assets of consolidated VIEs                    | \$ 85,262             | \$ 93,936        |
| Interest expense, Non-recourse liabilities of VIEs              | (17,176)              | (24,982)         |
| <b>Net interest income</b>                                      | <b>\$ 68,086</b>      | <b>\$ 68,954</b> |
| Total other-than-temporary impairment losses                    | (479)                 | -                |
| Portion of loss recognized in other comprehensive income (loss) | (3,471)               | -                |
| <b>Net other-than-temporary credit impairment losses</b>        | <b>\$ (3,950)</b>     | <b>\$ -</b>      |

  

|   | For the Six Months Ended |                   |
|---|--------------------------|-------------------|
|   | June 30, 2014            | June 30, 2013     |
| (dollars in thousands)  |                          |                   |
| Interest income, Assets of consolidated VIEs                    | \$ 170,473               | \$ 190,664        |
| Interest expense, Non-recourse liabilities of VIEs              | (37,875)                 | (51,978)          |
| <b>Net interest income</b>                                      | <b>\$ 132,598</b>        | <b>\$ 138,686</b> |
| Total other-than-temporary impairment losses                    | (479)                    | -                 |
| Portion of loss recognized in other comprehensive income (loss) | (3,471)                  | (135)             |
| <b>Net other-than-temporary credit impairment losses</b>        | <b>\$ (3,950)</b>        | <b>\$ (135)</b>   |

*VIEs for Which the Company is Not the Primary Beneficiary*

The Company is not required to consolidate VIEs in which it has concluded it does not have a controlling financial interest, and thus is not the primary beneficiary. In such cases, the Company does not have both the power to direct the entities' most significant activities and the obligation to absorb losses or right to receive benefits that could potentially be significant to the VIEs. The Company's investments in these unconsolidated VIEs are carried in Non-Agency RMBS on the Consolidated Statements of Financial Condition and include senior and subordinated bonds issued by the VIEs. The Company's investments in unconsolidated VIEs at June 30, 2014, ranged from less than \$1 million to \$45 million, with an aggregate amount of \$952 million. The Company's investments in unconsolidated VIEs at December 31, 2013, ranged from less than \$1 million to \$42 million, with an aggregate amount of \$793 million. The Company's maximum exposure to loss from these unconsolidated VIEs was \$826 million at June 30, 2014 and \$727 million at December 31, 2013. The maximum exposure to loss was determined as the amortized cost of the unconsolidated VIE, which represents the purchase price of the investment less any unamortized premiums or discounts as of the reporting date.

**9. Derivative Instruments**

In connection with the Company's interest rate risk management strategy, the Company economically hedges a portion of its interest rate risk by entering into derivative financial instrument contracts in the form of interest rate swaps and Treasury futures. The Company's swaps are used to lock in a fixed rate related to a portion of its current and anticipated payments on its repurchase agreements. The Company typically agrees to pay a fixed rate of interest ("pay rate") in exchange for the right to receive a floating rate of interest ("receive rate") over a specified period of time. Treasury futures are derivatives which track the prices of specific Treasury securities and are traded on an active exchange. It is generally the Company's policy to close out any Treasury futures positions prior to taking delivery of the underlying security. The Company uses Treasury futures to lock in prices on the purchase or sale of Agency RMBS and to hedge changes in interest rates on its existing portfolio.

In addition to interest rate swaps, from time to time the Company purchases and sells mortgage options. Mortgage options give the Company the right, but not the obligation, to buy or sell mortgage backed securities at a future date for a fixed price. The Company uses mortgage options to lock in prices on the purchase or sale of Agency RMBS and to enhance investment returns.

The use of derivatives creates exposure to credit risk relating to potential losses that could be recognized if the counterparties to these instruments fail to perform their obligations under the contracts. In the event of a default by the counterparty, the Company could have difficulty obtaining its RMBS or cash pledged as collateral for these derivative instruments. The Company periodically monitors the credit of its counterparties to determine if it is exposed to counterparty credit risk. See Note 14 for further discussion of counterparty credit risk.

The table below summarizes the location and fair value of the derivatives reported in the Consolidated Statements of Financial Condition after counterparty netting and posting of cash collateral as of June 30, 2014 and December 31, 2013.

June 30, 2014

| Derivative Instruments | Notional Amount Outstanding | Derivative Assets  |   | Derivative Liabilities                                     |   |
|------------------------|-----------------------------|--|---|--|---|
|                        |                             | Location on Consolidated Statements of Financial Condition | Net Estimated Fair Value/Carrying Value | Location on Consolidated Statements of Financial Condition | Net Estimated Fair Value/Carrying Value |
| (dollars in thousands) |                             |  |   |  |   |
| Interest Rate Swaps    | \$ 3,360,000                | Derivatives, at fair value, net                            | \$ -                                    | Derivatives, at fair value                                 | \$ (24,188)                             |
| Mortgage Options       | 2,000,000                   | Derivatives, at fair value, net                            | -                                       | Derivatives, at fair value                                 | (1,137)                                 |
| Treasury Futures       | 1,230,000                   | Derivatives, at fair value, net                            | -                                       | Derivatives, at fair value                                 | -                                       |
| <b>Total</b>           | <b>\$ 6,590,000</b>         |  | <b>\$ -</b>                             |  | <b>\$ (25,325)</b>                      |

December 31, 2013

| Derivative Instruments | Notional Amount Outstanding | Derivative Assets  |   | Derivative Liabilities                                     |   |
|------------------------|-----------------------------|--|---|--|---|
|                        |                             | Location on Consolidated Statements of Financial Condition | Net Estimated Fair Value/Carrying Value | Location on Consolidated Statements of Financial Condition | Net Estimated Fair Value/Carrying Value |
| (dollars in thousands) |                             |  |   |  |   |
| Interest Rate Swaps    | \$ 1,355,000                | Derivatives, at fair value, net                            | \$ -                                    | Derivatives, at fair value                                 | \$ (30,199)                             |
| Treasury Futures       | 550,000                     | Derivatives, at fair value, net                            | 8,095                                   | Derivatives, at fair value                                 | -                                       |
| <b>Total</b>           | <b>\$ 1,905,000</b>         |  | <b>\$ 8,095</b>                         |  | <b>\$ (30,199)</b>                      |

The effect of the Company's derivatives on the Consolidated Statements of Operations and Comprehensive Income (Loss) is presented below.

| Derivative Instruments | Location on Consolidated Statements of Operations and Comprehensive Income (Loss) | For the Quarter Ended |                 |
|------------------------|---|-----------------------|-----------------|
|                        |   | June 30, 2014         | June 30, 2013   |
| (dollars in thousands) |   |                       |                 |
| Interest Rate Swaps    | Net unrealized gains (losses) on derivatives                                      | \$ (19,834)           | \$ 13,178       |
| Interest Rate Swaps    | Net realized gains (losses) on derivatives  | (12,061)              | (5,391)         |
| Mortgage Options       | Net unrealized gains (losses) on derivatives                                      | 3,593                 | -               |
| Mortgage Options       | Net realized gains (losses) on derivatives  | 1,050                 | -               |
| Treasury Futures       | Net unrealized gains (losses) on derivatives                                      | (6,256)               | -               |
| Treasury Futures       | Net realized gains (losses) on derivatives  | (8,781)               | -               |
| <b>Total</b>           |   | <b>\$ (42,289)</b>    | <b>\$ 7,787</b> |

| Derivative Instruments | Location on Consolidated Statements of Operations and Comprehensive Income (Loss) | For the Six Months Ended |                 |
|------------------------|---|--------------------------|-----------------|
|                        |   | June 30, 2014            | June 30, 2013   |
| (dollars in thousands) |   |                          |                 |
| Interest Rate Swaps    | Net unrealized gains (losses) on derivatives                                      | \$ (15,769)              | \$ 18,580       |
| Interest Rate Swaps    | Net realized gains (losses) on derivatives  | (17,711)                 | (10,921)        |
| Mortgage Options       | Net unrealized gains (losses) on derivatives                                      | 4,339                    | -               |
| Mortgage Options       | Net realized gains (losses) on derivatives  | 1,653                    | -               |
| Treasury Futures       | Net unrealized gains (losses) on derivatives                                      | (13,265)                 | -               |
| Treasury Futures       | Net realized gains (losses) on derivatives  | (9,482)                  | -               |
| <b>Total</b>           |   | <b>\$ (50,235)</b>       | <b>\$ 7,659</b> |

The weighted average pay rate on the Company's interest rate swaps at June 30, 2014 was 2.28% and the weighted average receive rate was 0.20%. The weighted average pay rate on the Company's interest rate swaps at December 31, 2013 was 1.81% and the weighted average receive rate was 0.17%.



Certain of the Company's interest rate swap and mortgage option contracts are subject to International Swaps and Derivatives Association Master Agreements ("ISDA") which contain provisions that grant counterparties certain rights with respect to the applicable ISDA upon the occurrence of (i) negative performance that results in a decline in net assets in excess of specified thresholds or dollar amounts over set periods of time, (ii) the Company's failure to maintain its REIT status, (iii) the Company's failure to comply with limits on the amount of leverage, and (iv) the Company's stock being delisted from the New York Stock Exchange (NYSE). Upon the occurrence of items (i) through (iv), the counterparty to the applicable ISDA has a right to terminate the ISDA in accordance with its provisions. Certain of the Company's interest rate swaps are cleared through a registered commodities exchange. Each of the Company's ISDAs and clearing exchange agreements contains provisions under which the Company is required to fully collateralize its obligations under the interest rate swap agreements if at any point the fair value of the swap represents a liability greater than the minimum transfer amount contained within the agreements. The Company is also required to post initial collateral upon execution of certain of its swap transactions. If the Company breaches any of these provisions, it will be required to settle its obligations under the agreements at their termination values, which approximates fair value. Cleared swaps are fair valued using internal pricing models and compared to the exchange market values. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that are in a net liability position at June 30, 2014 is approximately \$53 million including accrued interest, which represents the maximum amount the Company would be required to pay upon termination, which is fully collateralized.

#### **10. Common Stock**

During the quarters ended June 30, 2014 and 2013, the Company declared dividends to common shareholders totaling \$92 million, or \$0.09 per share. During the six months ended June 30, 2014 and 2013, the Company declared dividends to common shareholders totaling \$185 million, or \$0.18 per share.

Earnings per share for the quarters and six months ended June 30, 2014 and 2013, respectively, are computed as follows:

|  | For the Quarter Ended  |                      |
|--|------------------------|----------------------|
|  | June 30, 2014          | June 30, 2013        |
|  | (dollars in thousands) |                      |
| Numerator:   |                        |                      |
| Net income   | \$ 104,769             | \$ 143,207           |
| Effect of dilutive securities:   | -                      | -                    |
| Dilutive net income available to stockholders                              | <u>\$ 104,769</u>      | <u>\$ 143,207</u>    |
| Denominator:   |                        |                      |
| Weighted average basic shares  | 1,027,208,949          | 1,027,066,041        |
| Effect of dilutive securities  | 325,500                | 527,400              |
| Weighted average diluted shares  | <u>1,027,534,449</u>   | <u>1,027,593,441</u> |
| Net income per average share attributable to common stockholders - Basic   | <u>\$ 0.10</u>         | <u>\$ 0.14</u>       |
| Net income per average share attributable to common stockholders - Diluted | <u>\$ 0.10</u>         | <u>\$ 0.14</u>       |

|  | For the Six Months Ended |                      |
|--|--------------------------|----------------------|
|  | June 30, 2014            | June 30, 2013        |
|  | (dollars in thousands)   |                      |
| Numerator:   |                          |                      |
| Net income   | \$ 205,137               | \$ 223,008           |
| Effect of dilutive securities:   | -                        | -                    |
| Dilutive net income available to stockholders                              | <u>\$ 205,137</u>        | <u>\$ 223,008</u>    |
| Denominator:   |                          |                      |
| Weighted average basic shares  | 1,027,235,633            | 1,027,052,341        |
| Effect of dilutive securities  | 325,823                  | 542,131              |
| Weighted average dilutive shares   | <u>1,027,561,456</u>     | <u>1,027,594,472</u> |
| Net income per average share attributable to common stockholders - Basic   | <u>\$ 0.20</u>           | <u>\$ 0.22</u>       |
| Net income per average share attributable to common stockholders - Diluted | <u>\$ 0.20</u>           | <u>\$ 0.22</u>       |

#### 11. Accumulated Other Comprehensive Income

The following table presents the changes in the components of Accumulated Other Comprehensive Income ("AOCI") for the six months ended June 30, 2014 and 2013:

|                                 | June 30, 2014  |                                  |
|---------------------------------|--|----------------------------------|
|                                 | (dollars in thousands)   |                                  |
|                                 | Unrealized gains<br>(losses) on<br>available-<br>for-sale securities,<br>net | Total Accumulated<br>OCI Balance |
| Balance as of December 31, 2013 | <u>\$ 990,803</u>  | <u>\$ 990,803</u>                |
| OCI before reclassifications    | 138,150  | 138,150                          |
| Amounts reclassified from AOCI  | (49,305)   | (49,305)                         |
| Net current period OCI          | 88,845   | 88,845                           |
| Balance as of June 31, 2014     | <u>\$ 1,079,648</u>  | <u>\$ 1,079,648</u>              |
|                                 | June 30, 2013  |                                  |
|                                 | (dollars in thousands)   |                                  |
|                                 | Unrealized gains<br>(losses) on<br>available-<br>for-sale securities,<br>net | Total Accumulated<br>OCI Balance |
| Balance as of December 31, 2012 | <u>\$ 989,936</u>  | <u>\$ 989,936</u>                |
| OCI before reclassifications    | 95,012   | 95,012                           |
| Amounts reclassified from AOCI  | (47,960)   | (47,960)                         |
| Net current period OCI          | 47,052   | 47,052                           |
| Balance as of June 30, 2013     | <u>\$ 1,036,988</u>  | <u>\$ 1,036,988</u>              |

The following table presents the details of the reclassifications from AOCI for the six months ended June 30, 2014 and 2013:

|  | June 30, 2014                                   | June 30, 2013                                   |   |
|--|---|---|---|
|  | Amounts<br>Reclassified from<br>Accumulated OCI | Amounts<br>Reclassified from<br>Accumulated OCI | Affected Line on the Consolidated Statements Of<br>Operations And Comprehensive Income (Loss) |
| (dollars in thousands)                                       |   |   |   |
| Unrealized gains and losses on available-for-sale securities | \$ 8,340  | \$ 54,123                                       | Net realized gains (losses) on sales of investments   |
|  | 47,846  | -   | Realized gain on deconsolidation  |
|  | (6,881)   | (6,163)   | Net other-than-temporary credit impairment losses   |
|  | \$ 49,305                                       | \$ 47,960                                       | Income (loss) before income taxes   |
|  | -   | -   | Income taxes  |
|  | \$ 49,305                                       | \$ 47,960                                       | Net of tax  |

## 12. Long Term Incentive Plan

On January 2, 2008, the Company granted restricted stock awards in the amount of 1,301,000 shares to employees of FIDAC and its affiliates and the Company's independent directors. The awards to the independent directors vested on the date of grant and the awards to FIDAC's employees vest quarterly over a period of 10 years. During the quarters ended June 30, 2014 and 2013, 22 thousand and 27 thousand shares of restricted stock issued by the Company to FIDAC's employees vested, respectively. During the six months ended June 30, 2014 and 2013, 37 thousand and 55 thousand shares of restricted stock issued by the Company to FIDAC's employees vested, respectively. As of June 30, 2014 there were 255 thousand remaining non-vested shares representing \$812 thousand of total unrecognized compensation costs granted under the long term incentive plan, based on the closing price of the shares at quarter end. That cost is expected to be recognized over a period of approximately 3.5 years.

## 13. Income Taxes

For the quarter ended June 30, 2014, the Company was qualified to be taxed as a REIT under Code Sections 856 through 860. As a REIT, the Company is not subject to federal income tax to the extent that it makes qualifying distributions of taxable income to its stockholders. To maintain qualification as a REIT, the Company must distribute at least 90% of its annual REIT taxable income to its shareholders and meet certain other requirements such as assets it may hold, income it may generate and its shareholder composition. It is generally the Company's policy to distribute to its shareholders all of the Company's taxable income.

The state and local tax jurisdictions for which the Company is subject to tax-filing obligations recognize the Company's status as a REIT, and therefore, the Company generally does not pay income tax in such jurisdictions. The Company may, however, be subject to certain minimum state and local tax filing fees and its TRS's are subject to federal, state, and local taxes.

For the quarters ended June 30, 2014 and 2013, the Company did not recognize any income tax expense. For the six months ended June 30, 2014 and 2013, the Company recorded income tax expense of \$2 thousand, respectively.

In general, common stock cash dividends declared by the Company will be considered ordinary income to stockholders for income tax purposes. From time to time, a portion of the Company's dividends may be characterized as capital gains or return of capital.

The Company's effective tax rate differs from its combined federal, state and city corporate statutory tax rate primarily due to the deduction of dividend distributions required to be paid under Code Section 857(a).

The Company's 2012, 2011 and 2010 federal, state and local tax returns remain open for examination.

## 14. Credit Risk and Interest Rate Risk

The Company's primary components of market risk are credit risk and interest rate risk. The Company is subject to interest rate risk in connection with its investments in Agency and Non-Agency RMBS, residential mortgage loans, and borrowings under repurchase agreements. When the Company assumes interest rate risk, it attempts to minimize interest rate risk through asset selection, hedging and matching the income earned on mortgage assets with the cost of related liabilities. The Company attempts to minimize credit risk through due diligence and asset selection by purchasing loans underwritten to agreed-upon specifications of selected originators. The Company has established a whole loan target market including prime borrowers with FICO scores generally greater than 650, Alt-A documentation, geographic diversification, owner-occupied property, and moderate loan-to-value ratios. These factors are considered to be important indicators of credit risk.

By using derivative instruments and repurchase agreements, the Company is exposed to counterparty credit risk if counterparties to the contracts do not perform as expected. If a counterparty fails to perform on a derivative hedging instrument, the Company's counterparty credit risk is equal to the amount reported as a derivative asset on its balance sheet to the extent that amount exceeds collateral obtained from the counterparty or, if in a net liability position, the extent to which collateral posted exceeds the liability to the counterparty. The amounts reported as a derivative asset/(liability) are derivative contracts in a gain/(loss) position, and to the extent subject to master netting arrangements, net of derivatives in a loss/(gain) position with the same counterparty and collateral received/(pledged). If the counterparty fails to perform on a repurchase agreement, the Company is exposed to a loss to the extent that the fair value of collateral pledged exceeds the liability to the counterparty. The Company attempts to minimize counterparty credit risk by evaluating and monitoring the counterparty's credit, executing master netting arrangements and obtaining collateral, and executing contracts and agreements with multiple counterparties to reduce exposure to a single counterparty, where appropriate.

Our repurchase agreements and derivative transactions are governed by underlying agreements that provide for a right of setoff under master netting arrangements, including in the event of default or in the event of bankruptcy of either party to the transactions. We present our assets and liabilities subject to such arrangements on a net basis in our consolidated statements of financial condition. The following table presents information about our liabilities that are subject to such arrangements and can potentially be offset on our consolidated statements of financial condition as of June 30, 2014 and December 31, 2013. The Company has no financial instruments subject to master netting arrangements, or similar arrangements, in an asset position on a gross basis.

June 30, 2014  
(dollars in thousands)

|                          | Gross Amounts Not Offset with<br>Financial Assets (Liabilities) in the<br>Consolidated Statements of Financial Position |  |  |                          |  |     |                   |
|--------------------------|---|--|--|--------------------------|--|-----|-------------------|
|                          | Gross Amounts of<br>Recognized<br>Assets<br>(Liabilities)   | Gross Amounts<br>Offset<br>in the<br>Consolidated<br>Statements of<br>Financial Position | Net Amounts<br>Offset<br>in the<br>Consolidated<br>Statements of<br>Financial Position | Financial<br>Instruments | Cash Collateral<br>(Received)<br>Pledged | (1) | Net Amount        |
| Repurchase agreements    | \$ (5,564,554)  | \$ -   | \$ (5,564,554)   | \$ 6,123,377             | \$ -                                     |     | \$ 558,823        |
| Interest Rate Swaps      | (45,967)  | 21,779   | (24,188)   | 31,568                   | 58,236                                   |     | 65,616            |
| Mortgage Options         | (1,137)   | -  | (1,137)  | -                        | -  |     | (1,137)           |
| Treasury Futures         | (2,636)   | 2,636  | -  | -                        | 14,632                                   |     | 14,632            |
| <b>Total Liabilities</b> | <b>\$ (5,614,294)</b>   | <b>\$ 24,415</b>   | <b>\$ (5,589,879)</b>  | <b>\$ 6,154,945</b>      | <b>\$ 72,868</b>                         |     | <b>\$ 637,934</b> |

(1) Included in other assets

December 31, 2013  
(dollars in thousands)

|                          | Gross Amounts Not Offset with<br>Financial Assets (Liabilities) in the<br>Consolidated Statements of Financial Position |  |  |                          |                                       |  |                  |
|--------------------------|---|--|--|--------------------------|---------------------------------------|--|------------------|
|                          | Gross Amounts<br>of Recognized<br>Assets<br>(Liabilities)   | Gross Amounts<br>Offset<br>in the<br>Consolidated<br>Statements of<br>Financial Position | Net Amounts<br>Offset<br>in the<br>Consolidated<br>Statements of<br>Financial Position | Financial<br>Instruments | Cash Collateral<br>(Received) Pledged |  | Net Amount       |
| Repurchase agreements    | \$ (1,658,561)  | \$ -   | \$ (1,658,561)   | \$ 1,737,381             | \$ -                                  |  | \$ 78,820        |
| Interest Rate Swaps      | (30,199)  | -  | (30,199)   | 39,470                   | -                                     |  | 9,271            |
| Mortgage Options         | -   | -  | -  | -                        | -                                     |  | -                |
| Treasury Futures         | 10,629  | (2,534)  | 8,095  | -                        | -                                     |  | 8,095            |
| <b>Total Liabilities</b> | <b>\$ (1,678,131)</b>   | <b>\$ (2,534)</b>  | <b>\$ (1,680,665)</b>  | <b>\$ 1,776,851</b>      | <b>\$ -</b>                           |  | <b>\$ 96,186</b> |

## 15. Management Agreement and Related Party Transactions

### Management Agreement

The Company entered into a management agreement with FIDAC, which provided for an initial term through December 31, 2010 with an automatic one-year extension option and subject to certain termination rights. Effective November 28, 2012, the management fee was reduced from 1.50% to 0.75% per annum of gross stockholders' equity, which remained in effect until the Company was current on all of its filings required under applicable securities laws.

Management fees accrued and paid to FIDAC for the quarters ended June 30, 2014 and 2013 were \$6 million, respectively. Management fees accrued and paid to FIDAC for the six months ended June 30, 2014 and 2013 were \$12 million and \$13 million, respectively.

On August 8, 2014, the management agreement was amended and restated. Effective August 8, 2014, the management fee was increased to 1.20% of gross stockholders' equity. In addition, FIDAC agreed to pay us a one-time fee reduction of approximately \$24 million, which equals a base management fee equal to 0.75% per annum of gross stockholders' equity as if it were in effect from January 1, 2012 through November 27, 2012.

The agreement provides for a two year term ending August 7, 2016 and may be automatically renewed for two year terms at each anniversary date unless at least two-thirds of the independent directors or the holders of a majority of the outstanding shares of common stock elects not to renew the agreement in their sole discretion and for any or no reason. Unless the management agreement is terminated for "cause" or FIDAC terminates the management agreement, in the event that the management agreement is terminated or not renewed, the Company must pay to FIDAC a termination fee equal to two times the average annual management fee, calculated as of the end of the most recently completed fiscal quarter prior to the date of termination. FIDAC will continue to provide services under the management agreement for a period not less than 180 days from the date the Company delivers the notice not to renew the management agreement.

The Company may also terminate the management agreement with 30 days' prior notice from the Company's board of directors, without payment of a termination fee, for cause or upon a change of control of Annaly or FIDAC, each as defined in the management agreement. FIDAC may terminate the management agreement if the Company becomes required to register as an investment company under the Investment Company Act of 1940, as amended, with such termination deemed to occur immediately before such event, in which case the Company would not be required to pay a termination fee. FIDAC may also decline to renew the management agreement by providing the Company with 180-days' written notice, in which case the Company would not be required to pay a termination fee.

The management agreement provides that FIDAC will pay all past and future expenses that the Company and/or the Audit Committee of the Company incur to: (1) evaluate the Company's accounting policy related to the application of GAAP to its Non-Agency RMBS portfolio (the "Evaluation"); (2) restate the Company's financial statements for the period covering 2008 through 2011 as a result of the Evaluation (the "Restatement Filing"); and (3) investigate and evaluate any shareholder derivative demands arising from the Evaluation and/or the Restatement Filing (the "Investigation"); provided, however, that FIDAC's obligation to pay expenses applies only to expenses not paid by the Company's insurers under its insurance policies. Expenses shall include, without limitation, fees and costs incurred with respect to auditors, outside counsel, and consultants engaged by the Company and/or the Audit Committee of the Company for the Evaluation, Restatement Filing and the Investigation. The amount paid by FIDAC related to these expenses for the quarters ended June 30, 2014 and 2013 is \$2 million and \$3 million, respectively, and is presented in the Consolidated Statements of Operations and Comprehensive Income (Loss) as Expense recoveries from Manager. The amount paid by FIDAC related to these expenses for the six months ended June 30, 2014 and 2013 is \$3 million and \$5 million, respectively. As of June 30, 2014, \$2 million of these expenses is included in other assets as a receivable from FIDAC.

The Company is obligated to reimburse FIDAC for costs incurred on the Company's behalf under the management agreement. In addition, the management agreement permits FIDAC to require the Company to pay for its pro rata portion of rent, telephone, utilities, office furniture, equipment, machinery and other office, internal and overhead expenses that FIDAC incurred in connection with the Company's operations. These expenses are allocated between FIDAC and the Company based on the ratio of the Company's proportion of gross assets compared to the gross assets managed by FIDAC as calculated at each quarter end. FIDAC and the Company will modify this allocation methodology, subject to the approval of the Company's board of directors if the allocation becomes inequitable (i.e., if the Company becomes very highly leveraged compared to FIDAC's other funds and accounts). During the quarters and six months ended June 30, 2014 and 2013, reimbursements to FIDAC were not significant.

#### *RCap*

On March 1, 2011, the Company entered into an administrative services agreement with RCap Securities Inc., ("RCap"). RCap is a SEC-registered broker-dealer and a wholly-owned subsidiary of Annaly that clears the Company's securities trades in return for normal and customary fees that RCap charges for such services. RCap may also provide brokerage services to the Company from time to time. During the quarters and six months ended June 30, 2014 and 2013, fees paid to RCap were less than \$1 million.

**16. Commitments and Contingencies**

From time to time, the Company may become involved in various claims and legal actions arising in the ordinary course of business. In connection with certain re-securitization transactions engaged in by the Company, the Company has the obligation under certain circumstances to repurchase assets from the VIE upon breach of certain representations and warranties. Management is not aware of any contingencies that require accrual or disclosure as of June 30, 2014 and December 31, 2013.

**17. Subsequent Events**

The Board of Directors has determined that there will be a quarterly dividend of \$0.09 per share for the third and fourth quarters of 2014.

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

The following discussion of the Company's ("we" or "our") financial condition and results of operations should be read in conjunction with the consolidated financial statements and notes to those statements included in Item 1 of this quarterly report on Form 10-Q.

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

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

- our business and investment strategy;
- our ability to maintain existing financing arrangements and our ability to obtain future financing arrangements;
- our ability to timely file our periodic reports with the Securities and Exchange Commission, or SEC;
- our expectations regarding materiality or significance;
- the effectiveness of our disclosure controls and procedures;
- material weaknesses in our internal controls over financial reporting;
- additional information that may arise from the preparation of our financial statements;
- inadequacy of or weakness in our internal controls over financial reporting of which we are not currently aware or which have not been detected;
- general volatility of the securities markets in which we invest;
- the impact of and changes to various government programs;
- our expected investments;
- changes in the value of our investments;
- interest rate mismatches between our investments and our borrowings used to finance such purchases;

- changes in interest rates and mortgage prepayment rates;
- effects of interest rate caps on our adjustable-rate investments;
- rates of default, delinquencies or decreased recovery rates on our investments;
- prepayments of the mortgage and other loans underlying our mortgage-backed securities, or RMBS, or other asset-backed securities, or ABS;
- the degree to which our hedging strategies may or may not protect us from interest rate volatility;
- impact of and changes in governmental regulations, tax law and rates, accounting guidance, and similar matters;
- availability of investment opportunities in real estate-related and other securities;
- availability of qualified personnel;
- estimates relating to our ability to make distributions to our stockholders in the future;
- our understanding of our competition;
- market trends in our industry, interest rates, the debt securities markets or the general economy;
- our ability to maintain our classification as a real estate investment trust, or REIT, for federal income tax purposes; and
- our ability to maintain our exemption from registration under the Investment Company Act of 1940, as amended, or 1940 Act.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. You should not place undue reliance on these forward-looking statements. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us. Some of these factors are described under the caption “Risk Factors” in our 2013 Form 10-K. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made. New risks and uncertainties arise from time to time, and it is impossible for us to predict those events or how they may affect us. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



## Executive Summary

We are a Maryland corporation that commenced operations on November 21, 2007. We acquire, either directly or indirectly through our subsidiaries, residential mortgage-backed securities, or RMBS, residential mortgage loans, commercial mortgage loans, real estate related securities and various other asset classes. We are externally managed by Fixed Income Discount Advisory Company, which we refer to as FIDAC or our Manager. FIDAC is a fixed-income investment management company that is registered as an investment adviser with the SEC. FIDAC is a wholly owned subsidiary of Annaly Capital Management, Inc., or Annaly. FIDAC has a broad range of experience in managing investments in Agency RMBS, which are mortgage pass-through certificates, collateralized mortgage obligations, or CMOs, and other RMBS representing interests in or obligations backed by pools of mortgage loans issued or guaranteed by Fannie Mae, Freddie Mac, and Ginnie Mae, Non-Agency RMBS, collateralized debt obligations, or CDOs, and other real estate related investments.

Our objective is to provide attractive risk-adjusted returns to our investors over the long-term, primarily through dividends and secondarily through capital appreciation. We intend to achieve this objective by investing in a diversified investment portfolio of RMBS, residential mortgage loans, real estate-related securities and various other asset classes, subject to maintaining our REIT status and exemption from registration under the 1940 Act. The RMBS, ABS, CMBS, and CDOs we purchase may include investment-grade and non-investment grade classes, including the BB-rated, B-rated and non-rated classes.

We rely on our Manager's expertise in identifying assets within our target asset classes. Our Manager makes investment decisions based on various factors, including expected cash yield, relative value, risk-adjusted returns, current and projected credit fundamentals, current and projected macroeconomic considerations, current and projected supply and demand, credit and market risk concentration limits, liquidity, cost of financing and financing availability, as well as maintaining our REIT qualification and our exemption from registration under the 1940 Act.

Over time, we will modify our investment allocation strategy as market conditions change to seek to maximize the returns from our investment portfolio. We believe this strategy, combined with our Manager's experience, will enable us to pay dividends and achieve capital appreciation through various changing interest rate and credit cycles and provide attractive long-term returns to investors.

Our targeted asset classes and the principal investments we have made and in which we may in the future invest are:

| <u>Asset Class</u>         | <u>Principal Investments</u>  |
|----------------------------|---|
| RMBS                       | <ul style="list-style-type: none"><li>• Non-Agency RMBS, including investment-grade and non-investment grade classes, including the BB-rated, B-rated and non-rated classes</li><li>• Agency RMBS</li><li>• Interest-only ("IO") RMBS</li></ul>   |
| Residential Mortgage Loans | <ul style="list-style-type: none"><li>• Prime mortgage loans, which are mortgage loans that conform to the underwriting guidelines of Fannie Mae and Freddie Mac, which we refer to as Agency Guidelines; and jumbo prime mortgage loans, which are mortgage loans that conform to the Agency Guidelines except as to loan size</li><li>• Alt-A mortgage loans, which are mortgage loans that may have been originated using documentation standards that are less stringent than the documentation standards applied by certain other first lien mortgage loan purchase programs, such as the Agency Guidelines, but have one or more compensating factors such as a borrower with a strong credit or mortgage history or significant assets</li><li>• FHA/VA insured loans, which are mortgage loans that comply with the underwriting guidelines of the Federal Housing Administration (FHA) or Department of Veteran Affairs (VA) and which are guaranteed by the FHA or VA, respectively</li><li>• Mortgage servicing rights associated with residential mortgage loans, which reflect the value of the future stream of expected cash flows from the contractual rights to service a given pool of residential mortgage loans</li></ul> |

|                               |  |
|-------------------------------|--|
| Commercial Mortgage Loans     | <ul style="list-style-type: none"> <li>• First or second lien loans secured by multifamily properties, which are residential rental properties consisting of five or more dwelling units; and mixed residential or other commercial properties; retail properties; office properties; or industrial properties, which may or may not conform to the Agency Guidelines</li> </ul> |
| Other Asset-Backed Securities | <ul style="list-style-type: none"> <li>• CMBS</li> <li>• Debt and equity tranches of CDOs</li> <li>• Consumer and non-consumer ABS, including investment-grade and non-investment grade classes, including the BB-rated, B-rated and non-rated classes</li> </ul>  |
| Hedging Instruments           | <ul style="list-style-type: none"> <li>• Swaps</li> <li>• Swaptions</li> <li>• Futures</li> <li>• Index options</li> <li>• Mortgage options</li> </ul>   |

Since we commenced operations in November 2007, we have focused our investment activities on acquiring Non-Agency and Agency RMBS and on purchasing residential mortgage loans that have been originated by select originators, including the retail lending operations of leading commercial banks. At June 30, 2014, based on the amortized cost balance of our interest earning assets, approximately 70% of our investment portfolio was Agency RMBS, 24% of our investment portfolio was Non-Agency RMBS, and 6% of our investment portfolio was securitized residential mortgage loans. At December 31, 2013, based on the amortized cost balance of our interest earning assets, approximately 36% of our investment portfolio was Agency RMBS, 50% of our investment portfolio was Non-Agency RMBS, and 14% of our investment portfolio was securitized residential mortgage loans. During the second quarter of 2014, we increased our Agency RMBS holdings by \$6.0 billion, primarily financed with additional repurchase agreements.

We have engaged in transactions with residential mortgage lending operations of leading commercial banks and other originators in which we identified and re-underwrote residential mortgage loans owned by such entities, and purchased and securitized such residential mortgage loans. In the past we have also acquired formerly AAA-rated Non-Agency RMBS and immediately re-securitized those securities. We sold the resulting AAA-rated super senior RMBS and retained the rated or unrated mezzanine RMBS.

Our investment strategy is intended to take advantage of opportunities in the current interest rate and credit environment. We expect to adjust our strategy to changing market conditions by shifting our asset allocations across these various asset classes as interest rate and credit cycles change over time. We believe that our strategy, combined with FIDAC's experience, will enable us to pay dividends and achieve capital appreciation throughout changing market cycles. We expect to take a long-term view of assets and liabilities, and our reported earnings and estimates of the fair value of our investments at the end of a financial reporting period will not significantly impact our objective of providing attractive risk-adjusted returns to our stockholders over the long-term.

We use leverage to seek to increase our potential returns and to finance the acquisition of our assets. Our income is generated primarily by the difference, or net spread, between the income we earn on our assets and the cost of our borrowings. We expect to finance our investments using a variety of financing sources including, when available, repurchase agreements, warehouse facilities and securitizations. We may manage our debt and interest rate risk by utilizing interest rate hedges, such as interest rate swaps, caps, options and futures to reduce the effect of interest rate fluctuations related to our financing sources.

We have elected and believe we are organized and have operated in a manner that qualifies us to be taxed as a REIT under the Code. A REIT generally will not be subject to federal income tax on taxable income that is distributed to stockholders. Furthermore, substantially all of our assets consist of qualified REIT real estate assets (of the type described in Code Section 856(c)(5)). We calculate that at least 75% of our assets were qualified REIT assets, as defined in the Code, for the quarters ended June 30, 2014 and the years ended December 31, 2013 and 2012. We also calculate that our revenues qualified for the 75% REIT income test and for the 95% REIT income test for the quarter and six months ended June 30, 2014 and for the years ended December 31, 2013 and 2012. We also met all REIT requirements regarding the ownership of our common stock and the distribution of our REIT taxable income. Therefore, for the quarter and six months ended June 30, 2014 and for the years ended December 31, 2013 and 2012, we believe that we qualified as a REIT under the Code.

We operate our business to be exempt from registration under the 1940 Act, and therefore we are required to invest a substantial majority of our assets in loans secured by mortgages on real estate and real estate-related assets. Subject to maintaining our REIT qualification and our 1940 Act exemption, we do not have any limitations on the amounts we may invest in any of our targeted asset classes.

Looking forward, we cannot predict the percentage of our assets that will be invested in each asset class or whether we will invest in other classes of investments. We may change our investment strategy and policies without a vote of our stockholders.

#### **Net Income Summary**

The table below presents our net income on a GAAP basis for the quarters and six months ended June 30, 2014 and 2013.

**Net Income (Loss)**  
(dollars in thousands)  
(unaudited)

|   | For the Quarter Ended |                   | For the Six Months Ended |                   |
|---|-----------------------|-------------------|--------------------------|-------------------|
|   | June 30, 2014         | June 30, 2013     | June 30, 2014            | June 30, 2013     |
| <b>Net Interest Income:</b>                                     |                       |                   |                          |                   |
| Interest income   | \$ 49,056             | \$ 33,629         | \$ 84,512                | \$ 62,696         |
| Interest expense  | (3,504)               | (1,629)           | (5,230)                  | (3,462)           |
| Interest income, Assets of consolidated VIEs                    | 85,262                | 93,936            | 170,473                  | 190,664           |
| Interest expense, Non-recourse liabilities of consolidated VIEs | (17,176)              | (24,982)          | (37,875)                 | (51,978)          |
| Net interest income (expense)                                   | 113,638               | 100,954           | 211,880                  | 197,920           |
| <b>Other-than-temporary impairments:</b>                        |                       |                   |                          |                   |
| Total other-than-temporary impairment losses                    | (3,813)               | -                 | (4,213)                  | -                 |
| Portion of loss recognized in other comprehensive income (loss) | (1,534)               | -                 | (2,668)                  | (6,163)           |
| Net other-than-temporary credit impairment losses               | (5,347)               | -                 | (6,881)                  | (6,163)           |
| <b>Other gains (losses):</b>                                    |                       |                   |                          |                   |
| Net unrealized gains (losses) on derivatives                    | (22,497)              | 13,178            | (24,695)                 | 18,580            |
| Net realized gains (losses) on derivatives                      | (19,792)              | (5,391)           | (25,540)                 | (10,921)          |
| Net gains (losses) on derivatives                               | (42,289)              | 7,787             | (50,235)                 | 7,659             |
| Net unrealized gains (losses) on interest-only RMBS             | 5,791                 | (12,974)          | 20,801                   | (13,987)          |
| Net realized gains (losses) on sales of investments             | (4,339)               | 54,117            | 4,038                    | 54,123            |
| Gain on deconsolidation   | 47,846                | -                 | 47,846                   | -                 |
| Loss on extinguishment of Debt                                  | -                     | -                 | (2,184)                  | -                 |
| Total other gains (losses)                                      | 7,009                 | 48,930            | 20,266                   | 47,795            |
| Net investment income (loss)                                    | 115,300               | 149,884           | 225,265                  | 239,552           |
| <b>Other expenses:</b>  |                       |                   |                          |                   |
| Management fees   | 6,271                 | 6,498             | 12,492                   | 12,947            |
| Expense recoveries from Manager                                 | (2,164)               | (3,315)           | (2,845)                  | (5,170)           |
| Net management fees   | 4,107                 | 3,183             | 9,647                    | 7,777             |
| Provision for loan losses, net                                  | 214                   | (1,703)           | 533                      | (1,279)           |
| General and administrative expenses                             | 6,210                 | 5,197             | 9,946                    | 10,044            |
| Total other expenses  | 10,531                | 6,677             | 20,126                   | 16,542            |
| <b>Income (loss) before income taxes</b>                        | <b>104,769</b>        | <b>143,207</b>    | <b>205,139</b>           | <b>223,010</b>    |
| Income taxes  | -                     | -                 | 2                        | 2                 |
| <b>Net income (loss)</b>  | <b>\$ 104,769</b>     | <b>\$ 143,207</b> | <b>\$ 205,137</b>        | <b>\$ 223,008</b> |

Our net income decreased by \$38 million to \$105 million, or \$0.10 per average basic common share, for the quarter ended June 30, 2014 as compared to \$143 million, or \$0.14 per average basic common share, for the quarter ended June 30, 2013. The decrease in earnings for the quarter ended June 30, 2014 over the same period of 2013 is primarily attributable to an increase in the losses on derivatives of \$50 million, from an \$8 million gain for the quarter ended June 30, 2013 to a \$42 million loss for the quarter ended June 30, 2014. We have increased our derivative positions as we have increased our repurchase agreements. Additionally, as interest rates have declined during the period, the realized and unrealized losses on derivatives have increased as compared to the same period of the prior year where interest rates were generally rising. The increase in losses on derivatives of \$50 million is partially offset by increased interest income, net of interest expense, of \$13 million to \$114 million for the quarter ended June 30, 2014 from \$101 million for the quarter ended June 30, 2013. The increase in net interest income is primarily due to increase in Agency RMBS during the second quarter as the Company has increased leverage to expand the portfolio.

Our net income decreased by \$18 million to \$205 million, or \$0.20 per average basic common share, for the six months ended June 30, 2014 as compared to \$223 million, or \$0.22 per average basic common share, for the six months ended June 30, 2013. The decrease in earnings for the six months ended June 30, 2014 over the same period of 2013 is primarily attributable to an increase in the losses on derivatives of \$58 million, from an \$8 million gain for the six months ended June 30, 2013 to a \$50 million loss for the six months ended June 30, 2014. The cause for the increased derivative losses is consistent with the quarter over quarter derivative losses. The increase in losses on derivatives of \$58 million is partially offset by increased interest income, net of interest expense, of \$14 million to \$212 million for the six months ended June 30, 2014 from \$198 million for the six months ended June 30, 2013. The increase in net interest income is primarily due to increased purchases of Agency RMBS during the second quarter as the Company has increased leverage to expand the portfolio. In addition, the losses on derivatives are offset by \$35 million in increased gains on interest-only RMBS from a \$14 million loss for the six months ended June 30, 2013 to a \$21 million gain for the six months ended June 30, 2014. The fair values of Interest-only investments have generally increased during the six months ended June 30, 2014 as prepayment are expected to decline in the future, increasing the value of interest-only securities.

We discuss the changes in our net income in greater detail in the discussion on our results of operations below.

## Trends

We expect the results of our operations to be affected by various factors, many of which are beyond our control. Our results of operations will primarily depend on, among other things, the level of our net interest income, the market value of our assets, and the supply of and demand for such assets. Economic trends, both macro as well as those directly affecting the residential housing market, and the supply and demand of RMBS may affect our operations and financial results. We also evaluate market information regarding current residential mortgage loan underwriting criteria and loan defaults to manage our portfolio of assets, leverage, and debt. Our net interest income, which reflects the amortization of purchase premiums and accretion of discounts, varies primarily as a result of changes in interest rates, borrowing costs, credit impairment losses, and prepayment speeds, which is a measurement of how quickly borrowers pay down the unpaid principal balance on their mortgage loans. Further description of these factors is provided below.

*Prepayment Speeds.* Prepayment speeds, as reflected by the Constant Prepayment Rate, or CPR, vary according to interest rates, the type of investment, conditions in financial markets, and other factors, none of which can be predicted with any certainty. In general, when interest rates rise, it is relatively less attractive for borrowers to refinance their mortgage loans, and as a result, prepayment speeds tend to decrease. When interest rates fall, prepayment speeds tend to increase. For mortgage loan and RMBS investments purchased at a premium, as prepayment speeds increase, the amount of income we earn decreases as the purchase premium on the bonds amortizes faster than expected. Conversely, decreases in prepayment speeds result in increased income and can extend the period over which we amortize the purchase premium. For mortgage loan and RMBS investments purchased at a discount, as prepayment speeds increase, the amount of income we earn increases from the acceleration of the accretion of the discount into interest income. Conversely, decreases in prepayment speeds result in decreased income as the accretion of the purchase discount into interest income occurs over a longer period. Recently, the correlation between interest rates and prepayment has not followed normal trends for certain asset classes. Due to economic hardship, some borrowers have been unable to refinance their loans as underwriting standards are more stringent and credit conditions remain restrictive.

*Rising Interest Rate Environment.* As indicated above, as interest rates rise, prepayment speeds generally decrease. Rising interest rates, however, increase our financing costs which may result in a net negative impact on our net interest income. In addition, if we acquire Agency and Non-Agency RMBS collateralized by monthly reset adjustable-rate mortgages, or ARMs, and three- and five-year hybrid ARMs, such interest rate increases could result in decreases in our net investment income, as the increase in our adjustable rate assets may increase slower than our adjustable rate financing. We expect that our fixed-rate assets would decline in value in a rising interest rate environment and that our net interest spreads on fixed rate assets could decline in a rising interest rate environment to the extent such assets are financed with floating rate debt.

*Credit Risk.* One of our strategic focuses is on acquiring distressed Non-Agency RMBS that have been downgraded because of defaults in the mortgages collateralizing such RMBS. When we acquire such RMBS we attempt to purchase it at a price such that its loss-adjusted return profile is in line with our targeted yields. We retain the risk of potential credit losses on all of the residential mortgage loans we hold in our portfolio as well as all of the Non-Agency RMBS. We attempt to mitigate credit risk in the asset selection process. Prior to the purchase of investments, we conduct a credit-risk based analysis of the collateral securing our investment that includes examining borrower characteristics, geographic concentrations, current and projected delinquencies, current and projected severities, and actual and expected prepayment speeds among other characteristics to estimate expected losses. We also acquire assets which we believe to be of high credit quality.

*Size of Investment Portfolio.* The size of our investment portfolio, as measured by the aggregate unpaid principal balance of our mortgage loans and aggregate principal balance of our mortgage related securities and the other assets we own, is also a key revenue driver. Generally, as the size of our investment portfolio grows, the amount of interest income we receive increases. The larger investment portfolio, however, may result in increased expenses if we incur additional interest expense to finance the purchase of our assets.

## Financial Condition

### *Estimated Economic Book Value*

This Management Discussion and Analysis section contains analysis and discussion of financial information that utilizes or presents ratios based on GAAP book value. The table and discussion below present our estimated economic book value. We calculate and disclose this non-GAAP measurement because we believe it represents an estimate of the fair value of the assets we own or are able to dispose of, pledge, or otherwise monetize. The estimated economic book value should not be viewed in isolation and is not a substitute for book value computed in accordance with GAAP.

GAAP requires us to consolidate certain securitizations and re-securitization transactions where we have determined that we are the primary beneficiary. In these transactions, we transferred assets to the trusts, which issued tranches of senior and subordinate notes or certificates. We sold the senior tranches and therefore have no continuing involvement in these trusts other than being a holder of notes or certificates issued by the trusts, with the same rights as other holders of the notes or certificates, except as it relates to certain VIEs collateralized by loans held for investment. As it relates solely to certain VIEs collateralized by loans held for investment, we have the ability to approve loan modifications and determine the course of action to be taken as it relates to loans in technical default, including whether or not to proceed with foreclosure. The notes and certificates we own that were issued by the trusts are largely subordinated interests in those trusts. The trusts have no recourse to our assets other than pursuant to a breach by us of the transaction documents related to the transfer of the assets by us to the trusts, but are presented as if we own 100% of the trust.

For re-securitized RMBS transactions and loan securitizations, we present the pre-securitized assets transferred into the consolidated trusts in our Consolidated Statements of Financial Condition as Non-Agency RMBS transferred to consolidated variable interest entities or Securitized loans held for investment. Post securitization RMBS assets sold are presented as liabilities in our Consolidated Statements of Financial Condition as Securitized debt, collateralized by Non-Agency RMBS and Securitized debt, collateralized by loans held for investment. We have presented the underlying securities we transferred to the trusts for the calculation of GAAP book value at fair value and recorded the corresponding liability for the notes or certificates sold to third parties at amortized cost. Fair value adjustments that are not credit related are recorded in Other comprehensive income (loss). Credit related impairments are deemed other-than-temporary and are recorded in earnings.

Because we are unable to dispose of, monetize or pledge the RMBS or loans we transferred into the trusts, we also present our estimated economic book value. We believe this measure represents the estimated value of the securities issued by these trusts that we own. In contrast to GAAP book value, our estimated economic book value considers only the assets we own or are able to dispose of, pledge, or otherwise monetize. To determine our estimated economic book value, we consider only the fair value of the notes or certificates issued by the securitization and re-securitization trusts that we actually own. Accordingly, our estimated economic book value does not include assets or liabilities for which we have no direct ownership, specifically the notes or certificates of the securitization and re-securitization trusts that were sold to third parties.

At June 30, 2014, the difference between GAAP book value and estimated economic book value was determined to be \$266 million, or \$0.26 per share. At December 31, 2013, the difference between GAAP book value and estimated economic book value was determined to be \$438 million, or \$0.42 per share. This difference is primarily driven by the value of the RMBS assets we have retained in these re-securitization transactions as compared to the value of consolidated loans and securities net of RMBS assets sold, but treated as a secured financing and recorded at amortized cost on the statement of financial condition. In these re-securitization transactions, we have generally retained the subordinated, typically non-rated, first loss notes or certificates issued by the securitization trusts. These securities are complex, typically locked out as to principal repayment, relatively illiquid, and do not necessarily appreciate or depreciate in tandem with the broader Non-Agency RMBS market or with the loans on securities owned by the trusts. As the senior notes pay off, we expect the difference between our economic and our GAAP book value to decrease. The tables below present the adjustments to GAAP book value that we believe are necessary to adequately reflect our calculation of estimated economic book value as of June 30, 2014 and December 31, 2013.

June 30, 2014  
(dollars in thousands, except per share data)

|   | GAAP Book<br>Value   | Adjustments           | Estimated<br>Economic Book<br>Value |
|---|----------------------|-----------------------|-------------------------------------|
| <b>Assets:</b>  |                      |                       |                                     |
| <b>Non-Agency RMBS, at fair value</b>                                   |                      |                       |                                     |
| Senior  | \$ 230,465           | \$ 289,799            | \$ 520,264                          |
| Senior interest-only  | 220,131              | 74,284                | 294,415                             |
| Subordinated  | 485,544              | 1,374,462             | 1,860,006                           |
| Subordinated interest-only  | 15,609               | 193                   | 15,802                              |
| RMBS transferred to consolidated VIEs                                   | 2,682,308            | (2,682,308)           | -                                   |
| <b>Agency RMBS, at fair value</b>                                       |                      |                       |                                     |
| Pass-through  | 7,976,923            | -                     | 7,976,923                           |
| Interest-only   | 38,627               | -                     | 38,627                              |
| Securitized loans held for investment, net of allowance for loan losses | 714,471              | (714,471)             | -                                   |
| Other assets  | 201,839              | -                     | 201,839                             |
| <b>Total assets</b>   | <b>\$ 12,565,917</b> | <b>\$ (1,658,041)</b> | <b>\$ 10,907,876</b>                |
| <b>Liabilities:</b>   |                      |                       |                                     |
| Repurchase agreements, RMBS   | 5,564,554            | -                     | 5,564,554                           |
| Securitized debt, collateralized by Non-Agency RMBS                     | 787,162              | (787,162)             | -                                   |
| Securitized debt, collateralized by loans held for investment           | 604,655              | (604,655)             | -                                   |
| Other liabilities (1)   | 2,168,845            | -                     | 2,168,845                           |
| <b>Total liabilities</b>  | <b>9,125,216</b>     | <b>(1,391,817)</b>    | <b>7,733,399</b>                    |
| <b>Total stockholders' equity</b>                                       | <b>3,440,701</b>     | <b>(266,224)</b>      | <b>3,174,477</b>                    |
| <b>Total liabilities and stockholders' equity</b>                       | <b>\$ 12,565,917</b> | <b>\$ (1,658,041)</b> | <b>\$ 10,907,876</b>                |
| <b>Book Value Per Share</b>   | <b>\$ 3.35</b>       | <b>\$ (0.26)</b>      | <b>\$ 3.09</b>                      |

(1) Primarily payable for investments purchased.

December 31, 2013  
(dollars in thousands, except per share data)

|   | GAAP Book<br>Value  | Adjustments           | Estimated<br>Economic Book<br>Value |
|---|---------------------|-----------------------|-------------------------------------|
| <b>Assets:</b>  |                     |                       |                                     |
| <b>Non-Agency RMBS, at fair value</b>                                   |                     |                       |                                     |
| Senior  | \$ 89,687           | \$ 12,365             | \$ 102,052                          |
| Senior interest-only  | 229,065             | 116,951               | 346,016                             |
| Subordinated  | 457,569             | 1,593,924             | 2,051,493                           |
| Subordinated interest-only  | 16,571              | 280                   | 16,851                              |
| RMBS transferred to consolidated VIEs                                   | 2,981,571           | (2,981,571)           | -                                   |
| <b>Agency RMBS, at fair value</b>                                       |                     |                       |                                     |
| Pass-through  | 1,954,796           | -                     | 1,954,796                           |
| Interest-only   | 42,782              | -                     | 42,782                              |
| Securitized loans held for investment, net of allowance for loan losses | 783,484             | (783,484)             | -                                   |
| Other assets  | 380,556             | -                     | 380,556                             |
| <b>Total assets</b>   | <b>\$ 6,936,081</b> | <b>\$ (2,041,535)</b> | <b>\$ 4,894,546</b>                 |
| <b>Liabilities:</b>   |                     |                       |                                     |
| Repurchase agreements, RMBS   | 1,658,561           | -                     | 1,658,561                           |
| Securitized debt, collateralized by Non-Agency RMBS                     | 933,732             | (933,732)             | -                                   |
| Securitized debt, collateralized by loans held for investment           | 669,981             | (669,981)             | -                                   |
| Other liabilities   | 342,297             | -                     | 342,297                             |
| <b>Total liabilities</b>  | <b>3,604,571</b>    | <b>(1,603,713)</b>    | <b>2,000,858</b>                    |
| <b>Total stockholders' equity</b>                                       | <b>3,331,510</b>    | <b>(437,822)</b>      | <b>2,893,688</b>                    |
| <b>Total liabilities and stockholders' equity</b>                       | <b>\$ 6,936,081</b> | <b>\$ (2,041,535)</b> | <b>\$ 4,894,546</b>                 |
| <b>Book Value Per Share</b>   | <b>\$ 3.24</b>      | <b>\$ (0.42)</b>      | <b>\$ 2.82</b>                      |

Our estimate of economic book value has important limitations. Our estimate of fair value is as of a point in time and subject to significant judgment, primarily the estimate of the fair value of the securities issued by the trusts which we own and can freely sell or pledge. Should we sell the assets in our portfolio, we may realize materially different proceeds from the sale than we have estimated as of the reporting date.

The calculation of estimated economic book value described above is used by management to understand the fair value of the assets we own and the liabilities for which we are legally obligated, and is presented for informational use only. The estimated economic book value should not be viewed in isolation and is not a substitute for book value computed in accordance with GAAP.

### **Portfolio Review**

During the six months ended June 30, 2014, on an aggregate basis, we purchased \$4.5 billion, sold \$843 million, and received \$347 million in principal payments related to our Agency RMBS, Non-Agency RMBS, and loans held for investment. In addition, we used \$219 million of proceeds from our assets to repay principal on our securitized debt during this same period.

The following table summarizes certain characteristics of our portfolio at June 30, 2014 and December 31, 2013.

|   | June 30, 2014 | December 31, 2013 |
|---|---------------|-------------------|
| Interest earning assets at period-end (1)       | \$ 12,364,078 | \$ 6,555,525      |
| Interest bearing liabilities at period-end      | \$ 6,956,371  | \$ 3,262,274      |
| Leverage at period-end                          | 2.6:1         | 1.0:1             |
| Leverage at period-end (recourse)               | 2.4:1         | 0.5:1             |
| <b>Portfolio Composition, at amortized cost</b> |               |                   |
| Non-Agency RMBS                                 | 23.5%         | 49.8%             |
| Senior  | 1.9%          | 1.5%              |
| Senior, interest only                           | 2.2%          | 5.1%              |
| Subordinated                                    | 3.0%          | 6.0%              |
| Subordinated, interest only                     | 0.1%          | 0.3%              |
| RMBS transferred to consolidated VIEs           | 16.3%         | 36.9%             |
| Agency RMBS                                     | 70.1%         | 36.1%             |
| Pass-through                                    | 69.7%         | 35.3%             |
| Interest-only                                   | 0.4%          | 0.8%              |
| Securitized loans                               | 6.4%          | 14.1%             |
| Fixed-rate percentage of portfolio              | 88.0%         | 76.3%             |
| Adjustable-rate percentage of portfolio         | 12.0%         | 23.7%             |

(1) Excludes cash and cash equivalents.

The following table presents details of each asset class in our portfolio at June 30, 2014 and December 31, 2013. The principal or notional value represents the interest income earning balance of each class. The weighted average figures are weighted by each investment's respective principal/notional value in the asset class.



June 30, 2014

|  | Principal or Notional Value at Period-End (dollars in thousands) | Weighted Average Amortized Cost Basis | Weighted Average Fair Value | Weighted Average Coupon | Weighted Average Yield at Period-End (1) | Weighted Average 3 Month CPR at Period-End | Weighted Average 12 Month CPR at Period-End | Weighted Average Delinquency Pipeline 60+ | Weighted Average Loss Severity (2) | Weighted Average Credit Enhancement | Principal Writedowns During Period (dollars in thousands) |
|--|--|---------------------------------------|-----------------------------|-------------------------|--|--|---|---|------------------------------------|-------------------------------------|---|
| <b>Non-Agency Mortgage-Backed Securities</b> |  |                                       |                             |                         |  |  |   |   |                                    |                                     |   |
| Senior                                       | \$ 317,544   | \$ 68.72                              | \$ 72.58                    | 1.9%                    | 5.0%                                     | 9.2%                                       | 11.0%                                       | 32.7%                                     | 73.3%                              | 9.8%                                | \$ 716  |
| Senior, interest only                        | \$ 5,605,322   | \$ 4.51                               | \$ 3.93                     | 1.6%                    | 12.4%                                    | 13.5%                                      | 14.8%                                       | 21.0%                                     | 52.4%                              | 0.0%                                | \$ -  |
| Subordinated                                 | \$ 807,222   | \$ 42.33                              | \$ 60.15                    | 3.0%                    | 13.1%                                    | 15.1%                                      | 18.1%                                       | 17.2%                                     | 49.0%                              | 12.3%                               | \$ 5,639  |
| Subordinated, interest only                  | \$ 266,766   | \$ 5.01                               | \$ 5.85                     | 1.1%                    | 11.7%                                    | 10.3%                                      | 16.1%                                       | 14.2%                                     | 46.3%                              | 0.0%                                | \$ -  |
| RMBS transferred to consolidated VIEs        | \$ 3,471,222   | \$ 54.02                              | \$ 78.99                    | 4.6%                    | 16.9%                                    | 10.4%                                      | 12.9%                                       | 24.4%                                     | 57.5%                              | 1.3%                                | \$ 27,596   |
| <b>Agency Mortgage-Backed Securities</b>     |  |                                       |                             |                         |  |  |   |   |                                    |                                     |   |
| Pass-through                                 | \$ 7,522,103   | \$ 104.98                             | \$ 106.56                   | 3.9%                    | 3.1%                                     | 7.7%                                       | 9.6%  | NA  | NA                                 | 0.0%                                | \$ -  |
| Interest-only                                | \$ 219,301   | \$ 18.82                              | \$ 17.61                    | 3.3%                    | 4.8%                                     | 9.2%                                       | 9.0%  | NA  | NA                                 | 0.0%                                | \$ -  |
| Securitized loans                            | \$ 707,674   | \$ 102.18                             | \$ 99.40                    | 4.7%                    | 3.8%                                     | 15.8%                                      | 20.5%                                       | 1.9%                                      | 21.9%                              | 17.3%                               | \$ 613  |

(1) Bond Equivalent Yield at period end. Weighted Average Yield is calculated using each investment's respective amortized cost.

(2) Calculated based on reported losses to date, utilizing widest data set available (i.e., life-time losses, 12-month loss, etc.)

December 31, 2013

|  | Principal or Notional Value at Period-End (dollars in thousands) | Weighted Average Amortized Cost Basis | Weighted Average Fair Value | Weighted Average Coupon | Weighted Average Yield at Period-End (1) | Weighted Average 3 Month CPR at Period-End | Weighted Average 12 Month CPR at Period-End | Weighted Average Delinquency Pipeline 60+ | Weighted Average Loss Severity (2) | Weighted Average Credit Enhancement | Principal Writedowns During Period (dollars in thousands) |
|--|--|---------------------------------------|-----------------------------|-------------------------|--|--|---|---|------------------------------------|-------------------------------------|---|
| <b>Non-Agency Mortgage-Backed Securities</b> |  |                                       |                             |                         |  |  |   |   |                                    |                                     |   |
| Senior                                       | \$ 128,217   | \$ 69.27                              | \$ 69.95                    | 1.4%                    | 5.9%                                     | 12.1%                                      | 15.1%                                       | 38.0%                                     | 63.3%                              | 8.3%                                | \$ 297  |
| Senior, interest only                        | \$ 5,742,781   | \$ 4.93                               | \$ 3.99                     | 1.4%                    | 17.2%                                    | 15.2%                                      | 16.8%                                       | 19.9%                                     | 51.1%                              | 0.0%                                | \$ -  |
| Subordinated                                 | \$ 830,632   | \$ 40.96                              | \$ 55.09                    | 2.9%                    | 13.5%                                    | 17.0%                                      | 19.6%                                       | 16.2%                                     | 49.6%                              | 12.6%                               | \$ 6,563  |
| Subordinated, interest only                  | \$ 274,462   | \$ 5.34                               | \$ 6.04                     | 1.7%                    | 9.0%                                     | 17.0%                                      | 18.1%                                       | 15.4%                                     | 45.0%                              | 0.0%                                | \$ -  |
| RMBS transferred to consolidated VIEs        | \$ 3,912,376   | \$ 54.17                              | \$ 77.82                    | 4.7%                    | 15.8%                                    | 11.7%                                      | 14.7%                                       | 25.8%                                     | 57.9%                              | 1.6%                                | \$ 34,386   |
| <b>Agency Mortgage-Backed Securities</b>     |  |                                       |                             |                         |  |  |   |   |                                    |                                     |   |
| Pass-through                                 | \$ 1,898,131   | \$ 104.52                             | \$ 105.24                   | 3.6%                    | 3.3%                                     | 7.7%                                       | 18.2%                                       | NA  | NA                                 | 0.0%                                | \$ -  |
| Interest-only                                | \$ 247,344   | \$ 17.69                              | \$ 17.30                    | 3.2%                    | 5.3%                                     | 9.8%                                       | 17.5%                                       | NA  | NA                                 | 0.0%                                | \$ -  |
| Securitized loans                            | \$ 776,074   | \$ 102.12                             | \$ 98.26                    | 4.7%                    | 3.5%                                     | 18.3%                                      | 36.4%                                       | 1.5%                                      | 22.3%                              | 16.4%                               | \$ (6)  |

(1) Bond Equivalent Yield at period end. Weighted Average Yield is calculated using each investment's respective amortized cost.

(2) Calculated based on reported losses to date, utilizing widest data set available (i.e., life-time losses, 12-month loss, etc.)

Based on the projected cash flows for our Non-Agency RMBS that are not of high credit quality, a portion of the original purchase discount is designated as Accretable Discount, which reflects the purchase discount expected to be accreted into interest income, and a portion is designated as Non-Accretable Difference, which represents the contractual principal on the security that is not expected to be collected. The amount designated as Non-Accretable Difference may be adjusted over time, based on the actual performance of the security, its underlying collateral, actual and projected cash flow from such collateral, economic conditions and other factors. If the performance of a security is more favorable than previously estimated, a portion of the amount designated as Non-Accretable Difference may be accreted into interest income over time. Conversely, if the performance of a security is less favorable than previously estimated, the amounts designated as Non-Accretable Difference may increase, resulting in an OTTI loss.

The following table presents changes to Accretable Discount and Non-Accretable Difference as it pertains to our entire Non-Agency RMBS portfolio for assets with purchase discounts during the previous five quarters.

|                               | June 30, 2014 | March 31, 2014 | December 31, 2013 | September 30, 2013 | June 30, 2013 |
|-------------------------------|---------------|----------------|-------------------|--------------------|---------------|
| (dollars in thousands)        |               |                |                   |                    |               |
| <b>Accretable Discount</b>    |               |                |                   |                    |               |
| Balance, beginning of period  | \$ 990,202    | \$ 996,694     | \$ 1,012,513      | \$ 1,026,921       | \$ 1,088,157  |
| Accretion of discount         | (42,101)      | (40,304)       | (40,812)          | (40,001)           | (40,042)      |
| Purchases                     | (6,773)       | 18,815         | -                 | -                  | -             |
| Sales and deconsolidation     | (669)         | (3,843)        | -                 | (6,655)            | (46,125)      |
| Transfers from credit reserve | 17,134        | 31,666         | 28,962            | 35,054             | 30,744        |
| Transfers to credit reserve   | (6,488)       | (12,826)       | (3,969)           | (2,806)            | (5,813)       |
| Balance, end of period        | \$ 951,305    | \$ 990,202     | \$ 996,694        | \$ 1,012,513       | \$ 1,026,921  |

|   | June 30, 2014 | March 31, 2014 | December 31, 2013 | September 30, 2013 | June 30, 2013 |
|---|---------------|----------------|-------------------|--------------------|---------------|
| (dollars in thousands)                            |               |                |                   |                    |               |
| <b>Non-Accretable Difference</b>                  |               |                |                   |                    |               |
| Balance, beginning of period                      | \$ 1,171,130  | \$ 1,217,793   | \$ 1,261,945      | \$ 1,370,792       | \$ 1,464,558  |
| Principal Writedowns                              | (41,155)      | (47,079)       | (41,708)          | (93,054)           | (68,835)      |
| Purchases   | (6,773)       | 18,815         | -                 | -                  | -             |
| Sales and deconsolidation                         | (71,384)      | (1,093)        | -                 | -                  | -             |
| Net other-than-temporary credit impairment losses | 5,347         | 1,534          | 22,549            | 16,455             | -             |
| Transfers from credit reserve                     | (17,134)      | (31,666)       | (28,962)          | (35,054)           | (30,744)      |

|                             |              |              |              |              |              |
|-----------------------------|--------------|--------------|--------------|--------------|--------------|
| Transfers to credit reserve | 6,488        | 12,826       | 3,969        | 2,806        | 5,813        |
| Balance, end of period      | \$ 1,046,519 | \$ 1,171,130 | \$ 1,217,793 | \$ 1,261,945 | \$ 1,370,792 |

## Critical Accounting Policies and Estimates

We prepare our financial statements in accordance with accounting principles generally accepted in the United States, or GAAP, which requires the use of estimates and assumptions. Management has discussed and reviewed the development, selection, and disclosure of critical accounting estimates with the Company's Audit Committee. Management believes that the most critical accounting policies and estimates, since these estimates require significant judgment, are interest income and other-than-temporary impairment, or OTTI, on Non-Agency RMBS, the determination of the appropriate accounting model for Non-Agency RMBS, the impact of default and prepayment assumptions on RMBS, and fair value measurements. Financial results could be materially different if other methodologies were used or if management modified its assumptions.

For a discussion of the Company's critical accounting policies and estimates, see "Critical Accounting Policies and Estimates" in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

### Recent Accounting Pronouncements

Refer to Note 2(q) in the Notes to Consolidated Financial Statements for a discussion of accounting guidance recently adopted by the Company.

### Results of Operations for the Quarters and Six Months Ended June 30, 2014 and 2013

Our primary source of income is interest income earned on our assets. Our economic net interest income equals interest income excluding interest earned on cash and cash equivalents less interest expense and realized losses on our interest rate hedges. For the purpose of computing economic net interest income and ratios relating to cost of funds measures throughout this section, interest expense includes net payments on our interest rate swaps, which is presented as a part of Realized gains (losses) on derivatives in our Consolidated Statements of Operations and Comprehensive Income. Interest rate hedges are used to manage the increase in interest paid on repurchase agreements in a rising rate environment. Presenting the net contractual interest payments on interest rate hedges with the interest paid on interest-bearing liabilities reflects our total contractual interest payments. We believe this presentation is useful to investors because this presentation depicts the economic value of our investment strategy, by showing actual interest expense and net interest income. Where indicated, interest expense, including interest payments on interest rate hedges, is referred to as economic interest expense. Where indicated, net interest income reflecting interest payments on interest rate hedges, is referred to as economic net interest income.

The following table reconciles the GAAP and non-GAAP measurements reflected in the Management's Discussion and Analysis of Financial Condition and Results of Operations.

|  | GAAP<br>Interest<br>Income | GAAP<br>Interest<br>Expense | Add: Net<br>Realized<br>Losses on<br>Interest Rate<br>Hedges | Economic<br>Interest<br>Expense | GAAP Net<br>Interest<br>Income | Less: Net<br>Realized<br>Losses on<br>Interest Rate<br>Hedges | Economic<br>Net<br>Interest<br>Income (1) |
|--|----------------------------|-----------------------------|--|---------------------------------|--------------------------------|---|---|
| For the Quarter Ended June 30, 2014      | \$ 134,318                 | \$ 20,680                   | \$ 12,061  | \$ 32,741                       | \$ 113,638                     | \$ 12,061   | \$ 101,573                                |
| For the Quarter Ended March 31, 2014     | \$ 120,667                 | \$ 22,425                   | \$ 5,650   | \$ 28,075                       | \$ 98,242                      | \$ 5,650  | \$ 92,588                                 |
| For the Quarter Ended December 31, 2013  | \$ 128,062                 | \$ 21,485                   | \$ 5,477   | \$ 26,962                       | \$ 106,577                     | \$ 5,477  | \$ 101,092                                |
| For the Quarter Ended September 30, 2013 | \$ 130,361                 | \$ 25,074                   | \$ 5,459   | \$ 30,533                       | \$ 105,287                     | \$ 5,459  | \$ 99,824                                 |
| For the Quarter Ended June 30, 2013      | \$ 127,565                 | \$ 26,611                   | \$ 5,391   | \$ 32,002                       | \$ 100,954                     | \$ 5,391  | \$ 95,551                                 |

(1) Excludes interest income on cash and cash equivalents.

### Economic Net Interest Income

The table below shows our average earning assets held, interest earned on assets, yield on average interest earning assets, average debt balance, economic interest expense, economic average cost of funds, economic net interest income, and net interest rate spread for the periods presented.

|   | June 30, 2014       |                   | For the Quarter Ended  |                     | June 30, 2013     |                       |
|---|---------------------|-------------------|------------------------|---------------------|-------------------|-----------------------|
|   | Average<br>Balance  | Interest          | (dollars in thousands) |                     | Interest          | Average<br>Yield/Cost |
|   |                     |                   | Average<br>Yield/Cost  | Average<br>Balance  |                   |                       |
| <b>Assets:</b>  |                     |                   |                        |                     |                   |                       |
| Interest-earning assets <sup>(1)</sup> :                                |                     |                   |                        |                     |                   |                       |
| Agency RMBS   | \$ 3,351,225        | \$ 29,217         | 3.49%                  | \$ 1,815,333        | \$ 17,307         | 3.81%                 |
| Non-Agency RMBS   | 829,490             | 19,835            | 9.56%                  | 646,725             | 16,310            | 10.09%                |
| Non-Agency RMBS transferred to consolidated VIEs                        | 1,934,640           | 76,898            | 15.90%                 | 2,322,905           | 85,492            | 14.72%                |
| Securitized loans held for investment                                   | 740,122             | 8,364             | 4.52%                  | 1,014,216           | 8,444             | 3.33%                 |
| <b>Total</b>  | <b>\$ 6,855,477</b> | <b>\$ 134,314</b> | <b>7.84%</b>           | <b>\$ 5,799,179</b> | <b>\$ 127,553</b> | <b>8.80%</b>          |
| <b>Liabilities and stockholders' equity:</b>                            |                     |                   |                        |                     |                   |                       |
| Interest-bearing liabilities:   |                     |                   |                        |                     |                   |                       |
| Agency Repurchase Agreements <sup>(2)</sup>                             | \$ 2,883,892        | \$ 14,788         | 2.05%                  | \$ 1,449,257        | \$ 7,020          | 1.94%                 |
| Non-Agency Repurchase Agreements  | 170,844             | 777               | 1.82%                  | -                   | -                 | -                     |
| Securitized debt, collateralized by Non-Agency RMBS                     | 807,913             | 10,865            | 5.38%                  | 1,185,025           | 18,182            | 6.14%                 |
| Securitized debt, collateralized by loans                               | 620,923             | 6,311             | 4.07%                  | 882,416             | 6,800             | 3.08%                 |
| <b>Total</b>  | <b>\$ 4,483,572</b> | <b>\$ 32,741</b>  | <b>2.92%</b>           | <b>\$ 3,516,698</b> | <b>\$ 32,002</b>  | <b>3.64%</b>          |
| <b>Net economic interest income/net interest rate spread</b>            |                     | <b>\$ 101,573</b> | <b>4.92%</b>           |                     | <b>\$ 95,551</b>  | <b>5.16%</b>          |
| <b>Net interest-earning assets/net interest margin</b>                  | <b>\$ 2,371,905</b> |                   | <b>5.93%</b>           | <b>\$ 2,282,481</b> |                   | <b>6.59%</b>          |
| <b>Ratio of interest-earning assets to interest bearing liabilities</b> | <b>1.53</b>         |                   |                        | <b>1.65</b>         |                   |                       |

(1) Interest earning assets at amortized cash

(2) Interest includes cash paid on swaps

|   | June 30, 2014       |                   | For the Six Months Ended |                     | June 30, 2013     |                       |
|---|---------------------|-------------------|--------------------------|---------------------|-------------------|-----------------------|
|   | Average<br>Balance  | Interest          | (dollars in thousands)   |                     | Interest          | Average<br>Yield/Cost |
|   |                     |                   | Average<br>Yield/Cost    | Average<br>Balance  |                   |                       |
| <b>Assets:</b>  |                     |                   |                          |                     |                   |                       |
| Interest-earning assets <sup>(1)</sup> :                                |                     |                   |                          |                     |                   |                       |
| Agency RMBS   | \$ 2,647,226        | \$ 45,257         | 3.42%                    | \$ 1,783,753        | \$ 30,792         | 3.45%                 |
| Non-Agency RMBS   | 795,323             | 39,247            | 9.87%                    | 639,539             | 31,878            | 9.97%                 |
| Non-Agency RMBS transferred to consolidated VIEs                        | 1,981,636           | 154,309           | 15.57%                   | 2,360,953           | 174,331           | 14.77%                |
| Securitized loans held for investment                                   | 757,597             | 16,164            | 4.27%                    | 1,113,396           | 16,333            | 2.93%                 |
| <b>Total</b>  | <b>\$ 6,181,782</b> | <b>\$ 254,977</b> | <b>8.25%</b>             | <b>\$ 5,897,641</b> | <b>\$ 253,334</b> | <b>8.59%</b>          |
| <b>Liabilities and stockholders' equity:</b>                            |                     |                   |                          |                     |                   |                       |
| Interest-bearing liabilities:   |                     |                   |                          |                     |                   |                       |
| Agency Repurchase Agreements <sup>(2)</sup>                             | \$ 2,273,024        | \$ 22,164         | 1.95%                    | \$ 1,475,514        | \$ 14,383         | 1.95%                 |
| Non-Agency Repurchase Agreements  | 86,371              | 777               | 1.80%                    | -                   | -                 | -                     |
| Securitized debt, collateralized by Non-Agency RMBS                     | 849,852             | 26,019            | 6.12%                    | 1,235,437           | 37,252            | 6.03%                 |
| Securitized debt, collateralized by loans                               | 637,275             | 11,856            | 3.72%                    | 978,180             | 14,726            | 3.01%                 |
| <b>Total</b>  | <b>\$ 3,846,522</b> | <b>\$ 60,816</b>  | <b>3.16%</b>             | <b>\$ 3,689,131</b> | <b>\$ 66,361</b>  | <b>3.60%</b>          |
| <b>Net economic interest income/net interest rate spread</b>            |                     | <b>\$ 194,161</b> | <b>5.09%</b>             |                     | <b>\$ 186,973</b> | <b>4.99%</b>          |
| <b>Net interest-earning assets/net interest margin</b>                  | <b>\$ 2,335,260</b> |                   | <b>6.28%</b>             | <b>\$ 2,208,511</b> |                   | <b>6.34%</b>          |
| <b>Ratio of interest-earning assets to interest bearing liabilities</b> | <b>1.61</b>         |                   |                          | <b>1.60</b>         |                   |                       |

(1) Interest earning assets at amortized cash

(2) Interest includes cash paid on swaps

Our net economic interest income increased by \$6 million to \$102 million for the quarter ended June 30, 2014 from \$96 million for the same period of 2013. Our net interest rate spread, which equals the yield on our average assets less the economic average cost of funds decreased by 24 basis points for the quarter ended June 30, 2014 as compared to the same period of 2013. The net interest margin, which equals the net economic interest income as a percentage of the net average balance of our interest-earning assets less our interest-bearing liabilities, decreased by 66 basis points for the quarter ended June 30, 2014 as compared to the same period of 2013. Our net interest margin declined due to the increase of repurchase agreements, as adjusted by our interest rate hedges, as we increased our Agency RMBS holdings. The net interest margin on our Agency RMBS portfolio is lower than the net interest margin on our Non-Agency RMBS portfolio. While our total interest earning assets and interest income has increased, contributing to our increased net economic interest, the net interest margin is diluted due to lower average yields on our portfolio.

Our net economic interest income increased by \$7 million to \$194 million for the six months ended June 30, 2014 from \$187 million for the same period of 2013. Our net interest rate spread, which equals the yield on our average assets less the economic average cost of funds increased by 10 basis points for the six months ended June 30, 2014 as compared to the same period of 2013. The net interest margin, which equals the net economic interest income as a percentage of the net average balance of our interest-earning assets less our interest-bearing liabilities, decreased by 6 basis points for the six months ended June 30, 2014 as compared to the same period of 2013. The decline in our net interest margin for the six month period is consistent with the decline for the quarter; however, as the increase in Agency RMBS and repurchase agreements occurred during the quarter ended June 30, 2014, the impact on the six month period is less significant.

#### **Interest Income and Average Earning Asset Yield**

Our average interest-earning assets increased by \$1.1 billion, or 18%, for the quarter ended June 30, 2014 as compared to the same period of 2013 as the yield on our Non-Agency RMBS and securitized loans is higher for the six months ended June 30, 2014 as compared to the same period of 2013. Our interest earned on assets increased by \$7 million, or 5%, for the quarter ended June 30, 2014 as compared to the same period of 2013. The increase in our interest income is primarily due the increase in our interest-earning assets as we continue to increase our Agency RMBS portfolio through the second quarter of 2014. The yield on our interest-earning assets decreased by 96 basis points to a yield of 7.84% for the quarter ended June 30, 2014 from 8.80% for the quarter ended June 30, 2013. The decrease in our total yield is due to the shift in investments from a majority of Non-Agency RMBS and loans to lower yielding Agency RMBS. While the increase of \$1.5 billion average investments in Agency RMBS has increased investment income, it has resulted in a lower overall investment yield on our total portfolio. The investment mix change is due to the decision by management to increase leverage and Agency RMBS to increase total interest income on our portfolio.

Our average interest-earning assets increased by \$284 million, or 5%, for the six months ended June 30, 2014 as compared to the same period of 2013. Our interest earned on assets increased by \$2 million or 0.6%, for the quarter ended June 30, 2014 as compared to the same period of 2013. The increase is a result of the increased leverage invested in Agency RMBS as discussed above is less prevalent on the six month period as the majority of the purchases occurred during the second quarter of 2014. We expect that going forward our overall year-to-date interest income will increase and our total yield will decrease, similar to what has occurred in the quarter to date results.

#### **Economic Interest Expense and the Cost of Funds**

The borrowing rate at which we are able to finance our assets using repurchase agreements is typically correlated to LIBOR and the term of the financing. The table below shows our average borrowed funds, economic interest expense, average cost of funds (inclusive of realized losses on interest rate swaps), average one-month LIBOR, average six-month LIBOR, average one-month LIBOR relative to average six-month LIBOR, and average cost of funds relative to average one- and six- month LIBOR.

|   | Average Debt Balance | Economic Interest Expense (1) | Average Cost of Funds | Average One-Month LIBOR | Average Six-Month LIBOR | Average One-Month LIBOR Relative to Average Six-Month LIBOR | Average Cost of Funds Relative to Average One-Month LIBOR | Average Cost of Funds Relative to Average Six-Month LIBOR |
|---|----------------------|-------------------------------|-----------------------|-------------------------|-------------------------|---|---|---|
| (Ratios have been annualized, dollars in thousands) |                      |                               |                       |                         |                         |   |   |   |
| For The Quarter Ended June 30, 2014                 | \$ 4,483,572         | \$ 32,741                     | 2.92%                 | 0.15%                   | 0.32%                   | (0.17%)   | 2.77%   | 2.60%   |
| For The Quarter Ended March 31, 2014                | \$ 3,145,025         | \$ 28,075                     | 3.57%                 | 0.16%                   | 0.33%                   | (0.17%)   | 3.41%   | 3.24%   |
| For The Quarter Ended December 31, 2013             | \$ 3,285,584         | \$ 26,962                     | 3.28%                 | 0.17%                   | 0.35%                   | (0.18%)   | 3.11%   | 2.93%   |
| For The Quarter Ended September 30, 2013            | \$ 3,360,508         | \$ 30,533                     | 3.63%                 | 0.19%                   | 0.39%                   | (0.20%)   | 3.44%   | 3.24%   |
| For The Quarter Ended June 30, 2013                 | \$ 3,516,698         | \$ 32,002                     | 3.64%                 | 0.20%                   | 0.42%                   | (0.22%)   | 3.44%   | 3.22%   |

(1) Includes effect of realized losses on interest rate swaps.

Average interest-bearing liabilities increased by \$967 million, or 28%, for the quarter ended June 30, 2014 as compared to the same period of 2013. Economic interest expense increased by less than \$1 million for the quarter ended June 30, 2014 as compared to the same period of 2013. The increase in average interest-bearing liabilities is a result of the increase in leverage from repurchase agreements entered into during the second quarter of 2014, offset by declines in our securitized debt collateralized by Non-Agency RMBS and loans. While our average interest-bearing liabilities increased, we did not observe a similar increase in interest expense as the higher average interest-bearing liabilities was offset by lower interest rates in the second quarter of 2014 as compared to the same period of 2013. The lower interest rates is due to lower securitized debt balances, which generally have a higher rate than repurchase agreements, as well as declines in LIBOR during the six month period ended June 30, 2014 as compared to the same period of the prior year. As our securitized debt balances repay, our weighted average costs of funds should decline. We note that average one-month and six month LIBOR are down 10 basis points and 5 basis points in the second quarter of 2014 as compared to the same period of 2013.

Average interest-bearing liabilities increased by \$157 million, or 4%, for the six months ended June 30, 2014 as compared to the same period of 2013. Economic interest expense decreased by \$6 million, or 8%, for the six months ended June 30, 2014 as compared to the same period of 2013. The increase in average interest-bearing liabilities is a result of the increase in leverage from repurchase agreements entered into during the second quarter of 2014, offset by declines in our securitized debt collateralized by Non-Agency RMBS and loans. Economic interest expense declined as the lower LIBOR interest rates and declines in our securitized debt offset the increase in the average interest-bearing liabilities.

#### *Net other-than-temporary credit impairment losses*

OTTI losses are generated when fair values decline below our amortized cost basis, an unrealized loss, and the expected future cash flows decline from prior periods, an adverse change. When an unrealized loss and an adverse change in cash flows occur, we will recognize an OTTI loss in earnings. In addition, if we intend to sell a security, or believe we will be required to sell, a security in an unrealized loss position, we will recognize an OTTI loss in earnings equal to the unrealized loss.

OTTI losses were \$5 million for the quarter ended June 30, 2014. There were no OTTI losses for the quarter ended June 30, 2013. OTTI losses were \$7 million and \$6 million for the six months ended June 30, 2014 and 2013, respectively. As of June 30, 2014, we had two securities in an unrealized loss position for which we did not recognize impairment. We intend to hold these securities until they recover their amortized cost. One of these securities has been in a continuous unrealized loss position for greater than twelve months. We continue to monitor our investment portfolio and will impair all investments in an unrealized loss position for which we do not believe we will recover our amortized cost prior to maturity or sale.

#### *Net gains (losses) on derivatives*

The table below shows a summary of our gain (loss) on derivative instruments, net for the quarters and six months ended June 30, 2014 and 2013.

|  | For the Quarter Ended |               | For the Six Months Ended |               |
|--|-----------------------|---------------|--------------------------|---------------|
|  | June 30, 2014         | June 30, 2013 | June 30, 2014            | June 30, 2013 |
| Periodic interest cost of interest rate swaps, net           | \$ (12,061)           | \$ (5,391)    | \$ (17,711)              | \$ (10,921)   |
| Realized gain on derivative instruments, net:                |                       |               |                          |               |
| Mortgage Options   | 1,050                 | -             | 1,653                    | -             |
| Treasury Futures   | (8,781)               | -             | (9,482)                  | -             |
| Total realized gain (loss) on derivative instruments, net    | (7,731)               | -             | (7,829)                  | -             |
| Unrealized gain on derivative instruments, net:              |                       |               |                          |               |
| Interest Rate Swaps  | (19,834)              | 13,178        | (15,769)                 | 18,580        |
| Mortgage Options   | 3,593                 | -             | 4,339                    | -             |
| Treasury Futures   | (6,256)               | -             | (13,265)                 | -             |
| Total unrealized gain (loss) on derivative instruments, net: | (22,497)              | 13,178        | (24,695)                 | 18,580        |
| Total gain (loss) on derivative instruments, net             | \$ (42,289)           | \$ 7,787      | \$ (50,235)              | \$ 7,659      |

Our derivative portfolio includes interest rate swaps, Treasury futures, and mortgage options. During the second quarter of 2014, we entered into 27 new interest rate swap agreements with a notional value of \$2.0 billion. We also increased our Treasury futures positions by \$680 million of notional value during the second quarter of 2014. The new swaps and Treasury futures are all related to the increase in Agency RMBS financed primarily with new repurchase agreements. As a result of the increase in derivative positions and due to falling interest rates in the quarter ended June 30, 2014 and rising rates in the same period of the prior year, we recognized net losses on derivatives of \$42 million compared to gains of \$8 million, respectively. The net gains and losses on our derivatives include both unrealized and realized gains and losses. Realized gains and losses include the net cash paid and received on our interest rate swaps during the period as well as sales and settlements of our Treasury futures and mortgage options. Unrealized gains and losses include the change in market value, period over period, on our derivatives portfolio. We may or may not ultimately realize these unrealized derivative gains and losses depending on trade activity, changes in interest rates and the values of the underlying securities.

Our interest rate swaps are primarily used to economically hedge the effects of changes in interest rates on our portfolio specifically our floating rate debt. Therefore, we included the periodic interest costs of the interest rate swaps for the quarters and six month periods ended June 30, 2014 and 2013 on these economic hedges in our presentation of economic interest expense and economic net interest income and our net interest spreads and margins in the tables above. As we do not elect to account for these as hedges for GAAP presentation, we present these gains and losses separately in the consolidated statements of operations and comprehensive income. The increase in the net periodic interest cost of the interest rate swaps are primarily due to declines in interest rates year over year.

Treasury futures are not included in our economic interest expense and economic net interest income. We also do not include any gains or losses on our mortgage options in our economic interest expense and economic net interest income as the mortgage options were sold for income generation and not as an economic hedge for changes in interest rates in our portfolio. As we identify opportunities in mortgage backed securities market, we may from time to time purchase or sell mortgage options, including both call and put options to take advantage of these opportunities. The realized gains on our mortgage options for the quarter and six months ended June 30, 2014 was less than \$2 million. We had no mortgage options during the quarter and six months ended June 30, 2013.

#### ***Net unrealized gains (losses) on interest-only RMBS***

Unrealized gains and losses on our Agency and Non-Agency IO RMBS portfolio represent the change in fair value the security from the prior period. All unrealized gains and losses on our Agency and Non-Agency IO RMBS portfolio are reflected in earnings. During the quarter ended June 30, 2014, we recorded \$6 million in unrealized gains on our IO portfolio, compared to unrealized losses of \$13 million for the quarter ended June 30, 2013. During the six months ended June 30, 2014, we recorded \$21 million in unrealized gains on our IO portfolio, compared to unrealized losses of \$14 million for the quarter ended June 30, 2013.

IO securities represent the right to receive the interest on a pool of mortgage backed securities, including both Agency and Non-Agency mortgage pools. The fair value of IO RMBS securities are heavily impacted by changes in expected prepayment rates. When IO securities prepay, the holder of the IO security will receive less interest on the investment due to the reduced principal. Prepayment rates on our portfolio of IO RMBS securities have declined for the quarter and six months ended June 30, 2014 as compared to the same periods of 2013. The declines in observed and expected prepayment rates on IO RMBS have resulted in increased fair values and higher unrealized gains recognized in earnings.

#### ***Gains and Losses on Sales of Assets and Loss on extinguishment of securitized debt***

Net realized losses on sales of investments were \$4 million for the quarter ended June 30, 2014 compared to realized gains of \$54 million for the same period of the prior year. Net realized gains on sales of investments were \$4 million for the six months ended June 30, 2014 compared to realized gains of \$54 million for the same period of the prior year.

We do not forecast sales of investments as we generally expect to invest for long term gains, however, from time to time, we may sell assets to achieve targeted leverage ratios as well as for gains when prices indicate a sale is most beneficial to us, or is the most prudent course of action to maintain a targeted risk adjusted yield for our investors.

During the second quarter of 2014, we recognized \$48 million of gains on sales on \$284 million of holdings related to consolidated VIEs. The gain on sale of VIE assets is included in Gain on deconsolidation.

During the first quarter of 2014, the company purchased \$54 million of securitized debt collateralized by non-agency RMBS for cash payments of \$56 million. When the Company acquires its outstanding debt, it extinguishes the outstanding debt and recognizes a gain or loss based on the difference between the carrying value of the debt and the cost to acquire the debt. This acquisition resulted in a net loss of \$2 million which is reflected in the Consolidated Statement of Operations and Comprehensive Income as a loss on extinguishment of debt during the six months ended June 30, 2014. The Company did not purchase any outstanding debt of its consolidated VIEs during the quarter or six months ended June 30, 2013.

### Net Management Fees and General and Administrative Expenses

The table below shows our total management fee and general and administrative, or G&A, expenses as compared to average total assets and average equity for the periods presented.

|   | Total<br>Management Fee<br>and G&A<br>Expenses | Total<br>Management Fee<br>and G&A<br>Expenses/Total<br>Assets | Total<br>Management Fee<br>and G&A<br>Expenses/Average<br>Equity |
|---|--|--|--|
| (Ratios have been annualized, dollars in thousands) |  |  |  |
| For The Quarter Ended June 30, 2014                 | \$ 10,317                                      | 0.42%  | 1.22%  |
| For The Quarter Ended March 31, 2014                | \$ 9,276                                       | 0.54%  | 1.11%  |
| For The Quarter Ended December 31, 2013             | \$ 8,965                                       | 0.51%  | 1.04%  |
| For The Quarter Ended September 30, 2013            | \$ 9,112                                       | 0.51%  | 1.01%  |
| For The Quarter Ended June 30, 2013                 | \$ 8,380                                       | 0.46%  | 0.92%  |

We incurred management fees of \$6 million for each of the quarters ended June 30, 2014 and 2013, respectively. We also recognized reimbursements from our manager related to the amended management agreement of \$2 million and \$3 million for the quarters ended June 30, 2014 and 2013. We incurred management fees of \$12 million and \$13 million for the six months ended June 30, 2014 and 2013, respectively. We recognized reimbursements from our manager related to the amended management agreement of \$3 million and \$5 million for the six months ended June 30, 2014 and 2013. The management fee is based on our stockholders' equity as defined in the investment management agreement. See further discussion of the management fee, including amendments to the management agreement, as well as other agreements with our Manager in our discussion of related party transactions below.

G&A expenses were \$6 million and \$5 million for the quarters ended June 30, 2014 and 2013 and \$10 million for both of the six month periods ended June 30, 2014 and 2013. Our G&A expenses have remained consistent period over period.

### Provision for Loan Losses

The provision for loan losses related to our securitized loans held for investment represents managements estimate of expected future losses on the securitized loans held. The provision in 2014 declined by an insignificant amount. We do not expect significant changes in our loan loss provision as the total loans held for investment portfolio continues to decline as a result of principal repayments.

### Net Income (Loss) and Return on Average Equity

The table below shows our economic net interest income, realized gains (losses) on sale of assets and the credit related OTTI, realized and unrealized gains (losses) on interest rate swaps and IOs, total management fee and G&A expenses, and income tax, each as a percentage of average equity, and the return on average equity for the periods presented.

|  | Economic Net Interest<br>Income/Average Equity<br>* | Realized Gains<br>(Losses) on<br>Sales and<br>OTTI/Average<br>Equity | Realized and<br>Unrealized Gains<br>(Losses) on<br>Interest Rate<br>Swaps and<br>IOs/Average<br>Equity | Total<br>Management Fee<br>& G&A<br>Expenses/Average<br>Equity | Return on Average<br>Equity |
|--|---|--|--|--|-----------------------------|
| (Ratios have been annualized)            |   |  |  |  |                             |
| For The Quarter Ended June 30, 2014      | 12.00%  | (1.17%)  | 2.55%  | (1.22%)  | 12.38%                      |
| For The Quarter Ended March 31, 2014     | 11.04%  | 0.78%  | 1.31%  | (1.11%)  | 11.98%                      |
| For The Quarter Ended December 31, 2013  | 13.13%  | (3.12%)  | 1.55%  | (1.04%)  | 8.39%                       |
| For The Quarter Ended September 30, 2013 | 11.33%  | 0.27%  | (3.10%)  | (1.01%)  | 7.49%                       |
| For The Quarter Ended June 30, 2013      | 10.50%  | 6.14%  | 0.02%  | (0.92%)  | 15.73%                      |

\* Includes effect of realized losses on interest rate swaps.

Our net income was \$105 million and \$143 million for the quarters ended June 30, 2014 and 2013, respectively. Economic net interest income as a percentage of average equity increased by 150 basis points for the quarter ended June 30, 2014 as compared to the same period of 2013. The increase in our economic net interest income as a percentage of average equity is due to an increase in interest earned on assets over the prior year. The return on average equity decreased by 335 basis points for the quarter ended June 30, 2014 as compared to the same period of 2013. The decrease in our return on average equity is primarily due to lower income as a result of higher realized and unrealized losses on derivative instruments, offset in part by higher net interest income.



## Liquidity and Capital Resources

### *General*

Liquidity measures our ability to meet cash requirements, including ongoing commitments to repay our borrowings, purchase RMBS, mortgage loans and other assets for our portfolio, pay dividends and other general business needs. Our principal sources of capital and funds for additional investments primarily include earnings from our investments, borrowings under securitizations and re-securitizations, repurchase agreements and other financing facilities, and proceeds from equity offerings.

To meet our short term (one year or less) liquidity needs, we expect to continue to borrow funds in the form of repurchase agreements and, subject to market conditions, other types of financing. The terms of the repurchase transaction borrowings under our master repurchase agreements generally conform to the terms in the standard master repurchase agreement as published by the Securities Industry and Financial Markets Association, or SIFMA, as to repayment, margin requirements and the segregation of all securities we have initially sold under the repurchase transaction. In addition, each lender typically requires that we include supplemental terms and conditions to the standard master repurchase agreement. Typical supplemental terms and conditions include changes to the margin maintenance requirements, cross default provisions, required haircuts (or the percentage that is subtracted from the value of RMBS that collateralizes the financing), purchase price maintenance requirements, and requirements that all disputes related to the repurchase agreement be litigated or arbitrated in a particular jurisdiction. These provisions may differ for each of our lenders.

We expect to meet our short term liquidity needs by relying on the cash flows generated by our investments. These cash flows are primarily comprised of monthly principal and interest payments received on our investments. We may also sell our investments and utilize those proceeds to meet our short term liquidity needs or enter into non-recourse financing of our assets through sales of securities to third parties of loan securitizations or RMBS re-securitization transactions, similar to transactions that we have completed in prior periods.

Based on our current portfolio, leverage ratio and available borrowing arrangements, we believe our assets will be sufficient to enable us to meet anticipated short-term liquidity requirements. However, a decline in the value of our collateral could cause a temporary liquidity shortfall due to the timing of margin calls on the financing arrangements and the actual receipt of the cash related to principal paydowns. If our cash resources are at any time insufficient to satisfy our liquidity requirements, we may have to sell investments, potentially at a loss, or issue debt or additional equity securities in a common stock offering.

To meet our longer term liquidity needs (greater than one year), we expect our principal sources of capital and funds to continue to be provided by earnings from our investments, borrowings under securitizations and re-securitizations, repurchase agreements and other financing facilities, as well as proceeds from equity offerings. As a result of our failure to file our SEC filings by the filing date required by the SEC (including the grace period permitted by Rule 12b-25 under the Securities Exchange Act of 1934, as amended), we are not eligible to file a new Form S-3 registration statement or use our existing Form S-3 registration statements to raise additional equity capital until filings with the SEC have been timely made for a full year. Our ineligibility to use Form S-3 during this time period will have a negative impact on our ability to quickly access the public capital markets because we would be required to file a long-form registration statement and wait for the SEC to declare such registration statement effective.

In addition to the principal sources of capital described above, we may enter into warehouse facilities and use longer dated structured repurchase agreements. The use of any particular source of capital and funds will depend on market conditions, availability of these facilities, and the investment opportunities available to us.

### *Current Period*

We held cash and cash equivalents of approximately \$74 million and \$78 million at June 30, 2014 and December 31, 2013, respectively.

Our operating activities provided net cash of approximately \$36 million and \$136 million for the six months ended June 30, 2014 and 2013, respectively. The cash provided by our operations is primarily due to interest received in excess of interest paid during the period. During the second quarter of 2014, we also had cash payments to cover margin requirements on our interest rate swaps and other financial instruments of approximately \$80 million, which is primarily reflected in other assets and other payments from derivative sales and settlements during the quarter ended June 30, 2014.

Our investing activities provided used cash of approximately \$3.3 billion and provided cash of \$222 million for the six months ended June 30, 2014 and 2013, respectively. During the six months ended June 30, 2014 purchased investments of \$4.5 billion, primarily Agency RMBS. This use of cash was offset during the period from sales and principal repayments of \$843 million and \$347 million during the quarter ended June 30, 2014, respectively. During the six months ended June 30, 2013, we received cash from principal repayments and sales of RMBS securities in our portfolio of \$902 million and \$429 million respectively. This receipt of cash was offset by cash used of \$1.1 billion to acquire Agency and Non-Agency RMBS securities.

Our financing activities provided cash of \$3.3 billion and used cash of \$811 million for the six months ended June 30, 2014 and 2013, respectively. During the six months ended June 30, 2014, we received proceeds on our repurchase agreements, net of repayments on our repurchase agreements of \$3.9 billion. These proceeds were offset by payments on our securitized debt of \$219 million and payments of dividends of \$390 million. The payments of dividends during the six months ended June 30, 2014 includes the \$205 million of special dividends announced in the fourth quarter of 2013, but paid during the first quarter of 2014. During the six months ended June 30, 2014, we used cash for payments on securitized debt of \$576 million and paid dividends of \$185 million.

As a result of our operating, investing and financing activities described above, our cash position did not materially change from December 31, 2013 to June 30, 2014. Our investments in Non-Agency RMBS and Agency RMBS, at fair value, increased by \$6 billion during the six months ended June 30, 2014, not including assets of consolidated VIEs. \$2 billion of this increase will settle during the third quarter of 2014, while the remaining purchases were financed through increased repurchase agreements. We believe that our cash balances provide an appropriate level of liquidity, including \$371 million of highly liquid Agency RMBS investments which are currently not pledged as collateral for our financing arrangements. Even though we have unrestricted Agency RMBS investments, we expect to meet our future cash needs primarily from principal and interest payments on our portfolio and do not anticipate we will need to sell unrestricted Agency RMBS investments to meet our liquidity needs.

There were no secondary stock offerings during the quarters and six months ended June 30, 2014 and 2013. There were no securitized debt borrowings during the quarters and six months ended June 30, 2014 and 2013. Recourse leverage is 2.4:1 and 0.6:1 at June 30, 2014 and December 31, 2013. Our recourse leverage excludes the securitized debt which can only be repaid from the proceeds on the assets securing this debt in their respective VIEs. The increase in our recourse leverage is a result of the increase in repurchase agreements to primarily expand our Agency RMBS portfolio. Our recourse leverage is presented as a ratio to our economic net equity. We believe that this increased leverage will result in higher net income to our investors.

We expect to continue to finance our RMBS portfolio largely through repurchase agreements and loans through the securitization market. In addition, we may from time to time sell securities or issue debt as a source of cash to fund new purchases.

At June 30, 2014 and December 31, 2013, the remaining maturities on our RMBS repurchase agreements were as follows.

|                                   | June 30, 2014          | December 31,<br>2013 |
|-----------------------------------|------------------------|----------------------|
|                                   | (dollars in thousands) |                      |
| Overnight                         | \$ -                   | \$ -                 |
| 1-29 days                         | 1,694,284              | 644,332              |
| 30 to 59 days                     | 1,085,418              | 606,945              |
| 60 to 89 days                     | 1,684,618              | -                    |
| 90 to 119 days                    | 63,545                 | 129,049              |
| Greater than or equal to 120 days | 1,036,689              | 278,235              |
| <b>Total</b>                      | <b>\$ 5,564,554</b>    | <b>\$ 1,658,561</b>  |

We collateralize the repurchase agreements we use to finance our operations with our RMBS investments. Our counterparties negotiate a 'haircut' when we enter into a financing transaction, which varies from lender to lender. The size of the haircut reflects the perceived risk associated with holding the RMBS by the lender. The haircut provides lenders with a cushion for daily market value movements that reduce the need for a margin call to be issued or margin to be returned as normal daily increases or decreases in RMBS market values occur. At June 30, 2013, the weighted average haircut on our repurchase agreements was 6.3%. Despite the haircut, repurchase agreements subject us to two types of margin calls. First, there are monthly margin calls that are triggered as principal payments and pre-payments are received by us as these payments lower the value of the collateral. As a result, we expect to receive margin calls from our repurchase counterparties monthly simply due to the principal paydowns on our Agency RMBS. The monthly principal payments and pre-payments are not known in advance and vary depending on the behavior of the borrowers related to the underlying mortgages. Second, counterparties make margin calls or return margin as a result of normal daily increases or decreases in asset fair values. In addition, when financing assets using standard form of SIFMA Master Repurchase Agreements, the counterparty to the agreement typically nets its exposure to us on all outstanding repurchase agreements and issues margin calls if movement of the fair values of the assets in the aggregate exceeds their allowable exposure to us. A decline in asset fair values could create a margin call, or may create no margin call depending on the counterparty's specific policy. In addition, counterparties consider a number of factors, including their aggregate exposure to us as a whole and the number of days remaining before the repurchase transaction closes prior to issuing a margin call. See Note 5 to our Consolidated Financial Statements for a discussion on how we determine the fair values of the RMBS collateralizing our repurchase agreements.

The table below presents our average daily repurchase balance and the repurchase balance at each period end for the periods presented. Our balance at period-end tends to have little fluctuation from the average daily balances except in periods where we are adjusting the size of our portfolio by using leverage as we did in the second quarter of 2014. Our average repurchase agreement balance at June 30, 2014 increased compared to our average repurchase agreement balance for the quarter ended December 31, 2013 due to additional borrowings on our repurchase agreements in excess of repayments during the first six months of 2014. We continue to deploy capital for strategic purchases of investments.

| Period                           | Average<br>Repurchase<br>Balance | Repurchase<br>Balance at<br>Period End |
|----------------------------------|----------------------------------|--|
|                                  | (dollars in thousands)           |  |
| Quarter End June 30, 2014        | \$ 3,054,737                     | \$ 5,564,554                           |
| Quarter End March 31, 2014       | \$ 1,648,425                     | \$ 1,561,920                           |
| Quarter Ended December 31, 2013  | \$ 1,574,872                     | \$ 1,658,561                           |
| Quarter Ended September 30, 2013 | \$ 1,464,677                     | \$ 1,589,325                           |
| Quarter Ended June 30, 2013      | \$ 1,422,485                     | \$ 1,478,141                           |

We are not required to maintain any specific debt-to-equity ratio. We believe the appropriate leverage for the particular assets we are financing depends on the credit quality and risk of those assets. At June 30, 2014 and December 31, 2013 our total debt was approximately \$7.0 billion and \$3.3 billion, which represented a debt-to-equity ratio of approximately 2.6:1 and 1.0:1, respectively. We include repurchase agreements and securitized debt in the numerator of our debt-to-equity ratio and stockholders' equity as the denominator.

We do not manage our portfolio to have a pre-designated amount of borrowings at quarter-end or year-end. Our borrowings at period end are a snapshot of borrowing as of a date, and this number should be expected to differ from average borrowings over the period. Our borrowings will change as we implement our portfolio and risk management strategies to address changing market conditions by increasing or decreasing leverage. Our borrowings may change during periods when we raise capital, and in certain instances we may purchase additional assets and increase borrowings prior to an expected capital raise. Since our average borrowings and period end borrowings can be expected to differ, we believe our average borrowings during a period provide a more accurate representation of our exposure to the risks associated with leverage.

During the second quarter of 2014, we increased our leverage through increased repurchase agreements. During the second quarter we added four new repurchase agreement counterparties and increased our repurchase agreement obligations with 9 other counterparties. At June 30, 2014, we have repurchase agreements with 14 counterparties. All of our repurchase agreements are secured by Agency and Non-Agency RMBS. Under these repurchase agreements we may not be able to reclaim our collateral but still be obligated to pay our repurchase obligations. We mitigate this risk by limiting our exposure to any counterparty to less than 15% of our total equity as well as ensuring all our counterparties are highly rated. Therefore, we believe the risk of loss of our collateral posted is mitigated by the terms of our agreements. As of June 30, 2014 and 2013, we have pledged \$6.1 billion and \$1.7 billion of securities against our repurchase agreement obligations.

Our repurchase agreements have original maturities ranging from 30 to 365 days. The average term on our repurchase agreements at June 30, 2014 is 105 days. We expect to renew each of our repurchase agreements at maturity. When we renew our repurchase agreements, there is a chance that we will not be able to obtain as favorable an interest rate as a result of rising rates. We offset the risk of our repurchase agreements primarily through the use of interest rate swaps. The average remaining maturities on our interest rate swaps range from 2 years to 20 years and have a weighted average maturity of approximately 11 years. We use these interest rate swaps to protect the portfolio from short term changes in interest rates. We currently have four swap counterparties. When our interest rate swaps are in a net loss position (expected cash payments are in excess of expected cash receipts on the swaps), we post collateral as required by the terms of our swap agreements. As of June 30, 2014, we have posted \$87 million of cash and securities as collateral to our swap counterparties.

#### ***Secured Debt Financing Transactions***

We did not re-securitize any RMBS or jumbo prime residential mortgage loans during the quarters or six months ended June 30, 2014 or 2013.

#### ***Exposure to European Financial Counterparties***

Our Agency RMBS are primarily financed with repurchase agreements. We secure our borrowings under these agreements by pledging our Agency RMBS as collateral to the lender. The collateral we pledge exceeds the amount of the borrowings under each agreement, typically with the extent of over-collateralization being at least 3% of the amount borrowed. If the counterparty to the repurchase agreement defaults on its obligations and we are not able to recover our pledged assets, we are at risk of losing the over-collateralized amount. The amount of this exposure is the difference between the amount loaned to us plus interest due to the counterparty and the fair value of the collateral pledged by us to the lender including accrued interest receivable on such collateral.

We also use interest rate swaps to manage our interest rate risks. Under these swap agreements, we pledge Agency RMBS as collateral as part of a margin arrangement for interest rate swaps that are in an unrealized loss position. If a swap counterparty were to default on its obligation, we would be exposed to a loss to the extent that the amount of our Agency RMBS pledged exceeded the unrealized loss on the associated swaps and we were not able to recover the excess collateral.

Over the past several years, several large European financial institutions have experienced financial difficulty and have been either rescued by government assistance or by other large European banks or institutions. Some of these financial institutions or their U.S. subsidiaries have provided us financing under repurchase agreements or we have entered into interest rate swaps with such institutions. We have entered into repurchase agreements and/or interest rate swaps with six counterparties as of June 30, 2014 that is either domiciled in Europe or is a U.S.-based subsidiary of a European-domiciled financial institution. The following table summarizes our exposure to such counterparties at June 30, 2014:

| Country                | Number of Counterparties | Repurchase Agreement Financing | Interest Rate Swaps at Fair Value | Exposure (1)      | Exposure as a Percentage of Total Assets |
|------------------------|--------------------------|--------------------------------|-----------------------------------|-------------------|--|
| (dollars in thousands) |                          |                                |                                   |                   |  |
| France                 | 1                        | \$ 573,460                     | \$ (15,349)                       | \$ 20,974         | 0.17%                                    |
| Germany                | 1                        | -                              | (5,334)                           | 2,862             | 0.02%                                    |
| Netherlands            | 1                        | 432,689                        | -                                 | 25,655            | 0.20%                                    |
| Switzerland            | 2                        | 1,061,207                      | (18,813)                          | 209,638           | 1.67%                                    |
| United Kingdom         | 1                        | 184,595                        | -                                 | 7,018             | 0.06%                                    |
| <b>Total</b>           | <b>6</b>                 | <b>\$ 2,251,951</b>            | <b>\$ (39,496)</b>                | <b>\$ 266,147</b> | <b>2.12%</b>                             |

(1) Represents the amount of securities pledged as collateral to each counterparty less the aggregate of repurchase agreement financing and unrealized loss on swaps for each counterparty.

At June 30, 2014, we did not use credit default swaps or other forms of credit protection to hedge the exposures summarized in the table above.

If the European credit crisis continues to impact these major European financial institutions, it is possible that it will also impact the operations of their U.S. subsidiaries. Our financings and operations could be adversely affected by such events. We monitor our exposure to our repurchase agreement and swap counterparties on a regular basis, using various methods, including review of recent rating agency actions, financial relief plans, credit spreads or other developments and by monitoring the amount of cash and securities collateral pledged and the associated loan amount under repurchase agreements and/or the fair value of swaps with our counterparties. We make reverse margin calls on our counterparties to recover excess collateral as permitted by the agreements governing our financing arrangements or interest rate swaps, or may try to take other actions to reduce the amount of our exposure to a counterparty when necessary.

#### **Stockholders' Equity**

On January 28, 2011, we entered into an equity distribution agreement with FIDAC and UBS Securities LLC, or UBS. Through this agreement, we may sell through UBS, as our sales agent, up to 125,000,000 shares of our common stock in ordinary brokers' transactions at market prices or other transactions as agreed between us and UBS. We did not sell any shares of our common stock under the equity distribution agreement during the quarters or six months ended June 30, 2014 or 2013.

During the quarters ended June 30, 2014 and 2013, we declared dividends to common shareholders totaling \$92 million, or \$0.09 per share. During the six months ended June 30, 2014 and 2013, we declared dividends to common shareholders totaling \$185 million, or \$0.18 per share.

The Board of Directors has determined that there will be a quarterly dividend of \$0.09 per share for the third and fourth quarters of 2014.

There was no preferred stock issued or outstanding as of June 30, 2014 and December 31, 2013.

#### **Related Party Transactions**

##### *The Management Agreement*

We entered into a management agreement with FIDAC, which provided for an initial term through December 31, 2010 with an automatic one-year extension option and subject to certain termination rights. Effective November 28, 2012, the management fee was reduced from 1.50% to 0.75% per annum of gross stockholders' equity, which remained in effect until we were current on all of its filings required under applicable securities laws.

Management fees accrued and paid to FIDAC for the quarters ended June 30, 2014 and 2013 were \$6 million, respectively. Management fees accrued and paid to FIDAC for the six months ended June 30, 2014 and 2013 were \$12 million and \$13 million, respectively.

On August 8, 2014, the management agreement was amended and restated. Effective August 8, 2014, the management fee was increased to 1.20% of gross stockholders' equity. In addition, FIDAC agreed to pay the Company a one-time fee reduction of approximately \$24 million, which equals a base management fee equal to 0.75% per annum of gross stockholders' equity as if it were in effect from January 1, 2012 through November 27, 2012.

The agreement provides for a two year term ending August 7, 2016 and may be automatically renewed for two year terms at each anniversary date unless at least two-thirds of the independent directors or the holders of a majority of the outstanding shares of common stock elects not to renew the agreement in their sole discretion and for any or no reason. Unless the management agreement is terminated for "cause" or FIDAC terminates the management agreement, in the event that the management agreement is terminated or not renewed, we must pay to FIDAC a termination fee equal to two times the average annual management fee, calculated as of the end of the most recently completed fiscal quarter prior to the date of termination. FIDAC will continue to provide services under the management agreement for a period not less than 180 days from the date the Company delivers the notice not to renew the management agreement.

We may also terminate the management agreement with 30 days' prior notice from our board of directors, without payment of a termination fee, for cause or upon a change of control of FIDAC or Annaly Capital Management, Inc. (the parent of FIDAC), each as defined in the management agreement. FIDAC may terminate the management agreement if we become required to register as an investment company under the Investment Company Act of 1940, as amended, with such termination deemed to occur immediately before such event, in which case we would not be required to pay a termination fee. FIDAC may also decline to renew the management agreement by providing us with 180-days' written notice, in which case we would not be required to pay a termination fee.

The management agreement provides that FIDAC will pay all past and future expenses that we and/or our Audit Committee incur to: (1) evaluate our accounting policy related to the application of GAAP to our Non-Agency RMBS portfolio (the "Evaluation"); (2) restate our financial statements for the period covering 2008 through 2011 as a result of the Evaluation (the "Restatement Filing"); and (3) investigate and evaluate any shareholder derivative demands arising from the Evaluation and/or the Restatement Filing (the "Investigation"); provided, however, that FIDAC's obligation to pay expenses applies only to expenses not paid by our insurers under our insurance policies. Expenses shall include, without limitation, fees and costs incurred with respect to auditors, outside counsel, and consultants engaged by us and/or our Audit Committee for the Evaluation, Restatement Filing and the Investigation. The amount paid by FIDAC related to these expenses for the quarters ended June 30, 2014 and 2013 is \$2 million and \$3 million, respectively, and is presented in the Consolidated Statements of Operations and Comprehensive Income (Loss) as Expense recoveries from Manager. The amount paid by FIDAC related to these expenses for the six months ended June 30, 2014 and 2013 is \$3 million and \$5 million, respectively. As of June 30, 2014, \$2 million of these expenses is included in other assets as a receivable from FIDAC.

We are obligated to reimburse FIDAC for costs incurred on our behalf under the management agreement. In addition, the management agreement permits FIDAC to require us to pay for our pro rata portion of rent, telephone, utilities, office furniture, equipment, machinery and other office, internal and overhead expenses that FIDAC incurred in connection with our operations. These expenses are allocated between FIDAC and us based on the ratio of our proportion of gross assets compared to the gross assets managed by FIDAC as calculated at each quarter end. We and FIDAC will modify this allocation methodology, subject to the approval of our board of directors if the allocation becomes inequitable (i.e., if we become very highly leveraged compared to FIDAC's other funds and accounts). During the quarters and six months ended June 30, 2014 and 2013, reimbursements to FIDAC were not significant.

#### *Clearing Fees*

On March 1, 2011, we entered into an administrative services agreement with RCap Securities, Inc., or RCap. We use RCap, a SEC registered broker-dealer and a wholly-owned subsidiary of Annaly, to clear trades for us and RCap is paid customary fees in return for such services. RCap may also provide brokerage services to us from time to time. During the quarters and six months ended June 30, 2014 and 2013, fees paid to RCap were less than \$1 million.

#### *Restricted Stock Grants*

We granted 1,301,000 shares of restricted stock to employees of our Manager and its affiliates and members of our board of directors on January 2, 2008. At June 30, 2014 and December 31, 2013, there were approximately 230,000 and 384,000 unvested shares of restricted stock issued to employees of FIDAC, respectively.

### Contractual Obligations and Commitments

The following tables summarize our contractual obligations at June 30, 2014 and December 31, 2013. The estimated principal repayment schedule of the securitized debt is based on expected cash flows of the residential mortgage loans or RMBS, as adjusted for expected principal writedowns on the underlying collateral of the debt.

June 30, 2014  
(dollars in thousands)

| Contractual Obligations                            | Within One Year     | One to Three Years | Three to Five Years | Greater Than or Equal to Five Years | Total               |
|--|---------------------|--------------------|---------------------|-------------------------------------|---------------------|
| Repurchase agreements for RMBS                     | \$ 5,564,554        | \$ -               | \$ -                | \$ -                                | \$ 5,564,554        |
| Securitized debt                                   | 295,142             | 405,518            | 228,650             | 376,409                             | 1,305,719           |
| Interest expense on RMBS repurchase agreements (1) | 6,951               | -                  | -                   | -                                   | 6,951               |
| Interest expense on securitized debt (1)           | 49,677              | 73,835             | 54,509              | 174,695                             | 352,716             |
| <b>Total</b>                                       | <b>\$ 5,916,324</b> | <b>\$ 479,353</b>  | <b>\$ 283,159</b>   | <b>\$ 551,104</b>                   | <b>\$ 7,229,940</b> |

(1) Interest is based on variable rates in effect as of June 30, 2014.

December 31, 2013  
(dollars in thousands)

| Contractual Obligations                            | Within One Year     | One to Three Years | Three to Five Years | Greater Than or Equal to Five Years | Total               |
|--|---------------------|--------------------|---------------------|-------------------------------------|---------------------|
| Repurchase agreements for RMBS                     | \$ 1,658,561        | \$ -               | \$ -                | \$ -                                | \$ 1,658,561        |
| Securitized debt                                   | 370,250             | 497,943            | 264,456             | 396,916                             | 1,529,565           |
| Interest expense on RMBS repurchase agreements (1) | 2,380               | -                  | -                   | -                                   | 2,380               |
| Interest expense on securitized debt (1)           | 57,546              | 80,446             | 58,620              | 178,391                             | 375,003             |
| <b>Total</b>                                       | <b>\$ 2,088,737</b> | <b>\$ 578,389</b>  | <b>\$ 323,076</b>   | <b>\$ 575,307</b>                   | <b>\$ 3,565,509</b> |

(1) Interest is based on variable rates in effect as of December 31, 2013.

### Off-Balance Sheet Arrangements

We do not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Further, we have not guaranteed any obligations of unconsolidated entities nor do we have any commitment or intent to provide funding to any such entities.

### Capital Requirements

At June 30, 2014 and December 31, 2013, we had no material commitments for capital expenditures. We did have approximately \$2 billion of purchases of Agency RMBS which settled without issue in July 2014 financed with new repurchase agreements.

### Dividends

To qualify as a REIT, we must pay annual dividends to our stockholders of at least 90% of our taxable income (subject to certain adjustments). We intend to pay regular quarterly dividends to our stockholders. Before we pay any dividend, we must first meet any operating requirements and scheduled debt service on our financing facilities and other debt payable.

### Inflation

A significant portion of our assets and liabilities are interest rate sensitive in nature. As a result, interest rates and other factors influence our performance far more so than does inflation. Changes in interest rates do not necessarily correlate with inflation rates or changes in inflation rates. Our consolidated financial statements are prepared in accordance with GAAP and our distributions will be determined by our board of directors consistent with our obligation to distribute to our stockholders at least 90% of our REIT taxable income on an annual basis in order to maintain our REIT qualification; in each case, our activities and financial condition are measured with reference to historical cost and/or fair market value without considering inflation.

### Other Matters

We at all times intend to conduct our business so as not to become regulated as an investment company under the 1940 Act. If we were to become regulated as an investment company, our ability to use leverage would be substantially reduced.

Section 3(a)(1)(C) of the Investment Company Act defines an investment company as any issuer that is engaged or proposes to engage in the business of investing, reinvesting, owning, holding or trading in securities and owns or proposes to acquire investment securities having a value exceeding 40% of the value of the issuer's total assets (exclusive of U.S. Government securities and cash items) on an unconsolidated basis (the "40% test"). Excluded from the term "investment securities," among other things, are securities issued by majority-owned subsidiaries that rely on the exemption from registration provided by Section 3(c)(5)(C) of the Investment Company Act.

Certain of our subsidiaries, including Chimera Asset Holding LLC and certain subsidiaries that we may form in the future, rely on the exemption from registration provided by Section 3(c)(5)(C) of the Investment Company Act. Section 3(c)(5)(C), as interpreted by the staff of the Securities and Exchange Commission (or the SEC), requires us to invest at least 55% of our assets in "mortgages and other liens on and interest in real estate" (or Qualifying Real Estate Assets) and at least 80% of our assets in Qualifying Real Estate Assets plus real estate related assets. The assets that we acquire, therefore, are limited by the provisions of and the rules and regulations promulgated under the Investment Company Act.

On August 31, 2011, the SEC issued a concept release titled "Companies Engaged in the Business of Acquiring Mortgages and Mortgage-Related Instruments" (SEC Release No. IC-29778). Under the concept release, the SEC is reviewing interpretive issues related to the Section 3(c)(5)(C) exemption. We are monitoring developments related to this matter.

Based on our calculations, as of June 30, 2014 and December 31, 2013, we were in compliance with the exemption from registration provided by Section 3(c)(5)(C) and 3(a)(1)(C) of the Investment Company Act.

As a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the U.S. Commodity Futures Trading Commission, or CFTC, gained jurisdiction over the regulation of interest rate swaps. The CFTC has asserted that this causes the operators of mortgage real estate investment trusts that use swaps as part of their business model to fall within the statutory definition of Commodity Pool Operator, or CPO, and, absent relief from the Division or the Commission, to register as CPOs. On December 7, 2012, as a result of numerous requests for no-action relief from the CPO registration requirement for operators of mortgage real estate investment trusts, the Division of Swap Dealer and Intermediary Oversight of the CFTC issued no-action relief entitled "No-Action Relief from the Commodity Pool Operator Registration Requirement for Commodity Pool Operators of Certain Pooled Investment Vehicles Organized as Mortgage Real Estate Investment Trusts" that permits a CPO to receive relief by filing a claim to perfect the use of the relief. A claim submitted by a CPO will be effective upon filing, so long as the claim is materially complete. The conditions that must be met to claim the relief are that the mortgage real estate investment trust must:

- Limit the initial margin and premiums required to establish its commodity interest positions to no more than five percent of the fair market value of the mortgage real estate investment trust's total assets;
- Limit the net income derived annually from its commodity interest positions that are not qualifying hedging transactions to less than five percent of the mortgage real estate investment trust's gross income;
- Ensure that interests in the mortgage real estate investment trust are not marketed to the public as or in a commodity pool or otherwise as or in a vehicle for trading in the commodity futures, commodity options, or swaps markets; and
- Either:
  - o identify itself as a "mortgage REIT" in Item G of its last U.S. income tax return on Form 1120-REIT; or
  - o if it has not yet filed its first U.S. income tax return on Form 1120-REIT, disclose to its shareholders that it intends to identify itself as a "mortgage REIT" in its first U.S. income tax return on Form 1120-REIT.

While we disagree that the CFTC's position that mortgage real estate investment trusts that use swaps as part of their business model fall within the statutory definition of a CPO, we have submitted a claim for the relief set forth in the no-action relief entitled "No-Action Relief from the Commodity Pool Operator Registration Requirement for Commodity Pool Operators of Certain Pooled Investment Vehicles Organized as Mortgage Real Estate Investment Trusts" and believe we meet the criteria for such relief set forth therein.



### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

The primary components of our market risk are related to credit risk, interest rate risk, prepayment risk, market value risk and real estate risk. While we do not seek to avoid risk completely, we believe the risk can be quantified from historical experience and we seek to actively manage that risk, to earn sufficient compensation to justify taking those risks and to maintain capital levels consistent with the risks we undertake.

#### **Credit Risk**

We are subject to credit risk in connection with our investments in Non-Agency RMBS and residential mortgage loans and face more credit risk on assets we own which are rated below “AAA.” The credit risk related to these investments pertains to the ability and willingness of the borrowers to pay, which is assessed before credit is granted or renewed and periodically reviewed throughout the loan or security term. We believe that residual loan credit quality, and thus the quality of our assets, is primarily determined by the borrowers’ credit profiles and loan characteristics. We use a comprehensive credit review process. Our analysis of loans includes borrower profiles, as well as valuation and appraisal data. We use compensating factors such as liquid assets, low loan to value ratios and regional unemployment statistics in evaluating loans. Our resources include a proprietary portfolio management system, as well as third party software systems. We may utilize a third party due diligence firm to perform an independent underwriting review to ensure compliance with existing guidelines. In addition to statistical sampling techniques, we create adverse credit and valuation samples, which we individually review. We reject loans that fail to conform to our standards and do not meet our underwriting criteria. Once we own a loan, our surveillance process includes ongoing analysis through our proprietary data and servicer files. Additionally, the Non-Agency RMBS and other ABS which we acquire for our portfolio are reviewed by us to ensure that they satisfy our risk based criteria. Our review of Non-Agency RMBS and other ABS includes utilizing a proprietary portfolio management system. Our review of Non-Agency RMBS and other ABS is based on quantitative and qualitative analysis of the risk-adjusted returns on Non-Agency RMBS and other ABS. This analysis includes an evaluation of the collateral characteristics supporting the RMBS such as borrower payment history, credit profiles, geographic concentrations, credit enhancement, seasoning, and other pertinent factors.

#### **Interest Rate Risk**

Interest rate risk is highly sensitive to many factors, including governmental, monetary and tax policies, domestic and international economic and political considerations and other factors beyond our control. We are subject to interest rate risk in connection with our investments and our related debt obligations, which are generally repurchase agreements, warehouse facilities and securitization/re-securitization vehicles. Our repurchase agreements and warehouse facilities may be of limited duration that is periodically refinanced at current market rates. We intend to mitigate this risk through utilization of derivative contracts, primarily interest rate swap agreements, swaptions, futures and mortgage options.

#### ***Interest Rate Effects on Net Interest Income***

Our operating results depend, in large part, on differences between the income from our investments and our borrowing costs. Most of our warehouse facilities and repurchase agreements provide financing based on a floating rate of interest calculated on a fixed spread over LIBOR. The fixed spread varies depending on the type of underlying asset which collateralizes the financing. Accordingly, the portion of our portfolio which consists of floating interest rate assets will be match-funded utilizing our expected sources of short-term financing, while our fixed interest rate assets will not be match-funded. During periods of rising interest rates, the borrowing costs associated with our investments tend to increase while the income earned on our fixed interest rate investments may remain substantially unchanged. This will result in a narrowing of the net interest spread between the related assets and borrowings and may even result in losses. Further, during this portion of the interest rate and credit cycles, defaults could increase and result in credit losses to us, which could adversely affect our liquidity and operating results. Such delinquencies or defaults could also have an adverse effect on the spread between interest-earning assets and interest-bearing liabilities. Hedging techniques are partly based on assumed levels of prepayments of our fixed-rate and hybrid adjustable-rate mortgage loans and RMBS. If prepayments are slower or faster than assumed, the life of the mortgage loans and RMBS will be longer or shorter, which would reduce the effectiveness of any hedging strategies we may use and may cause losses on such transactions.

### ***Interest Rate Effects on Fair Value***

Another component of interest rate risk is the effect changes in interest rates will have on the fair value of the assets we acquire. We face the risk that the fair value of our assets will increase or decrease at different rates than that of our liabilities, including our hedging instruments. We primarily assess our interest rate risk by estimating the duration of our assets and the duration of our liabilities. Duration essentially measures the market price volatility of financial instruments as interest rates change. We generally calculate duration using various financial models and empirical data. Different models and methodologies can produce different duration numbers for the same securities.

It is important to note that the impact of changing interest rates on fair value can change significantly when interest rates change beyond 100 basis points from current levels. Therefore, the volatility in the fair value of our assets could increase significantly when interest rates change beyond 100 basis points. In addition, other factors impact the fair value of our interest rate-sensitive investments and hedging instruments, such as the shape of the yield curve, market expectations as to future interest rate changes and other market conditions. Accordingly, in the event of changes in actual interest rates, the change in the fair value of our assets would likely differ from that shown below and such difference might be material and adverse to our stockholders.

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

We also invest in adjustable-rate mortgage loans and RMBS. These are mortgages or RMBS in which the underlying mortgages are typically subject to periodic and lifetime interest rate caps and floors, which limit the amount by which the security's interest yield may change during any given period. However, our borrowing costs pursuant to our financing agreements will not be subject to similar restrictions. Therefore, in a period of increasing interest rates, interest rate costs on our borrowings could increase without limitation by caps, while the interest-rate yields on our adjustable-rate mortgage loans and RMBS would effectively be limited. This problem will be magnified to the extent we acquire adjustable-rate RMBS that are not based on mortgages which are fully indexed. In addition, the mortgages or the underlying mortgages in an RMBS may be subject to periodic payment caps that result in some portion of the interest being deferred and added to the principal outstanding. This could result in our receipt of less cash income on our adjustable-rate mortgages or RMBS than we need in order to pay the interest cost on our related borrowings. These factors could lower our net interest income or cause a net loss during periods of rising interest rates, which would harm our financial condition, cash flows and results of operations.

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

We fund a substantial portion of our acquisitions of RMBS with borrowings that, after the effect of hedging, have interest rates based on indices and re-pricing terms similar to, but of somewhat shorter maturities than, the interest rate indices and re-pricing terms of the mortgages and RMBS. In most cases the interest rate indices and re-pricing terms of our mortgage assets and our funding sources will not be identical, thereby creating an interest rate mismatch between assets and liabilities. Our cost of funds would likely rise or fall more quickly than would our earnings rate on assets. During periods of changing interest rates, such interest rate mismatches could negatively impact our financial condition, cash flows and results of operations. To mitigate interest rate mismatches, we may utilize the hedging strategies discussed above. Our analysis of risks is based on FIDAC's experience, estimates, models and assumptions. These analyses rely on models which utilize estimates of fair value and interest rate sensitivity. Actual economic conditions or implementation of investment decisions by our management may produce results that differ significantly from the estimates and assumptions used in our models and the projected results shown in this Form 10-Q.

Our profitability and the value of our portfolio (including derivatives) may be adversely affected during any period as a result of changing interest rates. The following table quantifies the potential changes in net interest income and portfolio value for our Agency RMBS portfolio should interest rates go up or down 50 and 100 basis points, assuming parallel movements in the yield curves. All changes in income and value are measured as percentage changes from the projected net interest income and portfolio value at the base interest rate scenario. The base interest rate scenario assumes interest rates at June 30, 2014 and various estimates regarding prepayment and all activities are made at each level of rate change. Actual results could differ significantly from these estimates.

| Change in Interest Rate | Projected Percentage<br>Change in Net Interest<br>Income (1) | Projected Percentage<br>Change in Portfolio Value<br>with Effect of Interest<br>Rate Swaps and Other<br>Hedging Transactions (2) |
|-------------------------|--|--|
| -100 Basis Points       | (19.99%)   | 0.00%  |
| -50 Basis Points        | (12.68%)   | 0.23%  |
| Base Interest Rate      | -  | -  |
| +50 Basis Points        | 10.96%   | (0.77%)  |
| +100 Basis Points       | 13.93%   | (2.76%)  |

(1) Change in annual economic net interest income. Includes interest expense on interest rate swaps.

(2) Projected Percentage Change in Portfolio Value is based on instantaneous moves in interest rates.

### Prepayment Risk

As we receive prepayments of principal on these investments, premiums and discounts on such investments will be amortized or accreted into interest income. In general, an increase in prepayment rates will accelerate the amortization of purchase premiums, thereby reducing the interest income earned on the investments. Conversely, discounts on such investments are accelerated and accreted into interest income increasing interest income.

### Extension Risk

Our Manager computes the projected weighted-average life of our investments based on assumptions regarding the rate at which the borrowers will prepay the underlying mortgages. In general, when fixed-rate or hybrid adjustable-rate mortgage loans or RMBS are acquired via borrowings, we may, but are not required to, enter into an interest rate swap agreement or other hedging instrument that effectively fixes our borrowing costs for a period close to the anticipated average life of the fixed-rate portion of the related assets. This strategy is designed to protect us from rising interest rates as the borrowing costs are effectively fixed for the duration of the fixed-rate portion of the related assets. However, if prepayment rates decrease in a rising interest rate environment, the life of the fixed-rate portion of the related assets could extend beyond the term of the swap agreement or other hedging instrument. This could have a negative impact on our results from operations, as borrowing costs would no longer be fixed after the end of the hedging instrument while the income earned on the fixed and hybrid adjustable-rate assets would remain fixed. In extreme situations, we may be forced to sell assets to maintain adequate liquidity, which could cause us to incur losses.

### Basis Risk

We seek to limit our interest rate risk by hedging portions of our portfolio through interest rate swaps and other types of hedging instruments. Interest rate swaps are generally tied to underlying Treasury benchmark interest rates. Basis risk relates to the risk of the spread between our RMBS and underlying hedges widening. Such a widening may cause a decline in the fair value of our RMBS that is greater than the increase in fair value of our hedges resulting in a net decline in book value. The widening of mortgage-backed securities yields and Treasury benchmark interest rates may result from a variety of factors such as anticipated or actual monetary policy actions or other market factors.

### Market Risk

#### Market Value Risk

Our available-for-sale securities are reflected at their estimated fair value with unrealized gains and losses excluded from earnings and reported in other comprehensive income if no OTTI has been recognized in earnings. The estimated fair value of these securities fluctuates primarily due to changes in interest rates, prepayment speeds, market liquidity, credit quality, and other factors. Generally, in a rising interest rate environment, the estimated fair value of these securities would be expected to decrease; conversely, in a decreasing interest rate environment, the estimated fair value of these securities would be expected to increase. As market volatility increases or liquidity decreases, the fair value of our investments may be adversely impacted.

### **Real Estate Market Risk**

We own assets secured by real property and may own real property directly in the future. Residential property values are subject to volatility and may be affected adversely by a number of factors, including, but not limited to, national, regional and local economic conditions (which may be adversely affected by industry slowdowns and other factors); local real estate conditions (such as an oversupply of housing); changes or continued weakness in specific industry segments; construction quality, age and design; demographic factors; and retroactive changes to building or similar codes. In addition, decreases in property values reduce the value of the collateral and the potential proceeds available to a borrower to repay our loans, which could also cause us to incur losses.

### **Risk Management**

To the extent consistent with maintaining our REIT status, we seek to manage risk exposure to protect our portfolio of residential mortgage loans, RMBS, and other assets and related debt against the effects of major interest rate changes. We generally seek to manage risk by:

- monitoring and adjusting, if necessary, the reset index and interest rate related to our RMBS and our financings;
- attempting to structure our financing agreements to have a range of different maturities, terms, amortizations and interest rate adjustment periods;
- using derivatives, financial futures, swaps, options, caps, floors and forward sales to adjust the interest rate sensitivity of our investments and our borrowings;
- using securitization financing to lower average cost of funds relative to short-term financing vehicles further allowing us to receive the benefit of attractive terms for an extended period of time in contrast to short term financing and maturity dates of the investments not included in the securitization; and
- actively managing, on an aggregate basis, the interest rate indices, interest rate adjustment periods, and gross reset margins of our investments and the interest rate indices and adjustment periods of our financings.

Our efforts to manage our assets and liabilities are concerned with the timing and magnitude of the re-pricing of assets and liabilities. We attempt to control risks associated with interest rate movements. Methods for evaluating interest rate risk include an analysis of our interest rate sensitivity “gap,” which is the difference between interest-earning assets and interest-bearing liabilities maturing or re-pricing within a given time period. A gap is considered positive when the amount of interest-rate sensitive assets exceeds the amount of interest-rate sensitive liabilities. A gap is considered negative when the amount of interest-rate sensitive liabilities exceeds interest-rate sensitive assets. During a period of rising interest rates, a negative gap would tend to adversely affect net interest income, while a positive gap would tend to result in an increase in net interest income. During a period of falling interest rates, a negative gap would tend to result in an increase in net interest income, while a positive gap would tend to affect net interest income adversely. Because different types of assets and liabilities with the same or similar maturities may react differently to changes in overall market rates or conditions, changes in interest rates may affect net interest income positively or negatively even if an institution were perfectly matched in each maturity category.

The following table sets forth the estimated maturity or re-pricing of our interest-earning assets and interest-bearing liabilities at June 30, 2014. The amounts of assets and liabilities shown within a particular period were determined in accordance with the contractual terms of the assets and liabilities, except adjustable-rate loans, and securities are included in the period in which their interest rates are first scheduled to adjust and not in the period in which they mature and includes the effect of the interest rate swaps. The interest rate sensitivity of our assets and liabilities in the table could vary substantially based on actual prepayments.

June 30, 2014

(dollars in thousands)

|  | Within 3 Months     | 3-12 Months       | 1 Year to 3 Years | Greater than 3<br>Years | Total                |
|--|---------------------|-------------------|-------------------|-------------------------|----------------------|
| Rate sensitive assets  | \$ 2,372,883        | \$ 1,691,801      | \$ 822,098        | \$ 14,030,373           | \$ 18,917,155        |
| Cash equivalents   | 73,871              | -                 | -                 | -                       | 73,871               |
| <b>Total rate sensitive assets</b>   | <b>2,446,754</b>    | <b>1,691,801</b>  | <b>822,098</b>    | <b>14,030,373</b>       | <b>18,991,026</b>    |
| Rate sensitive liabilities   | 1,383,542           | 1,239,524         | 24,015            | 977,769                 | 3,624,850            |
| <b>Interest rate sensitivity gap</b>   | <b>\$ 1,063,212</b> | <b>\$ 452,277</b> | <b>\$ 798,083</b> | <b>\$ 13,052,604</b>    | <b>\$ 15,366,176</b> |
| Cumulative rate sensitivity gap  | \$ 1,063,212        | \$ 1,515,489      | \$ 2,313,572      | \$ 15,366,176           |                      |
| Cumulative interest rate sensitivity gap as a<br>percentage of total rate sensitive assets | 6%                  | 8%                | 12%               | 81%                     |                      |

Our analysis of risks is based on our manager's experience, estimates, models and assumptions. These analyses rely on models which utilize estimates of fair value and interest rate sensitivity. Actual economic conditions or implementation of investment decisions by our manager may produce results that differ significantly from the estimates and assumptions used in our models and the projected results shown in the above tables and in this Form 10-Q. These analyses contain certain forward-looking statements and are subject to the safe harbor statement set forth under the heading, "Special Note Regarding Forward-Looking Statements."

#### **ITEM 4. Controls and Procedures**

##### **Changes in Internal Controls**

In our Annual Report on Form 10-K for the year ended December 31, 2013, we disclosed that management had identified material weaknesses in our internal controls over financial reporting. We did not design and maintain adequate procedures or effective review and approval controls, including the review of journal entries and reconciliations, over routine processes. We did not design and maintain adequate review and approval controls over significant estimates and their related disclosure process to prevent or detect a material misstatement and we identified an overreliance on spreadsheets consisting of manual inputs and complex calculations used to record transactions and estimates supporting the financial statement amounts and disclosures.

Based upon the substantial work described in our Form 10-K for the year ended December 31, 2013, and our subsequent quarterly reports on Form 10-Q and the procedures performed through the filing of this Form 10-Q, we have concluded that the consolidated financial statements for the periods covered by and included in this Form 10-Q are prepared in accordance with GAAP and fairly present in all material respects, our financial position, results of operation and cash flows for each of the periods presented herein.

Our Chief Executive Officer and Chief Financial Officer determined that the aforementioned material weaknesses in our internal controls over financial reporting were not fully remediated and that our disclosure controls and procedures were not effective as of June 30, 2014. The Company expects to file its applicable securities law filings for the remainder of 2014 on a timely basis. Executing reviews and controls on a timely basis and filing its quarterly reports on time in 2014 is expected to improve the control environment and will demonstrate an effective control environment.

Other than the changes discussed above, there have been no changes in our "internal control over financial reporting" (as defined in Rule 13a-15 (f) under the Securities Exchange Act of 1934, as amended) that occurred during the period covered by this quarterly report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. Other Information**

### **Item 1. Legal Proceedings**

After the issuance of the interim financial statements for the third quarter of 2011, the Audit Committee of our Board of Directors initiated an internal investigation, with the assistance of outside counsel and financial advisors engaged by outside counsel, regarding the facts and circumstances relating to our accounting for Non-Agency RMBS and the restatement of our financial statements.

Our Board of Directors has received three derivative demand letters alleging, among other things, that the directors and our officers, as well as our Manager, FIDAC, breached their fiduciary duties to us by failing to institute adequate internal controls and failing to ensure that we made accurate financial disclosures. These letters request, among other things, that the Board of Directors take action to investigate and remedy the alleged breaches of fiduciary duty. The Audit Committee expects to conclude its investigation and make final recommendations to the Board of Directors about an appropriate response to the letters within the next few months. The Audit Committee has reached an understanding with FIDAC that resolves the issues raised in the derivative demand letters. The Audit Committee is also pursuing additional remedies against other parties regarding the facts and circumstances relating to our accounting for Non-Agency RMBS and the restatement of our financial statements. These and other potential actions that may be filed against us, whether with or without merit, may divert the attention of management from our business, harm our reputation and otherwise may have a material adverse effect on our business, financial condition, results of operations and cash flows.

### **Item 1A. Risk Factors**

*Under “Part I — Item 1A — Risk Factors” of our Form 10-K for the year ended December 31, 2013, we set forth risk factors related to (i) risks associated with adverse developments in the mortgage finance and credit markets, (ii) risks associated with our management and relationship with our Manager, (iii) risks related to our business, (iv) risks related to our investments, (v) regulatory and legal risks, (vi) risks related to our common stock (vii) tax risks, and (viii) risks associated with the late filings and related matters. You should carefully consider the risk factors set forth in our Form 10-K for the year ended December 31, 2013. As of the date hereof, there have been no material changes to the risk factors set forth in our Form 10-K for the year ended December 31, 2013.*

### **Item 5. Other Information**

On August 8, 2014, we entered into an amended and restated management agreement with FIDAC.

#### *Fee*

Effective November 28, 2012, the management fee under the prior management agreement, as amended (the “Prior Management Agreement”), was reduced from 1.50% to 0.75% per annum of gross stockholders’ equity, which remained in effect until we were current on all of its filings required under applicable securities laws.

Effective August 8, 2014, under the amended and restated management agreement, the management fee was increased to 1.20% per annum of gross stockholders’ equity. In addition, FIDAC agreed to pay us a one-time fee reduction of approximately \$24 million, which equals a base management fee equal to 0.75% per annum of gross stockholders’ equity as if it were in effect from January 1, 2012 through November 27, 2012.

#### *Term*

Our Prior Management Agreement provided for an initial term through December 31, 2010 with automatic one-year extensions unless at least two-thirds of our independent directors or the holders of a majority of our outstanding shares of common stock (other than those held by Annaly or its affiliates) elects to terminate the agreement in their sole discretion and for any or no reason, at any time. The Prior Management Agreement provided that we may terminate the agreement at any time by delivering 30 days’ notice to FIDAC.

The amended and restated management agreement provides for a two year term ending August 7, 2016 that is automatically renewed for two year terms at each anniversary date unless at least two-thirds of our independent directors or the holders of a majority of our outstanding shares of common stock (other than those held by Annaly or its affiliates) elects not to renew the agreement in their sole discretion and for any or no reason. The amended and restated management agreement provides that if we elect not to renew the amended and restated management agreement, we will provide FIDAC with at least 180 days’ notice of the date the amended and restated management agreement will terminate.

#### *Termination Fee*

Our Prior Management Agreement provided we may terminate the management agreement pursuant to its terms without the payment of any termination fee.

Under the amended and restated management agreement, unless the management agreement is terminated for “cause” or FIDAC terminates the management agreement, in the event that the management agreement is not renewed, we must pay to FIDAC a termination fee equal to two times the average annual management fee, calculated as of the end of the most recently completed fiscal quarter prior to the date of termination.

#### *Definition of “Cause”*

Our Prior Management Agreement provided us the right to terminate the management agreement effective immediately, without payment of a termination fee, for “cause.” Under the amended and restated management agreement, we may terminate the management agreement with 30 days’ prior notice from our board of directors, without payment of a termination fee, for “cause.”

Our Prior Management Agreement defined “cause” as the following events: (i) FIDAC engages in any act of fraud, misappropriation of funds, or embezzlement against us, (ii) there is an event of any gross negligence on the part of FIDAC in the performance of its duties under the management agreement, (iii) there is a commencement of any proceeding relating to FIDAC’s bankruptcy or insolvency, (iv) there is a dissolution of FIDAC, or (v) FIDAC is convicted of (including a plea of nolo contendere) a felony.

Our amended and restated management agreement adds the following events to the definition of “cause”: (i) FIDAC, its agents or its assignees materially breaches any provision of the agreement and such breach shall continue for a period of thirty (30) days after written notice thereof specifying such breach and requesting that the same be remedied in such 30-day period (or forty-five (45) days after written notice of such breach if FIDAC takes steps to cure such breach within thirty (30) days of the written notice), and (ii) there is a change of control of FIDAC or Annaly Capital Management, Inc. (the parent of FIDAC).

#### *Additional Terms and Conditions*

The amended and restated management agreement also contains the following terms and conditions which remain unchanged from our Prior Management Agreement.

FIDAC may terminate the management agreement if we become required to register as an investment company under the Investment Company Act of 1940, as amended, with such termination deemed to occur immediately before such event, in which case we would not be required to pay a termination fee. FIDAC may also decline to renew the management agreement by providing us with 180-days’ written notice, in which case we would not be required to pay a termination fee.

FIDAC has agreed to pay all past and future expenses that we and/or our Audit Committee incur to: (1) evaluate our accounting policy related to the application of GAAP to our Non-Agency RMBS portfolio (the “Evaluation”); (2) restate our financial statements for the period covering 2008 through 2011 as a result of the Evaluation (the “Restatement

Filing”); and (3) investigate and evaluate any shareholder derivative demands arising from the Evaluation and/or the Restatement Filing (the “Investigation”); provided, however, that FIDAC’s obligation to pay expenses applies only to expenses not paid by our insurers under our insurance policies. Expenses shall include, without limitation, fees and costs incurred with respect to auditors, outside counsel, and consultants engaged by us and/or our Audit Committee for the Evaluation, Restatement Filing and the Investigation.

We are obligated to reimburse FIDAC for costs incurred on our behalf under the management agreement. In addition, FIDAC may require us to pay for our pro rata portion of rent, telephone, utilities, office furniture, equipment, machinery and other office, internal and overhead expenses that FIDAC incurred in connection with our operations. These expenses are allocated between FIDAC and us based on the ratio of our proportion of gross assets compared to the gross assets managed by FIDAC as calculated at each quarter end. We and FIDAC will modify this allocation methodology, subject to the approval of our board of directors if the allocation becomes inequitable (i.e., if we become very highly leveraged compared to FIDAC’s other funds and accounts).

## Item 6. Exhibits

Exhibits:

The exhibits required by this item are set forth on the Exhibit Index attached hereto

### EXHIBIT INDEX

| Exhibit Number | Description  |
|----------------|--|
| 3.1            | Articles of Amendment and Restatement of Chimera Investment Corporation (filed as Exhibit 3.1 to the Company's Registration Statement on Amendment No. 1 to Form S-11 (File No. 333-145525) filed on September 27, 2007 and incorporated herein by reference). |
| 3.2            | Articles of Amendment of Chimera Investment Corporation (filed as Exhibit 3.1 to the Company's Report on Form 8-K filed on May 28, 2009 and incorporated herein by reference)  |
| 3.3            | Articles of Amendment of Chimera Investment Corporation (filed as Exhibit 3.1 to the Company's Report on Form 8-K filed on November 5, 2010 and incorporated herein by reference).   |
| 3.4            | Amended and Restated Bylaws of Chimera Investment Corporation (filed as Exhibit 3.2 to the Company's Report on Form 8-K filed on December 19, 2011 and incorporated herein by reference).  |
| 4.1            | Specimen Common Stock Certificate of Chimera Investment Corporation (filed as Exhibit 4.1 to the Company's Registration Statement on Amendment No. 1 to Form S-11 (File No. 333-145525) filed on September 27, 2007 and incorporated herein by reference).     |
| 10.1           | Amended and Restated Management Agreement between Chimera Investment Corporation and Fixed Income Discount Advisory Company.   |
| 31.1           | Certification of Matthew Lambiase, Chief Executive Officer and President of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31.2           | Certification of Rob Colligan, Chief Financial Officer of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1           | Certification of Matthew Lambiase, Chief Executive Officer and President of the Registrant, 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 Rob Colligan, Chief Financial Officer of the Registrant, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |

|                      |  |
|----------------------|--|
| Exhibit 101.INS XBRL | Instance Document **   |
| Exhibit 101.SCH XBRL | Taxonomy Extension Schema Document **                                |
| Exhibit 101.CAL XBRL | Taxonomy Extension Calculation Linkbase Document **                  |
| Exhibit 101.DEF XBRL | Additional Taxonomy Extension Definition Linkbase Document Created** |
| Exhibit 101.LAB XBRL | Taxonomy Extension Label Linkbase Document **                        |
| Exhibit 101.PRE XBRL | Taxonomy Extension Presentation Linkbase Document **                 |

\*\* Submitted electronically herewith. Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statements of Financial Condition as of June 30, 2014 (Unaudited) and December 31, 2013 (derived from the audited consolidated financial statements); (ii) Consolidated Statements of Operations and Comprehensive Income for the quarters and six months ended June 30, 2014 and 2013; (iii) Consolidated Statement of Stockholders' Equity (Deficit) for the six months ended June 30, 2014 and 2013; (iv) Consolidated Statements of Cash Flows for the six months ended June 30, 2014 and 2013; and (v) Notes to Consolidated Financial Statements.



SIGNATURES

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

CHIMERA INVESTMENT CORPORATION

By: /s/ Matthew Lambiase  
Matthew Lambiase  
(Chief Executive Officer and President  
and duly authorized officer of the registrant)

Date: August 11, 2014

By: /s/ Rob Colligan  
Rob Colligan  
(Chief Financial Officer  
and principal financial officer of the registrant)

Date: August 11, 2014

**AMENDED AND RESTATED MANAGEMENT AGREEMENT**

THIS AMENDED AND RESTATED MANAGEMENT AGREEMENT is made as of August 8, 2014 by and between CHIMERA INVESTMENT CORPORATION, a Maryland corporation (the "Company"), and FIXED INCOME DISCOUNT ADVISORY COMPANY, a Delaware corporation (together with its permitted assignees, the "Manager").

WHEREAS, the Company has previously engaged the Manager to provide investment advisory services to the Company pursuant to a Management Agreement dated as of November 21, 2007 (the "Management Agreement"); and

WHEREAS, the Company and the Manager now wish to amend and restate the Management Agreement upon the terms and conditions provided herein.

NOW THEREFORE, in consideration of the mutual agreements herein set forth, the parties hereto agree as follows:

SECTION 1. DEFINITIONS. The following terms have the following meanings assigned to them:

- (a) "Agreement" means this Amended and Restated Management Agreement, as amended from time to time.
- (b) "Annaly" means Annaly Capital Management, Inc.

(c) "Bankruptcy" means, with respect to any Person, (a) the filing by such Person of a voluntary petition seeking liquidation, reorganization, arrangement or readjustment, in any form, of its debts under Title 11 of the United States Code or any other federal, state or foreign insolvency law, or such Person's filing an answer consenting to or acquiescing in any such petition, (b) the making by such Person of any assignment for the benefit of its creditors, (c) the expiration of sixty (60) days after the filing of an involuntary petition under Title 11 of the United States Code, an application for the appointment of a receiver for a material portion of the assets of such Person, or an involuntary petition seeking liquidation, reorganization, arrangement or readjustment of its debts under any other federal, state or foreign insolvency law, provided that the same shall not have been vacated, set aside or stayed within such 60-day period or (d) the entry against it of a final and non-appealable order for relief under any bankruptcy, insolvency or similar law now or hereinafter in effect.

( d ) "Base Management Fee" means a base management fee equal to 1.20% per annum, calculated and paid (in cash) quarterly in arrears, of the Stockholders' Equity. The Base Management Fee will be reduced, but not below zero, by the Company's proportionate share of any CDO base management fees the Manager receives in connection with the CDOs in which the Company invests, based on the percentage of equity the Company holds in such CDOs.

- (e) "Board of Directors" means the Board of Directors of the Company.
- (f) "CDO" means a collateralized debt obligation.
- (g) "Change of Control" means the occurrence of any of the following:

(i) the sale, lease or transfer, in one or a series of related transactions, of all or substantially all of the assets of the Manager, taken as a whole, or Annaly, taken as a whole, to any Person other than Annaly (in the case of the Manager) or any of its respective affiliates; or

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( i i ) the acquisition by any Person or group (within the meaning of Section 13(d)(3) or Section 14(d)(2) of the Exchange Act, or any successor provision), including any group acting for the purpose of acquiring, holding or disposing of securities (within the meaning of Rule 13d-5(b)(1) under the Exchange Act), other than Annaly or any of its respective affiliates, in a single transaction or in a related series of transactions, by way of merger, consolidation or other business combination or purchase of beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act, or any successor provision) of 50% or more of the total voting power of the voting capital interests of the Manager or Annaly.

(h) “Code” means the Internal Revenue Code of 1986, as amended.

(i) “Core Earnings” means:

(A) GAAP net income (loss) excluding non-cash equity compensation expense;

(B) excluding any unrealized gains, losses or other items that do not affect realized net income (regardless of whether such items are included in other comprehensive income or loss, or in net income); and

(C) adjusted to exclude one-time events pursuant to changes in GAAP and certain non-cash charges after discussions between the Manager and the Independent Directors and approved by a majority of the Independent Directors.

(j) “Exchange Act” means the Securities Exchange Act of 1934, as amended.

(k) “GAAP” means generally accepted accounting principles, as applied in the United States.

(l) “Governing Instruments” means, with regard to any entity, the articles of incorporation and bylaws in the case of a corporation, certificate of limited partnership (if applicable) and the partnership agreement in the case of a general or limited partnership, the articles of formation and the operating agreement in the case of a limited liability company, the trust instrument in the case of a trust, or similar governing documents, in each case as amended from time to time.

( m ) “Independent Directors” means the members of the Board of Directors who are not officers or employees of the Manager or any Person directly or indirectly controlling or controlled by the Manager, and who are otherwise “independent” in accordance with the Company’s Governing Instruments and, if applicable, the rules of any national securities exchange on which the Common Stock is listed.

(n) “Investment Company Act” means the Investment Company Act of 1940, as amended.

(o) “Investments” means the investments of the Company.

(p) “LIBOR” means London Interbank Offered Rate.

(q) “NYSE” means the New York Stock Exchange, Inc.

(r) “Person” means any individual, corporation, partnership, joint venture, limited liability company, estate, trust, unincorporated association, any federal, state, county or municipal government or any bureau, department or agency thereof and any fiduciary acting in such capacity on behalf of any of the foregoing.

(s) “REIT” means a “real estate investment trust” as defined under the Code.

(t) “Securities Act” means the Securities Act of 1933, as amended.

(u) “Stockholders’ Equity” means:

(A) the sum of the net proceeds from any issuances of the Company’s equity securities since inception (allocated on a pro rata daily basis for such issuances during the fiscal quarter of any such issuance), plus

(B) the Company’s retained earnings at the end of such quarter (without taking into account any non-cash equity compensation expense incurred in current or prior periods), less

(C) any amount that the Company pays for repurchases of its common stock, and less any unrealized gains, losses or other items that do not affect realized net income (regardless of whether such items are included in other comprehensive income or loss, or in net income), as adjusted to exclude

(D) one-time events pursuant to changes in GAAP and certain non-cash charges after discussions between the Manager and the Company’s Independent Directors and approved by a majority of the Company’s Independent Directors.

(v) “Subsidiary” means any subsidiary of the Company; any partnership, the general partner of which is the Company or any subsidiary of the Company; and any limited liability company, the managing member of which is the Company or any subsidiary of the Company.

(w) “Treasury Regulations” means the regulations promulgated under the Code from time to time, as amended.

## SECTION 2. APPOINTMENT AND DUTIES OF THE MANAGER.

( a ) The Company hereby appoints the Manager to manage the assets of the Company subject to the further terms and conditions set forth in this Agreement and the Manager hereby agrees to use its commercially reasonable efforts to perform each of the duties set forth herein. The appointment of the Manager shall be exclusive to the Manager except to the extent that the Manager otherwise agrees, in its sole and absolute discretion, and except to the extent that the Manager elects, pursuant to the terms of this Agreement, to cause the duties of the Manager hereunder to be provided by third parties.

(b) The Manager, in its capacity as manager of the assets and the day-to-day operations of the Company, at all times will be subject to the supervision of the Company’s Board of Directors and will have only such functions and authority as the Company may delegate to it including, without limitation, the functions and authority identified herein and delegated to the Manager hereby. The Manager will be responsible for the day-to-day operations of the Company and will perform (or cause to be performed) such services and activities relating to the assets and operations of the Company as may be appropriate, including, without limitation:

(i) serving as the Company’s consultant with respect to the periodic review of the investment criteria and parameters for the Investments, borrowings and operations, any modifications to which shall be approved by a majority of the Independent Directors (such policy guidelines as initially approved and attached hereto as Exhibit A, as the same may be modified with such approval, the “Guidelines”), and other policies for approval by the Board of Directors;

(ii) investigating, analyzing and selecting possible investment opportunities and acquiring, financing, retaining, selling, restructuring, or disposing of Investments consistent with the Guidelines;

(iii) with respect to prospective purchases, sales, or exchanges of Investments, conducting negotiations, on behalf of the Company, with sellers and purchasers and their respective agents, representatives and investment bankers;

- (iv) negotiating and entering into, on behalf of the Company, credit finance agreements, repurchase agreements, securitizations, commercial paper, CDOs, interest rate swaps, warehouse facilities and all other agreements and instruments required for the Company to conduct its business;
- (v) engaging and supervising, on behalf of the Company and at the Company's expense, independent contractors which provide investment banking, mortgage brokerage, securities brokerage, other financial services, due diligence services, underwriting review services, and all other services as may be required relating to the Investments;
- (vi) coordinating and managing operations of any joint venture or co-investment interests held by the Company and conducting all matters with the joint venture or co-investment partners;
- (vii) providing executive and administrative personnel, office space and office services required in rendering services to the Company;
- (viii) administering the day-to-day operations of the Company and performing and supervising the performance of such other administrative functions necessary in the management of the Company as may be agreed upon by the Manager and the Board of Directors, including, without limitation, the collection of revenues and the payment of the Company's debts and obligations and maintenance of appropriate computer services to perform such administrative functions;
- (ix) communicating on behalf of the Company with the holders of any equity or debt securities of the Company as required to satisfy the reporting and other requirements of any governmental bodies or agencies or trading markets and to maintain effective relations with such holders;
- (x) counseling the Company in connection with policy decisions to be made by the Board of Directors;
- (xi) evaluating and recommending to the Board of Directors hedging strategies and engaging in hedging activities on behalf of the Company, consistent with such strategies, as so modified from time to time, with the Company's status as a REIT, and with the Guidelines;
- (xii) counseling the Company regarding the maintenance of its status as a REIT and monitoring compliance with the various REIT qualification tests and other rules set out in the Code and Treasury Regulations thereunder and using commercially reasonable efforts to cause the Company to qualify for taxation as a REIT;
- (xiii) counseling the Company regarding the maintenance of its exemption from the Investment Company Act and monitoring compliance with the requirements for maintaining an exemption from that the Investment Company Act and using commercially reasonable efforts to cause the Company to maintain such exclusion from the status as an investment company under the Investment Company Act;
- (xiv) assisting the Company in developing criteria for asset purchase commitments that are specifically tailored to the Company's investment objectives and making available to the Company its knowledge and experience with respect to mortgage loans, real estate, real estate-related securities, other real estate-related assets and non-real estate related assets;
- (xv) furnishing reports and statistical and economic research to the Company regarding the Company's activities and services performed for the Company by the Manager;

(xvi) monitoring the operating performance of the Investments and providing periodic reports with respect thereto to the Board of Directors, including comparative information with respect to such operating performance and budgeted or projected operating results;

(xvii) investing and re-investing any moneys and securities of the Company (including investing in short-term Investments pending investment in other Investments, payment of fees, costs and expenses, or payments of dividends or distributions to stockholders and partners of the Company) and advising the Company as to its capital structure and capital raising;

(xviii) causing the Company to retain qualified accountants and legal counsel, as applicable, to assist in developing appropriate accounting procedures, compliance procedures and testing systems with respect to financial reporting obligations and compliance with the provisions of the Code applicable to REITs and to conduct quarterly compliance reviews with respect thereto;

(xix) assisting the Company in qualifying to do business in all applicable jurisdictions and to obtain and maintain all appropriate licenses;

(xx) assisting the Company in complying with all regulatory requirements applicable to the Company in respect of its business activities, including preparing or causing to be prepared all financial statements required under applicable regulations and contractual undertakings and all reports and documents, if any, required under the Exchange Act and the Securities Act or by the NYSE;

(xxi) assisting the Company in taking all necessary actions to enable the Company to make required tax filings and reports, including soliciting stockholders for required information to the extent provided by the provisions of the Code applicable to REITs;

(xxii) placing, or arranging for the placement of, all orders pursuant to its investment determinations for the Company either directly with the issuer or with a broker or dealer (including any affiliated broker or dealer);

(xxiii) handling and resolving all claims, disputes or controversies (including all litigation, arbitration, settlement or other proceedings or negotiations) in which the Company may be involved or to which the Company may be subject arising out of the Company's day-to-day operations (other than with the Manager or its affiliates), subject to such limitations or parameters as may be imposed from time to time by the Board of Directors;

(xxiv) using commercially reasonable efforts to cause expenses incurred by or on behalf of the Company to be commercially reasonable or commercially customary and within any budgeted parameters or expense guidelines set by the Board of Directors from time to time;

(xxv) representing and making recommendations to the Company in connection with the purchase and finance of, and commitment to purchase and finance, mortgage loans (including on a portfolio basis), real estate, real estate-related securities, other real estate-related assets and non-real estate-related assets, and the sale and commitment to sell such assets;

(xxvi) advising the Company with respect to and structuring long-term financing vehicles for the Company's portfolio of assets, and offering and selling securities publicly or privately in connection with any such structured financing;

(xxvii) performing such other services as may be required from time to time for management and other activities relating to the assets and business of the Company as the Board of Directors shall reasonably request or the Manager shall deem appropriate under the particular circumstances; and

(xxviii) using commercially reasonable efforts to cause the Company to comply with all applicable laws.

Without limiting the foregoing, the Manager will perform portfolio management services (the "Portfolio Management Services") on behalf of the Company with respect to the Investments. Such services will include, but not be limited to, consulting with the Company on the purchase and sale of, and other investment opportunities in connection with, the Company's portfolio of assets; the collection of information and the submission of reports pertaining to the Company's assets, interest rates and general economic conditions; periodic review and evaluation of the performance of the Company's portfolio of assets; acting as liaison between the Company and banking, mortgage banking, investment banking and other parties with respect to the purchase, financing and disposition of assets; and other customary functions related to portfolio management. Additionally, the Manager will perform monitoring services (the "Monitoring Services") on behalf of the Company with respect to any loan servicing activities provided by third parties. Such Monitoring Services will include, but not be limited to, negotiating servicing agreements; acting as a liaison between the servicers of the assets and the Company; review of servicers' delinquency, foreclosure and other reports on assets; supervising claims filed under any insurance policies; and enforcing the obligation of any servicer to repurchase assets.

(c) For the period and on the terms and conditions set forth in this Agreement, the Company hereby constitutes, appoints and authorizes the Manager as its true and lawful agent and attorney-in-fact, in its name, place and stead, to negotiate, execute, deliver and enter into such credit finance agreements and arrangements and securities repurchase and reverse repurchase agreements and arrangements, brokerage agreements, interest rate swap agreements and such other agreements, instruments and authorizations on its behalf on such terms and conditions as the Manager, acting in its sole and absolute discretion, deems necessary or appropriate. This power of attorney is deemed to be coupled with an interest.

(d) The Manager may enter into agreements with other parties, including its affiliates, for the purpose of engaging one or more parties for and on behalf, and at the sole cost and expense, of the Company to provide property management, asset management, leasing, development and/or other services to the Company (including, without limitation, Portfolio Management Services and Monitoring Services) pursuant to agreement(s) with terms which are then customary for agreements regarding the provision of services to companies that have assets similar in type, quality and value to the assets of the Company; *provided* that (i) any such agreements entered into with affiliates of the Manager shall be (A) on terms no more favorable to such affiliate than would be obtained from a third party on an arm's-length basis and (B) to the extent the same do not fall within the provisions of the Guidelines, approved by a majority of the Independent Directors, (ii) with respect to Portfolio Management Services, (A) any such agreements shall be subject to the Company's prior written approval and (B) the Manager shall remain liable for the performance of such Portfolio Management Services, and (iii) with respect to Monitoring Services, any such agreements shall be subject to the Company's prior written approval.

(e) To the extent that the Manager deems necessary or advisable, the Manager may, from time to time, propose to retain one or more additional entities for the provision of sub-advisory services to the Manager in order to enable the Manager to provide the services to the Company specified by this Agreement; *provided* that any such agreement (i) shall be on terms and conditions substantially identical to the terms and conditions of this Agreement or otherwise not adverse to the Company, (ii) shall not result in an increased Base Management Fee or expenses to the Company, and (iii) shall be approved by the Independent Directors of the Company.

(f) The Manager may retain, for and on behalf and at the sole cost and expense of the Company, such services of accountants, legal counsel, appraisers, insurers, brokers, transfer agents, registrars, developers, investment banks, financial advisors, due diligence firms, underwriting review firms, banks and other lenders and others as the Manager deems necessary or advisable in connection with the management and operations of the Company. Notwithstanding anything contained herein to the contrary, the Manager shall have the right to cause any such services to be rendered by its employees or affiliates. The Company shall pay or reimburse the Manager or its affiliates performing such services for the cost thereof; *provided* that such costs and reimbursements are no greater than those which would be payable to outside professionals or consultants engaged to perform such services pursuant to agreements negotiated on an arm's-length basis.

(g) The Manager may effect transactions by or through the agency of another person with it or its affiliates which have an arrangement under which that party or its affiliates will from time to time provide to or procure for the Manager and/or its affiliates goods, services or other benefits (including, but not limited to, research and advisory services; economic and political analysis, including valuation and performance measurement; market analysis, data and quotation services; computer hardware and software incidental to the above goods and services; clearing and custodian services and investment related publications), the nature of which is such that provision can reasonably be expected to benefit the Company as a whole and may contribute to an improvement in the performance of the Company or the Manager or its affiliates in providing services to the Company on terms that no direct payment is made but instead the Manager and/or its affiliates undertake to place business with that party.

(h) In executing portfolio transactions and selecting brokers or dealers, the Manager will use its best efforts to seek on behalf of the Company the best overall terms available. In assessing the best overall terms available for any transaction, the Manager shall consider all factors that it deems relevant, including without limitation the breadth of the market in the security, the price of the security, the financial condition and execution capability of the broker or dealer, and the reasonableness of the commission, if any, both for the specific transaction and on a continuing basis. In evaluating the best overall terms available, and in selecting the broker or dealer to execute a particular transaction, the Manager may also consider whether such broker or dealer furnishes research and other information or services to the Manager.

(i) The Manager has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular purchase, sale or other transaction, or to select any broker-dealer on the basis of its purported or "posted" commission rate, but will endeavor to be aware of the current level of charges of eligible broker-dealers and to minimize the expense incurred for effecting purchases, sales and other transactions to the extent consistent with the interests and policies of the Company. Although the Manager will generally seek competitive commission rates, it is not required to pay the lowest commission or commission equivalent, provided that such decision is made in good faith to affect the best interests of the Company.

(j) As frequently as the Manager may deem necessary or advisable, or at the direction of the Board of Directors, the Manager shall, at the sole cost and expense of the Company, prepare, or cause to be prepared, with respect to any Investment, reports and other information with respect to such Investment as may be reasonably requested by the Company.

(k) The Manager shall prepare, or cause to be prepared, at the sole cost and expense of the Company, all reports, financial or otherwise, with respect to the Company reasonably required by the Board of Directors in order for the Company to comply with its Governing Instruments or any other materials required to be filed with any governmental body or agency, and shall prepare, or cause to be prepared, all materials and data necessary to complete such reports and other materials including, without limitation, an annual audit of the Company's books of account by a nationally recognized independent accounting firm.

(l) The Manager shall prepare regular reports for the Board of Directors to enable the Board of Directors to review the Company's acquisitions, portfolio composition and characteristics, credit quality, performance and compliance with the Guidelines and policies approved by the Board of Directors.

(m) Notwithstanding anything contained in this Agreement to the contrary, except to the extent that the payment of additional moneys is proven by the Company to have been required as a direct result of the Manager's acts or omissions which result in the right of the Company to terminate this Agreement pursuant to Section 15 of this Agreement, the Manager shall not be required to expend money ("Excess Funds") in connection with any expenses that are required to be paid for or reimbursed by the Company pursuant to Section 9 in excess of that contained in any applicable Company Account (as herein defined) or otherwise made available by the Company to be expended by the Manager hereunder. Failure of the Manager to expend Excess Funds out-of-pocket shall not give rise or be a contributing factor to the right of the Company under Section 13(a) of this Agreement to terminate this Agreement due to the Manager's unsatisfactory performance.



( n ) In performing its duties under this Section 2, the Manager shall be entitled to rely reasonably on qualified experts and professionals (including, without limitation, accountants, legal counsel and other service providers) hired by the Manager at the Company's sole cost and expense.

SECTION 3. DEVOTION OF TIME; ADDITIONAL ACTIVITIES.

( a ) The Manager will provide the Company with a management team, including a Chief Executive Officer, President, a Chief Investment Officer, a Chief Credit Officer, a Chief Financial Officer, and other support personnel, to provide the management services to be provided by the Manager to the Company hereunder, the members of which team shall devote such of their time to the management of the Company as the Board of Directors reasonably deems necessary and appropriate, commensurate with the level of activity of the Company from time to time.

( b ) The Company shall have the benefit of the Manager's best judgment and best effort in rendering services and, in furtherance of the foregoing, the Manager shall not undertake activities which, in its reasonable judgment, will substantially and adversely affect the performance of its obligations under this Agreement.

( c ) Except to the extent set forth in clauses (a) and (b) above, nothing herein shall prevent the Manager or any of its affiliates or any of the officers and employees of any of the foregoing from engaging in other businesses or from rendering services of any kind to any other person or entity, including investment in, or advisory service to others investing in, any type of investment, including investments which meet the principal investment objectives of the Company. The Manager and its affiliates may invest for their own accounts and for the accounts of clients in various investments that are senior, pari passu or junior to, or have interests different from or adverse to, the investments that are owned by the Company. Furthermore, the Manager serves as investment adviser to other funds and accounts, and its affiliates manage their own accounts, and the Manager and its affiliates may make investment decisions for their own accounts and for the accounts of others, including other funds, that may be different from those that will be made by the Manager for the Company. When making investment decisions where a conflict of interest may arise, the Manager will endeavor to act in a fair and equitable manner as between the Company and other clients. The Manager may at certain times be simultaneously seeking to purchase (or sell) investments from the Company and sell (or purchase) the same investment for a similar entity, including other funds, for which it serves as asset manager now or in the future, or for its clients or affiliates. All such activities will be conducted in accordance with the Manager's allocation policy (as such policy may be amended from time to time). In addition, the Manager and its affiliates may buy securities from or sell securities to the Company to the extent permitted by applicable law.

( d ) Managers, partners, officers, employees and agents of the Manager or affiliates of the Manager may serve as directors, officers, employees, agents, nominees or signatories for the Company or any Subsidiary, to the extent permitted by their Governing Instruments or by any resolutions duly adopted by the Board of Directors pursuant to the Company's Governing Instruments. When executing documents or otherwise acting in such capacities for the Company, such persons shall use their respective titles in the Company.

SECTION 4. AGENCY. The Manager shall act as agent of the Company in making, acquiring, financing and disposing of Investments, disbursing and collecting the Company's funds, paying the debts and fulfilling the obligations of the Company, supervising the performance of professionals engaged by or on behalf of the Company and handling, prosecuting and settling any claims of or against the Company, the Board of Directors, holders of the Company's securities or the Company's representatives or properties.

SECTION 5. BANK ACCOUNTS. At the direction of the Board of Directors, the Manager may establish and maintain one or more bank accounts in the name of the Company or any Subsidiary (any such account, a "Company Account"), and may collect and deposit funds into any such Company Account or Company Accounts, and disburse funds from any such Company Account or Company Accounts, under such terms and conditions as the Board of Directors may approve; and the Manager shall from time to time render appropriate accountings of such collections and payments to the Board of Directors and, upon request, to the auditors of the Company or any Subsidiary.

SECTION 6. RECORDS; CONFIDENTIALITY. The Manager shall maintain appropriate books of accounts and records relating to services performed under this Agreement, and such books of account and records shall be accessible for inspection by representatives of the Company or any Subsidiary at any time during normal business hours upon reasonable advance notice. The Manager shall keep confidential any and all information obtained in connection with the services rendered under this Agreement and shall not disclose any such information (or use the same except in furtherance of its duties under this Agreement) to nonaffiliated third parties except (i) with the prior written consent of the Board of Directors; (ii) to legal counsel, accountants and other professional advisors; (iii) to appraisers, financing sources and others in the ordinary course of the Company's business; (iv) to governmental officials having jurisdiction over the Company; (v) in connection with any governmental or regulatory filings of the Company or disclosure or presentations to Company investors; or (vi) as required by law or legal process to which the Manager or any Person to whom disclosure is permitted hereunder is a party. The foregoing shall not apply to information which has previously become publicly available through the actions of a Person other than the Manager not resulting from the Manager's violation of this Section 6. The provisions of this Section 6 shall survive the expiration or earlier termination of this Agreement for a period of one (1) year.

SECTION 7. OBLIGATIONS OF MANAGER; RESTRICTIONS.

( a ) The Manager shall require each seller or transferor of investment assets to the Company to make such representations and warranties regarding such assets as may, in the judgment of the Manager, be necessary and appropriate. In addition, the Manager shall take such other action as it deems necessary or appropriate with regard to the protection of the Investments.

( b ) The Manager shall refrain from any action that, in its sole judgment made in good faith, (i) is not in compliance with the Guidelines, (ii) would adversely affect the status of the Company as a REIT under the Code or (iii) would violate any law, rule or regulation of any governmental body or agency having jurisdiction over the Company or any Subsidiary or that would otherwise not be permitted by the Company's Governing Instruments. If the Manager is ordered to take any such action by the Board of Directors, the Manager shall promptly notify the Board of Directors of the Manager's judgment that such action would adversely affect such status or violate any such law, rule or regulation or the Governing Instruments. Notwithstanding the foregoing, the Manager, its directors, officers, stockholders and employees shall not be liable to the Company or any Subsidiary, the Board of Directors, or the Company's or any Subsidiary's stockholders or partners, for any act or omission by the Manager, its directors, officers, stockholders or employees except as provided in Section 11 of this Agreement.

( c ) The Board of Directors periodically reviews the Guidelines and the Company's portfolio of Investments but will not review each proposed investment, except as otherwise provided herein. If a majority of the Independent Directors determine in their periodic review of transactions that a particular transaction does not comply with the Guidelines, then a majority of the Independent Directors will consider what corrective action, if any, can be taken. The Manager shall be permitted to rely upon the direction of the Secretary of the Company to evidence the approval of the Board of Directors or the Independent Directors with respect to a proposed investment.

( d ) The Company shall not invest in CDOs or any security structured or managed by the Manager or any affiliate thereof, unless (i) the Investment is made in accordance with the Guidelines and (ii) such Investment is approved in advance by a majority of the Independent Directors.

( e ) The Manager shall at all times during the term of this Agreement maintain "errors and omissions" insurance coverage and other insurance coverage which is customarily carried by property, asset and investment managers performing functions similar to those of the Manager under this Agreement with respect to assets similar to the assets of the Company, in an amount which is comparable to that customarily maintained by other managers or servicers of similar assets.

SECTION 8. COMPENSATION.

(a) During the Term and any Renewal Term (each as defined below), the Company shall pay the Manager the Base Management Fee quarterly in arrears commencing with the quarter in which this Agreement was executed (with such initial payment pro-rated based on the number of days during such quarter that this Agreement was in effect). On or before August 31, 2014, the Manager shall pay to the Company a one-time fee reduction of \$23,782,659.98, which equals a base management fee equal to 0.75% per annum, calculated and paid (in cash) quarterly in arrears, of the Stockholders' Equity as if it were in effect from January 1, 2012 through November 27, 2012.

(b) The Manager shall compute each installment of the Base Management Fee within thirty (30) days after the end of the fiscal quarter with respect to which such installment is payable. A copy of the computations made by the Manager to calculate such installment shall thereafter, for informational purposes only and subject in any event to Section 13(a) of this Agreement, promptly be delivered to the Board of Directors and, upon such delivery, payment of such installment of the Base Management Fee shown therein shall be due and payable no later than the date which is five (5) business days after the date of delivery to the Board of Directors of such computations.

(c) The Base Management Fee is subject to adjustment pursuant to and in accordance with the provisions of Section 13(a) of this Agreement.

SECTION 9. EXPENSES OF THE COMPANY. The Company shall pay all of its expenses and shall reimburse the Manager for documented expenses of the Manager incurred on its behalf (collectively, the "Expenses") excepting those expenses that are specifically the responsibility of the Manager as set forth herein. Expenses include all costs and expenses which are expressly designated elsewhere in this Agreement as the Company's, together with the following:

(a) expenses in connection with the issuance and transaction costs incident to the acquisition, disposition and financing of Investments;

(b) costs of legal, tax, accounting, consulting, auditing, administrative and other similar services rendered for the Company by providers retained by the Manager or, if provided by the Manager's employees, in amounts which are no greater than those which would be payable to outside professionals or consultants engaged to perform such services pursuant to agreements negotiated on an arm's-length basis;

(c) the compensation of the Independent Directors and expenses of the Company's directors and the cost of liability insurance to indemnify the Company's directors and officers;

(d) costs associated with the establishment and maintenance of any credit facilities or other indebtedness of the Company (including commitment fees, accounting fees, legal fees, closing and other similar costs) or any securities offerings of the Company;

(e) expenses connected with communications to holders of securities of the Company or its Subsidiaries and other bookkeeping and clerical work necessary in maintaining relations with holders of such securities and in complying with the continuous reporting and other requirements of governmental bodies or agencies, including, without limitation, all costs of preparing and filing required reports with the Securities and Exchange Commission, the costs payable by the Company to any transfer agent and registrar in connection with the listing and/or trading of the Company's stock on any exchange, the fees payable by the Company to any such exchange in connection with its listing, costs of preparing, printing and mailing the Company's annual report to its stockholders and proxy materials with respect to any meeting of the stockholders of the Company;

(f) costs associated with any computer software or hardware, electronic equipment or purchased information technology services from third party vendors that is used solely for the Company;

(g) expenses incurred by managers, officers, employees and agents of the Manager for travel on the Company's behalf and other out-of-pocket expenses incurred by managers, officers, employees and agents of the Manager in connection with the purchase, financing, refinancing, sale or other disposition of an Investment or establishment and maintenance of any credit facilities and other indebtedness or any securities offerings of the Company;

- (h) costs and expenses incurred with respect to market information systems and publications, research publications and materials, and settlement, clearing and custodial fees and expenses;
- (i) compensation and expenses of the Company's custodian and transfer agent, if any;
- (j) the costs of maintaining compliance with all federal, state and local rules and regulations or any other regulatory agency;
- (k) all taxes and license fees;
- ( l ) all insurance costs incurred in connection with the operation of the Company's business except for the costs attributable to the insurance that the Manager elects to carry for itself and its employees;
- (m) costs and expenses incurred in contracting with third parties, including affiliates of the Manager, for the servicing and special servicing of assets of the Company;
- ( n ) all other costs and expenses relating to the Company's business and investment operations, including, without limitation, the costs and expenses of acquiring, owning, protecting, maintaining, developing and disposing of Investments, including appraisal, reporting, audit and legal fees;
- ( o ) expenses relating to any office(s) or office facilities, including but not limited to disaster backup recovery sites and facilities, maintained for the Company or Investments separate from the office or offices of the Manager;
- (p) expenses connected with the payments of interest, dividends or distributions in cash or any other form authorized or caused to be made by the Board of Directors to or on account of the holders of securities of the Company or its Subsidiaries, including, without limitation, in connection with any dividend reinvestment plan;
- ( q ) any judgment or settlement of pending or threatened proceedings (whether civil, criminal or otherwise) against the Company or any Subsidiary, or against any trustee, director or officer of the Company or of any Subsidiary in his capacity as such for which the Company or any Subsidiary is required to indemnify such trustee, director or officer by any court or governmental agency; and
- ( r ) all other expenses actually incurred by the Manager which are reasonably necessary for the performance by the Manager of its duties and functions under this Agreement.

In addition, the Company will be required to pay the Company's pro rata portion of rent, telephone, utilities, office furniture, equipment, machinery and other office, internal and overhead expenses of the Manager and its affiliates required for the Company's operations. These expenses will be allocated between the Manager and the Company based on the ratio of the Company's proportion of gross assets compared to all remaining gross assets managed by the Manager as calculated at each quarter end. The Manager and the Company will modify this allocation methodology, subject to the Board of Directors' approval if the allocation becomes inequitable (i.e., if the Company becomes highly leveraged compared to the Manager's other funds and accounts).

The Manager may, at its option, elect not to seek reimbursement for certain expenses during a given quarterly period, which determination shall not be deemed to construe a waiver of reimbursement for similar expenses in future periods. Except as noted above, the Manager is responsible for all costs incident to the performance of its duties under this Agreement, including compensation of the Manager's executives and employees and other related expenses and overhead (except those expenses that are specifically the responsibility of the Manager as set forth herein).

The Manager shall pay all past and future expenses that the Company and the Audit Committee of the Company incur to: (1) evaluate the Company's accounting policy related to the application of generally accepted accounting principles to the Company's non-Agency residential mortgage-backed securities portfolio (the "Evaluation"); (2) restate the Company's financial statements for the period covering 2008 through 2011 as a result of the Evaluation (the "Restatement"); and (3) investigate and evaluate any shareholder derivative demands arising from the Evaluation and/or the Restatement (the "Investigation"); provided, however, that Manager's obligation to pay expenses under this paragraph applies only to expenses not paid by the Company's insurers under the Company's insurance policies, and the Company agrees to pursue all valid and collectible insurance claims that it has. Expenses under this paragraph shall include, without limitation, Excess Audit Fees and fees and costs incurred with respect to outside counsel and consultants engaged by the Company and/or the Audit Committee of the Company for the Evaluation, Restatement and the Investigation. By entering into this paragraph, the Manager and the Company do not intend to make, nor shall they be deemed to have made (i) any admission of liability or concession of any kind, such admission and/or concessions being expressly denied or (ii) any settlement or waiver of any rights, remedies or claims that the Company may have against the Manager. Nothing contained in this Agreement shall be construed as an admission by the Manager or by the Company as to the merit or lack of merit of any claim or subsequent claim or the settlement or waiver of any claim or subsequent claim that the Company may have against the Manager. Except in an action between the Manager and the Company to enforce this paragraph, this paragraph shall not be used as evidence in any court or other dispute resolution proceeding to create, prove, or interpret any rights, duties or obligations of the Manager or the Company. As used herein, the term "Excess Audit Fees" means the amount by which the audit fees incurred by the Company in connection with the Evaluation, the Restatement and the Investigation exceed \$542,400.

The provisions of this Section 9 shall survive the expiration or earlier termination of this Agreement to the extent such expenses have previously been incurred or are incurred in connection with such expiration or termination.

SECTION 10. CALCULATIONS OF EXPENSES.

The Manager shall prepare a statement documenting the Expenses of the Company and the Expenses incurred by the Manager on behalf of the Company during each fiscal quarter, and shall deliver such statement to the Company within 30 days after the end of each fiscal quarter. Expenses incurred by the Manager on behalf of the Company shall be reimbursed by the Company to the Manager on the fifth (5<sup>th</sup>) business day immediately following the date of delivery of such statement; *provided*, however, that such reimbursements may be offset by the Manager against amounts due to the Company. The provisions of this Section 10 shall survive the expiration or earlier termination of this Agreement.

SECTION 11. LIMITS OF MANAGER RESPONSIBILITY; INDEMNIFICATION.

(a) The Manager assumes no responsibility under this Agreement other than to render the services called for under this Agreement in good faith and shall not be responsible for any action of the Board of Directors in following or declining to follow any advice or recommendations of the Manager, including as set forth in Section 7(b) of this Agreement. The Manager, its officers, directors, employees, any Person controlling or controlled by the Manager and any Person providing sub-advisory services to the Manager and the officers, directors and employees of the Manager, its officers, directors, employees and any such Person will not be liable to the Company or any Subsidiary, to the Board of Directors, or the Company's or any Subsidiary's stockholders or partners for any acts or omissions by any such Person, pursuant to or in accordance with this Agreement, except by reason of acts constituting bad faith, willful misconduct, gross negligence or reckless disregard of the Manager's duties under this Agreement. The Company shall, to the full extent lawful, reimburse, indemnify and hold the Manager, its officers, stockholders, directors, employees, any Person controlling or controlled by the Manager and any Person providing sub-advisory services to the Manager, together with the managers, officers, directors and employees of the Manager, its officers, members, directors, employees, and any such Person (each a "Manager Indemnified Party"), harmless of and from any and all expenses, losses, damages, liabilities, demands, charges and claims of any nature whatsoever (including attorneys' fees) in respect of or arising from any acts or omissions of such Manager Indemnified Party made in good faith in the performance of the Manager's duties under this Agreement and not constituting such Manager Indemnified Party's bad faith, willful misconduct, gross negligence or reckless disregard of the Manager's duties under this Agreement.

(b) The Manager shall, to the full extent lawful, reimburse, indemnify and hold the Company (or any Subsidiary), its stockholders, directors, officers and employees and each other Person, if any, controlling the Company (each, a “Company Indemnified Party” and together with a Manager Indemnified Party, the “Indemnitee”), harmless of and from any and all expenses, losses, damages, liabilities, demands, charges and claims of any nature whatsoever (including attorneys’ fees) in respect of or arising from the Manager’s bad faith, willful misconduct, gross negligence or reckless disregard of its duties under this Agreement.

(c) The Indemnitee will promptly notify the party against whom indemnity is claimed (the “Indemnitor”) of any claim for which it seeks indemnification; provided, however, that the failure to so notify the Indemnitor will not relieve the Indemnitor from any liability which it may have hereunder, except to the extent such failure actually prejudices the Indemnitor. The Indemnitor shall have the right to assume the defense and settlement of such claim; provided, that the Indemnitor notifies the Indemnitee of its election to assume such defense and settlement within thirty (30) days after the Indemnitee gives the Indemnitor notice of the claim. In such case, the Indemnitee will not settle or compromise such claim, and the Indemnitor will not be liable for any such settlement made without its prior written consent. If the Indemnitor is entitled to, and does, assume such defense by delivering the aforementioned notice to the Indemnitee, the Indemnitee will (i) have the right to approve the Indemnitor’s counsel (which approval will not be unreasonably withheld, delayed or conditioned), (ii) be obligated to cooperate in furnishing evidence and testimony and in any other manner in which the Indemnitor may reasonably request and (iii) be entitled to participate in (but not control) the defense of any such action, with its own counsel and at its own expense.

SECTION 12. NO JOINT VENTURE. Nothing in this Agreement shall be construed to make the Company and the Manager partners or joint venturers or impose any liability as such on either of them.

SECTION 13. TERM; TERMINATION.

( a ) Until this Agreement is terminated in accordance with its terms, this Agreement shall be in effect until August 7, 2016 (the “Term”) and shall be automatically renewed for a two-year term each anniversary date thereafter (a “Renewal Term”) unless at least two-thirds of the Independent Directors or the holders of a majority of the outstanding shares of common stock (other than those shares held by Annaly or its affiliates) elects not to renew this Agreement in their sole discretion and for any or no reason. If the Company elects not to renew this Agreement at the expiration of the Term or any Renewal Term as set forth above, the Company shall deliver to the Manager prior written notice (the “Termination Notice”) of the Company’s intention not to renew this Agreement based upon the terms set forth in this Section 13(a) prior to the expiration of the then existing term. If the Company so elects not to renew this Agreement, the Company shall designate the date, not less than one hundred eighty (180) days from the date of the notice, on which the Manager shall cease to provide services under this Agreement and this Agreement shall terminate on such date.

( b ) In the event that this Agreement is terminated in accordance with the provisions of Section 13(a) of this Agreement, the Company shall pay to the Manager, on the date on which such termination is effective, a termination fee (the “Termination Fee”) equal to two (2) times the sum of the average annual Base Management Fee, calculated as of the end of the most recently completed fiscal quarter prior to the date of termination. The obligation of the Company to pay the Termination Fee shall survive the termination of this Agreement.

( c ) No later than one hundred eighty (180) days prior to the anniversary date of this Agreement of any year during the Term or Renewal Term, the Manager may deliver written notice to the Company informing it of the Manager’s intention to decline to renew this Agreement, whereupon this Agreement shall not be renewed and extended and this Agreement shall terminate effective on the anniversary date of this Agreement next following the delivery of such notice. The Company is not required to pay to the Manager the Termination Fee if the Manager terminates this Agreement pursuant to this Section 13(c).

(d) If this Agreement is terminated pursuant to Section 13, such termination shall be without any further liability or obligation of either party to the other, except as provided in Sections 6, 9, 10, 13(b), 15(b), and 16 of this Agreement. In addition, Sections 11 and 21 of this Agreement shall survive termination of this Agreement.

SECTION 14. ASSIGNMENT.

(a) Except as set forth in Section 14(b) of this Agreement, this Agreement shall terminate automatically in the event of its assignment, in whole or in part, by the Manager, unless such assignment is consented to in writing by the Company with the consent of a majority of the Independent Directors; *provided*, however, that no such consent shall be required in the case of an assignment by the Manager to an affiliate of Annaly. Any such permitted assignment shall bind the assignee under this Agreement in the same manner as the Manager is bound, and the Manager shall be liable to the Company for all errors or omissions of the assignee under any such assignment. In addition, the assignee shall execute and deliver to the Company a counterpart of this Agreement naming such assignee as Manager. This Agreement shall not be assigned by the Company without the prior written consent of the Manager, except in the case of assignment by the Company to another REIT or other organization which is a successor (by merger, consolidation, purchase of assets, or similar transaction) to the Company, in which case such successor organization shall be bound under this Agreement and by the terms of such assignment in the same manner as the Company is bound under this Agreement.

(b) Notwithstanding any provision of this Agreement, the Manager may subcontract and assign any or all of its responsibilities under Sections 2(b), 2(c) and 2(d) of this Agreement to any of its affiliates in accordance with the terms of this Agreement applicable to any such subcontract or assignment, and the Company hereby consents to any such assignment and subcontracting. In addition, provided that the Manager provides prior written notice to the Company for informational purposes only, nothing contained in this Agreement shall preclude any pledge, hypothecation or other transfer of any amounts payable to the Manager under this Agreement. In addition, the Manager may assign this Agreement to any of its affiliates without the Company's approval if such assignment does not require the Company's approval under the Investment Advisers Act of 1940, as amended.

SECTION 15. TERMINATION FOR CAUSE.

(a) The Company may terminate this Agreement effective upon thirty (30) days' prior written notice of termination from the Company to the Manager, without payment of any Termination Fee, if (i) the Manager, its agents or its assignees materially breaches any provision of this Agreement and such breach shall continue for a period of thirty (30) days after written notice thereof specifying such breach and requesting that the same be remedied in such 30-day period (or forty-five (45) days after written notice of such breach if the Manager takes steps to cure such breach within thirty (30) days of the written notice), (ii) the Manager engages in any act of fraud, misappropriation of funds, or embezzlement against the Company, (iii) there is an event of any gross negligence on the part of the Manager in the performance of its duties under this Agreement, (iv) there is a commencement of any proceeding relating to the Manager's Bankruptcy or insolvency, (v) there is a dissolution of the Manager, (vi) there is a Change of Control, or (vii) the Manager is convicted of (including a plea of *nolo contendere*) a felony.

(b) The Manager may terminate this Agreement effective upon sixty (60) days' prior written notice of termination to the Company in the event that the Company shall default in the performance or observance of any material term, condition or covenant contained in this Agreement and such default shall continue for a period of thirty (30) days after written notice thereof specifying such default and requesting that the same be remedied in such 30-day period. The Company is required to pay to the Manager the Termination Fee if the termination of this Agreement is made pursuant to this Section 15(b).

(c) The Manager may terminate this Agreement, without payment of any Termination Fee, in the event the Company becomes regulated as an “investment company” under the Investment Company Act, with such termination deemed to have occurred immediately prior to such event.

SECTION 16. ACTION UPON TERMINATION. From and after the effective date of termination of this Agreement, pursuant to Sections 13 or 15 of this Agreement, the Manager shall not be entitled to compensation for further services under this Agreement, but shall be paid all compensation accruing to the date of termination and, if terminated pursuant to Section 13(a) or Section 15(b), the applicable Termination Fee. Upon such termination, the Manager shall forthwith:

(i) after deducting any accrued compensation and reimbursement for its expenses to which it is then entitled, pay over to the Company or a Subsidiary all money collected and held for the account of the Company or a Subsidiary pursuant to this Agreement;

(ii) deliver to the Board of Directors a full accounting, including a statement showing all payments collected by it and a statement of all money held by it, covering the period following the date of the last accounting furnished to the Board of Directors with respect to the Company or a Subsidiary; and

(iii) deliver to the Board of Directors all property and documents of the Company or any Subsidiary then in the custody of the Manager.

SECTION 17. RELEASE OF MONEY OR OTHER PROPERTY UPON WRITTEN REQUEST. The Manager agrees that any money or other property of the Company or Subsidiary held by the Manager under this Agreement shall be held by the Manager as custodian for the Company or Subsidiary, and the Manager’s records shall be appropriately marked clearly to reflect the ownership of such money or other property by the Company or such Subsidiary. Upon the receipt by the Manager of a written request signed by a duly authorized officer of the Company requesting the Manager to release to the Company or any Subsidiary any money or other property then held by the Manager for the account of the Company or any Subsidiary under this Agreement, the Manager shall release such money or other property to the Company or any Subsidiary within a reasonable period of time, but in no event later than thirty (30) days following such request. The Manager shall not be liable to the Company, any Subsidiary, the Independent Directors, or the Company’s or a Subsidiary’s stockholders or partners for any acts performed or omissions to act by the Company or any Subsidiary in connection with the money or other property released to the Company or any Subsidiary in accordance with the second sentence of this Section 17. The Company and any Subsidiary shall indemnify the Manager and its officers, directors, employees, managers, officers and employees against any and all expenses, losses, damages, liabilities, demands, charges and claims of any nature whatsoever, which arise in connection with the Manager’s release of such money or other property to the Company or any Subsidiary in accordance with the terms of this Section 17. Indemnification pursuant to this provision shall be in addition to any right of the Manager to indemnification under Section 11 of this Agreement.

SECTION 18. NOTICES. Unless expressly provided otherwise in this Agreement, all notices, requests, demands and other communications required or permitted under this Agreement shall be in writing and shall be deemed to have been duly given, made and received when delivered against receipt or upon actual receipt of (i) personal delivery, (ii) delivery by reputable overnight courier, (iii) delivery by facsimile transmission with telephonic confirmation or (iv) delivery by registered or certified mail, postage prepaid, return receipt requested, addressed as set forth below:

(a) If to the Company:

Chimera Investment Corporation  
1211 Avenue of the Americas  
Suite 2902  
New York, New York 10036  
Attention: Chief Executive Officer



(b) If to the Manager:

Fixed Income Discount Advisory Company  
1211 Avenue of the Americas  
Suite 2902  
New York, New York 10036  
Attention: Chief Legal Officer

Either party may alter the address to which communications or copies are to be sent by giving notice of such change of address in conformity with the provisions of this Section 18 for the giving of notice.

SECTION 19. BINDING NATURE OF AGREEMENT; SUCCESSORS AND ASSIGNS. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, personal representatives, successors and permitted assigns as provided in this Agreement.

SECTION 20. ENTIRE AGREEMENT. This Agreement contains the entire agreement and understanding among the parties hereto with respect to the subject matter of this Agreement, and supersedes all prior and contemporaneous agreements, understandings, inducements and conditions, express or implied, oral or written, of any nature whatsoever with respect to the subject matter of this Agreement. The express terms of this Agreement control and supersede any course of performance and/or usage of the trade inconsistent with any of the terms of this Agreement. This Agreement may not be modified or amended other than by an agreement in writing signed by the parties hereto.

SECTION 21. GOVERNING LAW. THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES TO THE CONTRARY (BUT WITH REFERENCE TO SECTION 5-1401 OF THE NEW YORK GENERAL OBLIGATION LAW, WHICH BY ITS TERMS APPLIES TO THIS AGREEMENT).

SECTION 22. NO WAIVER; CUMULATIVE REMEDIES. No failure to exercise and no delay in exercising, on the part of any party hereto, any right, remedy, power or privilege hereunder shall operate as a waiver thereof; nor shall any single or partial exercise of any right, remedy, power or privilege hereunder preclude any other or further exercise thereof or the exercise of any other right, remedy, power or privilege. The rights, remedies, powers and privileges herein provided are cumulative and not exclusive of any rights, remedies, powers and privileges provided by law. No waiver of any provision hereto shall be effective unless it is in writing and is signed by the party asserted to have granted such waiver.

SECTION 23. HEADINGS. The headings of the sections of this Agreement have been inserted for convenience of reference only and shall not be deemed part of this Agreement.

SECTION 24. COUNTERPARTS. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original as against any party whose signature appears thereon, and all of which shall together constitute one and the same instrument. This Agreement shall become binding when one or more counterparts of this Agreement, individually or taken together, shall bear the signatures of all of the parties reflected hereon as the signatories.

SECTION 25. SEVERABILITY. Any provision of this Agreement that is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

SECTION 26. GENDER. Words used herein regardless of the number and gender specifically used, shall be deemed and construed to include any other number, singular or plural, and any other gender, masculine, feminine or neuter, as the context requires.

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

CHIMERA INVESTMENT CORPORATION

By: /s/ Matthew Lambiase  
Name: Matthew Lambiase  
Title: Chief Executive Officer and President

FIXED INCOME DISCOUNT ADVISORY COMPANY

By: /s/ Glenn A. Votek  
Name: Glenn A. Votek  
Title: Chief Financial Officer

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Exhibit A

- No investment shall be made that would cause the Company to fail to qualify as a REIT for federal income tax purposes;
- No investment shall be made that would cause the Company to be regulated as an investment company under the Investment Company Act;
- With the exception of real estate and housing, no single industry shall represent greater than 20% of the securities or aggregate risk exposure in the Company's portfolio; and
- Investments in non-rated or deeply subordinated Asset-Backed Securities or other securities that are non-qualifying assets for purposes of the 75% REIT asset test will be limited to an amount not to exceed 50% of the Company's stockholders' equity.

## CERTIFICATIONS

I, Matthew Lambiase, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Chimera Investment Corporation;
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 consolidated 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 controls 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: August 11, 2014

/s/ Matthew Lambiase

Matthew Lambiase

Chief Executive Officer and President (Principal Executive Officer)

## CERTIFICATIONS

I, Rob Colligan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Chimera Investment Corporation;
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 consolidated 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 controls 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: August 11, 2014

/s/ Rob Colligan

Rob Colligan

Chief Financial Officer (Principal Financial Officer)

CHIMERA INVESTMENT CORPORATION  
1211 AVENUE OF THE AMERICAS  
SUITE 2902  
NEW YORK, NEW YORK 10036

**CERTIFICATION**

**PURSUANT TO SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350**

In connection with the quarterly report on Form 10-Q of Chimera Investment Corporation (the "Company") for the period ended June 30, 2014 to be filed with Securities and Exchange Commission on or about the date hereof (the "Report"), I, Matthew Lambiase, President, and Chief Executive Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates of, and for the periods covered by, the Report.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934.

/s/ Matthew Lambiase  
Matthew Lambiase  
Chief Executive Officer and President  
August 11, 2014

CHIMERA INVESTMENT CORPORATION  
1211 AVENUE OF THE AMERICAS  
SUITE 2902  
NEW YORK, NEW YORK 10036

**CERTIFICATION**

**PURSUANT TO SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002, 10 U.S.C. SECTION 1350**

In connection with the quarterly report on Form 10-Q of Chimera Investment Corporation (the "Company") for the period ended June 30, 2014 to be filed with Securities and Exchange Commission on or about the date hereof (the "Report"), I, Rob Colligan, Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates of, and for the periods covered by, the Report.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934.

/s/ Rob Colligan  
Rob Colligan  
Chief Financial Officer  
August 11, 2014