

Anworth Mortgage Asset Corporation

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Annual Report

2015

## SELECTED FINANCIAL DATA

The selected financial data as of December 31, 2015 and 2014 and for the years ended December 31, 2015, 2014 and 2013 are derived from our audited financial statements included in this Annual Report on Form 10-K. The selected financial data as of December 31, 2013, 2012 and 2011 and for the years ended December 31, 2012 and 2011 are derived from audited financial statements not included in this Annual Report on Form 10-K. You should read these selected financial data together with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our audited financial statements and notes thereto that are included in this Annual Report on Form 10-K beginning on page F-1.

	For the Years Ended December 31,				
	2015	2014	2013	2012	2011
	(amounts in thousands , except per Share data and days)				
<b>Statements of Operations Data</b>					
Days in period	365	365	365	366	365
Interest and other income net of amortization of					
premium and discount	\$147,092	\$157,156	\$174,784	\$195,853	\$224,180
Interest expense	(43,621)	(79,907)	(92,970)	(86,073)	(89,265)
Provision for loan losses	(203)	—	—	—	—
Net operating income	\$103,268	\$ 77,249	\$ 81,814	\$109,780	\$134,915
Other (loss) income	(74,584)	(30,876)	9,634	5,860	2,225
Expenses	(13,980)	(17,754)	(15,728)	(15,422)	(14,264)
Net income	\$ 14,704	\$ 28,619	\$ 75,720	\$100,218	\$122,876
Dividends on preferred stock	(6,437)	(5,716)	(5,736)	(5,773)	(5,885)
Net income available to common stockholders	\$ 8,267	\$ 22,903	\$ 69,984	\$ 94,445	\$116,991
Basic earnings per common share	\$ 0.08	\$ 0.18	\$ 0.49	\$ 0.68	\$ 0.91
Diluted earnings per common share	\$ 0.08	\$ 0.18	\$ 0.49	\$ 0.67	\$ 0.90
Average number of shares outstanding	103,412	123,949	142,455	138,382	128,601
Average number of diluted shares outstanding	107,751	128,057	146,400	142,485	132,759

	As of December 31,				
	2015	2014	2013	2012	2011
	(amounts in thousands , except per Share data)				
<b>Balance Sheets Data</b>					
Agency MBS	\$4,892,782	\$7,023,063	\$8,556,367	\$9,244,333	\$8,761,894
Non-Agency MBS	\$ 682,061	\$ 199,710	\$ 79	\$ 360	\$ 1,585
Residential mortgage loans held-for-					
investment	\$ 969,172	\$ —	\$ —	\$ —	\$ —
Total assets	\$6,636,340	\$7,298,335	\$8,619,491	\$9,285,105	\$8,813,769
Repurchase agreements	\$4,915,528	\$6,370,740	\$7,580,000	\$8,020,000	\$7,595,000
Asset-backed securities issued by					
securitization trusts	\$ 915,486	\$ —	\$ —	\$ —	\$ —
Junior subordinated notes	\$ 37,380	\$ 37,380	\$ 37,380	\$ 37,380	\$ 37,380
Total liabilities	\$5,934,189	\$6,516,894	\$7,717,305	\$8,197,388	\$7,804,243
Series B Preferred Stock	\$ 23,924	\$ 23,924	\$ 23,924	\$ 25,222	\$ 27,239
Stockholders’ equity (common, Series A and					
Series C Preferred)	\$ 678,227	\$ 757,517	\$ 878,262	\$1,062,495	\$ 982,287
Number of common shares outstanding	98,944	109,234	138,717	142,013	134,115
Book value per common share	\$ 6.25	\$ 6.48	\$ 5.98	\$ 7.14	\$ 6.96



Dear Fellow Stockholders,

During our fiscal year ended December 31, 2015:

- Core Earnings, a non-GAAP measure, as reported on page 68 in the attached Form 10-K, were \$61.1 million, or \$0.59 per common share;
- Dividends declared during 2015 were \$0.60 per common share;
- Net income available to our common stockholders, using GAAP, as reported on page F-4 in the attached Form 10-K was \$8.3 million, or \$0.08 per common share; and
- The change in our stock price plus dividends reinvested was -6.4%.

## Our Business

At December 31, 2015, our mortgage investment portfolio was allocated as follows (in thousands of dollars):

Agency Residential MBS:	
Adjustable-rate MBS .....	\$4,060,593
Fixed-rate MBS .....	832,189
Non-Agency Residential MBS .....	682,061
Residential mortgage loans held-for-investment .....	969,172
	<u>\$6,544,015</u>

The principal and interest payments of our Agency residential mortgage pass-through securities are guaranteed by the Federal National Mortgage Association (“Fannie Mae”) or the Federal Home Loan Mortgage Corporation (“Freddie Mac”), which are both a government-sponsored enterprise (“GSE”).

We funded this \$6.5 billion portfolio with our \$0.7 billion of equity capital, \$4.9 billion of repurchase agreement financing and \$0.9 billion of asset-backed securities financing.

Based upon our belief that residential properties would appreciate in value, we have invested \$682 million in Non-Agency residential MBS that are backed by mortgages secured by residential properties. These assets are not guaranteed by a GSE.

We have also invested \$14 million in residential properties from which, after renovation, we earn rental income and have the potential for capital appreciation.

## Interest Rate Hedging

At December 31, 2015, our interest rate swaps agreements (“Swaps”) had a notional balance of \$3.866 billion and an average life of 2.67 years.

During the life of these Swaps, their general purpose is to reduce the volatility of our Core Income, which is the source of dividend payments made to our stockholders.

The Swaps can do this by fixing our usually less than three-month repo financing rate to be more like the interest rate of our assets, whose interest rates are fixed for a longer known period of time. The \$3.866 billion notional amount of our Swaps is greater than the combined amount of our Non-Agency MBS, Agency fixed-rate MBS and Agency adjustable-rate MBS except for the \$2.1 billion of Agency adjustable-rate MBS whose interest rate will reset contractually, on average, in approximately 6 months, and the \$0.4 billion of Agency adjustable-rate MBS whose interest rate will reset contractually, on average, in approximately 18 months. See page 57 of the attached Form 10-K.

We believe that during their respective terms, these Swaps can significantly reduce the impact of interest rate changes on our future Core Income.

Also, from the thousands of residential mortgages that secure our MBS portfolio, each month we receive from the homeowners a repayment of principal that is usually between 1% and 2% of the principal of these residential mortgages. These payments are usually reinvested in new mortgages at current interest rate levels. While not a part of the contractual changes in interest rates noted above, these reinvestments at current interest rate levels have a similar effect of reducing the sensitivity of our Core Income to changes in interest rates.

### **Economic and Interest Rate Outlook**

During 2015, real gross domestic product of the U.S. (“GDP”) is estimated to have grown by 2.4%. While not near a recessionary level, it is a historically low GDP growth rate given that it is the result of several trillion dollars of government stimulus during the past few years. Compounding the problem, median household income, adjusted for the effects of inflation, while rebounding during the past few years, remains below its level of January 1, 2009.

Why this has happened is complex, but the sound bite seems to be that more than a few employers did not believe that it would be profitable for their businesses to hire new employees. Much of the stimulus money seems to have stayed on deposit at banks or was used or borrowed by investors to invest in assets like real estate, bonds and stocks.

While the U.S. has been in what various commentators call a “weak recovery,” some European and Asian countries have been drifting toward zero growth rates in spite of aggressive monetary stimuli by these governments to prevent deflation. For me, the most revealing “zero” statistic is the record amount of six trillion dollars of government debt of some European and Asian countries that has an interest rate of less than zero. In a nutshell, investors who buy these bonds lack confidence to take risk in the current environment. These government bond investors could have earned a higher return by holding paper money.

In the U.S., the Federal Reserve did raise the Federal Funds Rate one time in 2015 by the minimum 0.25%, but this occurred much later in the year than most had expected. This single increase, along with recent comments from Federal Reserve members about fewer increases in 2016, seems to point towards a continuing “weak recovery.” Negative interest rates seem to be harbingers of continued weakness in the global economy that may hold back American growth.

As anyone who owns a television knows, 2016 is an election year in the U.S. Given the difficulty that the unemployed or underemployed are having in finding a good-paying job, it is not surprising that many American voters are considering Presidential candidates who are much less status quo than the relatively middle-of-the-road candidates of the past.

Our 2016 outlook for the U.S. economy is for continuing poor growth of good-paying jobs with GDP torn between the simulative efforts of the Federal Reserve and the weight of reduced growth globally.

Our 2016 outlook for U.S. interest rates is similar to our 2015 outlook, which is to expect only modest, if any, increases. We believe that our portfolio is structured to produce attractive results in this environment.

### **Share Repurchase Program**

During the year ended December 31, 2015, we repurchased an aggregate of 10.5 million shares of our common stock at a weighted average price of \$5.05 per share. This amount represented 9.5% of our shares outstanding at December 31, 2014.

### **Our Stock's Long-Term Return**

Anworth's 2015 year-end common stock price as reported on the New York Stock Exchange was \$4.35 and was \$5.25 at year-end 2014. During 2015, this change in our common stock price, along with our common dividends paid and reinvested, resulted in a rate of return of -6.4%. During this same period, the S&P 500 Index provided a rate of return of 1.4% for the year and the FTSE NAREIT Mortgage REIT Index provided a rate of return of -8.9%.

Since our initial public offering in March 1998 at \$9.00 per share, our common shares, along with dividends paid and reinvested, have provided investors with a return of 267%, which is also a compounded rate of return of 7.6% per year between March 1998 and December 2015. During this same period, the S&P 500 Index produced a return of 5.6% per year and the NAREIT Mortgage REIT Index produced a return of 2.6% per year.

### **Dividend Reinvestment and Stock Purchase Plan**

We believe that our Dividend Reinvestment and Stock Purchase Plan (the "Plan") is an attractive benefit of common stock ownership. Common stockholders can, without brokerage commissions, reinvest their dividends into additional shares of Anworth's common stock. The Plan also offers our stockholders and other investors the ability to make monthly purchases of up to \$10,000 in Anworth's common stock without brokerage commissions.

Through our website, <http://www.anworth.com>, you can contact us to receive a prospectus that describes the details of the Plan so you can join and invest with us.

### **Our Series A Cumulative Preferred Stock**

Our 8.625% Series A Cumulative Preferred Stock (our "Series A Preferred Stock") also trades on the New York Stock Exchange. The issue price and liquidation preference are \$25.00 per share and the annual dividend rate is \$2.15625 per share. At December 31, 2015, there were 1,919,378 shares of our Series A Preferred Stock issued and outstanding. The dividend is scheduled to be paid on the 15<sup>th</sup> of the first month in each calendar quarter. A copy of the prospectus is available on the <http://www.sec.gov> website or from our Company.

Our Series A Preferred Stock is currently callable on one month's notice at \$25.00 per share. At December 31, 2015, the closing price of our Series A Preferred Stock as reported on the New York Stock Exchange was \$24.50, which provided a cash dividend yield of approximately 8.8%.

### **Our Series B Cumulative Convertible Preferred Stock**

Our 6.25% Series B Cumulative Convertible Preferred Stock (our "Series B Preferred Stock") also trades on the New York Stock Exchange. The issue price and liquidation preference are \$25.00 per share and the annual

dividend rate is \$1.5625 per share. At December 31, 2015, there were 1,009,640 shares of our Series B Preferred Stock issued and outstanding. The dividend is scheduled to be paid on the 15<sup>th</sup> of the first month in each calendar quarter. Effective January 1, 2016, the conversion rate increased to 4.4909 shares of our common stock for each Series B Preferred share from a conversion rate of 4.2029 at December 31, 2014. In addition, if our common stock dividend yield exceeds 6.25%, this conversion rate will increase as it did throughout 2015. A copy of the prospectus is available on the <http://www.sec.gov> website or from our Company.

At December 31, 2015, the closing price of our Series B Preferred Stock as reported on the New York Stock Exchange was \$23.10, which provided a cash dividend yield of approximately 6.8% plus a 4.5% increase in the number of common shares into which it is convertible.

### **Our Series C Cumulative Preferred Stock**

In January 2015, we completed the offering of our new 7.625% Series C Cumulative Preferred Stock (our “Series C Preferred Stock”), which also trades on the New York Stock Exchange. The issue price and liquidation preference are \$25.00 per share and the annual dividend rate is \$1.90625 per share. At December 31, 2015, there were 433,924 shares of our Series C Preferred Stock issued and outstanding. The dividend is scheduled to be paid on the 15<sup>th</sup> of the first month in each calendar quarter. Our Series C Preferred Stock is not callable until January 27, 2020 at \$25.00 per share. A copy of the prospectus is available on the <http://www.sec.gov> website or from our Company.

At December 31, 2015, the closing price of our Series C Preferred Stock as reported on the New York Stock Exchange was \$23.57, which provided a cash dividend yield of approximately 8.1%.

### **Anworth.com**

The size of our investor e-mail list continues to grow and we are always pleased to add interested investors to the distribution list to receive notifications of news releases and other items of interest. You can register for e-mail notifications at our website, <http://www.anworth.com>, where you may also obtain information about our corporate governance procedures, listen to webcasts of earnings calls and presentations that the Company has made to investor groups, and to obtain other statistical information. Our web site has been optimized for viewing on your iPhone and other mobile devices.

### **Our Philosophy**

We continue to believe that our Company is well suited to continue to be a long-term participant in the mortgage finance industry and to provide a valuable service to residential homeowners. Many financial institutions that originate mortgage loans for homeowners no longer retain those loans in their investment portfolios. Therefore, these originators often promptly securitize their residential mortgage loans either privately or through Fannie Mae and Freddie Mac so that more permanent owners like Anworth can acquire them for our investment portfolio.

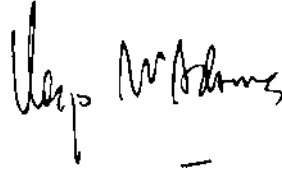
As the long-term beneficial owner of approximately \$6.5 billion of residential mortgage assets, Anworth continues to be a significant financial participant in the U.S. mortgage industry.

We believe that many large institutional investors tend to speculate in mortgage rates, thereby adding to the volatility of residential mortgage rates. We also believe that our long-term commitment to owning residential mortgages in a very capital-efficient and tax-efficient manner can improve the stability of mortgage interest rates.

## **Annual Meeting of Stockholders**

We invite you to attend our 2016 Annual Meeting of Stockholders in Santa Monica. I am confident that those of you who have attended in the past will agree that we provide good weather and an interesting and informative experience. If we can assist you with directions to our office, the names of nearby hotels or restaurants, etc., please give us a call.

As always, I thank you for your continued support.

A handwritten signature in black ink, appearing to read "Lloyd McAdams". The signature is written in a cursive style with a horizontal line underneath the name.

Lloyd McAdams, CFA  
Chairman and Chief Executive Officer

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015**
- OR**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE TRANSITION PERIOD FROM            TO  
COMMISSION FILE NUMBER 001-13709**

**ANWORTH MORTGAGE ASSET CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**MARYLAND**  
(State or Other Jurisdiction of  
incorporation or organization)

**1299 OCEAN AVENUE, SECOND FLOOR  
SANTA MONICA, CALIFORNIA**  
(Address of Principal Executive Offices)

**52-2059785**  
(I.R.S. Employer  
Identification No.)

**90401**  
(Zip Code)

**Registrant's telephone number, including area code: (310) 255-4493**  
**Securities registered pursuant to Section 12(b) of the Act:**

Title of Each Class	Name of Each Exchange on Which Registered
Series A Cumulative Preferred Stock, \$0.01 Par Value	New York Stock Exchange
Series B Cumulative Convertible Preferred Stock, \$0.01 Par Value	New York Stock Exchange
Series C Cumulative Redeemable Preferred Stock, \$0.01 Per Value	New York Stock Exchange
Common Stock, \$0.01 Par Value	New York Stock Exchange

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically 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 (§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 that disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large Accelerated Filer   
Non-Accelerated Filer

Accelerated Filer   
Smaller Reporting Company

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

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant, computed by reference to the closing price of such stock on the New York Stock Exchange, as of June 30, 2015 was approximately \$498,593,380.

As of February 22, 2016, the registrant had 97,565,086 shares of common stock issued and 97,535,186 shares outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III of this Form 10-K incorporates by reference certain portions of the registrant's proxy statement for its 2015 annual meeting of stockholders to be filed with the Commission not later than 120 days after the end of the fiscal year covered by this report.

**ANWORTH MORTGAGE ASSET CORPORATION AND SUBSIDIARIES**  
**FORM 10-K ANNUAL REPORT**  
**FISCAL YEAR ENDED DECEMBER 31, 2015**  
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## PART I

### Item 1. BUSINESS

#### Overview

##### *Our Company*

We were incorporated in Maryland on October 20, 1997 and commenced operations on March 17, 1998. Our principal business is to invest in, finance and manage a leveraged portfolio of residential mortgage-backed securities and residential mortgage loans which presently include the following types of investments:

- Agency mortgage-backed securities, or Agency MBS, are securities representing interests in pools of mortgage loans secured by residential property in which the principal and interest payments are guaranteed by a government-sponsored enterprise, or GSE, such as the Federal National Mortgage Association, or Fannie Mae, or the Federal Home Loan Mortgage Corporation, or Freddie Mac.
- Non-agency mortgage-backed securities, or Non-Agency MBS, which are securities issued by companies that are not guaranteed by federally sponsored enterprises and that are secured primarily by first-lien residential mortgage loans.
- Residential mortgage loans through consolidated securitization trusts. We finance residential mortgage loans through asset-backed securities, or ABS, issued by the consolidated securitization trusts. The ABS which are held by unaffiliated third parties are non-recourse financing. The difference in the amount of the loans and the amount of the ABS represents our retained interest in the loans held in the securitization trusts.

Our principal business objective is to generate net income for distribution to our stockholders primarily based upon the spread between the interest income on our mortgage assets and our borrowing costs to finance our acquisition of those assets.

We have elected to be taxed as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Code. As long as we retain our REIT status, we generally will not be subject to federal or state income taxes to the extent that we distribute our income to our stockholders, and we routinely distribute to our stockholders substantially all of the income generated from our operations. In order to qualify as a REIT, we must meet various ongoing requirements under the tax law, including requirements relating to the composition of our assets, the nature of our gross income, minimum distribution requirements and requirements relating to the ownership of our stock. We believe that we have met all of these requirements and that we will continue to qualify as a REIT.

##### *Our Manager*

We are externally managed and advised by Anworth Management, LLC, or our Manager. Our Manager is supervised and directed by our board of directors, or our Board. Our day-to-day operations are being conducted by our Manager through the authority delegated to it under the Management Agreement between us and our Manager (which we refer to as the "Management Agreement") and pursuant to the policies established by our Board.

Our Manager will also perform such other services and activities relating to our assets and operations as may be appropriate. In exchange for services provided, our Manager receives a management fee paid monthly in arrears in an amount equal to one-twelfth of 1.20% of our Equity (as defined in the Management Agreement).

#### Special Note Regarding Forward-Looking Statements

This Annual Report on Form 10-K contains, or incorporates by reference, not only historical information, but also forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are subject to the safe harbors created by such sections. Forward-looking statements involve numerous risks and uncertainties. Our actual results may differ from our beliefs, expectations, estimates, and projections and, consequently, you should not rely on these forward-looking statements as predictions of future events. Forward-looking statements are not historical in nature and can be identified by words such as "anticipate," "estimate," "will," "should," "expect," "target," "believe," "intend," "seek," "plan," "goals," "future," "likely," "may," and similar expressions or their negative forms, or by references to strategy, plans, or intentions. These forward-looking statements are subject to risks and uncertainties including, among other things, those described in this Annual Report on Form 10-K under the caption "Risk Factors." Other risks, uncertainties and factors that could cause actual results to differ materially from those projected are described below and may be described from time to time in reports we file with the United States Securities and Exchange Commission, or the SEC, including our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Forward-looking statements speak only as of the date they are made and we undertake no obligation to update or revise any such forward-looking statements, whether as a result of new information, future events, or otherwise.

Statements regarding the following subjects, among others, that may affect our actual results may be forward-looking:

- risks associated with investing in mortgage-backed securities, or MBS, and related assets;
- changes in interest rates and the market value of our target investments;
- changes in prepayment rates of the mortgage loans securing our mortgage-related investments;
- changes in the yield curve;
- the credit performance of our Non-Agency MBS and residential mortgage loans held-for-investment;
- the concentration of the credit risks we are exposed to;
- the state of the credit markets and other general economic conditions, particularly as they affect the price of earning assets and the credit status of borrowers;
- the availability of our target investments for purchase at attractive prices;
- the availability of financing for our target investments, including the availability of repurchase agreement financing;
- declines in home prices;
- increases in payment delinquencies and defaults on the mortgages comprising and underlying our target investments;
- changes in liquidity in the market for MBS, the re-pricing of credit risk in the capital markets, inaccurate ratings of securities by rating agencies, rating agency downgrades of securities, and increases in the supply of MBS available-for-sale;
- changes in the values of the MBS and other mortgage-related investments in our portfolio and the impact of adjustments reflecting those changes on our income statement and balance sheet, including our stockholders' equity;
- our ability to generate the amount of cash flow we expect from our target investments;
- changes in our investment and financing strategies and the new risks that those changes may expose us to;
- changes in the competitive environment within our industry, including changes that may affect our Manager's ability to attract and retain personnel;
- our ability to successfully diversify our business into new investments and manage the new risks they may expose us to;
- our ability to manage various operational and regulatory risks associated with our business;
- our ability to establish, adjust and maintain appropriate hedges for the risks to our portfolio;
- legislative and regulatory actions affecting the mortgage and derivative industries or our business;
- implementation of or changes in government regulations or programs affecting our business;
- changes due to the consequences of actions by the U.S. government and other foreign governments to address the global financial crisis and our ability to respond to and comply with such actions and changes;
- our ability to maintain our qualification as a REIT for federal income tax purposes;
- our ability to maintain our exemption from registration under the Investment Company Act of 1940, as amended;
- limitations imposed on our business due to our REIT status and our status as exempt from registration under the Investment Company Act of 1940, as amended; and
- our ability to manage our growth.

New risks and uncertainties arise over time and it is not possible to predict those events or how they may affect us. Except as required by law, we do not intend to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

As used in this Annual Report on Form 10-K, "Company," "we," "us," "our" and "Anworth" refer to Anworth Mortgage Asset Corporation.

## Our Investment Strategy

Our investment objective is to provide attractive risk-adjusted total returns to our stockholders over the long-term primarily through dividends and secondarily through capital appreciation. Our strategy is to invest in residential MBS (both Agency MBS and Non-Agency MBS) and residential mortgage loans. We also have a small portfolio of residential real estate properties which we lease to tenants.

We seek to acquire assets that will produce competitive returns after considering the amount and nature of the investment's anticipated returns, our ability to pledge the investment to secure collateralized borrowings and the costs associated with financing, managing and reserving for these investments.

We do not currently originate mortgage loans or provide other types of financing to the owners of real estate.

### *Financing Strategy*

Our primary financing source for our Agency MBS portfolio is repurchase agreements which we may use to deploy, on a debt-to-allocated-equity basis, within a range of five to twelve times leverage on our Agency MBS assets. We also use repurchase agreements to finance our Non-Agency MBS using leverage of approximately two times on a debt-to-allocated equity basis. We are not required to maintain any particular minimum leverage ratio.

Currently, we also invest in the subordinate classes of newly-formed securitization trusts, which allows us to consolidate all of the loans of these trusts. These residential mortgage loans are financed through ABS issued by the securitization trusts. The ABS which are held by unaffiliated third parties are non-recourse financing. The difference in the amount of the loans and the amount of the ABS represents our retained interest in the loans held in the securitization trusts.

We employ short-term borrowing to attempt to increase potential returns to our stockholders. Pursuant to our Capital and Leverage Policy, we seek to strike a balance between the under-utilization of leverage, which reduces potential returns to stockholders, and the over-utilization of leverage, which could reduce our ability to meet our obligations during adverse market conditions.

The amount of leverage we deploy for particular investments in our target investments depends upon an assessment of a variety of factors, which may include:

- the anticipated liquidity and price volatility of our assets;
- the gap between the duration of our assets and liabilities, including hedges;
- the availability and cost of financing our assets;
- our opinion of the credit worthiness of financing counterparties;
- the health of the U.S. economy and residential mortgage and housing markets;
- our outlook for the level, slope and volatility of interest rates;
- the credit quality of the loans underlying our Agency MBS and Non-Agency MBS; and
- our outlook for asset spreads relative to the London Interbank Offered Rate, or LIBOR, curve.

Repurchase agreements are financings pursuant to which one party, the seller or borrower, sells assets to the repurchase agreement counterparty, the buyer or lender, for an agreed price with the obligation to repurchase the assets from the buyer at a future date and at a price higher than the original purchase price. The amount of financing available under a repurchase agreement is limited to a specified percentage of the estimated market value of the assets. The difference between the sale price and repurchase price is the interest expense of financing under a repurchase agreement. Under repurchase agreement financing arrangements, if the value of the collateral decreases, the buyer could require the seller to provide additional cash collateral to re-establish the ratio of value of the collateral to the amount of borrowing. In the current financing climate, lenders using repurchase agreements generally advance approximately 94% to 97% of the market value of the Agency MBS financed (meaning a 3% to 6% discount from market value, also known as a haircut) and 65% to 80% of the market value of the Non-Agency MBS financed (meaning a 20% to 35% haircut). A significant decrease in advance rate or an increase in the haircut could result in our having to sell securities in order to meet additional margin requirements by the lender. We expect to mitigate our risk of margin calls under repurchase agreements by deploying a prudent amount of leverage that is below the amount that could be used under current advance rates.

In order to reduce our exposure to counterparty-related risk, we generally seek to diversify our exposure by entering into repurchase agreements with multiple counterparties. At December 31, 2015, we had approximately \$4.9 billion of outstanding balances under repurchase agreements with 22 different counterparties, with a maximum net exposure (the difference between the amount loaned to us and the value of the assets pledged by us as collateral) to any single lender of approximately \$54.9 million, or approximately 8.1% of our equity.

## *Growth Strategy*

It is our long-term objective to grow our earnings and our dividends per common share by increasing our paid-in capital and book value per share.

## **Our Target Investments**

Our investment portfolio is focused on two different strategies that embody our hybrid investment approach. The target investments that fall under these strategies are:

### *Agency MBS*

This strategy includes investing in Agency MBS and the related derivative transactions. The performance of this strategy is most affected by changes in interest rates, prepayments and mortgage spreads relative to U.S. Treasury securities. These assets have minimal exposure to the underlying credit of the investments. Agency MBS are collateralized by fixed-rate mortgage loans, adjustable-rate mortgage loans or hybrid mortgage loans, or derivatives thereof, including:

- mortgage pass-through certificates issued by a GSE such as Fannie Mae and Freddie Mac;
- collateralized mortgage obligations, or CMOs; and
- “to-be-announced” forward contracts, or TBAs, which are pools of mortgages with specific investment terms to be issued by government-sponsored enterprises at a future date.

### *Mortgage Credit Investments*

These assets include investing in Non-Agency MBS, residential mortgage loans and related derivative transactions. Examples of Non-Agency MBS include MBS collateralized by prime mortgage loans, Alt-A mortgage loans and subprime mortgage loans, which may have fixed-rate, adjustable-rate or hybrid-rate terms.

#### Non-Agency MBS

Non-Agency MBS includes both senior and mezzanine MBS. Senior MBS refers to Non-Agency MBS that represent the senior-most tranches – that is, tranches which have the highest priority claim to cash flows from the related collateral pool within the MBS structure. Mezzanine MBS refers to subordinated tranches within the collateral pool. The Non-Agency MBS we purchase may include investment-grade and non-investment grade classes including non-rated securities.

Hybrid mortgage loans have terms with interest rates that are fixed for a specified period of time and, thereafter, generally adjust annually to an increment over a specified interest rate index. ARMs refer to hybrid and adjustable-rate mortgage loans which typically have interest rates that adjust annually to an increment over a specified interest rate index.

We believe the performance of our Non-Agency MBS strategy is most affected by changes in credit performance of the underlying collateral. These assets also have interest rate and mortgage spread exposure, but we believe the exposure is not viewed to be the main driver of performance.

#### Residential Mortgage Loans Held-for-Investment

We invest in residential mortgage loans held-for-investment through consolidated securitization trusts. We finance our residential mortgage loans through ABS issued by the consolidated securitization trusts. The ABS which are held by unaffiliated third parties are non-recourse financing. The difference in the amount of the loans and the amount of the ABS represents our retained interest in the loans held in the securitization trusts.

### *Residential Real Estate*

These assets consist primarily of single-family residential properties which, after renovation, we lease to tenants. Our focus is on acquiring properties located in in-migration geographical areas that can produce high occupancy and attractive rental rates and generate long-term property appreciation.

While we presently have not acquired any single-family residential mortgage loans, it is expected that we will do so in the future. After that time, it is expected that any properties acquired through foreclosure of mortgage loans that we own will be allocated to our rental properties portfolio.

## Our Operating Policies and Programs

We have established the following four primary operating policies to implement our business strategies:

- our Asset Acquisition Policy;
- our Capital and Leverage Policy;
- our Credit Risk Management Policy; and
- our Asset/Liability Management Policy.

### *Asset Acquisition Policy*

Our Asset Acquisition Policy provides guidelines for acquiring investments and contemplates that we will acquire a portfolio of investments that can be grouped into specific categories. Each category and our respective investment guidelines are as follows:

- *Category I* — At least 60% of our total assets will generally be high-quality MBS, unsecuritized prime residential mortgage loans and short-term investments. MBS in this category will be rated within one of the three highest rating categories (A- rated or better) by at least one nationally recognized statistical rating organization or, if not rated, will be obligations guaranteed by a GSE, such as Fannie Mae or Freddie Mac. Also included in Category I are the portion of mortgage loans that have been deposited into a trust and have received a rating within one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- *Category II* — At least 90% of our total assets will generally consist of Category I investments plus other mortgage-related assets. Included in this category are mortgage securities not rated within one of the three highest rating categories by at least one nationally recognized statistical rating organization, mortgage derivative securities, mortgage servicing rights, unsecuritized non-prime residential mortgage loans, shares of other REITs or mortgage-related companies and the portion of real estate mortgage loans that have been deposited into a trust and have not received a rating within one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- *Category III* — Assets not meeting any of the above criteria will be less than 10% of our total assets. Included in this category is the ownership of real estate.

### *Capital and Leverage Policy*

We employ a leverage strategy to increase our investment assets by borrowing against existing mortgage-related assets and using the proceeds to acquire additional mortgage-related assets. Our borrowings may vary from time to time depending on market conditions and other factors deemed relevant by our management and our Board. We believe that this will leave an adequate capital base to protect against interest rate environments in which our borrowing costs might exceed our interest income from mortgage-related assets. At December 31, 2015, our leverage on capital (including common stockholders' equity, all preferred stock and junior subordinated notes) was 6.65x.

Depending on the different costs of borrowing funds at different maturities, we may vary the maturities of our borrowed funds. Our borrowings are short-term and we manage actively, on an aggregate basis, both the interest rate indices and interest rate adjustment periods of our borrowings against the interest rate indices and interest rate adjustment periods on our mortgage-related assets.

Our mortgage-related assets are financed primarily at short-term borrowing rates through repurchase agreements. In the future, we may also employ borrowings under lines of credit and other collateralized financings that we may establish with approved institutional lenders.

### *Credit Risk Management Policy*

Subject to the constraints of our Asset Acquisition Policy, we are allowed to own both investment grade and non-investment grade Non-Agency MBS and other mortgage-related assets. Prior to purchase, we review credit risk and other risks of loss associated with each of our potential investments. To lessen our overall credit risk, we may diversify our portfolio of mortgage-related assets relative to geographic, insurer, industry and certain other types of concentrations.

If there is a decline in the credit quality of any of our Non-Agency MBS holdings or in our retained interests in the loans held in the securitization trusts, we may, after evaluation, maintain or increase our holdings or liquidate all or a portion of the position. We are not required to sell a security when it is moved to a lower Category in our Asset Acquisition Policy.

We also enter into TBA Agency MBS as either a means of investing in and financing Agency MBS or as a means of disposing of or reducing our exposure to agency securities. Pursuant to TBA contracts, we agree to purchase or sell, for future delivery, Agency MBS with certain principal and interest terms and certain types of collateral, but the particular Agency MBS to be delivered are not identified until shortly before the TBA settlement date. We also may choose, prior to settlement, to move the settlement of these MBS out to a later date by entering into an offsetting short or long position (referred to as a “pair off”), net settling the paired off positions for cash, and simultaneously purchasing a similar TBA contract for a later settlement date. This transaction is commonly referred to as a “dollar roll.” The Agency MBS purchased or sold for a forward settlement date are typically priced at a discount to agency securities for settlement in the current month. This difference (or discount) is referred to as the “price drop.” The price drop represents compensation to us for foregoing net interest margin (interest income less repurchase agreement financing cost). TBA Agency MBS are accounted for as derivative instruments since they do not meet the exemption allowed for a “regular way” security trade under ASC 815, as either the TBA contracts do not settle in the shortest period of time possible or we cannot assess that it is probable at inception that we will take physical delivery of the security or that we will not settle on a net basis.

#### *Asset/Liability Management Policy*

*Interest Rate Risk Management.* To the extent consistent with our election to qualify as a REIT, we follow an interest rate risk management program intended to protect our portfolio of mortgage-related assets and related debt against the effects of major interest rate changes. Specifically, our interest rate management program is formulated with the intent to offset, to some extent, the potential adverse effects resulting from rate adjustment limitations on our mortgage-related assets and the differences between interest rate adjustment indices and interest rate adjustment periods of our adjustable-rate mortgage-related assets and related borrowings.

Our interest rate risk management program encompasses a number of procedures including the following:

- monitoring and adjusting, if necessary, the interest rate sensitivity of our mortgage-related assets compared with the interest rate sensitivities of our borrowings;
- attempting to structure our borrowing agreements relating to adjustable-rate mortgage-related assets to have a range of different maturities and interest rate adjustment periods (although substantially all will be less than one year); and
- actively managing, on an aggregate basis, the interest rate indices and interest rate adjustment periods of our mortgage-related assets compared to the interest rate indices and adjustment periods of our borrowings.

We expect to be able to adjust the average maturity/adjustment period of our borrowings on an ongoing basis by changing the mix of maturities and interest rate adjustment periods as borrowings come due or are renewed. Through the use of these procedures, we attempt to reduce the risk of differences between interest rate adjustment periods of our adjustable-rate mortgage-related assets and our related borrowings.

Depending on market conditions and the cost of the transactions, we may conduct certain hedging activities in connection with the management of our portfolio. To the extent consistent with our election to qualify as a REIT, we may adopt a hedging strategy intended to lessen the effects of interest rate changes and to enable us to earn net interest income in periods of generally rising, as well as declining or static, interest rates. Specifically, hedging programs are formulated with the intent to offset some of the potential adverse effects of changes in interest rate levels relative to the interest rates on the mortgage-related assets held in our investment portfolio and differences between the interest rate adjustment indices and periods of our mortgage-related assets and our borrowings. We monitor carefully, and may have to limit, our hedging activity to assure that we do not realize excessive hedging income or hold hedges having excess value in relation to our mortgage-related assets, which could result in our disqualification as a REIT or, in the case of excess hedging income, if the excess is due to reasonable cause and not willful neglect, the payment of a penalty tax for failure to satisfy certain REIT income tests under the Code. In addition, hedging activity involves transaction costs that increase dramatically as the period covered by hedging protection increases and that may increase during periods of fluctuating interest rates.

*Prepayment Risk Management.* We also seek to lessen the effects of prepayment of mortgage loans underlying our securities at a faster or slower rate than anticipated. We accomplish this by structuring a diversified portfolio with a variety of prepayment characteristics, investing in mortgage-related assets with prepayment prohibitions and penalties, investing in certain mortgage security structures that have prepayment protections and purchasing mortgage-related assets at a premium or at a discount. Under normal market conditions, we generally seek to maintain the aggregate capitalized purchase premium of the portfolio at 3.5% or less. In addition, we can purchase principal-only derivatives to a limited extent as a hedge against prepayment risks. We monitor prepayment risk through periodic review of the impact of a variety of prepayment scenarios on our revenues, net earnings, dividends, cash flow and net balance sheets market value.

We believe that we have developed cost-effective asset/liability management policies to mitigate prepayment risks. However, no strategy can completely insulate us from prepayment risks. Further, as noted above, certain of the federal income tax requirements that we must satisfy to qualify as a REIT limit our ability to fully hedge our prepayment risks. Therefore, we could be prevented from effectively hedging our prepayment risks.



## Our Investment Portfolio

### *Agency MBS*

*Residential Mortgage Pass-Through Certificates.* We principally invest in pass-through certificates, which are securities representing interests in “pools” of mortgage loans secured by residential real property in which payments of both interest and principal on the securities are generally made monthly to holders of the security, in effect “passing through” monthly payments made by the individual borrowers on the mortgage loans that underlie the securities, net of fees paid to the issuer/guarantor and servicers of the securities. In general, mortgage pass-through certificates distribute cash flows from underlying collateral on a pro rata basis among certificate holders. The payment of principal and interest on these securities is guaranteed by Ginnie Mae or a GSE such as Fannie Mae or Freddie Mac.

Early repayment of principal on some MBS, arising from prepayments of principal due to sale of the underlying property, refinancing or foreclosure, net of fees and costs which may be incurred, may expose us to a lower rate of return upon reinvestment of principal. This is generally referred to as “prepayment risk.” Additionally, if a security subject to prepayment has been purchased at a premium, the unamortized value of the premium would be lost in the event of prepayment.

Like other fixed-income securities, when interest rates rise, the value of a mortgage-backed security generally will decline. When interest rates are declining, however, the value of MBS with prepayment features may not increase as much as other fixed-income securities. The rate of prepayments on underlying mortgages will affect the price and volatility of MBS and may have the effect of shortening or extending the effective maturity of the security beyond what was anticipated at the time of purchase. When interest rates rise, our holdings of MBS may experience reduced returns if the owners of the underlying mortgages pay off their mortgages later than anticipated. This is generally referred to as “extension risk.”

Payment of principal and interest on some mortgage pass-through securities, though not the market value of the securities themselves, may be guaranteed by the full faith and credit of the federal government, including securities backed by Ginnie Mae, or by agencies or instrumentalities of the federal government, including Fannie Mae and Freddie Mac. MBS created by non-governmental issuers, including commercial banks, savings and loan institutions, private mortgage insurance companies, mortgage bankers and other secondary market issuers, may be supported by various forms of insurance or guarantees including individual loan, title, pool and hazard insurance and letters of credit which may be issued by governmental entities, private insurers or the mortgage poolers.

*Collateralized Mortgage Obligations (CMOs).* CMOs are securities that are structured instruments representing interests in agency residential pass-through certificates. CMOs consist of multiple classes of securities, with each class having specified characteristics, including stated maturity dates, weighted average lives and rules governing principal and interest distribution. Monthly payments of interest and principal, including prepayments, are typically returned to different classes based on rules described in the trust documents. Principal and interest payments may also be divided between holders of different securities in the CMO and some securities may only receive interest payments while others receive only principal payments.

### General Information About Agency MBS

The Agency MBS that we acquire provide funds for mortgage loans made to residential homeowners. These securities generally represent interests in pools of mortgage loans made by mortgage bankers, commercial banks, savings and loan institutions and other mortgage lenders. These pools of mortgage loans are assembled for sale to investors, such as us, by various government-related or private organizations.

Agency MBS differ from other forms of traditional debt securities, which normally provide for periodic payments of interest in fixed amounts with principal payments at maturity or on specified call dates. Instead, Agency MBS provide for a monthly payment, which may consist of both interest and principal. In effect, these payments are a “pass-through” of the monthly interest and scheduled and unscheduled principal payments (referred to as “prepayments”) made by the individual borrower on the mortgage loans, net of any fees paid to the issuer, servicer or guarantor of the securities.

The investment characteristics of Agency MBS differ from those of traditional fixed-income securities. Major differences include the payment of interest and principal on the securities on a more frequent schedule, as described above, and the possibility that principal may be prepaid, without penalty, at par at any time due to prepayments on the underlying mortgage loans. These differences can result in significantly greater price and yield volatility than is the case with traditional fixed-income securities.

Various factors affect the rate at which mortgage prepayments occur, including changes in the level of and directional trends in housing prices, interest rates, general economic conditions, defaults on the underlying mortgages, the age of the mortgage loan, the size of the loan, the loan-to-value ratio of the mortgage, the location of the property and social and demographic conditions. Additionally, changes to GSE underwriting practices or other governmental programs could also significantly impact prepayment rates or expectations. Also, the pace at which the loans underlying our securities become seriously delinquent or are modified and the

timing of GSE repurchases of loans from our securities can materially impact the rate of prepayments. Generally, prepayments on Agency MBS increase during periods of falling mortgage interest rates and decrease during periods of rising mortgage interest rates; however, this may not always be the case. We may reinvest principal repayments at a yield that is higher or lower than the yield on the repaid investment, thus affecting our net interest income by altering the average yield on our assets.

Payments of principal and interest on Agency MBS, although not the market value of the securities themselves, are guaranteed either by the full faith and credit of the United States, such as those issued by Ginnie Mae, or by a GSE, such as those issued by Fannie Mae or Freddie Mac.

Agency MBS are collateralized by pools of fixed-rate mortgage loans, or FRMs, adjustable-rate mortgage loans or ARMs and hybrid ARMs. Hybrid ARMs are mortgage loans that have interest rates that are fixed for an initial period (typically ranging from three to ten years) and, thereafter, reset at regular intervals subject to interest rate caps. Our allocation of investments among securities collateralized by FRMs, ARMs or hybrid ARMs depends upon our Manager's assessment of the relative value of the securities, which is based upon numerous factors including, but not limited to, expected future prepayment trends, supply and demand, costs of financing, costs of hedging, expected future interest rate volatility and the overall shape of the U.S. Treasury and interest rate swap yield curves.

The types of residential pass-through certificates in which we invest, or which may comprise the CMOs in which we may invest, are described below.

### Freddie Mac and Fannie Mae

We invest in Agency MBS issued by Fannie Mae and Freddie Mac. Fannie Mae and Freddie Mac are stockholder-owned corporations chartered by Congress with a public mission to provide liquidity, stability and affordability to the U.S. housing market. Fannie Mae and Freddie Mac are currently regulated by the Federal Housing Finance Agency, or the FHFA, the U.S. Department of Housing and Urban Development, the SEC and the U.S. Department of the Treasury, or the U.S. Treasury, and are currently operating under the conservatorship of FHFA. The U.S. Treasury has agreed to support the continuing operations of Fannie Mae and Freddie Mac with any necessary capital contributions while in conservatorship. However, the U.S. Government does not guarantee the securities, or other obligations, of Fannie Mae or Freddie Mac.

Fannie Mae and Freddie Mac operate in the secondary mortgage market. They purchase residential mortgage loans and mortgage-related securities from primary mortgage market institutions, such as commercial banks, savings and loan associations, mortgage banking companies, seller/servicers, securities dealers and other investors. Through the mortgage securitization process, they package the purchased mortgage loans into guaranteed MBS for sale to investors, such as us, in the form of pass-through certificates and guarantee the payment of principal and interest on the securities or, on the underlying loans held within the securitization trust, in exchange for guarantee fees. The underlying loans must meet certain underwriting standards established by Fannie Mae and Freddie Mac (referred to as "conforming loans") and may be fixed or adjustable-rate loans with original terms to maturity of up to 40 years.

### *Mortgage Credit Investments*

#### Non-Agency MBS

Non-Agency MBS are securities backed by residential mortgages for which the payment of principal and interest is not guaranteed by a GSE or government agency. Instead, a private institution such as a commercial bank will package residential mortgage loans and securitize them through the issuance of MBS. Non-Agency MBS are often referred to as "private label MBS." Non-Agency MBS may benefit from credit enhancement derived from structural elements, such as subordination, overcollateralization or insurance and they may also be bought at significant discounts. As such, Non-Agency MBS can carry a significantly higher level of credit exposure relative to the credit exposure of Agency MBS. We may also purchase highly-rated instruments that benefit from credit enhancement or non-investment grade instruments that absorb credit risk. We focus primarily on Non-Agency MBS where the underlying mortgages are secured by residential properties within the United States. Non-Agency MBS also include securitized non-performing loans where resolution of the loans may come from loan modifications, short sales or foreclosures. While there is a high expectation of losses on these loans, the bonds benefit from credit enhancement and over-collateralization.

Non-Agency MBS are backed by residential mortgages that can be comprised of prime mortgage or non-prime mortgage loans which are described below:

*Prime mortgage loans.* Prime mortgage loans are residential mortgage loans that generally conform to the underwriting guidelines of a U.S. Government agency or a GSE but that do not carry any credit guarantee from either a U.S. Government agency or a GSE. Jumbo prime mortgage loans are prime mortgage loans that conform to such underwriting guidelines except as to loan size.

*Non-prime mortgage loans.* Non-prime mortgage loans are residential mortgage loans that do not meet all of the underwriting guidelines of a U.S. Government agency or a GSE. Consequently, these loans may carry higher credit risk than prime mortgage loans. Non-prime mortgage loans may allow borrowers to qualify for a mortgage loan with reduced or alternative forms of documentation. This category includes loans commonly referred to as alternative A- paper, or Alt-A, or as subprime. Alt-A mortgage loans are considered riskier than prime mortgage loans but less risky than subprime mortgage loans. They are typically characterized by borrowers with less than full documentation, lower credit scores and higher loan-to-value ratios and include a higher percentage of investment properties. Subprime mortgage loans are considered to be of the lowest credit quality. These loans may also include option-ARM loans, which contain a feature providing the borrower the option, within certain constraints, to make lesser payments than otherwise required by the stated interest rate for a number of years, leading to negative amortization and increased loan balances.

#### Residential Mortgage Loans Held-for-Investment

We invest in residential mortgage loans held-for-investment through consolidated securitization trusts. We finance residential mortgage loans through ABS issued by the consolidated securitization trusts. The ABS which are held by unaffiliated third parties are non-recourse financing. The difference in the amount of the loans and the amount of the ABS represents our retained interest in the loans held in the securitization trusts.

#### ***Other Mortgage-Related Investments***

*Mortgage Derivative Securities.* We may acquire mortgage derivative securities in an amount not to exceed 10% of our total assets. Mortgage derivative securities provide for the holder to receive interest-only, principal-only or interest and principal in amounts that are disproportionate to those payable on the underlying mortgage loans. Payments on mortgage derivative securities are highly sensitive to the rate of prepayments on the underlying mortgage loans. In the event of faster or slower than anticipated prepayments on these mortgage loans, the rates of return on interests in mortgage derivative securities, representing the right to receive interest-only or a disproportionately large amount of interest or interest-only derivatives, would be likely to decline or increase, respectively. Conversely, the rates of return on mortgage derivative securities, representing the right to receive principal-only or a disproportionate amount of principal or principal-only derivatives, would be likely to increase or decrease in the event of faster or slower prepayments, respectively.

We may invest in inverse floaters, a class of CMOs with a coupon rate that resets in the opposite direction from the market rate of interest to which it is indexed, including LIBOR or the 11th District Cost of Funds Index. Any rise in the index rate, which can be caused by an increase in interest rates, causes a drop in the coupon rate of an inverse floater, while any drop in the index rate causes an increase in the coupon of an inverse floater. An inverse floater may behave like a leveraged security since its interest rate usually varies by a magnitude much greater than the magnitude of the index rate of interest. The leverage-like characteristics inherent in inverse floaters result in a greater volatility of their market prices.

We may invest in other mortgage derivative securities that may be developed in the future.

*Mortgage Warehouse Participations.* We may occasionally acquire mortgage warehouse participations as an additional means of diversifying our sources of income. We anticipate that these investments, together with our investments in other Category III assets, will not, in the aggregate, exceed 10% of our total mortgage-related assets. These investments are participations in lines of credit to mortgage loan originators secured by recently originated mortgage loans that are in the process of being sold to investors. Our investments in mortgage warehouse participations may be limited because they are not qualified REIT assets under the Code.

*Subordinated Interests.* We may acquire subordinated interests, which are classes of MBS that are junior to other classes of the same series of MBS in the right to receive payments from the underlying mortgage loans. The subordination may be for all payment failures on the mortgage loans securing or underlying such series of mortgage securities. The subordination will not be limited to those resulting from particular types of risks, including those resulting from war, earthquake or flood, or the bankruptcy of a borrower. The subordination may be for the entire amount of the series of mortgage-related securities or may be limited in amount.

#### *Other Mortgage-Related Assets*

*Mortgage Loans.* We may also acquire and accumulate mortgage loans as part of our investment strategy until a sufficient quantity has been accumulated for securitization into high-quality MBS in order to enhance their value and liquidity. We anticipate that any mortgage loans that we would acquire and do not immediately securitize, will not constitute more than 40% of our total mortgage-related assets at any time. Mortgage loans would be acquired with the intent of securitizing them into high-credit quality mortgage securities. Despite our intentions, however, we may not be successful in securitizing these mortgage loans. To meet our investment criteria, mortgage loans acquired by us would generally conform to the underwriting guidelines established by Fannie Mae, Freddie Mac or to secondary market standards for high quality mortgage loans. Applicable banking laws generally require that an appraisal be obtained in connection with the original issuance of mortgage loans by the lending institution and we do not intend to obtain additional appraisals at the time of acquiring mortgage loans.

Mortgage loans and other mortgage-related assets may be purchased from various suppliers of mortgage-related assets throughout the United States including savings and loans associations, banks, mortgage bankers and other mortgage lenders.

*Other Investments.* We may acquire other investments that include equity and debt securities issued by other primarily mortgage-related finance companies, interests in mortgage-related collateralized bond obligations, other subordinated interests in pools of mortgage-related assets, commercial mortgage loans and securities and residential mortgage loans other than high-credit quality mortgage loans. Although we expect that our other investments will be limited to less than 10% of total assets, we have no limit on how much of our stockholders' equity will be allocated to other investments. There may be periods in which other investments represent a large portion of our stockholders' equity.

### *Residential Real Estate*

These assets consist of residential properties which we lease to tenants. Our focus is on acquiring properties in those areas within in-migration states that will produce high occupancy and rental rates and generate long-term property appreciation.

## **Corporate Governance**

We strive to maintain an ethical workplace in which the highest standards of professional conduct are practiced.

- Our Board is composed of a majority of independent directors. Our Audit, Compensation, Nominating and Corporate Governance and Strategic Review Committees are composed exclusively of independent directors.
- In order to foster the highest standards of ethics and conduct in all of our business relationships, we have adopted a Code of Ethics and Business Conduct and Corporate Governance Guidelines, which cover a wide range of business practices and procedures that apply to all of our directors and officers and the officers and employees of our Manager. In addition, we have implemented a Whistle-Blower Hotline and procedures by which any officer or employee may raise, on a confidential basis, concerns regarding any questionable or unethical accounting, internal accounting controls or auditing matters with our Audit Committee.
- We have an Insider Trading Policy, which is incorporated into our Code of Ethics and Business Conduct, which prohibits any of our directors and officers and the officers and employees of our Manager from buying or selling our securities on the basis of material non-public information and prohibits communicating material non-public information about our Company to others.
- We have a formal internal audit function, through the current use of an outsourced firm, to further the effective functioning of our internal controls and procedures. Our internal auditors report directly to our Audit Committee and the internal audit function is intended to provide management and our Audit Committee with an effective tool to identify and address areas of financial or operational concerns and to ensure that appropriate controls and procedures are in place. We have implemented Section 404 of the Sarbanes-Oxley Act of 2002, as amended, which requires an evaluation of internal control over financial reporting in association with our consolidated financial statements as of December 31, 2015 (see Item 9A, "Controls and Procedures," included in this Annual Report on Form 10-K).

## **Competition**

When we invest in MBS and other mortgage-related assets, we compete with a variety of institutional investors including other REITs, insurance companies, mutual funds, pension funds, investment banking firms, banks and other financial institutions that invest in the same or similar types of assets. Many of these investors have greater financial resources and access to lower costs of capital than we do.

## **Employees**

Effective December 31, 2011, in accordance with the Management Agreement, all of our employees at the Company were terminated and were employed by our Manager.

## **Company Information**

We were incorporated in Maryland on October 20, 1997 and commenced our operations on March 17, 1998. Our principal executive offices are located at 1299 Ocean Avenue, Second Floor, Santa Monica, California, 90401. Our telephone number is (310) 255-4493 and our fax number is (310) 434-0070.

## Information on our Company Website

The Company maintains a website, <http://www.anworth.com>. We make our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, available, free of charge, on our website as soon as reasonably practicable after we file or furnish these reports with the SEC. In addition, we post the following information on our website (we do not intend to and does not hereby incorporate by reference the information on our website as a part of this Annual Report on Form 10-K):

- our corporate code of conduct, which qualifies as a “code of ethics” as defined by Item 406 of Regulation S-K of the Exchange Act;
- our corporate governance guidelines; and
- charters for our Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee.

All of the above information is also available in print upon request to our Corporate Secretary at the address listed under the heading “Company Information” above.

## CERTAIN FEDERAL INCOME TAX CONSIDERATIONS

The following discussion summarizes particular U.S. federal income tax considerations regarding our qualification and taxation as a REIT and particular U.S. federal income tax consequences resulting from the acquisition, ownership and disposition of our capital stock. This discussion is based on current law and assumes that we have qualified at all times throughout our existence, and will continue to qualify, as a REIT for U.S. federal income tax purposes. The tax law upon which this discussion is based could be changed and any such change could have a retroactive effect. The following discussion is not exhaustive of all possible tax considerations. This summary neither gives a detailed discussion of any state, local or foreign tax considerations nor discusses all of the aspects of U.S. federal income taxation that may be relevant to an investor in light of its particular circumstances or to particular types of stockholders which are subject to special tax rules, such as insurance companies, tax-exempt entities, financial institutions or broker-dealers, foreign corporations or partnerships and persons who are not citizens or residents of the U.S., stockholders that hold our stock as a hedge, part of a straddle, conversion transaction or other arrangement involving more than one position, or stockholders whose functional currency is not the U.S. dollar. This discussion assumes that our capital stock is held by an investor as a “capital asset” under the Code, which generally is property held for investment.

### General

Our qualification and taxation as a REIT depends upon our ability to meet, on an ongoing basis, various requirements imposed under the Code as discussed below, which relate to the nature of our gross income, the composition of our assets, distribution levels and diversity of stock ownership. Accordingly, the actual results of our operations for any particular taxable year may not satisfy these requirements.

We have made an election to be taxed as a REIT under the Code commencing with our taxable year ended December 31, 1998. We currently expect to continue operating in a manner that will permit us to maintain our qualification as a REIT. All qualification requirements for maintaining our REIT status, however, may not have been, or might not continue to be, met.

So long as we qualify for taxation as a REIT, we generally will be permitted a deduction for dividends that we pay to our stockholders. As a result, we generally will not be required to pay federal corporate income taxes on our net income that is currently distributed to our stockholders on a current basis. This treatment substantially eliminates the “double taxation” that ordinarily results from investment in a corporation. Double taxation means taxation once at the corporate level when income is earned and once again at the stockholder level when this income is distributed. We will be required to pay federal income tax, however, as follows:

- we will be required to pay tax at regular corporate rates on any undistributed “real estate investment trust taxable income,” including undistributed net capital gains;
- we may be required to pay the “alternative minimum tax” on our items of tax preference; and
- if we have (a) net income from the sale or other disposition of “foreclosure property” which is held primarily for sale to customers in the ordinary course of business, or (b) other non-qualifying income from foreclosure property, we will be required to pay tax at the highest corporate rate on this income. Foreclosure property is generally defined as property acquired through foreclosure or after a default on a loan secured by the property or on a lease of the property.

To the extent that distributions exceed current and accumulated earnings and profits, they will constitute a return of capital, rather than dividend or capital gain income, and will reduce the stockholder's tax basis in the stock with respect to which the distributions are paid and, to the extent that they exceed such basis, will be taxed in the same manner as gain from the sale of that stock. For purposes of determining whether distributions are out of current or accumulated earnings and profits, our earnings and profits will be allocated first to our preferred stock (rather than to our common stock) with the result that distributions with respect to our preferred stock are more likely to be treated as dividends than as return of capital or a distribution in excess of basis. Calculations of corporate earnings and profits are complex and it is possible that distributions expected to be a return of capital may subsequently be determined to be taxable distributions of earnings and profits.

Currently, dividends paid by regular C corporations to stockholders other than corporations are generally taxed at the rate applicable to long-term capital gains, which is currently a maximum of 20%, subject to certain limitations. Because we are a REIT, however, our dividends, including dividends paid on our stock, including shares of our preferred stock, generally will continue to be taxed at regular ordinary income tax rates, except in limited circumstances.

We will be required to pay a 100% tax on any net income from prohibited transactions. Prohibited transactions are, in general, sales or other taxable dispositions of property other than foreclosure property held primarily for sale to customers in the ordinary course of business. While the Code contains certain safe harbors provisions to avoid the application of this 100% tax, outside of the safe harbor, the determination of whether property is held as inventory or primarily for sale to customers in the ordinary course of a trade or business depends on all the facts and circumstances surrounding the particular transaction. No assurance can be given that any particular property in which we hold a direct or indirect interest will not be treated as property held for sale to customers, or that we can comply with certain safe harbor provisions of the Code that would prevent such treatment. The 100% tax will not apply to gains from the sale of property that is held through a taxable REIT subsidiary or other taxable corporation, although such income will be taxed to the corporation at regular corporate tax rates.

If we fail to satisfy the 75% gross income test or the 95% gross income test discussed below but nonetheless maintain our qualification as a REIT because certain other requirements are met, we will be subject to a tax equal to the greater of (i) the amount by which 75% of our gross income exceeds the amount qualifying under the 75% gross income test described below, and (ii) the amount by which 95% of our gross income exceeds the amount qualifying under the 95% gross income test described below, multiplied by a fraction intended to reflect our profitability.

In the event of more than de minimis failure of any of the asset tests occurs in a taxable year, as long as the failure was due to reasonable cause and not willful neglect and we dispose of the assets or otherwise comply with the asset tests within six months after the last day of the quarter in which we identify such failure, we may pay a tax equal to the greater of \$50 thousand or 35% of the net income from the non-qualifying assets during the period in which we failed to satisfy any of the asset tests in lieu of having our qualification as a REIT terminated.

In the event of a failure to satisfy one or more requirements for REIT qualification occurring in a taxable year, other than the gross income tests and the asset tests, as long as such failure was due to reasonable cause and not to willful neglect, we will be required to pay a penalty of \$50 thousand for each such failure in order to maintain our REIT qualification.

We will be required to pay a nondeductible 4% excise tax on the excess of the required distribution over the amounts actually distributed if we fail to distribute during each calendar year at least the sum of:

- 85% of our real estate investment trust ordinary income for the year;
- 95% of our real estate investment trust capital gain net income for the year; and
- any undistributed taxable income from prior periods.

This distribution requirement is in addition to, and different from, the distribution requirements discussed below in the section entitled "Annual Distribution Requirements."

We may elect to retain and pay income tax on our net long-term capital gain. In that case, if we so elect, a U.S. stockholder would be taxed on its proportionate share of our undistributed long-term capital gain (to the extent that we make a timely designation of such gain to the stockholder) and would receive a credit or refund of its proportionate share of the tax we paid. The basis of the stockholder's shares is increased by the amount of the undistributed long-term capital gain (less the amount of capital gains tax paid by the REIT) includable by the stockholder.

If we own a residual interest in a real estate mortgage investment conduit, or REMIC, we will be taxable at the highest corporate rate on the portion of any excess inclusion income that we derive from the REMIC residual interests equal to the percentage of our stock that is held by “disqualified” organizations. Although the law is unclear, similar rules may apply if we own an equity interest in a taxable mortgage pool. To the extent that we own a REMIC residual interest or an interest in a taxable mortgage pool through a taxable REIT subsidiary, we will not be subject to this tax, although our taxable REIT subsidiary will be subject to corporate income tax on all of its income, including any income derived from the interest in a REMIC or taxable mortgage pool. A “disqualified organization” includes:

- the United States of America;
- any state or political subdivision of the United States of America;
- any foreign government;
- any international organization;
- any agency or instrumentality of any of the foregoing;
- any other tax-exempt organization other than a farmers’ cooperative described in Section 521 of the Code that is exempt both from income taxation and from taxation under the unrelated business taxable income provisions of the Code; and
- any rural electrical or telephone cooperative.

If we acquire any asset from a corporation which is or has been taxed as a C corporation under the Code in a transaction in which the basis of the asset in our hands is determined by reference to the basis of the asset in the hands of the C corporation and we subsequently recognize gain on the disposition of the asset during the five-year period beginning on the date on which we acquired the asset, then we will be required to pay tax at the highest regular corporate tax rate on this gain to the extent of the excess of:

- the fair market value of the asset, over
- our adjusted basis in the asset,
- in each case determined as of the date on which we acquired the asset.

We may be subject to a 100% excise tax on certain transactions with any taxable REIT subsidiaries (defined below) to the extent that such transactions are not conducted on a basis that is consistent with arm’s length terms.

In addition, notwithstanding our REIT status, we may also have to pay certain state and local income taxes, because not all states and localities treat REITs in the same manner as they are treated for federal income tax purposes.

### **Requirements for Qualification as a REIT**

The Code defines a REIT as a corporation, trust or association:

1. that is managed by one or more trustees or directors;
2. that issues transferable shares or transferable certificates to evidence beneficial ownership;
3. that would be taxable as a domestic corporation but for Code Sections 856 through 859;
4. that is not a financial institution or an insurance company within the meaning of the Code;
5. that is beneficially owned by 100 or more persons;
6. not more than 50% in value of the outstanding stock of which is owned, actually or constructively, by five or fewer individuals, including specified entities, at all times during the last half of each taxable year;
7. that meets other tests, described below, regarding the nature of its income and assets and the amount of its distributions; and
8. that elects to be a REIT or has made such election for a previous taxable year and satisfies all relevant filing and other administrative requirements established by the Internal Revenue Service, or the IRS, that must be met in order to elect and retain REIT status.

The Code provides that all of the first four conditions stated above must be met during the entire taxable year and that the fifth condition must be met during at least 335 days of a taxable year of twelve months, or during a proportionate part of a taxable year of less than twelve months. The fifth and sixth conditions do not apply until after the first taxable year for which an election is made to be taxed as a REIT.

For purposes of the sixth condition, certain specified types of trusts and tax-exempt entities are treated as individuals, except that a “look-through” exception generally applies with respect to pension funds.

### **Stock Ownership Tests**

As noted above, our stock must be beneficially held by at least 100 persons, or the “100 Stockholder Rule,” and no more than 50% of the value of our stock may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of the taxable year, or the “5/50 Rule.” We are required to solicit information from certain of our record stockholders to verify actual stock ownership levels and our charter provides for restrictions regarding the transfer of our stock in order to aid in meeting the stock ownership requirements. If we were to fail either of the stock ownership tests, we would generally be disqualified from our REIT status. However, if we comply with regulatory rules pursuant to which we are required to send annual letters to holders of our stock requesting information regarding the actual ownership of our stock, and we do not know, or exercising reasonable diligence would not have known, whether we failed to meet the 5/50 Rule, then we will be treated as having met the 5/50 Rule.

### **Income Tests**

We must satisfy two gross income requirements annually to maintain our qualification as a REIT:

- We must derive, directly or indirectly, at least 75% of our gross income, excluding gross income from prohibited transactions, from specified real estate sources, including rental income, interest on obligations (including certain MBS) that are secured by mortgages on real property or on interests in real property, gain from the disposition of “qualified real estate assets” (i.e., interests in real property, mortgages secured by real property or interests in real property, and certain other assets), income from certain types of temporary investments, amounts, such as commitment fees, received in consideration for entering into an agreement to make a loan secured by real property, and income derived from a REMIC in proportion to the real estate assets held by the REMIC, unless at least 95% of the REMIC’s assets are real estate assets (in which case, all of the income derived from the REMIC), or the “75% gross income test;” and
- We must derive at least 95% of our gross income, excluding gross income from prohibited transactions, from (a) the sources of income that satisfy the 75% gross income test, (b) dividends, interest and gain from the sale or disposition of stock or securities, or (c) any combination of the foregoing, or the “95% gross income test.”

Gross income from servicing loans for third parties is not qualifying income for purposes of either gross income test. Any gross income from our sale of property held primarily for sale to customers in the ordinary course of business is excluded from both the numerator and the denominator in both income tests (but is subject to a 100% tax as a prohibited transaction unless certain safe harbor provisions are satisfied). Income and gain from certain transactions that we enter into to hedge indebtedness incurred or to be incurred to acquire or carry real estate assets, and that are clearly and timely identified as such, are excluded from both the numerator and denominator for purposes of both gross income tests.

For purposes of the 75% and 95% gross income tests, a REIT is deemed to have earned a proportionate share of the income earned by any partnership, or any limited liability company treated as a partnership for federal income tax purposes, in which it owns an interest, which share is determined by reference to the REIT’s capital interest in such entity, and is deemed to have earned all of the income earned by any qualified REIT subsidiary (in general, a 100%-owned corporate subsidiary of a REIT) or any other entity that is disregarded as separated from the parent REIT for U.S. federal income tax purposes. Interest earned by a REIT ordinarily does not qualify as income meeting the 75% or 95% gross income tests if the determination of all or some of the amount of interest depends on the income or profits of any person. Interest will not be disqualified from meeting such tests, however, solely by reason of being based on a fixed percentage or percentages of receipts or sales.

The following paragraphs discuss in more detail the specific application of the gross income tests to us.

*Interest.* The term “interest,” as defined for purposes of both gross income tests, generally excludes any amount that is based in whole or in part on the income or profits of any person. However, interest generally includes the following:

- an amount that is based on a fixed percentage or percentages of receipts or sales; and
- an amount that is based on the income or profits of a debtor as long as the debtor derives substantially all of its income from the real property securing the debt from leasing substantially all of its interest in the property and only to the extent that the amounts received by the debtor would be qualifying “rents from real property” if received directly by a REIT.

If a loan contains a provision that entitles a REIT to a percentage of the borrower’s gain upon the sale of the real property securing the loan or a percentage of the appreciation in the property’s value as of a specific date, income attributable to that loan provision will generally be treated as gain from the sale of the property securing the loan, which normally constitutes qualifying income for purposes of both gross income tests.



Interest on debt secured by a mortgage on real property or on interests in real property, including, for this purpose, discount points, prepayment penalties, loan assumption fees and late payment charges that are not compensation for services, generally is qualifying income for purposes of the 75% gross income test. However, if the highest principal amount of a loan outstanding during a taxable year exceeds the fair market value of the real property securing the loan as of the date the REIT agreed to originate or acquire the loan, a portion of the interest income from such loan will not be qualifying income for purposes of the 75% gross income test but will be qualifying income for purposes of the 95% gross income test. The portion of the interest income that will not be qualifying income for purposes of the 75% gross income test will be equal to the portion of the principal amount of the loan that is not secured by real property—that is, the amount by which the loan exceeds the value of the real estate that is security for the loan. For purposes of these rules, ancillary personal property that secures a mortgage loan and has a value not in excess of 15% of the total value of the collateral (i.e., of the real property together with the personal property) is treated as real property.

The interest, original issue discount and market discount income that we receive from our mortgage loans and certain MBS (including Agency MBS and interests in REMICs) generally will be qualifying income for purposes of both gross income tests. However, as discussed above, if the fair market value of the real estate securing any of our loans is less than the principal amount of the loan, a portion of the income from that loan will be qualifying income for purposes of the 95% gross income test but not the 75% gross income test.

*Fee Income.* We may receive various fees in connection with originating mortgage loans. The fees will be qualifying income for purposes of both the 75% and 95% income tests if they are received in consideration for entering into an agreement to make a loan secured by real property and the fees are not determined based on the borrower's income or profits. Therefore, commitment fees will generally be qualifying income for purposes of the income tests. Other fees, such as fees received for servicing loans for third parties, are not qualifying income for purposes of either income test.

*Dividends.* Our share of any dividends received from any corporation (including any of our taxable REIT subsidiaries, but excluding any REIT) in which we own an equity interest will qualify for purposes of the 95% gross income test but not for purposes of the 75% gross income test. Our share of any dividends received from any other REIT in which we own an equity interest will be qualifying income for purposes of both gross income tests.

*Rents from Real Property.* Rents that we receive with respect to real property will qualify as “rents from real property” in satisfying the gross income requirements for a REIT described above provided that the following conditions are met:

- First, the amount of rent must not be based, in whole or in part, on the income or profits of any person. However, an amount received or accrued generally will not be excluded from rents from real property solely by reason of being based on fixed percentages of receipts or sales.
- Second, rents we receive from a “related party tenant” will not qualify as rents from real property in satisfying the gross income tests unless the tenant is a taxable REIT subsidiary, at least 90% of the property is leased to unrelated tenants and the rent paid by the taxable REIT subsidiary is substantially comparable to the rent paid by the unrelated tenants for comparable space. A tenant is a related party tenant if the REIT, or an actual or constructive owner of 10% or more of the REIT, actually or constructively owns 10% or more of the tenant.
- Third, if rent attributable to personal property leased in connection with a lease of real property is greater than 15% of the total rent received under the lease, then the portion of rent attributable to the personal property will not qualify as rents from real property.
- Fourth, we generally must not operate or manage our real property or furnish or render services to our tenants, other than through an “independent contractor” who is adequately compensated and from whom we do not derive revenue. However, we may provide services directly to tenants if the services are “usually or customarily rendered” in connection with the rental of space for occupancy only and are not considered to be provided for the tenants' convenience. In addition, we may provide a minimal amount of “non-customary” services to the tenants of a property, other than through an independent contractor, as long as our income from the services does not exceed 1% of our income from the related property. Furthermore, we may own up to 100% of the stock of a taxable REIT subsidiary, which may provide customary and non-customary services to tenants without tainting our rental income from the related properties.

*Hedging Transactions.* From time to time, we may enter into hedging transactions with respect to one or more of our assets or liabilities. Our hedging activities may include entering into interest rate swap agreements, caps and floors, options to purchase these items and futures and forward contracts. Income and gain from certain “hedging transactions” will be excluded from gross income for purposes of both the 95% gross income test and the 75% gross income test. A “hedging transaction” includes any transaction entered into in the normal course of our trade or business primarily to manage the risk of interest rate, changes or currency fluctuations with respect to borrowings made or to be made, or ordinary obligations incurred or to be incurred, to acquire or carry real estate assets. We will be required to clearly identify any such hedging transaction before the close of the day on which it was acquired, originated or entered into, and to meet certain other requirements. To the extent that any of our hedging transactions do not meet these requirements, or if we hedge for other purposes, or to the extent that a portion of our mortgage loans is not secured by “real estate

assets” (as described below under “Asset Tests”), or in other situations, the income from those transactions could be treated as income that does not qualify for purposes of one or both of the gross income tests. We intend to structure any hedging transactions in a manner that does not jeopardize our status as a REIT.

*Prohibited Transactions.* As discussed above, a REIT will incur a 100% tax on the net income derived from any sale or other disposition of property other than foreclosure property that the REIT holds primarily for sale to customers in the ordinary course of a trade or business. We believe that our assets generally will not be held primarily for sale to customers and that sales of our assets will not be considered to be in the ordinary course of our business. Whether a REIT holds an asset “primarily for sale to customers in the ordinary course of a trade or business” depends, however, on the facts and circumstances in effect from time to time, including those related to a particular asset. When practicable, we will attempt to comply with the terms of safe-harbor provisions in the Code prescribing when an asset sale will not be characterized as a prohibited transaction or otherwise structure our sale transactions so as to minimize this risk.

*Foreclosure Property.* We will be subject to tax at the maximum corporate rate on any income from foreclosure property other than income that otherwise would be qualifying income for purposes of the 75% gross income test, less expenses directly connected with the production of that income. However, gross income from foreclosure property will qualify under the 75% and 95% gross income tests. Foreclosure property is any real property, including interests in real property, and any personal property incident to such real property:

- that is acquired by a REIT as the result of the REIT having bid on such property at foreclosure, or having otherwise reduced such property to ownership or possession by agreement or process of law, after there was a default or default was imminent on a lease of such property or on indebtedness that such property secured;
- for which the related loan or lease was acquired by the REIT at a time when the default was not imminent or anticipated; and
- for which the REIT makes a proper election to treat the property as foreclosure property.

Permitted foreclosure property income also includes foreign currency gain that is attributable to otherwise permitted income from foreclosure property. Such foreign currency gain also is included as foreclosure property income for purposes of any tax on such income.

However, a REIT will not be considered to have foreclosed on a property where the REIT takes control of the property as a mortgagee-in-possession and cannot receive any profit or sustain any loss except as a creditor of the mortgagor. Property generally ceases to be foreclosure property at the end of the third taxable year following the taxable year in which the REIT acquired the property or longer if an extension is granted by the Secretary of the Treasury. This grace period terminates and foreclosure property ceases to be foreclosure property on the first day:

- on which a lease is entered into for the property that, by its terms, will give rise to income that does not qualify for purposes of the 75% gross income test or any amount is received or accrued, directly or indirectly, pursuant to a lease entered into on or after such day that will give rise to income that does not qualify for purposes of the 75% gross income test;
- on which any construction takes place on the property, other than completion of a building or any other improvement, where more than 10% of the construction was completed before default became imminent; or
- which is more than 90 days after the day on which the REIT acquired the property and the property is used in a trade or business which is conducted by the REIT other than through an independent contractor from whom the REIT itself does not derive or receive any income.

*Failure to Satisfy Gross Income Tests.* If we fail to satisfy one or both of the gross income tests for any taxable year, we nevertheless may qualify as a REIT for that year if we qualify for relief under certain provisions of the federal income tax laws. Those relief provisions will be available if:

- our failure to meet those tests is due to reasonable cause and not to willful neglect, and
- following such failure for any taxable year, a schedule of the sources of our income is filed in accordance with regulations prescribed by the Secretary of the Treasury.

We cannot predict, however, whether in all circumstances we would qualify for the relief provisions. In addition, as discussed above, even if the relief provisions apply, we would incur a tax equal to the amount that our gross income fails to satisfy the 75% gross income test or the 95% gross income test, as applicable, multiplied by a fraction intended to reflect our profitability.

## Foreign Investment and Exchange Gains

A REIT must be a U.S. domestic entity, but it is permitted to hold foreign real estate or other foreign-based assets, provided that the 75% and 95% income tests and other requirements for REIT qualification are met. A REIT that holds foreign real estate or other foreign-based assets may have foreign currency exchange gain under the foreign currency transaction tax rules. Foreign currency exchange gain originally was not explicitly included in the statutory definitions of qualifying income for purposes of the 75% and 95% income tests until a statutory change, although the IRS issued guidance that allowed foreign currency gain to be treated as qualified income in certain circumstances. The statutory change excludes certain foreign currency gain from the computation of qualifying income for purposes of the 75% income test or the 95% income test, respectively. The exclusion is solely for purposes of the computations under these tests.

The statutory change defines two new categories of income for purposes of the exclusion rules: “real estate foreign exchange gain” and “passive foreign exchange gain.” Real estate foreign exchange gain is excluded from gross income for purposes of both the 75% and the 95% income tests. Passive foreign exchange gain is excluded for purposes of the 95% income test but is included in gross income and treated as non-qualifying income, to the extent that it is not real estate foreign exchange gain, for purposes of the 75% income test.

Real estate foreign exchange gain is foreign currency gain which is attributable to: (i) any item of income qualifying for the numerator for the 75% income test; (ii) the acquisition or ownership of obligations secured by mortgages on real property or interests in real property; or (iii) becoming or being the obligor under obligations secured by mortgages on real property or interests in real property. Real estate foreign exchange gain also includes certain foreign currency gains attributable to certain “qualified business units” of the REIT.

Passive foreign exchange gain includes all real estate foreign exchange and, in addition, includes foreign currency gain which is attributable to: (i) any item of income or gain included in the numerator for the 95% income test, (ii) acquisition or ownership of obligations other than described in the preceding paragraph; (iii) becoming the obligor under obligations other than described in the preceding paragraph; and (iv) any other foreign currency gain to be determined by the IRS.

Notwithstanding the foregoing rules, except in the case of certain income excluded under the hedging rules, foreign currency exchange gain derived from engaging in dealing, or substantial and regular trading, in certain securities constitutes gross income that does not qualify under either the 75% or 95% income test.

## Asset Tests

To qualify as a REIT, we also must satisfy the following asset tests at the end of each quarter of each taxable year:

First, at least 75% of the value of our total assets must consist of:

- cash or cash items, including certain receivables;
- government securities;
- interests in real property, including leaseholds and options to acquire real property and leaseholds;
- interests in mortgage loans secured by real property (together with ancillary personal property that does not exceed 15% of the total collateral value), including, in general, our Agency MBS;
- stock in other REITs;
- debt instruments issued by publicly offered REITs;
- investments in stock or debt instruments during the one-year period following our receipt of new capital that we raise through equity offerings or public offerings of debt with at least a five-year term; and
- regular or residual interests in a REMIC. However, if less than 95% of the assets of a REMIC consist of assets that are qualifying real estate-related assets under the federal income tax laws, determined as if we held such assets, we will be treated as holding directly our proportionate share of the assets of such REMIC.

The term “cash” for purposes of the REIT asset qualification rules is defined to include foreign currency if the REIT or its “qualified business unit” uses such foreign currency as its functional currency, but only to the extent such foreign currency is held for use in the normal course of the activities of the REIT or the “qualified business unit” giving rise to income in the numerator for the 75% or 95% income tests, or directly related to acquiring or holding assets qualifying for the numerator in the 75% assets test, and is not held in connection with a trade or business of trading or dealing in certain securities.

Second, not more than 25% of the value of our total assets may be represented by securities (other than those included in the preceding category).

Third, not more than 25% of the value of our total assets (20% commencing in 2018) may be represented by securities of one or more taxable REIT subsidiaries.

Fourth, except with respect to a taxable REIT subsidiary and securities that qualify for purposes of the 75% test described above, (a) not more than 5% of the value of our total assets may be represented by securities of any one issuer, (b) we may not hold securities possessing more than 10% of the total voting power of the outstanding securities of any one issuer and (c) we may not hold securities having a value of more than 10% of the total value of the outstanding securities of any one issuer.

For purposes of the second and third asset tests, the term “securities” does not include stock in another REIT, equity or debt securities of a qualified REIT subsidiary or taxable REIT subsidiary, mortgage loans that constitute real estate assets, or equity interests in a partnership.

For purposes of the 10% value test, the term “securities” does not include:

- “Straight debt” securities, which is defined as a written unconditional promise to pay on demand or on a specified date a sum certain in money if (i) the debt is not convertible, directly or indirectly, into stock, and (ii) the interest rate and interest payment dates are not contingent on profits, the borrower’s discretion, or similar factors. “Straight debt” securities do not include any securities issued by a partnership or a corporation in which we or any controlled taxable REIT subsidiary (i.e., a taxable REIT subsidiary in which we own directly or indirectly more than 50% of the voting power or value of the stock) hold non-“straight debt” securities that have aggregate value of more than 1% of the issuer’s outstanding securities. However, “straight debt” securities include debt subject to the following contingencies:
  - a contingency relating to the time of payment of interest or principal, as long as either (i) there is no change to the effective yield of the debt obligation other than a change to the annual yield that does not exceed the greater of 0.25% or 5% of the annual yield, or (ii) neither the aggregate issue price nor the aggregate face amount of the issuer’s debt obligations held by us exceeds \$1 million and no more than 12 months of unaccrued interest on the debt obligations can be required to be prepaid; and
  - a contingency relating to the time or amount of payment upon a default or prepayment of a debt obligation, as long as the contingency is consistent with customary commercial practice.
- Any loan to an individual or an estate.
- Any “section 467 rental agreement” other than an agreement with a related party tenant.
- Any obligation to pay “rents from real property.”
- Certain securities issued by governmental entities.
- Any security issued by a REIT.
- Any debt instrument of an entity treated as a partnership for federal income tax purposes to the extent of our interest as a partner in the partnership.
- Any debt instrument of an entity treated as a partnership for federal income tax purposes not described in the preceding bullet points if at least 75% of the partnership’s gross income, excluding income from prohibited transaction, is qualifying income for purposes of the 75% gross income test described above in “Income Tests.”

The asset tests described above are based on our gross assets. For federal income tax purposes, we will be treated as owning both the loans we hold directly and, in general, any loans that we would securitize through non-REMIC debt securitizations. Although we will have a partially offsetting obligation with respect to the securities issued pursuant to securitizations, these offsetting obligations will generally not reduce the gross assets we are considered to own for purposes of the asset tests.

Although we believe that we have complied with and intend to continue to comply with the foregoing gross asset requirements applicable to REITs, we have held certain non-qualifying assets from time to time. At December 31, 2015, we owned approximately \$141 million of investments in non-REMIC debt securitizations as well as certain other assets that did not qualify for purposes of the 75% asset test.

For purposes of these rules, if the outstanding principal balance of a mortgage loan exceeds the fair market value of the real property securing the loan (together with that of any ancillary personal property which serves as collateral), a portion of such loan likely will not be a qualifying real estate asset under the federal income tax laws.

Revenue Procedures 2011-16 and 2014-51 discuss the modification of a mortgage loan (or an interest therein) that is held by a REIT in which the modification was occasioned by either a default on the loan or a modification that satisfies both of the following conditions: (a) based on all the facts and circumstances, the REIT or servicer of the loan (the “pre-modified loan”) reasonably believes that there is a significant risk of default of the pre-modified loan upon maturity of the loan or at an earlier date, and (b) based on all the facts and circumstances, the REIT or servicer reasonably believes that the modified loan presents a substantially reduced risk of default, as compared with the pre-modified loan. Revenue Procedures 2011-16 and 2014-51 provide that a REIT may treat a modification of a mortgage loan described therein as not being a new commitment to make or purchase a loan for purposes of apportioning interest on that loan between interest with respect to real property or other interest. The modification will also not be treated as a prohibited transaction. Further, with respect to the REIT asset test, the IRS will not challenge the REIT’s treatment of a loan as being in part a “real estate asset” if the REIT treats the loan as being a real estate asset in an amount equal to the lesser of (a) the value of the loan as determined under Treasury Regulations Section 1.856-3(a), or (b) the loan value of the real property securing the loan as determined under Treasury Regulations Section 1.856-5(c) and Revenue Procedures 2011-16 and 2014-51.

We will monitor the status of our assets for purposes of the various asset tests and will seek to manage our investment portfolio to comply at all times with such tests. There can be no assurance, however, that we will be successful in this effort. In this regard, to determine our compliance with these requirements, we will need to estimate the value of the real estate securing our mortgage loans at various times. Although we will seek to be prudent in making these estimates, there can be no assurances that the IRS might not disagree with these determinations and assert that a lower value is applicable. If we fail to satisfy the asset tests at the end of a calendar quarter, we will not lose our REIT status if:

- we satisfied the asset tests at the end of the preceding calendar quarter; and
- the discrepancy between the value of our assets and the asset test requirements arose from changes in the market values of our assets and was not wholly or partly caused by the acquisition of one or more non-qualifying assets, or solely by a change in the foreign currency exchange rate used to value a foreign asset.

If we did not satisfy the condition described in the second item, above, we still could avoid disqualification by eliminating any discrepancy within 30 days after the close of the calendar quarter in which it arose.

In the event that, at the end of any calendar quarter, we violate the asset tests described above, we will not lose our REIT status if (i) the failure is de minimis (up to the lesser of 1% of our assets or \$10 million) and (ii) we dispose of assets or otherwise comply with the asset tests within six months after the last day of the quarter in which we identify such failure. In the event of a more than de minimis failure of any of the asset tests, as long as the failure was due to reasonable cause and not to willful neglect, we will not lose our REIT status if (i) we dispose of assets or otherwise comply with the asset tests within six months after the last day of the quarter in which we identify such failure and (ii) pay a tax equal to the greater of \$50 thousand or 35% of the net income from the non-qualifying assets during the period in which we failed to satisfy the asset tests.

We currently believe that the securities and other assets that we expect to hold will satisfy the foregoing asset test requirements. However, no independent appraisals will be obtained to support our conclusions as to the value of our assets and securities, or in many cases, the real estate collateral for the mortgage loans that we hold. Moreover, the values of some assets may not be susceptible to a precise determination. As a result, there can be no assurance that the IRS will not contend that our ownership of securities and other assets violates one or more of the asset tests applicable to REITs.

### **Annual Distribution Requirements**

Each taxable year, we must distribute dividends, other than capital gain dividends and deemed distributions of retained capital gain, to our stockholders in an aggregate amount at least equal to:

- the sum of:
  - 90% of our “REIT taxable income,” computed without regard to the dividends paid deduction and our net capital gain or loss, and
  - 90% of our after-tax net income, if any, from foreclosure property, minus
  - the sum of certain items of excess non-cash income.

We must pay such distributions in the taxable year to which they relate or in the following taxable year if we declare the distribution before we timely file our federal income tax return for the year and pay the distribution on or before the first regular dividend payment date after such declaration. In addition, dividends declared in October, November or December payable to stockholders of record in such month are deemed received by stockholders on December 31 and to have been paid on December 31 if actually paid in January of the following year. See below under “Distributions Generally.”

We will pay the federal income tax on taxable income, including net capital gain, that we do not distribute to stockholders. Furthermore, if we fail to distribute during a calendar year, or by the end of January following the calendar year in the case of distributions with declaration and record dates falling in the last three months of the calendar year, at least the sum of:

- 85% of our REIT ordinary income for such year,
- 95% of our REIT capital gain income for such year, and
- any undistributed taxable income from prior periods,

we will incur a 4% nondeductible excise tax on the excess of such required distribution over the amounts we actually distribute. We may elect to retain and pay income tax on the net long-term capital gain we receive in a taxable year. See “Taxation of Taxable U.S. Stockholders.” If we so elect, we will be treated as having distributed any such retained amount for purposes of the 4% nondeductible excise tax described above. We intend to make timely distributions sufficient to satisfy the annual distribution requirements and to not incur corporate income tax and the 4% nondeductible excise tax.

It is possible that, from time to time, we may experience timing differences between the actual receipt of income and actual payment of deductible expenses and the inclusion of that income and deduction of such expenses in arriving at our REIT taxable income. Possible examples of those timing differences include the following:

- Because we may deduct capital losses only to the extent of our capital gains, we may have taxable income that exceeds our economic income.
- We will recognize taxable income in advance of the related cash flow if any of our mortgage loans or MBS are deemed to have original issue discount. We generally must accrue original issue discount based on a constant yield method that takes into account projected prepayments but that defers taking into account credit losses until they are actually incurred.
- We may recognize taxable market discount income when we receive the proceeds from the disposition of, or principal payments on, loans that have a stated redemption price at maturity that is greater than our tax basis in those loans, although such proceeds often will be used to make non-deductible principal payments on related borrowings.
- We may recognize taxable income without receiving a corresponding cash distribution if we foreclose on or make a significant modification to a loan to the extent that the fair market value of the underlying property or the principal amount of the modified loan, as applicable, exceeds our basis in the original loan.
- We may recognize phantom taxable income from any residual interests in REMICs or from retained ownership interests in mortgage loans that are used in certain securitization structures.

Although several types of non-cash income are excluded in determining the annual distribution requirement, we will incur corporate income tax and the 4% nondeductible excise tax with respect to those non-cash income items if we do not distribute those items on a current basis. As a result of the foregoing, we may have less cash than is necessary to distribute all of our taxable income and thereby avoid corporate income tax and the excise tax imposed on certain undistributed income. In such a situation, we may need to borrow funds or issue additional common stock or preferred stock.

Under certain circumstances, we may be able to correct a failure to meet the distribution requirement for a year by paying “deficiency dividends” to our stockholders in a later year. We may include such deficiency dividends in our deduction for dividends paid for the earlier year. Although we may be able to avoid income tax on amounts distributed as deficiency dividends, we will be required to pay interest to the IRS based upon the amount of any deduction we take for deficiency dividends.

### **Recordkeeping Requirements**

We must maintain certain records in order to qualify as a REIT. In addition, to avoid a monetary penalty, we must request, on an annual basis, information from our stockholders designed to disclose the actual ownership of our outstanding stock. We intend to comply with these requirements.

### **Failure to Qualify**

If we fail to satisfy one or more requirements for REIT qualification, other than the gross income tests and the asset tests, we could avoid disqualification if our failure is due to reasonable cause and not to willful neglect and we pay a penalty of \$50 thousand for each such failure. In addition, there are relief provisions for a failure of the gross income tests and asset tests as described in “Income Tests” and “Asset Tests.”

If we fail to qualify as a REIT in any taxable year and no relief provision applies, we would be subject to federal income tax and any applicable alternative minimum tax on our taxable income at regular corporate rates. In calculating our taxable income in a year in which we fail to qualify as a REIT, we would not be able to deduct amounts distributed to our stockholders. In fact, we would not be required to distribute any amounts to stockholders in that year. In such event, to the extent of our current and accumulated earnings and profits, all distributions to stockholders would be taxable as ordinary income. Subject to certain limitations of the federal income tax laws, corporate stockholders might be eligible for the dividends received deduction and domestic non-corporate stockholders may be eligible for the reduced federal income tax rate of 20% on qualified dividends. Unless we qualified for relief under specific statutory provisions, we also would be disqualified from taxation as a REIT for the four taxable years following the year during which we ceased to qualify as a REIT. We cannot predict whether, in all circumstances, we would qualify for such statutory relief.

### **Qualified REIT Subsidiaries**

A Qualified REIT Subsidiary, or QRS, is any corporation in which we own 100% of the outstanding stock and for which no election has been made to classify it as a taxable REIT subsidiary. The separate existence of a QRS is disregarded for federal income tax purposes. As such, assets, liabilities and income of a QRS would generally be treated as our assets, liabilities and income for purposes of each of the above REIT qualification tests. In February 2014, we incorporated our wholly-owned QRS, Anworth Properties, Inc., which commenced operations in March 2014. Our QRS may own, from time to time, REIT-qualified assets such as certain types of mortgage assets and rental real estate assets.

### **Taxable REIT Subsidiaries**

A Taxable REIT Subsidiary, or TRS, is any corporation in which we own stock (directly or indirectly) and that we and such corporation jointly elect to classify as a taxable REIT subsidiary. A taxable REIT subsidiary is not subject to the REIT asset, income and distribution requirements, nor is its assets, liabilities or income treated as our assets, liabilities or income for purposes of each of the above REIT qualification tests. We have incorporated Anworth Property Services, Inc., a wholly-owned subsidiary which we intend will be treated as a TRS, although it has not yet commenced operations. Our TRS will provide an entity through which we may participate in various activities that might otherwise have adverse tax consequences if conducted directly by a REIT or through a QRS. Unlike a REIT, a TRS pays standard corporate taxes on its income. Examples of activities in which a TRS might engage include: sales of assets in the ordinary course of business that would be a prohibited transaction if sold by the parent REIT; certain securitization activities; and certain service activities (including management of properties owned by third parties and non-customary services to real estate tenants). We generally intend to make a taxable REIT subsidiary election with respect to any other corporation in which we acquire securities constituting more than 10% by vote or value of such corporation and that is not a qualified REIT subsidiary. However, the aggregate value of all of our taxable REIT subsidiaries must be limited to 25% of the total value of our assets (20% commencing in 2018).

We may be subject to a 100% penalty tax on certain transactions with a taxable REIT subsidiary that are not on an arm's length basis. We intend for the terms of any transactions with a taxable REIT subsidiary to be consistent with arm's length terms.

We generally expect to derive any income from any taxable REIT subsidiaries in the form of dividends. Such dividends are not real estate source income for purposes of the 75% income test, although they will qualify for purposes of the 95% test. Therefore, when aggregated with our non-real estate source income, such dividends must not exceed 25% of our gross income in any year. We intend to monitor the value of our investment in, and the distributions from, our taxable REIT subsidiaries to ensure compliance with all applicable REIT income and asset tests in the event that we establish any taxable REIT subsidiaries.

Taxable REIT subsidiaries are generally subject to corporate level tax on their net income and will generally be able to distribute only net after-tax earnings to their stockholders, including us, as dividend distributions. Any dividends that we pay which are attributable to dividends received by us from taxable REIT subsidiaries can qualify for the 20% tax rate on qualified dividends in the hands of our stockholders that are not corporations.

### **Taxation of Taxable U.S. Stockholders**

For purposes of the discussion in this Annual Report on Form 10-K, the term "U.S. stockholder" means a holder of our stock that is, for U.S. federal income tax purposes:

- a citizen or resident of the U.S.;
- a corporation (including an entity treated as a corporation for federal income tax purposes), partnership or other entity created or organized in or under the laws of the U.S. or of any state thereof or in the District of Columbia, unless Treasury regulations provide otherwise;

- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust (i) whose administration is subject to the primary supervision of a U.S. court and which has one or more U.S. persons who have the authority to control all substantial decisions of the trust or (ii) that has a valid election in place to be treated as a U.S. person.

### *Distributions Generally*

Distributions out of our current or accumulated earnings and profits, other than capital gain dividends, will generally be taxable to U.S. stockholders as ordinary income. Provided that we continue to qualify as a REIT, dividends paid by us will not be eligible for the dividends received deduction generally available to U.S. stockholders that are corporations. To the extent that we make distributions in excess of current and accumulated earnings and profits, the distributions will be treated as a tax-free return of capital to each U.S. stockholder and will reduce the adjusted tax basis which each U.S. stockholder has in our stock by the amount of the distribution, but not below zero. Distributions in excess of a U.S. stockholder's adjusted tax basis in its stock will be taxable as capital gain and will be taxable as long-term capital gain if the stock has been held for more than one year. If we declare a dividend in October, November, or December of any calendar year which is payable to stockholders of record on a specified date in such a month and actually pay the dividend during January of the following calendar year, the dividend is deemed to be paid by us and received by the stockholder on December 31<sup>st</sup> of the previous year, but only to the extent we have any remaining undistributed earnings and profits (as computed under the Code) as of December 31<sup>st</sup>. Any portion of this distribution in excess of our previously undistributed earnings and profits as of December 31<sup>st</sup> should be treated as a distribution to our stockholders in the following calendar year for U.S. federal income tax purposes. Stockholders may not include in their own income tax returns any of our net operating losses or capital losses. Ordinary dividends to a U.S. stockholder generally will not be eligible for the favorable tax rates (currently 20% maximum rate) for "qualified dividend income." However, the 20% tax rate for "qualified dividend income" will apply to our ordinary REIT dividends that are attributable to (i) dividends received by us from non-REIT corporations such as a taxable REIT subsidiary, and (ii) any income on which we have paid a corporate income tax.

### *Cost Basis Reporting*

New federal income tax information reporting rules may apply to certain transactions in our shares, including the acquisition of shares pursuant to the Dividend Reinvestment and Stock Purchase Plan. Where such rules apply, the "cost basis" calculated for the shares involved will be reported to the IRS and to you. For "cost basis" reporting purposes, you may identify by lot the shares that you transfer or that are redeemed, but if you do not timely notify us of your election, we will identify the shares that are transferred or redeemed on a "first in/first out" basis. The shares in the Dividend Reinvestment and Stock Purchase Plan are also eligible for the "average cost" basis method, should you so elect.

Brokers that are required to report the gross proceeds from a sale of shares on Form 1099-B are generally required to report the customer's adjusted basis in the shares and whether any gain or loss with respect to the shares is long-term or short-term. In some cases, there may be alternative methods of determining the basis in shares that are disposed of, in which case a broker will apply a default method of its choosing if the investor does not indicate which method it chooses to have applied.

### *Capital Gain Distributions*

Distributions designated by us as capital gain dividends will be taxable to U.S. stockholders as capital gain income. We can designate distributions as capital gain dividends to the extent of our net capital gain for the taxable year of the distribution. This capital gain income will generally be taxable to non-corporate U.S. stockholders at a 20% or 25% rate based on the characteristics of the asset we sold that produced the gain. U.S. stockholders that are corporations may be required to treat up to 20% of certain capital gain dividends as ordinary income.

### *Retention of Net Capital Gains*

We may elect to retain, rather than distribute as a capital gain dividend, our net capital gains. If we were to make this election, we would pay tax on such retained capital gains. In such a case, if we so elect, our stockholders would:

- include their proportionate share of our undistributed net capital gains in their taxable income;
- receive a credit for their proportionate share of the tax paid by us in respect of such net capital gain; and
- increase the adjusted basis of their stock by the difference between the amount of their share of our undistributed net capital gain and their share of the tax paid by us.



## *Passive Activity Losses, Investment Interest Limitations and Other Considerations of Holding Our Stock*

Distributions that we make and gains arising from the sale or exchange of our stock by a U.S. stockholder will not be treated as passive activity income. As a result, U.S. stockholders will not be able to apply any “passive losses” against income or gains relating to our stock. Distributions by us, to the extent they do not constitute a return of capital, generally will be treated as investment income for purposes of computing the limitations under the Code on the deductibility of investment interest expense. Further, if we, or a portion of our assets, were to be treated as a taxable mortgage pool, or if we hold a residual interest in a REMIC, any resultant excess inclusion income that we derive which is allocated to you could not be offset by any losses or other deductions you may have.

### *Dispositions of Stock and Warrants*

A U.S. stockholder or U.S. warrant holder that sells or disposes of our stock or warrants will recognize gain or loss for federal income tax purposes in an amount equal to the difference between the amount of cash or the fair market value of any property the stockholder or warrant holder receives on the sale or other disposition and the stockholder’s or warrant holder’s adjusted tax basis in the stock or warrants, as applicable. This gain or loss will be capital gain or loss and will be long-term capital gain or loss if the stockholder or warrant holder has held the stock or warrants for more than one year. In general, any loss recognized by a U.S. stockholder or warrant holder upon the sale or other disposition of our stock or warrants that the stockholder or warrant holder has held for six months or less will be treated as long-term capital loss to the extent the stockholder or warrant holder received distributions from us which were required to be treated as long-term capital gains. All or a portion of any loss that a U.S. stockholder or warrant holder realizes upon a taxable disposition of our stock or warrants may be disallowed if the stockholder purchases other stock within 30 days before or after the disposition.

### *Information Reporting and Backup Withholding*

We report to our U.S. stockholders and the IRS the amount of dividends paid during each calendar year and the amount of any tax withheld. Under the backup withholding rules, a stockholder may be subject to backup withholding with respect to dividends paid and redemption proceeds unless the holder is a corporation or comes within other exempt categories and, when required, demonstrates this fact or provides a taxpayer identification number or social security number certifying as to no loss of exemption from backup withholding and otherwise complies with applicable requirements of the backup withholding rules. A U.S. stockholder that does not provide us with its correct taxpayer identification number or social security number may also be subject to penalties imposed by the IRS. A U.S. stockholder can meet this requirement by providing us with a correct, properly completed and executed copy of IRS Form W-9 or a substantially similar form. Backup withholding is not an additional tax. Any amount paid as backup withholding will be creditable against the stockholder’s income tax liability, if any, and otherwise be refundable. In addition, we may be required to withhold a portion of capital gain distributions made to any stockholders who fail to certify their non-foreign status.

### *Medicare Tax*

Certain U.S. stockholders who are individuals, estates or trusts and whose income exceeds certain thresholds will be required to pay a 3.8% Medicare tax on dividends, interest and certain other investment income, including capital gains from the sale or disposition of our stock.

## **Taxation of Tax-Exempt Stockholders**

The IRS has ruled that amounts distributed as a dividend by a REIT will be excluded from the calculation of unrelated business taxable income, or UBTI, when received by a tax-exempt entity. Based on that ruling, provided that a tax-exempt stockholder has not held our stock as “debt financed property” within the meaning of the Code, i.e., property, the acquisition, or holding of which is financed through a borrowing by the tax-exempt U.S. stockholder, the stock is not otherwise used in an unrelated trade or business, and we do not hold a residual interest in a REMIC that gives rise to “excess inclusion” income, as defined in Section 860E of the Code, dividend income on our stock and income from the sale of our stock should not be unrelated business taxable income to a tax-exempt stockholder. However, if we or a pool of our assets were to be treated as a “taxable mortgage pool,” a portion of the dividends paid to a tax-exempt stockholder may be subject to tax as unrelated business taxable income. Although we do not believe that we, or any portion of our assets, will be treated as a taxable mortgage pool, no assurance can be given that the IRS might not successfully maintain that such a taxable mortgage pool exists.

For tax-exempt stockholders that are social clubs, voluntary employee benefit associations, supplemental unemployment benefit trusts, and qualified group legal services plans exempt from federal income taxation under Sections 501(c)(7), (c)(9), (c)(17) and (c)(20) of the Code, respectively, income from an investment in our stock will constitute unrelated business taxable income unless the organization is able to properly claim a deduction for amounts set aside or placed in reserve for certain purposes so as to offset the income generated by its investment in our stock. Any prospective and current investors should consult their tax advisors concerning these “set aside” and reserve requirements.

Notwithstanding the above, however, a substantial portion of the dividends that a tax-exempt stockholder receives may constitute UBTI if we are treated as a “pension-held REIT” and the stockholder is a pension trust which:

- is described in Section 401(a) of the Code; and
- holds more than 10%, by value, of the interests in the REIT.

Tax-exempt pension funds that are described in Section 401(a) of the Code and exempt from tax under Section 501(a) of the Code are referred to below as “qualified trusts.”

A REIT is a “pension-held REIT” if:

- it would not have qualified as a REIT but for the fact that Section 856(h)(3) of the Code provides that stock owned by a qualified trust shall be treated, for purposes of the 5/50 Rule, described above, as owned by the beneficiaries of the trust, rather than by the trust itself; and
- either at least one qualified trust holds more than 25%, by value, of the interests in the REIT, or one or more qualified trusts, each of which owns more than 10%, by value, of the interests in the REIT, holds in the aggregate more than 50%, by value, of the interests in the REIT.

The percentage of any REIT dividend treated as unrelated business taxable income is equal to the ratio of:

- the unrelated business taxable income earned by the REIT, less directly related expenses, treating the REIT as if it were a qualified trust (and therefore subject to the rules regarding unrelated business taxable income), to
- the total gross income, less directly related expenses, of the REIT.

A de minimis exception applies where the percentage is less than 5% for any year. As a result of the limitations on the transfer and ownership of stock contained in our charter, we do not expect to be classified as a “pension-held REIT.”

### **Taxation of Non-U.S. Stockholders**

The rules governing federal income taxation of “non-U.S. stockholders” are complex and no attempt will be made herein to provide more than a summary of these rules. “Non-U.S. stockholders” means beneficial owners of shares of our stock that are not U.S. stockholders (as such term is defined in the discussion above under the heading entitled “Taxation of Taxable U.S. Stockholders”).

Distributions to non-U.S. stockholders that are not attributable to gain from our sale or exchange of U.S. real property interests, and that are not designated by us as capital gain dividends or retained capital gains, will be treated as dividends of ordinary income to the extent that they are made out of our current or accumulated earnings and profits. These distributions will generally be subject to a withholding tax equal to 30% of the distribution unless an applicable tax treaty reduces or eliminates that tax. However, if income from an investment in our stock is treated as effectively connected with the non-U.S. stockholder’s conduct of a U.S. trade or business, the non-U.S. stockholder generally will be subject to federal income tax at graduated rates on a net basis in the same manner as U.S. stockholders are taxed with respect to those distributions and also may be subject to the 30% branch profits tax in the case of a non-U.S. stockholder that is a corporation. We expect to withhold tax at the rate of 30% on the gross amount of any distributions made to a non-U.S. stockholder unless:

- a lower treaty rate applies and any required form, for example IRS Form W-8BEN, evidencing eligibility for that reduced rate is filed by the non-U.S. stockholder with us; or
- the non-U.S. stockholder files an IRS Form W-8ECI with us claiming that the distribution is effectively connected income.

Any portion of the dividends paid to non-U.S. stockholders that is treated as excess inclusion income will not be eligible for exemption from the 30% withholding tax or a reduced treaty rate.

Distributions in excess of our current and accumulated earnings and profits will not be taxable to non-U.S. stockholders to the extent that these distributions do not exceed the adjusted basis of the stockholder’s stock, but rather will reduce the adjusted basis of that stock. To the extent that distributions in excess of current and accumulated earnings and profits exceed the adjusted basis of a non-U.S. stockholder’s stock, these distributions will give rise to tax liability if the non-U.S. stockholder would otherwise be subject to tax on any gain from the sale or disposition of its stock, as described below. Because it generally cannot be determined at the time a distribution is made whether or not such distribution may be in excess of current and accumulated earnings and profits, the entire amount of any distribution normally will be subject to withholding at the same rate as a dividend. However, amounts so withheld are creditable against U.S. tax liability, if any, or refundable by the IRS to the extent that the distribution is subsequently determined to be in excess of our current and accumulated earnings and profits. We are also required to withhold 15% of any distribution in excess of

our current and accumulated earnings and profits if our stock is a U.S. real property interest and if we are not a domestically controlled REIT, as discussed below. Consequently, although we intend to generally withhold at a rate of 30% on the entire amount of any distribution to a non-U.S. stockholder, to the extent that we do not do so, any portion of a distribution not subject to withholding at a rate of 30% may be subject to withholding at a rate of 15%.

Distributions attributable to our capital gains which are not attributable to gain from the sale or exchange of a U.S. real property interest generally will not be subject to income taxation unless (1) investment in our stock is effectively connected with the non-U.S. stockholder's U.S. trade or business (or, if an income tax treaty applies, is attributable to a U.S. permanent establishment of the non-U.S. stockholder), in which case the non-U.S. stockholder will be subject to the same treatment as U.S. stockholders with respect to such gain (except that a corporate non-U.S. stockholder may also be subject to the 30% branch profits tax), or (2) the non-U.S. stockholder is a non-resident alien individual who is present in the U.S. for 183 days or more during the taxable year and certain other conditions are satisfied, in which case the non-resident alien individual will be subject to a 30% tax on the individual's capital gains.

For any year in which we qualify as a REIT, distributions that are attributable to gain from the sale or exchange of a U.S. real property interest, which includes some interests in real property, but generally does not include an interest solely as a creditor in mortgage loans or MBS, will be taxed to a non-U.S. stockholder under the provisions of the Foreign Investment in Real Property Tax Act of 1980, or FIRPTA. Under FIRPTA, distributions attributable to gain from sales of U.S. real property interests are taxed to a non-U.S. stockholder as if that gain were effectively connected with the stockholder's conduct of a U.S. trade or business (effectively connected income). Non-U.S. stockholders thus would be taxed on such income at the normal capital gain rates applicable to U.S. stockholders, subject to applicable alternative minimum tax and a special alternative minimum tax in the case of nonresident alien individuals. Distributions that are subject to FIRPTA also may be subject to the 30% branch profits tax in the hands of a non-U.S. corporate stockholder. We are required to withhold 35% of any distribution that we designate (or, if greater, the amount that we could designate) as a capital gains dividend. The amount withheld is creditable against the non-U.S. stockholder's FIRPTA tax liability.

A capital gain distribution from a REIT to a foreign investor will not be treated by a non-U.S. stockholder as effectively connected income, provided that (i) the distribution is received with respect to a class of stock that is regularly traded on an established securities market located in the U.S. (our stock currently is so traded) and (ii) the foreign investor does not own more than 10% of the class of stock at any time during the taxable year within which the distribution is received. In that case, the foreign investor is not required to file a U.S. federal income tax return by reason of receiving such a distribution. Such a distribution is treated as an ordinary dividend that is subject to withholding and taxation as described above and is not treated as a capital gain. Also, the branch profits tax does not apply to such a distribution.

Gain recognized upon the sale of our stock by a non-U.S. stockholder could be treated as effectively connected income under FIRPTA if we are considered to be a United States Real Property Holding Corporation, or USRPHC. In general, a corporation is considered to be a USRPHC if more than 50% of its business assets at any time during a prescribed testing period (which is typically five years) consist of U.S. real property interests. Interests solely as a creditor, including most mortgage loans and MBS, are not considered to be U.S. real property interests. Although we hold certain U.S. real property interests, we do not believe that we are or have been a USRPHC, in which case FIRPTA would not apply to gain recognized upon a sale of our stock.

Even if we become a USRPHC in the future, gains recognized by a non-U.S. stockholder upon a sale of our stock generally will not be taxed under FIRPTA if we are a domestically-controlled REIT, which is a REIT in which at all times during a specified testing period less than 50% in value of the stock was held directly or indirectly by non-U.S. stockholders. Because our stock is publicly traded, we cannot assure our investors that we are or will remain a domestically-controlled REIT. Even if we are not a domestically-controlled REIT, however, a non-U.S. stockholder that owns, actually or constructively, 10% or less of our stock throughout a specified testing period will not recognize taxable gain on the sale of our stock under FIRPTA if the shares are traded on an established securities market.

If gain from the sale of the stock were subject to taxation under FIRPTA, the non-U.S. stockholder would be subject to the same treatment as U.S. stockholders with respect to that gain, subject to applicable alternative minimum tax and a special alternative minimum tax in the case of nonresident alien individuals. The 30% branch profits tax to which non-U.S. corporations are subject would not apply to such gain. In addition, the purchaser of the stock could be required to withhold 15% of the purchase price and remit such amount to the IRS.

The Protecting Americans from Tax Hikes Act of 2015, or the PATH Act, creates new exemptions from FIRPTA for foreign pension funds that meet certain requirements and for "qualified shareholders." Qualified shareholders are certain foreign entities that are publicly traded "qualified collective investment vehicles" which are subject to exchange of information provisions pursuant to a tax treaty between the United States and their home country, maintain records identifying large shareholders and meet certain other requirements. To the extent that a non-U.S. stockholder is subject to either of these exemptions, FIRPTA will not apply either to gain recognized by the non-U.S. stockholder upon a sale of our stock or to capital gain dividend that is attributable to a sale by us of a U.S. real property interest.

Gain upon the sale of our stock by a non-U.S. stockholder that is not subject to FIRPTA will be taxable to a non-U.S. stockholder if:

- the non-U.S. stockholder's investment in the stock is effectively connected with a trade or business in the U.S., in which case the non-U.S. stockholder will be subject to the same treatment as U.S. stockholders with respect to that gain; or
- the non-U.S. stockholder is a nonresident alien individual who was present in the U.S. for 183 days or more during the taxable year and other conditions are met, in which case the nonresident alien individual will be subject to a 30% tax on the individual's capital gains.

#### *Information Reporting and Backup Withholding*

If the proceeds of a disposition of our stock are paid by or through a U.S. office of a broker-dealer, the payment is generally subject to information reporting and to backup withholding (currently at a rate of 28%) unless the disposing non-U.S. stockholder certifies as to his name, address and non-U.S. status or otherwise establishes an exemption. Generally, U.S. information reporting and backup withholding will not apply to a payment of disposition proceeds if the payment is made outside the U.S. through a foreign office of a foreign broker-dealer. If the proceeds from a disposition of our stock are paid to or through a foreign office of a U.S. broker-dealer or a non-U.S. office of a foreign broker-dealer that is (i) a "controlled foreign corporation" for federal income tax purposes, (ii) a foreign person 50% or more of whose gross income from all sources for a three-year period was effectively connected with a U.S. trade or business, (iii) a foreign partnership with one or more partners who are U.S. persons and who in the aggregate hold more than 50% of the income or capital interest in the partnership, or (iv) a foreign partnership engaged in the conduct of a trade or business in the U.S., then (a) backup withholding will not apply unless the broker-dealer has actual knowledge that the owner is not a foreign stockholder, and (b) information reporting will not apply if the non-U.S. stockholder satisfies certification requirements regarding its status as a foreign stockholder.

#### **Foreign Accounts**

Shareholders that acquire our stock through an account maintained at a non-U.S. financial institution should be aware that the Foreign Account Tax Compliance Act, or FATCA, provides that a 30% withholding tax will be imposed on certain payments made to a foreign entity (such as dividends that we pay and proceeds from the sale of our stock) if such entity fails to satisfy certain new disclosure and reporting rules. FATCA generally requires that (i) in the case of shareholder that is foreign financial institution (defined broadly to include a hedge fund, a private equity fund, a mutual fund, a securitization vehicle or other investment vehicle), the entity identify and provide information with respect to financial accounts with such entity held (directly or indirectly) by U.S. persons and U.S.-owned foreign entities and (ii) in the case of a shareholder that is a non-financial foreign entity, the entity identify and provide information with respect to substantial U.S. owners of such entity.

The IRS has released guidance providing that FATCA withholding with respect to gross proceeds from the disposition of stock will not be imposed on payments made prior to January 1, 2019. The U.S. Treasury has signed certain Intergovernmental Agreements with other countries to implement the exchange of information required under FATCA. Shareholders that invest in the Company through an account maintained at a non-U.S. financial institution are strongly encouraged to consult with their own tax advisors regarding the potential application and impact of FATCA and any Intergovernmental Agreement between the United States and their home jurisdiction in connection with FATCA compliance.

#### **State, Local and Foreign Taxation**

We may be required to pay state, local and foreign taxes in various state, local and foreign jurisdictions, including those in which we transact business or make investments, and our stockholders may be required to pay state, local and foreign taxes in various state, local and foreign jurisdictions, including those in which they reside. Our state, local and foreign tax treatment may not conform to the federal income tax consequences summarized above. In addition, a stockholder's state, local and foreign tax treatment may not conform to the federal income tax consequences summarized above. Consequently, prospective investors should consult their tax advisors regarding the effect of state, local and foreign tax laws on an investment in our stock.

#### **Possible Legislative or Other Actions Affecting Tax Considerations**

Prospective investors and stockholders should recognize that the present U.S. federal income tax treatment of an investment in our stock may be modified by legislative, judicial or administrative action at any time and that any such action may affect investments and commitments previously made. The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Treasury Department, resulting in revisions of regulations and revised interpretations of established concepts as well as statutory changes. Revisions in U.S. federal tax laws and interpretations thereof could adversely affect the tax consequences of an investment in our stock.

The recently enacted PATH Act contains changes to certain aspects of the U.S. federal income tax rules applicable to REITs. The Act modifies various rules that apply to a REIT's ownership of and business relationship with its taxable REIT subsidiaries and reduces (beginning in 2018) the value of a REIT's assets that may be in TRSs from 25% to 20%. The PATH Act makes permanent the reduction of the period (from ten years to five years) during which a REIT is subject to corporate-level tax on the recognition of built-in gains in assets of an acquired corporation. The PATH Act also makes multiple changes related to FIRPTA, expands prohibited transaction safe harbors and qualifying hedges, and repeals for publicly offered REITs the rules that previously could apply to limit the deductibility of certain distributions if they were considered to be preferential dividends. Lastly, the PATH Act adjusts the way a REIT calculates earnings and profits in certain circumstances to avoid double taxation at the shareholder level, and expands the types of assets and income treated as qualifying for purposes of the REIT requirements. Investors are urged to consult their tax advisors with respect to these changes and the potential impact on an investment in our stock.

## **Item 1A. RISK FACTORS**

*Our business routinely encounters and attempts to address risks, some of which will cause our future results to differ, sometimes materially, from those originally anticipated. Below, we have described our present view of the most significant risks facing the Company. The risk factors set forth below are not the only risks that we may face or that could adversely affect us. If any of the circumstances described in the risk factors discussed in this Annual Report on Form 10-K actually occur, our business, financial condition and results of operations could be materially adversely affected. If this were to occur, the trading price of our securities could decline significantly and shareholders may lose all or part of their investment.*

*The following discussion of risk factors contains "forward-looking statements," which may be important to understanding any statement in this Annual Report on Form 10-K or in our other filings and public disclosures. In particular, the following information should be read in conjunction with Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 8 – Financial Statements and Supplementary Data of this Annual Report on Form 10-K.*

### **Risks Related to Our Business**

***Adverse developments in the global capital markets, including defaults, credit losses and liquidity concerns, as well as recent mergers, acquisitions and bankruptcies of potential repurchase agreement counterparties, could make it difficult for us to borrow money to acquire MBS on a leveraged basis, on favorable terms or at all, which could adversely affect our profitability.***

We rely on the availability of financing to acquire MBS on a leveraged basis. Institutions from which we obtain financing may have owned or financed MBS and other assets, which have declined in value and caused them to suffer losses as a result of the downturn in the residential mortgage market. As these conditions or other unfavorable market conditions persist, institutions may be forced to exit the repurchase agreement market, become insolvent or further tighten their lending standards or increase the amount of equity capital or haircut required to obtain financing and, in such event, could make it more difficult for us to obtain financing on favorable terms or at all.

During the past several years, there have been several proposed or completed mergers, acquisitions and bankruptcies of investment banks and commercial banks that have historically acted as repurchase agreement counterparties. This has resulted in a fewer number of potential repurchase agreement counterparties operating in the market. Fewer potential counterparties may reduce our ability to diversify and thereby attempt to minimize risk of counterparty default. In addition, many commercial banks, investment banks and insurance companies have announced extensive losses from exposure to the residential mortgage market. These losses have reduced financial industry capital, leading to reduced liquidity for some institutions. As a result of these difficulties, there has been an increased focus by U.S. and international regulators and banking groups (such as from the Dodd-Frank legislation and Basel III accord) on increasing capital requirements for financial institutions and on greater restrictions on lending. This may have an adverse impact on the supply of MBS and could also make it more difficult for us as well as others in the marketplace to obtain financing on favorable terms or at all. Our profitability may be adversely affected if we are unable to obtain cost-effective financing for our investments.

***Failure to procure funding on favorable terms, or at all, would adversely affect our results and may, in turn, negatively affect the market price of shares of our common stock, Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock.***

The current weakness in the mortgage market could cause one or more of our lenders to be unwilling or unable to provide us with financing. This could potentially increase our financing costs and reduce liquidity. Furthermore, if many of our lenders are unwilling or unable to provide us with additional financing, we could be forced to sell our assets at an inopportune time when prices are depressed. If one or more major market participants fail, it could negatively impact the marketability of all fixed income securities, including MBS, and this could negatively impact the value of the securities in our portfolio, thus reducing our net book value.

***If we are unable to negotiate favorable terms and conditions on future borrowing arrangements with one or more of our lenders, our financial condition and earnings could be negatively impacted.***

The terms and conditions of each borrowing arrangement with our lenders are negotiated on a transaction-by-transaction basis. Our access to financing depends upon many factors over which we have little or no control including, but not limited to: general market conditions; each lender's view of the quality and value of our assets and our liquidity; regulatory requirements; our current and future earnings potential; and the market price of our stock. Key terms and conditions of each transaction include interest rates, maturity dates, asset pricing procedures and margin requirements. We cannot assure you that we will be able to continue to negotiate favorable terms and conditions on our future borrowing arrangements.

Also, during periods of market illiquidity or due to perceived credit quality deterioration of the collateral pledged, a lender may require that less favorable asset pricing procedures be employed or the margin requirements be increased. Possible market developments, including a sharp rise in interest rates, a change in prepayment rates or increasing market concern about the value or liquidity of MBS, may reduce the market value of our portfolio, which may cause our lenders to require additional collateral. Under these conditions, we may determine it is prudent to sell assets to improve our ability to pledge sufficient collateral to support our remaining borrowings. Such sales may be at disadvantageous times, which may harm our operating results and net profitability.

***Adverse developments in the residential mortgage market may adversely affect the value of the MBS in which we invest.***

During the past several years, the residential mortgage market in the U.S. has experienced a variety of difficulties and changing economic conditions including defaults, credit losses and liquidity concerns. News of actual and potential security liquidations has increased the volatility of many financial assets including MBS. Further increased volatility and deterioration in the broader residential mortgage and MBS markets may adversely affect the performance and market value of the MBS in which we invest.

Our investments serve as collateral for our financings. Any decline in their value, or perceived market uncertainty about their value, would likely make it difficult for us to obtain financing on favorable terms or at all, or maintain our compliance with terms of any financing arrangements already in place. If market conditions result in a decline in the value of our MBS, our financial position and results of operations could be adversely affected.

***New laws may be passed affecting the relationship between Fannie Mae and Freddie Mac, on the one hand, and the federal government, on the other, which could adversely affect the price of Agency MBS.***

The interest and principal payments we expect to receive on the Agency MBS in which we invest will be guaranteed by Fannie Mae, Freddie Mac or Ginnie Mae. Unlike the Ginnie Mae certificates in which we invest, the principal and interest on securities issued by Fannie Mae and Freddie Mac are not guaranteed by the U.S. government. All the Agency MBS in which we invest depend on a steady stream of payments on the mortgages underlying the securities.

Since September 2008, there have been increased market concerns about Fannie Mae's and Freddie Mac's ability to withstand future credit losses associated with securities held in their investment portfolios, and on which they provide guarantees, without the direct support of the federal government. Fannie Mae and Freddie Mac were placed into the conservatorship of the FHFA, their federal regulator, pursuant to its powers under The Federal Housing Finance Regulatory Reform Act of 2008, a part of the Housing and Economic Recovery Act of 2008.

In addition to the FHFA becoming the conservator of Fannie Mae and Freddie Mac, the U.S. Department of the Treasury has taken various actions intended to provide Fannie Mae and Freddie Mac with additional liquidity and ensure their financial stability. The U.S. Treasury can hold its portfolio of Agency MBS to maturity and, based on mortgage market conditions, may make adjustments to the portfolio. This flexibility may adversely affect the pricing and availability for our target investments. It is also possible that if and when the U.S. Treasury commits to purchase Agency MBS in the future, it could create additional demand that would increase the pricing of Agency MBS that we seek to acquire.

Shortly after Fannie Mae and Freddie Mac were placed in federal conservatorship, the Secretary of the U.S. Treasury suggested that the guarantee payment structure of Fannie Mae and Freddie Mac should be re-examined. The future roles of Fannie Mae and Freddie Mac could be significantly reduced and the nature of their guarantees could be eliminated or considerably limited relative to historical measurements. The U.S. Treasury could also stop providing credit support to Fannie Mae and Freddie Mac in the future. Any changes to the nature of the guarantees provided by Fannie Mae and Freddie Mac could redefine what constitutes an Agency MBS and could have broad adverse market implications. In addition, if Fannie Mae or Freddie Mac was eliminated, or their structures were to change radically, we would not be able to acquire Agency MBS from these companies, which would eliminate a major component of our business model.

Our income could be negatively affected in a number of ways depending on the manner in which related events unfold. For example, the current credit support provided by the U.S. Treasury to Fannie Mae and Freddie Mac, and any additional credit support it may provide in the future, could have the effect of lowering the interest rate we expect to receive from Agency MBS that we seek to acquire, thereby tightening the spread between the interest we earn on our portfolio of targeted assets and our cost of financing that portfolio. A reduction in the supply of Agency MBS could also negatively affect the pricing of Agency MBS we seek to acquire by reducing the spread between the interest we earn on our portfolio of targeted assets and our cost of financing that portfolio.

Any law affecting these government-sponsored enterprises may create market uncertainty and have the effect of reducing the actual or perceived credit quality of securities issued or guaranteed by Fannie Mae or Freddie Mac. As a result, such laws could increase the risk of loss on investments in Fannie Mae and/or Freddie Mac Agency MBS. It also is possible that such laws could adversely impact the market for such securities and spreads at which they trade. All of the foregoing could materially adversely affect our business, operations and financial condition.

***Separate legislation has been introduced in both houses of the U.S. Congress, which would, among other things, wind down Fannie Mae and Freddie Mac, and we could be materially adversely affected if these proposed laws were enacted.***

Payments on the Agency MBS in which we invest are guaranteed by Fannie Mae and Freddie Mac. Since 2008, these agencies have been under the conservatorship of the U.S. government. Over the past several years, separate legislation has been introduced in both houses of the U.S. Congress to wind-down both of these agencies. None of these bills have garnered enough support for a vote. It is currently unknown if, and when, any of these bills would become law and, if they did, what impact that would have on housing finance in general and what the impact would be on the existing securities guaranteed by Fannie Mae and Freddie Mac, as well as the impact on the pricing, supply, liquidity and value of the MBS in which we invest.

In March 2015, Congresswoman Marsha Blackburn (R-Tennessee) introduced a bill in the U.S. House of Representatives to put the profits of Fannie Mae and Freddie Mac into escrow until reform of these entities is achieved. To date, Congress has not taken any further action on this bill.

***Certain actions taken or that may be taken in the future by the U.S. government to address the financial crisis could negatively affect the availability of financing, the quantity and quality of available products, cause changes in interest rates and the yield curve, any and each of which could materially adversely affect our business, results of operations and financial condition.***

In September 2012, the Fed Open Market Committee of the Federal Reserve, or the FOMC, announced an open-ended program to purchase an additional \$40 billion of Agency MBS per month until economic conditions (primarily the unemployment rate) improved. This program, combined with the then-existing Fed bond-buying program of Treasury securities, was to increase the Federal Reserve's holdings by \$85 billion per month. At its meeting in October 2014, the Federal Reserve ended its monthly purchases of Agency MBS and Treasury securities. At its December 2015 meeting, the FOMC increased the Fed Funds rate by 25 basis points and stated that it would be appropriate to gradually increase interest rates in 2016, as there has been considerable improvement in the labor market and it is reasonably confident that inflation will move back to the Federal Reserve's optimal inflation target of 2%. At its January 2016 meeting, the FOMC kept the Fed Funds rate at its current level due to uncertainties in the economy. We cannot predict whether or when such other actions may occur or what impact, if any, such actions could have on our business, results of operations and financial condition. While such programs are intended to aid economic activity, there are no assurances that this will occur. In fact, these actions could negatively affect the availability of financing and the quantity and quality of available products and/or cause changes in interest rates and the yield curve, any and each of which could materially adversely affect our business, results of operations and financial condition, as well as those of the entire mortgage sector in general.

***A failure by the U.S. government to meet the conditions of the Budget Control Act of 2011 or to reduce its budget deficit or a further downgrade of U.S. sovereign debt and government-sponsored agency debt could have a material adverse impact on our borrowings and the valuations of our securities and may have a material adverse impact on our financial condition and results of operations.***

As widely reported, there continues to be concerns over the ability of the U.S. government to reduce its budget deficit and resolve its debt crisis. The U.S. sovereign debt and government-sponsored agency debt credit ratings continue to be monitored to account for the risk that U.S. lawmakers fail to meet the conditions of the Budget Control Act of 2011 and/or reduce its overall debt. Such failures could have a material adverse effect both on the U.S. economy and on the global economy. In particular, this could cause disruption in the capital markets and impact the stability of future U.S. treasury auctions and the trading market for U.S. government securities, resulting in increased interest rates and impaired access to credit. These factors could negatively impact our borrowing costs, our liquidity and the valuation of the securities we currently own in our portfolio, which could have a material adverse impact on our financial condition and our results of operations.

***The failure or delay by the U.S. government to resolve future debt ceiling crises could materially adversely affect our stock price, our business, results of operations and financial condition.***

During 2013, 2014 and 2015, Congress passed several interim measures to provide temporary funding to the U.S. government and temporarily increase the debt ceiling. In December 2015, Congress passed a bill that would keep the government funded through September 30, 2016 and suspend the debt limit until March 2017. A failure by the U.S. government to reach agreement on future budgets and debt ceilings, reduce its budget deficit or a future downgrade of U.S. sovereign debt and government-sponsored agencies debt could have a material adverse effect on the U.S. economy and the global economy. These events could have a material adverse effect on our borrowing costs, the availability of financing and the liquidity and valuation of securities in general and of the securities in our portfolio.

***Mortgage loan modification programs and future legislative action may adversely affect the value of, and the returns on, the MBS and other mortgage assets in which we invest.***

The U.S. government, through the Federal Housing Authority and the Federal Deposit Insurance Corporation, has commenced implementation of programs designed to provide homeowners with assistance in avoiding residential mortgage loan foreclosures. The programs may involve, among other things, the modification of mortgage loans to reduce the principal amount of the loans or the rate of interest payable on the loans, or extending the payment terms of the loans. In addition, members of the U.S. Congress have indicated support for additional legislative relief for homeowners. These loan modification programs, as well as future legislative or regulatory actions that result in the modification of outstanding mortgage loans, may adversely affect the value of, and the returns on, the MBS in which we invest.

***We are subject to the risk that the global credit crisis, despite efforts by global governments to halt that crisis, may affect interest rates and the availability of financing in general, which could adversely affect our financing and our operating results.***

During the past several years, several large European banks experienced financial difficulty and were either rescued by government assistance or by other large European banks. Several European governments have coordinated plans to attempt to shore up their financial sectors through loans, credit guarantees, capital infusions, promises of continued liquidity funding and interest rate cuts. Additionally, other governments of the world's largest economic countries also implemented interest rate cuts. There is no assurance that these and other plans and programs will be successful in halting the global credit crisis or in preventing other banks from failing. If unsuccessful, this could adversely affect our financing and operations as well as those of the entire mortgage sector in general.

As the European credit crisis continues, with the bailout of Greece, and problems in other countries such as Italy and Spain, there is a growing risk to the financial condition and stability of major European banks. Many of the European banks have U.S. banking subsidiaries, which have provided financing to us, particularly repurchase agreement financing for the acquisition of various investments, including MBS investments. In June 2015, Standard & Poor's downgraded the credit ratings of several European commercial banks. If the European credit crisis continues to impact these major European banks, there is the possibility that it will also impact the operations of their U.S. banking subsidiaries. This could adversely affect our financing and operations as well as those of the entire mortgage sector in general.

***Our leveraging strategy increases the risks of our operations.***

Relative to our MBS, we have generally borrowed, on a short-term basis, between seven to twelve times the amount of our equity, although our borrowings may at times be above or below this amount. During the past several years, we have reduced our borrowings on Agency MBS to a range of five to nine times the amount of our equity due to the uncertainty in the marketplace and the broader problems in the economy. Our leverage on Non-Agency MBS is currently approximately two times on a debt-to-allocated equity basis. We incur this leverage by borrowing against a substantial portion of the market value of our mortgage-related assets. Use of leverage can enhance our investment returns (and at times when we reduce our leverage, our profitability may be reduced as a result). Leverage, however, also increases risks. In the following ways, the use of leverage increases our risk of loss and may reduce our net income by increasing the risks associated with other risk factors including a decline in the market value of our MBS or a default of a mortgage-related asset:

- The use of leverage increases our risk of loss resulting from various factors including rising interest rates, increased interest rate volatility, downturns in the economy and reductions in the availability of financing or deterioration in the conditions of any of our mortgage-related assets.
- Substantially all of our borrowings are secured by our MBS, generally under repurchase agreements. A decline in the market value of the MBS used to secure these debt obligations could limit our ability to borrow or result in lenders requiring us to pledge additional collateral to secure our borrowings. In that situation, we could be required to sell MBS under adverse market conditions in order to obtain the additional collateral required by the lender. If these sales are made at prices lower than the carrying value of the MBS, we would experience losses.



- A default of a mortgage-related asset that constitutes collateral for a repurchase agreement could also result in an involuntary liquidation of the mortgage-related asset. This would result in a loss to us of the difference between the value of the mortgage-related asset upon liquidation and the amount borrowed against the mortgage-related asset.
- To the extent we are compelled to liquidate qualified REIT assets to repay debts, our compliance with the REIT rules regarding our assets and our sources of income could be affected, which could jeopardize our status as a REIT. Losing our REIT status would cause us to lose tax advantages applicable to REITs and may decrease our overall profitability and distributions to our stockholders.

***We may incur increased borrowing costs related to repurchase agreements and that would adversely affect our profitability.***

Substantially all of our borrowings are collateralized borrowings in the form of repurchase agreements. If the interest rates on these agreements increase, that would harm our profitability.

Our borrowing costs under repurchase agreements generally correspond to short-term interest rates such as LIBOR or a short-term Treasury index, plus or minus a margin. The margins on these borrowings over or under short-term interest rates may vary depending upon:

- the movement of interest rates;
- the availability of financing in the market; and
- the value and liquidity of our mortgage-related assets.

***An increase in interest rates may harm our book value, which could adversely affect the cash available for distribution to you and could cause the price of our securities to decline.***

Increases in interest rates may harm the market value of our mortgage-related assets. Our hybrid adjustable-rate mortgage-related assets (during the fixed-rate component of the mortgages underlying such assets) and our fixed-rate securities are generally more harmed by these increases. In accordance with generally accepted accounting principles utilized in the United States of America, or GAAP, we reduce our book value by the amount of any decrease in the market value of our mortgage-related assets. Losses on securities classified as available-for-sale, which are determined by management to be other-than-temporary in nature, are reclassified from “accumulated other comprehensive income,” or AOCI, to current operations.

***An increase in interest rates may cause a decrease in the volume of newly issued, or investor demand for, MBS and other mortgage-related assets, which could adversely affect our ability to acquire MBS and other mortgage-related assets that satisfy our investment objectives and to generate income and pay dividends.***

Rising interest rates generally reduce the demand for consumer credit, including mortgage loans, due to the higher cost of borrowing. A reduction in the volume of mortgage loans originated may affect the volume of MBS and other mortgage-related assets available to us, which could affect our ability to acquire MBS and other mortgage-related assets that satisfy our investment objectives. Rising interest rates may also cause MBS and other mortgage-related assets that were issued prior to an interest rate increase to provide yields that exceed prevailing market interest rates. If rising interest rates cause us to be unable to acquire a sufficient volume of MBS or mortgage-related assets or MBS or mortgage-related assets with a yield that exceeds the borrowing cost we will incur to purchase MBS or mortgage-related assets, our ability to satisfy our investment objectives and to generate income and pay dividends in the amount expected, or at all, may be materially and adversely affected.

***A change in the LIBOR setting process could affect the interest rates that borrowing agreement counterparties charge on borrowings in general. Any such change could affect our borrowing agreements and could have an adverse impact on our net interest income.***

Over the past several years, U.S. and British banking authorities assessed fines on several major financial institutions for LIBOR manipulation. LIBOR is an unregulated rate based on estimates that lenders submitted to the British Bankers’ Association, or the BBA, a trade group that compiled the information and published daily the LIBOR rate. On February 1, 2014, the administration of LIBOR was transferred from the BBA to the ICE Benchmark Administration, or the IBA, following authorization by the Financial Conduct Authority (the United Kingdom regulators). In October 2014, the IBA proposed a package of measures designed to make LIBOR more accurate and less susceptible to manipulation, including defining which trades can be used to calculate bank borrowing costs and ensuring the calculation of LIBOR is based on actual trades as opposed to estimates. This proposal is facing difficulty gaining acceptance amongst both banking organizations and U.S. and European regulators. At this time, we do not know what changes, if any, will be made by the IBA. The calculation of LIBOR under the IBA is the average of the interest rates that some of the world’s leading banks charge each other for short-term loans. It is unclear at this time how this change will affect the interest rates that repurchase agreement counterparties charge on borrowings in general and how they could specifically affect our borrowing agreements.

***A flat or inverted yield curve may negatively affect our operations, book value and profitability due to its potential impact on investment yields and the supply of adjustable-rate mortgage products.***

A flat yield curve occurs when there is little difference between short-term and long-term interest rates. An inverted yield curve occurs when short-term interest rates are higher than long-term interest rates. A flat or inverted yield curve may be an adverse environment for ARM product volume, as there may be little incentive for borrowers to choose an ARM product over a longer-term fixed-rate loan. If the supply of ARM product decreases, yields may decline due to market forces.

Our borrowing costs under repurchase agreements generally correspond to short-term interest rates such as LIBOR. A flat or inverted yield curve will likely result in lower profits.

Additionally, a flat or inverted yield curve may negatively impact the pricing of our securities. According to GAAP, if the values of our securities decrease, we reduce our book value by the amount of any decrease in the market value of our mortgage-related assets.

***We depend on short-term borrowings to purchase mortgage-related assets and reach our desired amount of leverage. If we fail to obtain or renew sufficient funding on favorable terms, we will be limited in our ability to acquire mortgage-related assets and our earnings and profitability would decline.***

We depend on short-term borrowings to fund acquisitions of mortgage-related assets and reach our desired amount of leverage. Accordingly, our ability to achieve our investment and leverage objectives depends on our ability to borrow money in sufficient amounts and on favorable terms. In addition, we must be able to renew or replace our maturing short-term borrowings on a continuous basis. Moreover, we depend on a limited number of lenders to provide the primary credit facilities for our purchases of mortgage-related assets.

If we cannot renew or replace maturing borrowings, we may have to sell our mortgage-related assets under adverse market conditions and may incur permanent capital losses as a result. Any number of these factors in combination may cause difficulties for us, including a possible liquidation of a major portion of our portfolio at disadvantageous prices with consequent losses, which may render us insolvent.

***Any borrowing arrangements that we use to finance our assets may require us to provide additional collateral or pay down debt, and if these requirements are not met, our financial condition and prospects could deteriorate rapidly.***

Our repurchase agreements and other borrowing agreements involve the risk that the market value of the securities pledged or sold by us to the borrowing agreement counterparty may decline in value, in which case the counterparty may require us to provide additional collateral or to repay all or a portion of the funds advanced. We may not have additional collateral or the funds available to repay our debt at that time, which would likely result in defaults unless we are able to raise the funds from alternative sources, which we may not be able to achieve on favorable terms or at all. Posting additional collateral would reduce our liquidity and limit our ability to leverage our assets. If we cannot meet these requirements, the counterparty could accelerate its indebtedness, increase the interest rate on advanced funds and terminate our ability to borrow funds from them, which could materially and adversely affect our financial condition and ability to implement our investment strategy. In addition, in the event that the counterparty files for bankruptcy or becomes insolvent, our securities may become subject to bankruptcy or insolvency proceedings, thus depriving us of the benefit of these assets. In the event that we are unable to meet these collateral obligations, our financial condition and prospects could deteriorate rapidly.

***Our use of repurchase agreements to borrow funds may give our lenders greater rights in the event that either we or a lender files for bankruptcy.***

Our borrowings under repurchase agreements may qualify for special treatment under the bankruptcy code, giving our lenders the ability to avoid the automatic stay provisions of the bankruptcy code and to take possession of and liquidate our collateral under the repurchase agreements without delay in the event that we file for bankruptcy. Furthermore, the special treatment of repurchase agreements under the bankruptcy code may make it difficult for us to recover our pledged assets in the event that a lender files for bankruptcy. Thus, the use of repurchase agreements exposes our pledged assets to risk in the event of a bankruptcy filing by either a lender or us.

***Because assets we acquire may experience periods of illiquidity, we may lose profits or be prevented from earning gains if we cannot sell mortgage-related assets at an opportune time.***

We bear the risk of being unable to dispose of our mortgage-related assets at advantageous times or in a timely manner because mortgage-related assets generally experience periods of illiquidity. The lack of liquidity may result from the absence of a willing buyer or an established market for these assets, as well as legal or contractual restrictions on resale. As a result, the illiquidity of mortgage-related assets may cause us to lose profits and lose the ability to earn gains.

***A decrease or lack of liquidity in our investments may adversely affect our business, including our ability to value and sell our assets.***

We invest in certain MBS or other investment securities that are not publicly traded in liquid markets. Moreover, turbulent market conditions, such as those currently in effect, could significantly and negatively impact the liquidity of our assets. In some cases, it may be difficult to obtain third-party pricing on certain of our investment securities. Illiquid investments typically experience greater price volatility, as a ready market does not exist, and can be more difficult to value. In addition, third-party pricing for illiquid investments may be more subjective than for more liquid investments. The illiquidity of certain investment securities may make it difficult for us to sell such investments if the need or desire arises. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we have previously recorded certain of our investment securities. As a result, our ability to vary our portfolio in response to changes in economic and other conditions may be relatively limited, which could adversely affect our results of operations and financial condition.

***We may not have the benefit of repurchase rights or indemnification upon the breach of broad representations and warranties for all of the assets we acquire, which could increase the risk that we suffer losses on such assets.***

We may acquire assets from counterparties that are not able or willing to provide broad representations and warranties on such assets. Even if such counterparties provide representations and warranties on the assets, they may not be contractually required to repurchase the assets or indemnify us if there are defaults with respect to the representations and warranties on the assets. To the extent that our counterparties are not contractually obligated to repurchase the assets or are unable to fulfill their indemnification obligations, we will bear the same risks with respect to such assets as if such representations and warranties were not made. If we do not have the benefit of repurchase rights or indemnification upon the breach of broad representations and warranties on our assets, we may lose money on our investments in such assets that we otherwise would not lose had such repurchase rights or indemnification been available.

***Our hedging strategies may not be successful in mitigating our risks associated with interest rates.***

We engage in hedging activity from time to time. As such, we use various derivative financial instruments to provide a level of protection against interest rate risks, but no hedging strategy can protect us completely. When interest rates change, we expect to record a gain or loss on derivatives, which would be offset by an inverse change in the value of loans. Additionally, from time to time, we may enter into hedging transactions in connection with our holdings of MBS and government securities with respect to one or more of our assets or liabilities. Our hedging activities may include entering into interest rate swaps, caps and floors, options to purchase these items and futures and forward contracts. Our actual hedging decisions will be determined in light of the facts and circumstances existing at the time and may differ from our currently anticipated hedging strategy. We cannot assure you that our use of derivatives will offset the risks related to changes in interest rates. It is likely that there will be periods in the future during which we will incur losses after accounting for our derivative financial instruments. The derivative financial instruments we select may not have the effect of reducing our interest rate risk. In addition, the nature and timing of hedging transactions may influence the effectiveness of these strategies. Poorly designed strategies or improperly executed transactions could actually increase our risk and losses. In addition, hedging strategies involve transaction and other costs. We cannot assure you that our hedging strategy and the derivatives that we use will adequately offset the risk of interest rate volatility or that our hedging transactions will not result in losses.

***The characteristics of hedging instruments present various concerns, including illiquidity, enforceability, and counterparty risks, which could adversely affect our business and results of operations.***

From time to time, we enter into interest rate swap agreements to hedge risks associated with movements in interest rates. Entities entering into interest rate swap agreements are exposed to credit losses in the event of non-performance by counterparties to these transactions. Effective October 12, 2012, the Commodities Futures Trading Commission, or the CFTC, issued new rules regarding swaps under the authority granted to it pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act. Although the new rules do not directly affect the negotiations and terms of individual swap transactions between counterparties, they do require that after September 9, 2013, the clearing of all swap transactions occur through registered derivatives clearing organizations, or swap execution facilities, through standardized documents under which each swap counterparty transfers its position to another entity whereby the centralized clearinghouse effectively becomes the counterparty to each side of the swap. It is the intent of the Dodd-Frank Act that the clearing of swaps in this manner is designed to avoid concentration of swap risk in any single entity by spreading and centralizing the risk in the clearinghouse and its members. In addition to greater initial and periodic margin (collateral) requirements and additional transaction fees both by the swap execution facility and the clearinghouse, the swap transactions are now subjected to greater regulation by both the CFTC and the SEC. These additional fees, costs, margin requirements, documentation, and regulation could adversely affect our business and results of operations. Additionally, for all swaps we entered into prior to September 9, 2013, we are not required to clear them through the central clearinghouse and these swaps are still subject to the risks of nonperformance by any of the individual counterparties with whom we entered into these transactions. If the swap counterparty cannot perform under the terms of an interest rate swap, we would not receive payments due under that agreement, we may lose any unrealized gain associated with the interest rate swap, and the hedged liability would cease to be hedged by the interest

rate swap. We may also be at risk for any collateral we have pledged to secure our obligation under the interest rate swap if the counterparty becomes insolvent or files for bankruptcy. Default by a party with whom we enter into a hedging transaction may result in a loss and force us to cover our commitments, if any, at the then-current market price. Although generally we will seek to reserve the right to terminate our hedging positions, it may not always be possible to dispose of or close out a hedging position without the consent of the hedging counterparty and we may not be able to enter into an offsetting contract in order to cover our risk. There may not always be a liquid secondary market that will exist for hedging instruments purchased or sold and we may be required to maintain a position until exercise or expiration, which could result in losses.

***Competition may prevent us from acquiring mortgage-related assets at favorable yields and that would negatively impact our profitability.***

Our net income largely depends on our ability to acquire mortgage-related assets at favorable spreads over our borrowing costs. In acquiring mortgage-related assets, we compete with other REITs, investment banking firms, savings and loan associations, banks, insurance companies, mutual funds, other lenders and other entities that purchase mortgage-related assets, many of which have greater financial resources than us, and many of which are not subject to the operating constraints associated with REIT tax compliance or maintenance of an exemption from the Investment Company Act. As a result, we may not in the future be able to acquire sufficient mortgage-related assets at favorable spreads over our borrowing costs. If that occurs, our profitability will be harmed.

***Interest rate mismatches between our adjustable-rate MBS and our borrowings used to fund our purchases of these assets may reduce our income during periods of changing interest rates.***

We fund most of our acquisitions of adjustable-rate MBS (including hybrid adjustable-rate MBS) with borrowings that have interest rates based on indices and repricing terms similar to, but of shorter maturities than, the interest rate indices and repricing terms of our MBS. Accordingly, if short-term interest rates increase, this may harm our profitability.

Most of the Agency MBS that we acquire are adjustable-rate securities. This means that their interest rates may vary over time based upon changes in a short-term interest rate index. Therefore, in most cases, the interest rate indices and repricing terms of the MBS that we acquire and their funding sources will not be identical, thereby creating an interest rate mismatch between our assets and liabilities. While the historical spread between relevant short-term interest rate indices has been relatively stable, there have been periods when the spread between these indices was volatile. During periods of changing interest rates, these mismatches could reduce our net income, dividend yield and the market price of our stock.

The interest rates on our borrowings generally adjust more frequently than the interest rates on our adjustable-rate MBS. For example, at December 31, 2015, our Agency MBS had a weighted average term to next rate adjustment of approximately 28 months, while our borrowings had a weighted average term to next rate adjustment of 27 days. After adjusting for interest rate swap transactions, the weighted average term to next rate adjustment was 736 days. Accordingly, in a period of rising interest rates, we could experience a decrease in net income or a net loss because the interest rates on our borrowings adjust faster than the interest rates on our adjustable-rate MBS.

***Increased levels of prepayments from Agency MBS may decrease our net interest income.***

Pools of mortgage loans underlie the MBS that we acquire. We generally receive payments from principal payments that are made on these underlying mortgage loans. When borrowers prepay their mortgage loans faster than expected, this results in prepayments that are faster than expected on the MBS. Faster than expected prepayments could harm our profitability as follows:

- We primarily purchase Agency MBS that have a higher interest rate than the market interest rate at the time. In exchange for this higher interest rate, we pay a premium over the par value to acquire the security. In accordance with accounting rules, we amortize this premium over the term of the mortgage-backed security. If the mortgage-backed security is prepaid in whole or in part prior to its maturity date, however, we expense the premium that was prepaid at the time of the prepayment. At December 31, 2015, substantially all of our Agency MBS had been acquired at a premium.
- We anticipate that a substantial portion of our adjustable-rate Agency MBS may bear interest rates that are lower than their fully indexed rates, which are equivalent to the applicable index rate plus a margin. If an adjustable-rate mortgage-backed security is prepaid prior to or soon after the time of adjustment to a fully indexed rate, we will have held that mortgage-backed security while it was less profitable and lost the opportunity to receive interest at the fully indexed rate over the remainder of its expected life.
- If we are unable to acquire new Agency MBS similar to the prepaid MBS, our financial condition, results of operation and cash flow would suffer.

Prepayment rates generally increase when interest rates fall and decrease when interest rates rise, but changes in prepayment rates are difficult to predict. Prepayment rates also may be affected by conditions in the housing and financial markets, general economic conditions, actions by the federal government and the relative interest rates on fixed-rate and adjustable-rate mortgage loans.

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

***The timing and amount of prepayments could adversely affect our liquidity and our profitability.***

Prepayments may be difficult to predict and can vary significantly over time. As a holder of MBS, on a monthly basis, we receive a payment equal to a portion of our investment principal as the underlying mortgages are prepaid. With respect to our Agency MBS, we typically receive notice of monthly principal prepayments on the fifth business day of each month (more commonly referred to as “factor day”) and receive the related scheduled payment on a specified later date, which for (a) Agency MBS guaranteed by Fannie Mae is the 25<sup>th</sup> day of that month (or the next business day thereafter); (b) Agency MBS guaranteed by Freddie Mac is the 15<sup>th</sup> day of the following month (or the next business day thereafter); and (c) Agency MBS guaranteed by Ginnie Mae is the 20<sup>th</sup> day of that month (or the next business day thereafter). This delay between factor day and receipt of payment creates a short-term receivable for us in the amount of any such principal prepayments. In general, on the date each month that the principal prepayments are announced (factor day), the value of our MBS pledged as collateral is reduced by the amount of the prepaid principal and, as a result, our repurchase agreement counterparties will typically initiate a margin call requiring the pledge of additional collateral or cash, in an amount equal to such prepaid principal, in order to re-establish the required ratio of borrowing to collateral value under such repurchase agreements. As the posting of such additional collateral or payment of cash to our counterparties is on or about factor day and is prior to the receipt of the payment to us by the agencies, this would reduce and, depending on the magnitude of such principal prepayments, could be material to, our liquidity. As a result, in order to meet such margin calls, we could be forced to sell assets or take other actions in order to maintain liquidity. If we were required to sell Agency MBS under adverse market conditions, we may receive sale prices lower than we might have received if we sold those securities under normal market conditions and, if these prices were lower than the amortized cost of the Agency MBS, we would incur losses. An increase in prepayment rates could have a material adverse effect on our business, financial condition and results of operations.

***We may experience reduced net interest income from holding fixed-rate investments during periods of rising interest rates.***

We generally fund our acquisition of fixed-rate MBS with short-term borrowings. During periods of rising interest rates, our costs associated with borrowings used to fund acquisition of fixed-rate assets are subject to increases while the income we earn from these assets remains substantially fixed. This reduces or could eliminate the net interest spread between the fixed-rate MBS that we purchase and our borrowings used to purchase them, which could lower our net interest income or cause us to suffer a loss. At December 31, 2015, 11.6% of our MBS were 15-year fixed-rate Agency MBS, 3.3% of our MBS were 20-year and 30-year fixed-rate Agency MBS and approximately 10.7% of our MBS were fixed-rate Non-Agency MBS.

***Interest rate caps on our adjustable-rate MBS may reduce our income or cause us to suffer a loss during periods of rising interest rates.***

Our adjustable-rate MBS (including hybrid adjustable-rate MBS) are subject to periodic and lifetime interest rate caps. Periodic interest rate caps limit the amount an interest rate can increase during any given period. Lifetime interest rate caps limit the amount an interest rate can increase through maturity of a mortgage-backed security. Our borrowings are not subject to similar restrictions. Accordingly, in a period of rapidly increasing interest rates, the interest rates paid on our borrowings could increase without limitation while interest rate caps would limit the interest rates on our adjustable-rate MBS. This problem is magnified for our adjustable-rate MBS that are not fully indexed. Further, some adjustable-rate MBS may be subject to periodic payment caps that result in a portion of the interest being deferred and added to the principal outstanding. As a result, we could receive less cash income on adjustable-rate MBS than we need to pay interest on our related borrowings. These factors could lower our net interest income or cause us to suffer a loss during periods of rising interest rates. At December 31, 2015, approximately 74.4% of our MBS were adjustable-rate securities.

***A decline in the fair market value of our Non-Agency MBS could result in us recording impairments on these investments, which may have an adverse effect on our results of operations and financial condition.***

A majority of our Non-Agency MBS are accounted for under ASC 310-30, Loans and Debt Securities Acquired with Credit Deterioration (ASC 310-30). A debt security accounted for under ASC 310-30 is initially recorded at its purchase price (fair value). The amount of expected cash flows that exceed the initial investment represents accretable yield, which is recognized as interest income on a level yield basis over the life of the security. The excess of total contractual cash flows over the cash flows expected at its origination is considered to be non-accretable yield. The Company must periodically reassess the expected cash flows of loans accounted for under ASC 310-30 along with the cash flows received. A significant increase in expected cash flows must be accounted

for as an increase in the rate of accretion over the remaining life of the security. Conversely, if expected cash flows decrease, an other-than-temporary impairment must be recognized as a charge to earnings. Adjustments to the fair value of Non-Agency MBS, accounted for as available-for-sale securities, are recorded in AOCI. The determination as to whether impairment and accretible yield exists is based on cash flow projections related to the securities. As a result, the timing and amount of impairment and accretible yield constitutes a material estimate that is susceptible to significant change.

***Our investments in Non-Agency MBS and residential mortgage loans held-for-investment involve credit risk, which could materially adversely affect our results of operations.***

Investments in MBS carry a risk that the borrower on the underlying mortgage may default on their obligations to make full and timely payments of principal and interest. Pursuant to our investment policy, we have the ability to acquire Non-Agency MBS and other investment assets of lower credit quality (less than investment grade). In general, Non-Agency MBS and residential mortgage loans held-for-investment carry greater investment risk than Agency MBS because they are not guaranteed as to principal and/or interest by the U.S. Government, any federal agency or any federally chartered corporation. Unexpectedly high rates of default (i.e., in excess of the default rates forecasted) and/or higher than expected loss severities on the mortgages collateralizing our Non-Agency MBS and residential mortgage loans held-for-investment may adversely affect the values of such assets. Accordingly, Non-Agency MBS and other investment assets of less-than-high credit quality could cause us to incur losses of income from, and/or losses in market value relating to, these assets if there are defaults of principal and/or interest on these assets.

***We may have significant credit risk, especially on Non-Agency MBS and residential mortgage loans held-for-investment, in certain geographic areas and may be disproportionately affected by economic or housing downturns, natural disasters, terrorist events, adverse climate changes or other adverse events specific to those markets.***

A significant number of the mortgages collateralizing our mortgage assets may be concentrated in certain geographic areas. Any event that adversely affects the economy or real estate market in these areas could have a disproportionately adverse effect on our mortgage assets. In general, any material decline in the economy or significant difficulties in the real estate markets would be likely to cause a decline in the value of residential properties securing the mortgages in the relevant geographic area. This, in turn, would increase the risk of delinquency, default and foreclosure on real estate collateralizing our mortgage assets in this area. This may then materially adversely affect our credit loss experience on our mortgage assets in such area if unexpectedly high rates of default (i.e., in excess of the default rates forecasted) and/or higher than expected loss severities on the mortgages collateralizing such securities were to occur.

The occurrence of a natural disaster (such as an earthquake, tornado, hurricane, wildfires, or a flood), economic or housing downturns, terrorist events, significant adverse climate change, or any other adverse event may cause a sudden decrease in the value of real estate and would likely reduce the value of the properties securing the mortgages collateralizing or mortgage assets. Since certain natural disasters may not typically be covered by the standard hazard insurance policies maintained by borrowers, the borrowers may not be able to repair the properties or may stop paying their mortgages if the property is damaged. This would likely cause defaults and credit loss severities to increase on the pool of mortgages securing our mortgage assets which may materially adversely affect our results of operations and financial condition.

***We invest in Non-Agency MBS that are collateralized by loans of lower credit quality, such as Alt-A loans or securitized non-performing loans, which, due to lower underwriting standards, are subject to increased risk of losses.***

We invest in Non-Agency MBS backed by collateral pools containing mortgage loans that have been originated using underwriting standards that are less strict than those used in underwriting “prime mortgage loans” (mortgage loans that generally conform to the underwriting standards of Fannie Mae or Freddie Mac). These loans may experience delinquency, foreclosure, bankruptcy and loss rates that are higher than “prime mortgage loans,” which could cause the performance of Non-Agency MBS backed by such lower credit quality loans to be adversely affected, which could materially adversely impact our results of operations and financial condition.

***We may generate taxable income that differs from our GAAP income on Non-Agency MBS purchased at a discount to par value, which may result in significant timing differences in the recognition of income and losses.***

We acquire Non-Agency MBS at prices that reflect significant market discounts on their unpaid principal balances. For financial statement reporting purposes, we would generally establish, on such securities, a portion of the discount as a non-accretible discount. This non-accretible discount is generally not accreted into income for financial statement purposes. For tax purposes, however, we would not be permitted to establish a reserve for credit losses prior to their actual occurrence. Such differences between tax accounting and GAAP accounting can lead to significant timing differences in the recognition of income and losses. Taxable income on Non-Agency MBS purchased at a discount to par value may be higher than GAAP income in early periods (before losses are actually incurred) and lower than GAAP income in subsequent periods when the realized credit losses are incurred. As a REIT

must distribute at least 90% of its annual taxable income (subject to certain adjustments) to our stockholders, such timing differences could affect the amount of the dividend distribution. However, dividends are declared and paid at the discretion of our Board and depend not only on REIT taxable income but also on our financial results, our overall financial condition, maintenance of our REIT qualification and such other factors as our board may deem relevant from time to time.

***Generally, Non-Agency MBS have greater price sensitivity than Agency MBS which could cause fluctuations in our book value. Such price fluctuations could cause repurchase agreement lenders to require greater amounts of collateral and higher margin requirements which could affect our results of operations and could cause us to sell our Non-Agency MBS at potentially distressed prices in periods of significant price fluctuation. It could also cause repurchase agreement lenders to withdraw their financing from such investments.***

Non-Agency MBS historically have been more price sensitive than Agency MBS which may limit the number of lenders willing to provide repurchase agreement financing for these securities. In periods of price volatility, we may be subject to higher margin requirements or may be required to pledge additional collateral which could affect our results of operations. Also, during periods of significant price fluctuation, lenders may cut back the amounts they are willing to finance on such investments or withdraw from lending on such securities. If we could not find replacement financing, this could cause us to sell our Non-Agency MBS at potentially distressed prices, which would adversely affect our results of operations and financial condition.

***We acquire mortgage-backed securities and loans that are subject to defaults, foreclosure timeline extensions, fraud, residential price depreciation, and unfavorable modifications of principal amounts, interest rates and amortization of principal, which could result in losses to us.***

Mortgage-backed securities are secured by mortgage loans (primarily single-family residential properties for MBS). Accordingly, the MBS we invest in are subject to all the risks of the respective underlying mortgage loans, including risks of defaults, foreclosure timeline extensions, fraud, price depreciation and unfavorable modifications of principal amounts, interest rates and amortization of principal, accompanying the underlying mortgage loans.

The ability of a borrower to repay a mortgage loan secured by a residential property is dependent in part upon the income and assets of the borrower. A number of factors over which we have no control may impair borrowers' ability to repay their loans.

In the event of any default under a mortgage loan held directly by us, we bear a risk of loss of principal to the extent any deficiency between the value of the collateral and the principal and accrued interest of the mortgage loan, which could have a material adverse effect on our cash flow from operations. In the event of defaults on the mortgage loans that underlie our investments and the exhaustion of any underlying or any additional credit support, we may not realize our anticipated return on our investments and we may incur a loss on these investments.

***Our subordinated mortgage assets may be in the "first loss" position, subjecting us to greater risks of loss.***

We invest in certain tranches of mortgage assets that are only entitled to a portion of the principal and interest payments made on mortgage loans underlying the securities issued by the securitization trust. In general, losses on a mortgage loan included in an MBS securitization trust will be borne first by the equity holder of the issuing trust, if any, and then by the "first loss" subordinated security holder and then by the "second loss" subordinate holder and so on.

We may acquire securities at every level of such a securitization trust, from the equity position to the most senior tranche. In the event of default and the exhaustion of any classes of securities junior to those which we acquire, our securities will suffer losses as well. In addition, if we overvalue the underlying mortgage portfolio, or if the values subsequently decline and, as a result, less collateral is available to satisfy interest and principal payments due on the related MBS, the securities which we acquire may effectively become the "first loss" position ahead of the more senior securities, which may result in significant losses. The prices of lower credit quality securities are generally less sensitive to interest rate changes than more highly-rated securities, but more sensitive to adverse economic downturns or individual issuer developments. A projection of an economic downturn could cause a decline in the value of lower credit quality securities because the ability of obligors or mortgages underlying MBS to make principal and interest payments may be impaired. In such event, existing credit support in the securitization structure may be insufficient to protect us against loss of our principal on these securities.

***If our Manager underestimates the collateral loss on our investments, we may experience losses.***

Our Manager values our potential investments based on loss-adjusted yields, taking into account estimated future losses on the mortgage loans that collateralize the investments, and the estimated impact of these losses on expected future cash flows. Our Manager's loss estimates may not prove accurate, as actual results may vary from estimates. In the event that our Manager underestimates the pool level losses relative to the price we pay for a particular investment, we may experience losses with respect to such investment.

***Our ownership of securitized mortgage loans subjects us to credit risk and, although we provide for an allowance for loan losses on these loans as required under GAAP, the loss reserves are based on estimates. As a result, actual losses incurred may be larger than our reserves, requiring us to provide additional reserves, which would impact our financial position and results of operations.***

We are subject to credit risk as a result of our ownership of securitized mortgage loans. Credit risk is the risk of loss to us from the failure by a borrower (or the proceeds from the liquidation of the underlying collateral) to fully repay the principal balance and interest due on a mortgage loan. A borrower's ability to repay the loan and the value of the underlying collateral could be negatively impacted by economic and market conditions. These conditions could be global, national, regional or local in nature.

We provide reserves for losses on securitized mortgage loans based on the current performance of the respective pool or on an individual loan basis. If losses are experienced more rapidly due to declining property performance, market conditions or other factors, than we have provided for in our reserves, we may be required to provide additional reserves for these loans. In addition, our allowance for loan losses is based on estimates and to the extent that proceeds from the liquidation of the underlying collateral are less than our estimates, we will record a reduction in our profitability for that period equal to the shortfall.

***We may be adversely affected by risks affecting borrowers or the asset or property types in which our investments may be concentrated at any given time, as well as from unfavorable changes in the related geographic regions.***

Our assets are not subject to any geographic, diversification or concentration limitations, except that we expect our assets to be concentrated in mortgage-related investments. Accordingly, our investment portfolio may be concentrated by geography, asset, property type and/or borrower, increasing the risk of loss to us if the particular concentration in our investment portfolio is subject to greater risks or undergo adverse developments. In addition, adverse conditions in the areas where the properties securing or otherwise underlying our investments are located (including business layoffs or downsizing, industry slowdowns, changing demographics and other factors) and local real estate conditions (such as oversupply or reduced demand) may have an adverse effect on the value of our investments. A material decline in the demand for real estate in these areas may materially and adversely affect us. Lack of diversification can increase the correlation of non-performance and foreclosure risks among our investments.

***Our investments may include subordinated tranches of Non-Agency MBS, which are subordinate in right of payment to more senior tranches, subjecting us to greater risk of losses.***

We may invest in subordinated tranches of Non-Agency MBS, which are subordinated classes of securities in a structure of securities collateralized by a pool of mortgage loans and, accordingly, are among the first to bear the losses from non-payment and default of the underlying collateral. Additionally, estimated fair values of these subordinated interests tend to be more sensitive to changes in economic conditions than more senior securities. A projection of an economic downturn could cause a decline in the value of lower credit quality securities because the ability of obligors or mortgages underlying non-agency MBS to make principal and interest payments may be impaired. In such event, existing credit support in the securitization structure may be insufficient to protect us against loss of our principal on these securities.

***Government use of eminent domain to seize underwater mortgages could materially and adversely affect the value of, and the returns on, our Non-Agency MBS.***

The mortgages securing our Non-Agency MBS are located in different geographic regions across the United States, with significantly higher exposure in California, New York and Florida. Several county and municipal governments have discussed using eminent domain to seize from mortgage holders the mortgages of borrowers who are underwater but not in default. In August 2013, the FHFA released a statement expressing serious concerns on the use of eminent domain to restructure mortgages based on a review it conducted since requesting public input on the proposal in August 2012 and indicated that it may take action in response to such use. However, if definitive action is taken by any local governments and such actions withstand Constitutional and other legal challenges resulting in mortgages securing our Non-Agency MBS being seized using eminent domain, the consideration received from the seizing authorities for such mortgages may be substantially less than the outstanding principal balance, which would result in a realized loss and a corresponding write-down of the principal balance of those mortgages. The result of these seizures would be that the amount we receive on our Non-Agency MBS would be less than we would have otherwise received if the mortgage loans had not been seized, which may result in a decline in the market value and an other-than-temporary impairment of these securities. If governments adopt such plans and mortgages securing our Non-Agency MBS are seized on a widespread scale, it could have a material adverse effect on the value of and/or returns on our Non-Agency MBS and our results of operations.



***Mortgage loan modification and refinancing programs and future legislative action may materially adversely affect the value of, and the returns on, our Non-Agency MBS.***

The U.S. Government, through the Federal Reserve, the FHFA and the Federal Deposit Insurance Corporation, has implemented a number of programs designed to provide homeowners with assistance in avoiding residential mortgage loan foreclosures, including the Home Affordable Modification Program, which seeks to provide relief to homeowners whose mortgages are in foreclosure, and the Home Affordable Refinance Program, which allows certain borrowers who are underwater in their mortgage but current on their mortgage payments to refinance their loans. These programs and other loss mitigation programs may involve, among other things, the modification or refinancing of mortgage loans to reduce the principal amount of the loans, reduction in the rate of interest payable on the loans and extend the payment terms of the loans. Loan modification may lead to fewer foreclosures and reduce the losses on non-Agency MBS arising from foreclosures. However, loan modifications and refinancing may also result in significant reductions in cash flows to the holders of these securities, which may adversely affect the value of, and the returns on, these assets.

***The servicing of the mortgage loans that are the underlying collateral of our Non-Agency MBS is outside of our control and if this servicing is not successful in limiting future delinquencies, defaults and losses, it could adversely affect our results of operations.***

Third party services provide for the servicing of the mortgage loans that are the underlying collateral of our Non-Agency MBS. These service providers control all aspects of loan collection, loss mitigation, default management and ultimate resolution of a defaulted loan. We have no contractual rights with respect to these service providers and their efforts may not be successful in limiting future delinquencies, defaults and losses, which could adversely affect our results of operations.

***The Non-Agency MBS in which we invest and the mortgage loans underlying the Non-Agency MBS in which we invest are subject to delinquency, foreclosure and loss, which could result in losses to us.***

Residential mortgage loans are secured by single-family residential property and are subject to risks of loss, delinquency and foreclosure. The ability of a borrower to repay a loan secured by a residential property is dependent upon the income or assets of the borrower. A number of factors, including a general economic downturn, acts of God, terrorism, social unrest and civil disturbances, may impair borrowers' abilities to repay their loans.

Residential MBS evidence interests in or are secured by pools of residential mortgage loans and collateralized MBS evidence interests in or are secured by a single commercial mortgage loan or a pool of commercial mortgage loans. Accordingly, the Non-Agency MBS we invest in are subject to all of the risks of the underlying mortgage loans. In the event of defaults with respect to the mortgage loans that underlie our Non-Agency MBS investments and the exhaustion of any underlying or additional credit support, we may not realize our anticipated return on these investments and we may incur a loss on these investments.

***We may invest in leveraged mortgage derivative securities that generally experience greater volatility in market prices, thus exposing us to greater risk with respect to their rate of return.***

We may acquire leveraged mortgage derivative securities that may expose us to a high level of interest rate risk. The characteristics of leveraged mortgage derivative securities result in greater volatility in their market prices. Thus, acquisition of leveraged mortgage derivative securities would expose us to the risk of greater price volatility in our portfolio and that could harm our net income and overall profitability.

***New assets we acquire may not generate yields as attractive or be as accretive to book value as have been experienced historically.***

We may acquire new assets as we receive principal and interest payments and prepayments from our existing assets. We also sell assets from time to time as part of our portfolio and asset/liability management programs. We may invest these proceeds into new earning assets.

New assets may not generate yields as attractive as we have experienced historically. Business conditions, including credit results, prepayment patterns and interest rate trends in the future, may not be as favorable as they have been during the periods we held the replaced assets.

New assets may not be as accretive to book value as existing assets. The market value of our assets is sensitive to interest rate fluctuations. In the past as short-term interest rates increased, the market value of our existing assets has declined. As we classify our Agency MBS and Non-Agency MBS as available-for-sale, accounting regulations require that any unrealized losses from the decline in market value that are not considered to be an other-than-temporary impairment be carried as "accumulated other comprehensive loss" in the "Stockholders' equity" section of the consolidated balance sheets. When short-term interest rates stop increasing, or start declining, or when the interest rates on these securities reset, the market value of these assets may increase. This may be more accretive to book value than the new assets that we acquire to replace existing assets.

***If we are unable to find suitable investments, we may not be able to achieve our investment objectives or pay dividends.***

The availability of mortgage-related assets meeting our criteria depends upon, among other things, the level of activity and quality of and demand for securities in the mortgage securitization and secondary markets. The market for agency securities depends upon various factors including the level of activity in the residential real estate market, the level of and difference between short-term and long-term interest rates, incentives for issuers to securitize mortgage loans and demand for agency securities by institutional investors. The size and level of activity in the residential real estate lending market depends upon various factors, including the level of interest rates, regional and national economic conditions and real estate values. To the extent we are unable to acquire a sufficient volume of mortgage-related assets meeting our criteria, our results of operations would be adversely affected. Furthermore, we cannot assure you that we will be able to acquire sufficient mortgage-related assets at spreads above our costs of funds.

***We are dependent on information and communications systems and such systems' failures could significantly disrupt our business.***

Our business is highly dependent on our information and communications systems. Any failure or interruption of our systems, such as caused by earthquake, fire, flood or terrorist act or by issues such as power outages, telephone or internet disconnections (not withstanding any of our back-up systems, which could also be subject to failure), could cause delays or other problems in our securities trading activities or in our repurchase agreement transactions, which would materially adversely affect our operations and performance.

### **Risks Related to Our Management**

***We have no employees and our Manager is responsible for making all of our investment decisions. The employees of our Manager are not required to devote any specific amount of time to our business.***

Effective December 31, 2011, in accordance with the Management Agreement, we have no employees and all our prior employees became employees of our Manager. Our Manager is responsible for conducting our day-to-day operations and is responsible for the selection, purchase and sale of our investment portfolio; our financing and hedging activities; providing us with management services; and such other services and activities relating to our assets and operations as may be appropriate.

Messrs. Lloyd McAdams, Joseph E. McAdams and others are officers and employees of our Manager and are also officers and employees of Pacific Income Advisers, or PIA, where they devote a portion of their time. These officers and employees are under no contractual obligations mandating minimum amounts of time to be devoted to our Company. In addition, a trust controlled by Mr. Lloyd McAdams is the principal stockholder of PIA.

These officers and employees are involved in investing both our assets and approximately \$10.2 billion in MBS and other fixed income assets for institutional clients and individual investors through PIA. These multiple responsibilities and ownerships may create conflicts of interest if these officers and employees of our Company are presented with opportunities that may benefit both us and the clients of PIA. These officers allocate investments among our portfolio and the clients of PIA by determining the entity or account for which the investment is most suitable. In making this determination, these officers consider the investment strategy and guidelines of each entity or account with respect to acquisition of assets, leverage, liquidity and other factors that our officers determine appropriate. These officers, however, have no obligation to make any specific investment opportunities available to us and the above-mentioned conflicts of interest may result in decisions or allocations of securities that are not in our best interests.

Additionally, there is nothing in the Management Agreement that prevents our Manager or any of its Affiliates, officers, directors or employees from engaging in other businesses or from rendering services of any kind to any other Person or entity, whether or not the investment objectives or policies of any such other Person or entity are similar to those of the Company or in any way binds or restricts our Manager or any of its Affiliates, officers, directors or employees from buying, selling or trading any securities or commodities for their own accounts or for the accounts of others for whom our Manager or any of its Affiliates, officers, directors or employees may be acting.

Mr. Lloyd McAdams is also an owner and Chairman of Syndicated Capital, Inc., a registered broker-dealer. Syndicated Capital, Inc. has been authorized by our Board to act as an authorized broker on any buyback of the Company's common stock. The service to PIA and Syndicated Capital, Inc. by the officers and employees of our Manager allow them to spend only part of their time and effort managing our Company, as they are required to devote a portion of their time and effort to the management of other companies, and this may harm our overall management and operating results.

Messrs. Lloyd McAdams, Joseph E. McAdams, Charles J. Siegel and John T. Hillman, and Ms. Heather U. Baines and others, are officers and employees of PIA Farmland, Inc. and its external manager, PIA, where they devote a portion of their time. PIA Farmland, Inc., a privately-held real estate investment trust investing in U.S. farmland properties leased to independent farm operators, was incorporated in February 2013 and acquired its first farm property in October 2013. These officers and employees are under no

contractual obligations to PIA Farmland, Inc., its external manager, PIA, or to Anworth or its external manager, Anworth Management, LLC, as to their time commitment. To the extent that significant time is devoted to PIA Farmland, Inc. and its external manager, this could harm our overall management and operating results. Mr. Steven Koomar, the Chief Executive Officer of PIA Farmland, Inc., has no involvement with either our Company or our Manager.

***We are completely dependent upon our Manager, who provides services to us through the Management Agreement, and we may not find suitable replacements for our Manager if the Management Agreement is terminated or such key personnel are no longer available to us. The loss of any key personnel of our Manager could harm our operations.***

We no longer have any employees and are completely dependent on our Manager to conduct our operations pursuant to the Management Agreement. Our Manager has its own employees, which conduct its day-to-day operations. The Management Agreement does not require our Manager to dedicate specific personnel to our operations.

If we terminate the Management Agreement without cause, we may not, without the consent of our Manager, employ any employee of our Manager or any of its Affiliates, or any Person who has been employed by our Manager or any of its Affiliates at any time within the two year period immediately preceding the date on which the Person commences employment with us for two years after such termination of the Management Agreement. We will not have retention agreements with any of our officers. We believe that the successful implementation of our investment and financing strategies will depend upon the experience of certain of our Manager's officers and employees. None of these individuals' continued service is guaranteed. If the Management Agreement is terminated or these individuals leave our Manager, our Manager may be unable to replace them with persons with appropriate experience, or at all, and we may not be able to execute our business plan.

We depend on the diligence, experience and skill of the officers and employees of our Manager for the selection, structuring and monitoring of our mortgage-related assets and associated borrowings. The key officers of our Manager include Mr. Lloyd McAdams, President and Chief Executive Officer; Mr. Joseph E. McAdams, Chief Investment Officer and Executive Vice President; Mr. Charles J. Siegel, Chief Financial Officer, Treasurer and Secretary; Mr. Brett Roth, Senior Vice President; Ms. Bistra Pashamova, Senior Vice President; and Mr. Evangelos Karagiannis, Vice President. Our dependence on our Manager is heightened by the fact that they have a relatively small number of employees and the loss of any key person could harm our entire business, financial condition, cash flow and results of operations. In particular, the loss of the services of Messrs. Lloyd McAdams or Joseph E. McAdams could seriously harm our business.

***The Management Agreement was not negotiated on an arm's-length basis and the terms, including fees payable, may not be as favorable to us as if it were negotiated with an unaffiliated third party.***

Effective as of December 31, 2011, we entered into the Management Agreement, which effected the externalization of our management function. The Management Agreement was negotiated between related parties, and we did not have the benefit of arm's-length negotiations of the type normally conducted with an unaffiliated third party. The terms of the Management Agreement, including fees payable, may not reflect the terms we may have received if it was negotiated with an unrelated third party. In addition, as a result of this relationship, we may choose not to enforce, or to enforce less vigorously, our rights under the Management Agreement because of our desire to maintain our ongoing relationship with our Manager.

***If we elect to not renew the Management Agreement without cause, we would be required to pay our Manager a substantial termination fee.***

It will be costly for us if we elect not to renew the Management Agreement without cause.

With the consent of the majority of our independent directors, and with at least 180-days' prior written notice before the end of the calendar year, we may elect to not renew the Management Agreement at the end of the calendar year. If we elect not to renew the Management Agreement without cause, we will be required to pay our Manager a termination fee equal to three times the average annual management fee earned by our Manager during the 24-month period immediately preceding the most recently completed quarter prior to the year-end termination of the Management Agreement.

After giving notice of our intent to not renew the Management Agreement without cause, we will continue to be required to pay our Manager the management fees stated in the Management Agreement until the end of the calendar year that the Management Agreement is not renewed. If such notice is given less than 180 days prior to the end of the calendar year, the management fees will be paid until termination of the Management Agreement at the end of the following calendar year.

At December 31, 2015, if this termination event had occurred, the termination fee, based on the average annual management fee earned by our Manager during the 24-month period immediately preceding the most recently completed quarter prior to the effective date of termination, would be approximately \$29.3 million.

***If we do not renew the Management Agreement for any reason, we would continue to be obligated to pay the sublease on our office premises in California.***

Our obligation to pay the sublease on our office premises does not end with termination of the Management Agreement. There can be no assurance that we can sublease our office space to another tenant at a rate which eliminates this obligation and is satisfactory to the sublessor and the building owner.

***If we elect to not renew the Management Agreement without cause, for two years thereafter, we may not retain any of our Manager's employees to assist us in managing the Company on a full-time or interim basis.***

The Management Agreement provides that, without the consent of our Manager, the Company may not, for two years after termination of the Management Agreement, employ any employee of our Manager or any of its Affiliates or any person who has been employed by our Manager or any of its Affiliates at any time within the two-year period immediately preceding the date on which the person commences employment with the Company. This provision would make it unlikely that the Company would be able to immediately rely on the experience and knowledge of the employees of the former Manager to assist in any changes made by the Board, including assisting with the sale, or the sale or liquidation of a substantial portion of the assets of the Company.

***Various corporate actions require the approval of the majority of all shareholders.***

There are corporate actions which can be implemented only if a majority of all shareholders approves at a convened meeting of shareholders. There can be no assurance that a majority of all shareholders will vote to approve any measure that only a majority of the voting shareholders had previously approved. Examples of actions which require the approval of a majority of all shareholders to pass are: an agreement of consolidation, merger, share exchange or transfer of assets; for dissolution of the Corporation; or for a business combination between the Corporation and an interested stockholder.

***In the event of a change of control, we will owe certain of the officers and employees of our Manager a payment as specified in their Change of Control and Arbitration Agreements between these officers/employees and the Company.***

In the event of a change of control of the Company, we would incur the costs of paying lump sum payments and other employee benefits to certain of the officers and employees of our Manager as specified in their Change of Control and Arbitration Agreement between these officers/employees and the Company.

***The management fee is payable regardless of our performance.***

Our Manager is entitled to receive a management fee from us that is based on 1.20% of our Equity (as defined in our Management Agreement), regardless of the performance of our investment portfolio. For example, we would pay our Manager a management fee for a specific period even if we experienced a net loss during the same period. Our Manager's entitlement to substantial nonperformance-based compensation may reduce its incentive to devote sufficient time and effort to seeking investments that provide attractive risk-adjusted returns for our investment portfolio. This in turn could harm our ability to make distributions to our stockholders and the market price of our common stock.

***The fee structure of the Management Agreement may limit our Manager's ability to retain access to its key personnel.***

Under the terms of the Management Agreement, we are required to pay our Manager a base management fee payable monthly in arrears in an amount equal to one twelfth of 1.20% of our Equity. Our Equity is defined as our month-end stockholders' equity, adjusted to exclude the effect of any unrealized gains or losses included in either retained earnings or other comprehensive income, each as computed in accordance with GAAP. The Management Agreement does not provide our Manager with an incentive management fee that would pay our Manager additional compensation as a result of meeting performance targets. Some of our externally-managed competitors pay their managers an incentive management fee, which enables them to provide additional compensation to their key personnel. Thus, the lack of an incentive fee in the Management Agreement may limit the ability of our Manager to provide key personnel with additional compensation for strong performance, which could adversely affect our Manager's ability to retain these key personnel. If our Manager were not able to retain any of the key personnel providing services to our Manager, it would have to find replacement personnel to provide those services. Those replacement key personnel may not be able to produce the same operating results as the current key personnel.

***Some investors may not view our external management in a positive light, which may affect the market price of our common stock and may make it more difficult for future offerings of our stock.***

Although there are currently other mortgage REITs that are externally-managed, there may be times in the future when some investors may have a preference for internally-managed companies. There may also be times, if there are low returns from our portfolio, when our external management is not viewed in a positive light. In either of these cases, there may be a negative effect on the market price of our common stock and this may make it difficult for future offerings of our common stock.

***Potential conflicts of interest could arise if our Manager were to take greater risk for the purpose of increasing our equity in order to earn a greater management fee.***

The Management Agreement does not contain an incentive fee. Our Manager is paid a base management fee payable monthly in arrears in an amount equal to one twelfth of 1.20% of our Equity, as defined in the Management Agreement. As the Management Agreement does not contain an incentive fee, our Manager may take greater risk in our investment portfolio to increase our equity in order to earn a greater management fee.

***Our Manager's liability is limited under the Management Agreement, and we have agreed to indemnify our Manager against certain liabilities.***

Pursuant to the Management Agreement, our Manager does not assume any responsibility other than to render the services called for thereunder and is not responsible for any action of our Board in following or declining to follow any advice or recommendation of our Manager. Our Manager and its Affiliates, and the directors, officers, employees and stockholders of our Manager and its Affiliates, are not liable to us, any subsidiary of ours, our Board or our stockholders for any acts or omissions by our Manager, its officers, employees or its Affiliates, performed in accordance with and pursuant to the Management Agreement, except by reason of acts constituting bad faith, willful misconduct, gross negligence or reckless disregard of their respective duties under this Management Agreement. We have agreed to indemnify our Manager and its Affiliates, its directors, officers, employees and stockholders of our Manager and its Affiliates (each a "Manager Indemnified Party") of and from any and all expenses, losses, damages, liabilities, demands, charges and claims of any nature whatsoever (including reasonable attorneys' fees) in respect of or arising from any acts or omissions of such Manager Indemnified Party, not constituting bad faith, willful misconduct, gross negligence or reckless disregard of duties of such Manager Indemnified Party under this Management Agreement.

***Our Manager has limited resources and may not be able to defend itself in litigation.***

The only fee that our Manager receives from us is the base management fee, as previously described. It is anticipated that most, if not all, of this fee will be used by our Manager for compensation to its employees and to pay for its other administrative expenses. Our Manager has limited resources. If our Manager were to be involved in litigation not related to our operations, it may not be able to defend itself and it may be forced to declare bankruptcy or go out of business and we would have to find another Manager. This could have a material adverse impact on our business and our operations.

***Failure of our Manager to comply with SEC rules and regulations could cause various disciplinary actions which could cause a disruption in services provided to us and may impact our business operations and our profitability.***

Under recent rules promulgated under Dodd-Frank, our Manager is considered an investment adviser. In reliance upon the no-action letter issued by the SEC to the American Bar Association on January 18, 2012, we consider Anworth Management, LLC to be a "relying adviser," which means that its registration as an investment adviser is integrated into the existing registration of PIA, its "filing adviser." Anworth Management, LLC and PIA are both subject to the Investment Advisers Act of 1940 and the rules and regulations of the SEC and also are subject to examination by the SEC. Any failure by Anworth Management, LLC, PIA, or any of their respective employees to comply with such rules and regulations could cause various disciplinary actions, up to and including loss of registration status as investment advisers. Such disciplinary actions could lead to disruptions in the services provided to us which may impact our business operations and our profitability.

***Our Board may change our operating policies and strategies without prior notice or stockholder approval and such changes could harm our business, results of operation and stock price.***

Our Board can modify or waive our current operating policies and our strategies without prior notice and without stockholder approval. We cannot predict the effect any changes to our current operating policies and strategies may have on our business, operating results and stock price, however, the effects may be adverse.

## **Risks Related to Our Residential Properties Business**

***We are in a relatively new industry that has significant competition, and we have limited operating history in this sector, which makes this business difficult to evaluate and may affect our ability to operate this business in a profitable manner.***

Until very recently, the single-family residential rental business consisted primarily of private individual investors in local markets and was managed individually or by small local property managers. Within the past several years, several institutional companies and REITs have entered this market and have attempted to acquire and operate single-family properties on a large-scale basis and to achieve attractive yields employing technology through a disciplined approach to acquisitions and leasing, marketing and management. Many of our competitors may be larger and have greater financial, technical, leasing, marketing and other resources than we do, which may affect our ability to acquire our target properties at attractive prices and attract quality tenants.

In addition, although we have several employees who have previously personally engaged in this business on a small scale, we have limited operating history as a company in this business and contract with various third-party professionals to assist us in acquiring and managing our properties and providing services to tenants. If these professionals do a poor job or don't perform to our expectations, it could affect the prices we pay to acquire properties, our relationships with our tenants, the operation of our properties, and our reputation in this business. These factors make this business difficult to evaluate, and may affect our ability to operate this business in a profitable manner.

***Many factors affect the single-family residential rental market and the profitability of this business will be affected both by our assumptions about this market and this market's conditions in our target areas.***

The success of our business model will depend upon many factors including, but not limited to: the availability of properties that meet our investment criteria and our ability to acquire such properties at favorable prices; real estate appreciation or depreciation in our target markets; the condition of our properties; our ability to contain renovation, maintenance, marketing and other operating costs for our properties; our ability to maintain high occupancy rates and target rent levels; general economic conditions in our target markets, such as changes in employment and household earnings and expenses; the effects of rent controls, stabilization laws and other laws or regulations regarding rental rates and tenant rights; and changes in, and changes in enforcement of, laws, regulations and government policies including health, safety, environmental, property, zoning and tax laws. We will have no control over many of these factors, which could adversely affect the profitability of this business. Our success will also depend, in part, on our assumptions about our target properties, our target renters, our renovation, maintenance and other operating costs, and our rental rates and occupancy levels and, if our assumptions prove to be inaccurate, this may adversely affect the profitability of this business.

***Initially, our portfolio of properties has been geographically concentrated and any adverse developments in local economic conditions, or the demand for single-family rental homes in these markets, or the occurrence of natural disasters may adversely affect the operating results of this business.***

Initially, our target markets are in the east coast of Florida and we are exposed to any adverse developments in local economic conditions or natural disasters in that area. Due to this geographic concentration, any such developments could affect our business to a greater extent than if our properties were less geographically concentrated.

***Poor resident selection and defaults by renters may adversely affect the financial performance of this business and harm our reputation.***

Our success depends, in large part, upon our ability to attract and retain qualified tenants. This will depend, in turn, upon our ability to screen applicants, identify good residents, avoid tenants who may default, and the willingness of our tenants to renew their leases. When properties are vacant, we are not earning rental income and incur maintenance costs as well as turnover costs associated with re-leasing the properties, such as marketing and leasing commissions. Additionally, if we have to evict tenants, we will incur legal costs and may have renovation costs if the tenants don't properly maintain the properties or cause damage to the properties. Our reputation in the communities where our properties are located may be harmed if our tenants are not good neighbors or do damage to our properties or to the local communities.

***Declining real estate values and impairment charges could adversely affect the earnings and financial condition of this business.***

Our success depends upon our ability to acquire rental properties at attractive values, such that we can earn a satisfactory return on our investment primarily through rental income and secondarily through increases in property values. If we overpay for properties, or if their values subsequently decline or fail to rise because of market factors, we may not achieve our financial objectives. Additionally, U.S. GAAP requires companies to take an impairment charge if there is a permanent decline in the value of a property based upon a review of various market factors. An impairment charge would reduce the net income in the period in which it was taken. Even if we concluded that an impairment charge was not needed, a decline in the value of a property may become manifest over time through reduced rental income from the property, which would affect the earnings and financial condition of this business.

## **Risks Related to REIT Compliance and Other Tax Matters**

### ***If we are disqualified as a REIT, we will be subject to tax as a regular corporation and face substantial tax liability.***

We believe that, since our initial public offering in 1998, we have operated so as to qualify as a REIT under the Code and we intend to continue to meet the requirements for taxation as a REIT. Nevertheless, we may not remain qualified as a REIT in the future. Qualification as a REIT involves the application of highly technical and complex Code provisions for which only a limited number of judicial or administrative interpretations exist. Even a technical or inadvertent mistake could require us to pay a penalty or jeopardize our REIT status. We hold certain assets and derive certain types of income that do not qualify under various gross asset and income requirements applicable to REITs and, if the amounts of such assets or income exceed thresholds permitted under the code, our ability to qualify as a REIT could be jeopardized. Furthermore, Congress or the IRS might change tax laws or regulations and the courts might issue new rulings, in each case potentially having retroactive effects that could make it more difficult or impossible for us to qualify as a REIT. If we fail to qualify as a REIT in any tax year, then:

- we would be taxed as a regular domestic corporation, which, among other things, means being unable to deduct distributions to stockholders in computing taxable income and being subject to federal income tax on our taxable income at regular corporate rates;
- any resulting tax liability could be substantial and would reduce the amount of cash available for distribution to stockholders;
- we would no longer be required to make distributions to our stockholders; and
- unless we were entitled to relief under applicable statutory provisions, we could be disqualified from treatment as a REIT for the subsequent four taxable years following the year during which we lost our qualification and thus our cash available for distribution to stockholders would be reduced for each of the years during which we do not qualify as a REIT.

### ***Complying with REIT requirements may cause us to forego otherwise attractive opportunities.***

In order to qualify as a REIT for federal income tax purposes, we must continually satisfy tests concerning, among other things, our sources of income, the nature and diversification of our MBS and other assets, the amounts we distribute to our stockholders and the ownership of our stock. We may also be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution. Thus, compliance with REIT requirements may hinder our ability to operate solely on the basis of maximizing profits.

### ***Complying with REIT requirements may limit our ability to hedge effectively.***

Compliance with the REIT provisions of the Code may limit our ability to hedge our assets and operations. Under these provisions, any income that is generated from transactions intended to hedge our interest rate, inflation and/or currency risks will be excluded from gross income for purposes of the REIT 75% and 95% gross income tests if the instrument hedges (1) interest rate risk on liabilities incurred to carry or acquire real estate or (2) risk of currency fluctuations with respect to any item of income or gain that would be qualifying income under the REIT 75% or 95% gross income tests, and such instrument is properly identified under applicable Treasury Regulations. Income from hedging transactions that does not meet these requirements will generally constitute non-qualifying income for purposes of both the REIT 75% and 95% gross income tests. As a result of these rules, we may have to limit use of hedging techniques that might otherwise be advantageous, which could result in greater risks associated with interest rate or other changes than we would otherwise incur.

### ***Complying with REIT requirements may force us to liquidate otherwise attractive investments or to make investments inconsistent with our business plan.***

In order to qualify as a REIT, we must also determine that at the end of each calendar quarter at least 75% of the value of our assets consists of cash, cash items, government securities and qualified REIT real estate assets. The remainder of our investment in securities generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our assets can consist of the securities of any one issuer. No more than 25% of the total value of our assets can be stock in taxable REIT subsidiaries. If we fail to comply with these requirements, we must dispose of a portion of our assets within 30 days after the end of the calendar quarter in order to avoid losing our REIT status and suffering adverse tax consequences. The need to comply with these gross income and asset tests may cause us to acquire other assets that are qualifying real estate assets for purposes of the REIT requirements that are not part of our overall business strategy and might not otherwise be the best investment alternative for us.

***Complying with REIT requirements may force us to borrow to make distributions to stockholders.***

As a REIT, we must distribute at least 90% of our annual taxable income (subject to certain adjustments) to our stockholders. At the time when we are required to make previously declared dividend distributions, declines in the value of our portfolio holdings and the resulting subsequent margins calls may have depleted most or all of our cash and cash equivalents. If this were to occur and if market conditions allowed us to do so, we would sell some of our portfolio holdings to generate sufficient funds to make the dividend payments. If market conditions did not allow us to sell portfolio holdings, we would be required to borrow funds on an unsecured basis to make the previously declared dividend payments.

***Dividends payable by REITs do not qualify for the reduced tax rates.***

Current tax law generally provides for favorable tax rates (20% maximum in the case of non-corporate stockholders) on dividends received from corporations. However, dividends paid by REITs to these stockholders are generally not eligible for these reduced rates. Although this legislation does not adversely affect the taxation of REITs or dividends paid by REITs, the more favorable rates applicable to non-REIT corporate dividends could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the stock of REITs, including our common stock.

***The tax imposed on REITs engaging in “prohibited transactions” will limit our ability to engage in transactions, including certain methods of securitizing loans, which would be treated as sales for federal income tax purposes.***

A REIT’s net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property but including any mortgage loans, held in inventory primarily for sale to customers in the ordinary course of business. We might be subject to this tax if we were to sell a loan or securitize loans in a manner that was treated as a sale of such inventory for federal income tax purposes. Therefore, in order to avoid the prohibited transactions tax, we may choose not to engage in certain sales of loans other than through a taxable REIT subsidiary and may limit the structures we utilize for our securitization transactions even though such sales or structures might otherwise be beneficial for us. In addition, this prohibition may limit our ability to restructure our investment portfolio of mortgage loans from time to time, even if we believe that it would be in our best interest to do so.

***We may incur excess inclusion income that would increase the tax liability of our stockholders.***

In general, dividend income that a tax-exempt entity receives from us should not constitute unrelated business taxable income as defined in Section 512 of the Code. If we realize excess inclusion income and allocate it to stockholders, however, then this income would be fully taxable as unrelated business taxable income under Section 512 of the Code. If the stockholder is foreign, it would generally be subject to U.S. federal income tax withholding on this income without reduction pursuant to any otherwise applicable income tax treaty. U.S. stockholders would not be able to offset such income with their operating losses.

We generally structure our borrowing arrangements in a manner designed to avoid generating significant amounts of excess inclusion income. However, excess inclusion income could result if we held a residual interest in a REMIC. Excess inclusion income also may be generated if we were to issue debt obligations with two or more maturities and the terms of the payments on these obligations bore a relationship to the payments that we received on our mortgage loans or MBS securing those debt obligations. For example, we may engage in non-REMIC CMO securitizations. We also enter into various repurchase agreements that have differing maturity dates and afford the lender the right to sell any pledged mortgage securities if we default on our obligations. The IRS may determine that these transactions give rise to excess inclusion income that should be allocated among our stockholders. We may invest in equity securities of other REITs and it is possible that we might receive excess inclusion income from those investments. Some types of entities, including, without limitation, voluntarily employee benefit associations and entities that have borrowed funds to acquire their shares of our stock, may be required to treat a portion of or all of the dividends they receive from us as unrelated business taxable income.

***Misplaced reliance on legal opinions or statements by issuers of MBS government securities could result in a failure to comply with REIT gross income or asset tests.***

When purchasing MBS, government securities and interests in loans held in securitization trusts, we may rely on opinions of counsel for the issuer or sponsor of such securities, or statements made in related offering documents, for purposes of determining whether and to what extent those securities constitute “real estate assets” for purposes of the REIT asset tests and produce income that qualifies under the REIT income tests. The inaccuracy of any such opinions or statements may harm our REIT qualification and result in significant corporate level tax.



## Additional Risk Factors

### ***Failure to maintain an exemption from the Investment Company Act would materially harm our results of operations.***

We believe that we conduct our business in a manner that results in our not being regulated as an investment company under the Investment Company Act of 1940, as amended, or the Investment Company Act. If we fail to continue to qualify for an exemption from registration as an investment company, our ability to use leverage would be substantially reduced and we would be unable to conduct our business as we presently do.

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, which we refer to as the 40% test. Excluded from the term "investment securities" are, among other things, U.S. government securities and securities issued by majority-owned subsidiaries that are not themselves investment companies and are not relying on the exception from the definition of investment company in Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act.

The Investment Company Act has an exemption for entities that are primarily engaged in the business of purchasing or otherwise acquiring "mortgages and other liens on and interests in real estate." Under the SEC's current interpretation, we qualify for this exemption if we maintain at least 55% of our assets directly in qualifying assets and at least 80% of our assets must be in both the qualifying assets and other real estate related interests (and no more than 20% comprised of other miscellaneous assets). In meeting the 55% requirement under the Investment Company Act, the SEC has generally viewed the following asset types as qualifying interests: (1) assets that represent an actual interest in real estate; (2) loans or liens that are fully secured by real estate; (3) assets that can be viewed as the functional equivalent of, and provide the same economic experience as an actual interest in real estate or a loan or lien fully secured by real estate, such as whole pool agency MBS. In meeting the 55% test, we treat MBS issued with respect to an underlying pool for which we hold all issued certificates as qualifying interests and partial pool agency MBS in other real estate related interests in complying with the 80% test. If the SEC or its staff adopts a contrary interpretation, we could be required to sell a substantial amount of our MBS under potentially adverse market conditions. Further, in order to maintain our exemption from registration as an investment company by acquiring "mortgages and other liens on and interests in real estate", we may be precluded from acquiring MBS whose yield is somewhat higher than the yield on "mortgages and other liens on and interests in real estate" that could be purchased in a manner consistent with the exemption.

On August 31, 2011, the SEC issued a release soliciting comments on the mortgage REIT exemption under the Investment Company Act. The SEC indicated in its release that it is concerned that some mortgage companies may be subject to the kinds of abuses that the Investment Company Act was intended to address, such as misvaluations of a company's investment portfolio and excessive leveraging. The release asked for comments on or before November 7, 2011 on whether the exclusion should be narrowed or changed in such a way that these potential abuses can be curtailed. The SEC also asked whether there are existing safeguards in the structure and operations of REITs and other mortgage companies that would address these or similar concerns. Although we believe that we have conducted our operations in a manner that would not be of the types of concerns addressed in the SEC's release, we could be subject to any rules or regulations that the SEC could propose in changing or narrowing the current exclusion that mortgage REITs rely on to maintain an exemption from the Investment Company Act. If the SEC or its staff changes or narrows this exemption, we could be required to sell a substantial amount of our MBS under potentially adverse market conditions. Although, at the present time, it is unknown whether the SEC or its staff will make any changes to this exclusion or the nature of any such changes, it is possible that any such changes could impact our Asset Acquisition Policy, our leverage, our liquidity, the size of our investment portfolio, our ability to use interest rate swap agreements, our ability to borrow, and could have a material adverse effect on our business and results of operations.

***We presently are not, nor do we intend to be, regulated as an investment company. Fluctuations in our net income and in our book value will likely be greater than those of investment companies. This may affect investors or potential investors as to the appropriateness of our stock as compared to that of an investment company.***

While presently our assets are similar to those owned by some investment companies, we are not regulated as an investment company. Regulation as an investment company entails that all investment companies maintain significantly lower levels of financial leverage than we have employed since our organization began operations in 1998. Because of the differences in our leverage from that of investment companies, this results in the fluctuation in net income and in book value by us to likely be greater than that experienced by investment companies. Therefore, investors and potential investors in our company should, on an ongoing basis, carefully determine if this greater level of income fluctuation and book value fluctuation is appropriate for them as compared to whether the less volatile results of investment companies are more appropriate for them.

***The market price of our common stock may fluctuate significantly.***

The market price and marketability of shares of our securities may, from time to time, be significantly affected by numerous factors, including many over which we have no control and that may not be directly related to us. These factors including the following:

- price and volume fluctuations in the stock market from time to time, which are often unrelated to the operating performance of particular companies;
- significant volatility in the market price and trading volume of securities of REITs or other companies in our sector, which is not necessarily related to the operating performance of these securities;
- changes in regulatory policies, tax guidelines and financial accounting and reporting standards, particularly with respect to REITs;
- changes in interest rates;
- changes in business conditions and the general economy, including the consequences of actions by the U.S. government and other foreign governments to address the global financial crisis;
- changes in our dividend policy and earnings or variations in operating results;
- any shortfall in revenue or net income or any increase in losses from levels expected by securities analysts;
- general economic trends and other external factors;
- changes in financial estimates by analysts or publication of research reports about us or the real estate or specialty finance industry; and
- loss of major repurchase agreement providers.

Fluctuations in the trading price of our common stock may adversely affect the liquidity of the trading market for our common stock and, in the event that we seek to raise capital through future equity financings, our ability to raise such equity capital.

***We may not be able to use the money we raise from time to time to acquire investments at favorable prices.***

We intend to seek to raise additional capital from time to time if we determine that it is in our best interests and the best interests of our stockholders, including through public offerings of our stock. The net proceeds of any offering could represent a significant increase in our equity. Depending on the amount of leverage that we use, the full investment of the net proceeds of any offering might result in a substantial increase in our total assets. There can be no assurance that we will be able to invest all of such additional funds in mortgage-related assets at favorable prices. We may not be able to acquire enough mortgage-related assets to become fully invested after an offering, or we may have to pay more for MBS than we have historically. In either case, the return that we earn on stockholders' equity may be reduced.

***We have not established a minimum dividend payment level for our common stockholders and there are no assurances of our ability to pay dividends to them in the future.***

We intend to pay quarterly dividends and to make distributions to our common stockholders in amounts such that all or substantially all of our taxable income in each year, subject to certain adjustments, is distributed. This, along with other factors, should enable us to qualify for the tax benefits accorded to a REIT under the Code. We have not established a minimum dividend payment level for our common stockholders and our ability to pay dividends may be harmed by the risk factors described in this Annual Report on Form 10-K. All distributions to our common stockholders will be made at the discretion of our Board and will depend on our earnings, our financial condition, maintenance of our REIT status and such other factors as our Board may deem relevant from time to time. There are no assurances of our ability to pay dividends in the future.

If we raise additional capital, our earnings per share and dividends per share may decline since we may not be able to invest all of the new capital during the quarter in which additional shares are sold and possibly the entire following calendar quarter.

***Our charter does not permit ownership of over 9.8% of our common or preferred stock and attempts to acquire our common or preferred stock in excess of the 9.8% limit are void without prior approval from our Board.***

For the purpose of preserving our REIT qualification and for other reasons, our charter prohibits direct or constructive ownership by any person of more than 9.8% of the lesser of the total number or value of the outstanding shares of our common stock or more than 9.8% of the outstanding shares of our preferred stock. Our charter's constructive ownership rules are complex and may cause the outstanding stock owned by a group of related individuals or entities to be deemed to be constructively owned by one individual or entity. As a result, the acquisition of less than 9.8% of the outstanding stock by an individual or entity could cause that individual or entity to own constructively in excess of 9.8% of the outstanding stock and thus be subject to our charter's ownership limit. Any attempt to own or transfer shares of our common or preferred stock in excess of the ownership limit without the consent of the Board shall be void and will result in the shares being transferred by operation of law to a charitable trust. Our Board has granted one third party institutional investor an exemption from the 9.8% ownership limitation as set forth in our charter documents. This exemption permitted the third party institutional investor to hold up to 20.0% of our Series A Preferred Stock.

***Because provisions contained in Maryland law, our charter and our bylaws may have an anti-takeover effect, investors may be prevented from receiving a "control premium" for their shares.***

Provisions contained in our charter and bylaws, as well as Maryland corporate law, may have anti-takeover effects that delay, defer or prevent a takeover attempt, which may prevent stockholders from receiving a "control premium" for their shares. For example, these provisions may defer or prevent tender offers for our common stock or purchases of large blocks of our common stock, thereby limiting the opportunities for our stockholders to receive a premium for their common stock over then-prevailing market prices. These provisions include the following:

- *Ownership limit.* The ownership limit in our charter limits related investors including, among other things, any voting group, from acquiring over 9.8% of our common stock or more than 9.8% of our preferred stock without our permission.
- *Preferred Stock.* Our charter authorizes our Board to issue preferred stock in one or more classes and to establish the preferences and rights of any class of preferred stock issued. These actions can be taken without soliciting stockholder approval.
- *Maryland business combination statute.* Maryland law restricts the ability of holders of more than 10% of the voting power of a corporation's shares to engage in a business combination with the corporation.
- *Maryland control share acquisition statute.* Maryland law limits the voting rights of "control shares" of a corporation in the event of a "control share acquisition."

***Future offerings of debt securities, which would be senior to our common stock, Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock upon liquidation, or other equity securities, which would dilute our existing stockholders and may be senior to our common stock, Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock for the purposes of dividend distributions, may harm the market price of our common stock, Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock.***

In the future, we may attempt to increase our capital resources by making additional offerings of debt or equity securities, including commercial paper, medium-term notes, senior or subordinated notes and classes of preferred stock or common stock. Upon liquidation, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common stock. Our preferred stock may have a preference on dividend payments that could limit our ability to make a dividend distribution to the holders of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our common stockholders bear the risk of our future offerings reducing the market price of our common stock.

Our charter provides that we may issue up to 20 million shares of preferred stock in one or more series. The issuance of additional preferred stock on parity with or senior to the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock could have the effect of diluting the amounts we may have available for distribution to holders of the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock. The Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock will be subordinated to all our existing and future debt. Thus, our Series A Preferred Stockholders, our Series B Preferred Stockholders and our Series C Preferred Stockholders bear the risk of our future offerings reducing the market price of our Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock.

We may issue additional shares of common stock or shares of preferred stock that are convertible into common stock. If we issue a significant number of shares of common stock or convertible preferred stock in a short period of time, there could be a dilution of the existing common stock and a decrease in the market price of the common stock.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Item 2. PROPERTIES**

In February 2012, we signed a new sublease agreement with PIA that expires on June 30, 2022 for approximately 7,300 square feet of office space at our existing location in Santa Monica, California. We believe this facility is adequate for our intended level of operations.

**Item 3. LEGAL PROCEEDINGS**

We are not a party to any material pending legal proceedings.

**Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information

Our common stock began trading under the symbol ANH on the New York Stock Exchange on May 9, 2003. Our common stock previously traded under the symbol ANH on the American Stock Exchange. Prior to March 17, 1998, there had been no public market for our common stock. The high and low sale prices for our common stock, as reported by the New York Stock Exchange, for the periods indicated are as follows:

	2015		2014	
	High	Low	High	Low
First Quarter .....	\$ 5.36	\$ 5.04	\$ 5.32	\$ 4.25
Second Quarter .....	\$ 5.33	\$ 4.92	\$ 5.50	\$ 5.04
Third Quarter .....	\$ 5.25	\$ 4.94	\$ 5.23	\$ 4.79
Fourth Quarter .....	\$ 5.00	\$ 4.35	\$ 5.45	\$ 4.82

#### Holders

As of February 22, 2016, there were approximately 782 record holders of our common stock. On February 22, 2016, the last reported sale price of our common stock on the New York Stock Exchange was \$4.66 per share.

#### Dividends

We pay cash dividends on a quarterly basis. The following table lists the cash dividends declared on each share of our common stock for our most recent two fiscal years. The dividends listed below were based primarily on our Board's evaluation of earnings and consideration of actions necessary to maintain our REIT status for each listed quarter and were declared on the date indicated:

	Cash Dividends Per Common Share	Date Dividends Declared
2015		
First quarter ended March 31, 2015 .....	\$ 0.15	March 19, 2015
Second quarter ended June 30, 2015 .....	\$ 0.15	June 18, 2015
Third quarter ended September 30, 2015 .....	\$ 0.15	September 17, 2015
Fourth quarter ended December 31, 2015 .....	\$ 0.15	December 17, 2015
2014		
First quarter ended March 31, 2014 .....	\$ 0.14	March 20, 2014
Second quarter ended June 30, 2014 .....	\$ 0.14	June 19, 2014
Third quarter ended September 30, 2014 .....	\$ 0.14	September 18, 2014
Fourth quarter ended December 31, 2014 .....	\$ 0.14	December 18, 2014

#### Issuer Purchase of Equity Securities

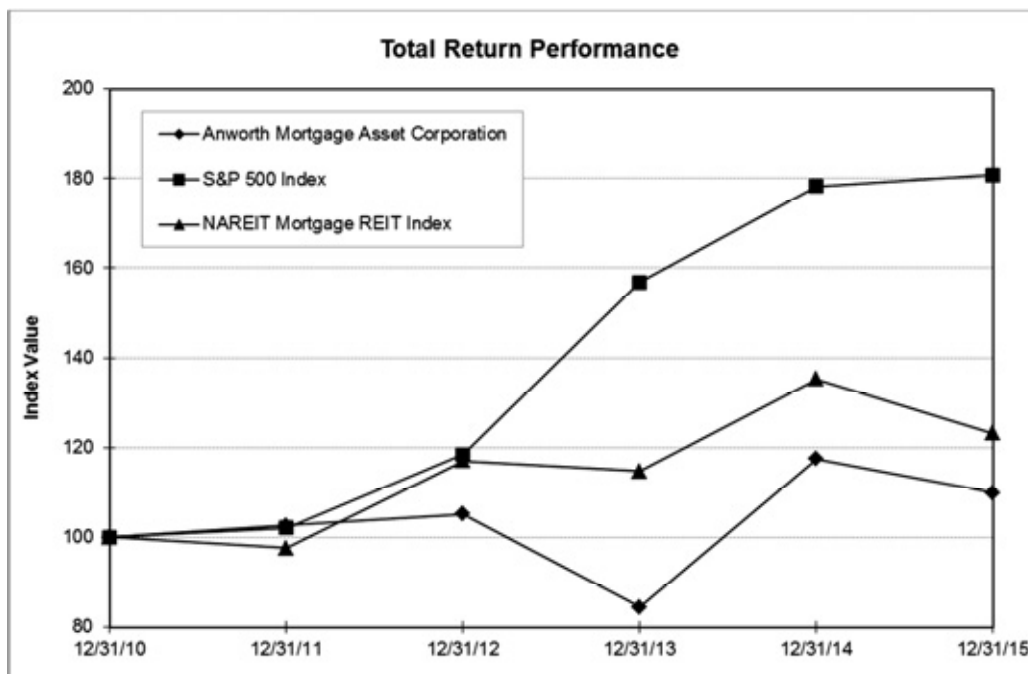
Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs <sup>(1)</sup>
Shares purchased previously under this program: .....			46,936,556	3,800,838
Month #1 (October 1-31) .....	1,402,764	\$ 4.91	48,339,320	2,398,074
Month #2 (November 1-30) .....	535,329	\$ 4.72	48,874,649	1,862,745
Month #3 (December 1-31) .....	633,507	\$ 4.57	49,508,156	1,229,238
Total shares purchased this quarter: .....	2,571,600			1,229,238
Total shares available for repurchase at December 31, 2015 .....				1,229,238

- (1) On October 3, 2011, we announced that our Board had authorized a share repurchase program which permitted us to acquire up to 2,000,000 shares of our common stock. The shares are expected to be acquired at prevailing prices through open market transactions. Our Board also authorized the Company to purchase an amount of our common stock up to the amount of common stock sold through our Dividend Reinvestment and Stock Purchase Plan. Subsequently, our Board authorized, on the following dates, the Company to acquire the following additional amounts of our common stock: 5,000,000 shares on December 13, 2013; 10,000,000 shares on March 14, 2014; 10,000,000 shares on May 22, 2014; 10,000,000 shares on October 17, 2014; 5,000,000 shares on June 18, 2015; and 5,000,000 shares on January 22, 2016.

During the year ended December 31, 2015, we repurchased an aggregate of 10,514,350 shares at a weighted average price of \$5.05 per share under our share repurchase program.

### Total Return Comparison

The following graph presents a cumulative total shareholder return comparison of our common stock with the Standard & Poor's 500 Index and the National Association of Real Estate Investment Trusts, Inc. Mortgage REIT Index:



Index	Period Ending					
	12/31/10	12/31/11	12/31/12	12/31/13	12/31/14	12/31/15
Anworth Mortgage Asset Corporation.....	100.00	102.65	105.19	84.44	117.43	109.89
S&P 500 Index.....	100.00	102.11	118.45	156.82	178.28	180.75
NAREIT Mortgage REIT Index .....	100.00	97.58	116.99	114.70	135.21	123.21

The cumulative total shareholder return reflects stock price appreciation, if any, and the value of dividends for our common stock and for each of the comparative indices. The graph assumes that \$100 was invested on December 31, 2010 in our common stock, that \$100 was invested in each of the indices on December 31, 2010 and that all dividends were reinvested into additional shares of common stock at the frequency with which dividends are paid on the common stock during the applicable fiscal year. The total return performance shown in this graph is not necessarily indicative of and is not intended to suggest future total return performance. Measurement points are at the last trading day of the fiscal years represented above.

**Item 6. SELECTED FINANCIAL DATA**

The selected financial data as of December 31, 2015 and 2014 and for the years ended December 31, 2015, 2014 and 2013 are derived from our audited consolidated financial statements included in this Annual Report on Form 10-K. The selected financial data as of December 31, 2013, 2012 and 2011 and for the years ended December 31, 2012 and 2011 are derived from audited consolidated financial statements not included in this Annual Report on Form 10-K. You should read these selected financial data together with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our audited consolidated financial statements and notes thereto that are included in this Annual Report on Form 10-K beginning on page F-1.

	For the Years Ended December 31,				
	2015	2014	2013	2012	2011
	(amounts in thousands, except per share data and days)				
<b>Statements of Operations Data</b>					
Days in period.....	365	365	365	366	365
Interest and other income net of amortization of premium and discount.....	\$ 147,092	\$ 157,156	\$ 174,784	\$ 195,853	\$ 224,180
Interest expense.....	(43,621)	(79,907)	(92,970)	(86,073)	(89,265)
Provision for loan losses.....	(203)	-	-	-	-
Net operating income.....	\$ 103,268	\$ 77,249	\$ 81,814	\$ 109,780	\$ 134,915
Other (loss) income.....	(74,584)	(30,876)	9,634	5,860	2,225
Expenses.....	(13,980)	(17,754)	(15,728)	(15,422)	(14,264)
Net income.....	<u>\$ 14,704</u>	<u>\$ 28,619</u>	<u>\$ 75,720</u>	<u>\$ 100,218</u>	<u>\$ 122,876</u>
Dividends on preferred stock.....	(6,437)	(5,716)	(5,736)	(5,773)	(5,885)
Net income available to common stockholders.....	<u>\$ 8,267</u>	<u>\$ 22,903</u>	<u>\$ 69,984</u>	<u>\$ 94,445</u>	<u>\$ 116,991</u>
Basic earnings per common share.....	\$ 0.08	\$ 0.18	\$ 0.49	\$ 0.68	\$ 0.91
Diluted earnings per common share.....	\$ 0.08	\$ 0.18	\$ 0.49	\$ 0.67	\$ 0.90
Average number of shares outstanding.....	103,412	123,949	142,455	138,382	128,601
Average number of diluted shares outstanding.....	107,751	128,057	146,400	142,485	132,759
	As of December 31,				
	2015	2014	2013	2012	2011
	(amounts in thousands, except per share data)				
<b>Balance Sheets Data</b>					
Agency MBS.....	\$ 4,892,782	\$ 7,023,063	\$ 8,556,367	\$ 9,244,333	\$ 8,761,894
Non-Agency MBS.....	\$ 682,061	\$ 199,710	\$ 79	\$ 360	\$ 1,585
Residential mortgage loans held-for-investment.....	\$ 969,172	\$ -	\$ -	\$ -	\$ -
Total assets.....	\$ 6,636,340	\$ 7,298,335	\$ 8,619,491	\$ 9,285,105	\$ 8,813,769
Repurchase agreements.....	\$ 4,915,528	\$ 6,370,740	\$ 7,580,000	\$ 8,020,000	\$ 7,595,000
Asset-backed securities issued by securitization trusts.....	\$ 915,486	\$ -	\$ -	\$ -	\$ -
Junior subordinated notes.....	\$ 37,380	\$ 37,380	\$ 37,380	\$ 37,380	\$ 37,380
Total liabilities.....	\$ 5,934,189	\$ 6,516,894	\$ 7,717,305	\$ 8,197,388	\$ 7,804,243
Series B Preferred Stock.....	\$ 23,924	\$ 23,924	\$ 23,924	\$ 25,222	\$ 27,239
Stockholders' equity (common, Series A and Series C Preferred).....	\$ 678,227	\$ 757,517	\$ 878,262	\$ 1,062,495	\$ 982,287
Number of common shares outstanding.....	98,944	109,234	138,717	142,013	134,115
Book value per common share.....	\$ 6.25	\$ 6.48	\$ 5.98	\$ 7.14	\$ 6.96

**Item 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Our Business**

We were incorporated in Maryland on October 20, 1997 and commenced operations on March 17, 1998. Our principal business is to invest in, finance and manage a leveraged portfolio of residential mortgage-backed securities and residential mortgage loans which presently include the following types of investments.

- Agency MBS, which include residential mortgage pass-through certificates and CMOs, are securities representing interests in pools of mortgage loans secured by residential property in which the principal and interest payments are guaranteed by a GSE, such as Fannie Mae or Freddie Mac.
- Non-Agency MBS, which are securities issued by companies that are not guaranteed by federally sponsored enterprises and that are secured primarily by first-lien residential mortgage loans.
- Residential mortgage loans through consolidated securitization trusts. We finance our residential mortgage loans through ABS, issued by the consolidated securitization trusts. The ABS which are held by unaffiliated third parties are non-recourse financing. The difference in the amount of the loans and the amount of the ABS represents our retained interest in the loans held in the securitization trusts.

Our principal business objective is to generate net income for distribution to our stockholders primarily based upon the spread between the interest income on our mortgage assets and our borrowing costs to finance our acquisition of those assets.

We generally view our target investments as being influenced primarily by either interest rate risks or credit risks. Our Agency MBS are sensitive to changes in interest rates and related prepayment speeds. Our Non-Agency MBS and residential mortgage loans held-for-investment are sensitive to changes in both interest rate risk and credit risk.

The assets which we allocate to Agency MBS are also allocated to one of two subcategories:

1. Agency MBS which have a fixed interest rate during the life of the mortgages; and
2. Agency MBS whose interest rates will change or adjust to current market levels at varying times.

We believe our hybrid investment model allows us to allocate assets across various sectors within the residential mortgage market with a focus on security selection and implementation of a relative value investment approach. Our asset allocation process takes into account the opportunities in the marketplace, cost of financing and cost of hedging interest rate, prepayment credit and other portfolio risks. As a result, MBS asset allocation reflects management’s opportunistic approach to investing in the marketplace.

The table below provides the MBS asset allocation and asset allocation between our Agency MBS, Non-Agency MBS and residential mortgage loans held-for-investment at December 31, 2015 and 2014 (dollar amounts in thousands):

	December 31, 2015		December 31, 2014	
	Dollar Amount	Percentage	Dollar Amount	Percentage
Agency MBS.....	\$ 4,892,782	74.77%	\$ 7,023,363	97.24%
Non-Agency MBS.....	682,061	10.42	199,710	2.76
Residential mortgage loans held-for-investment.....	969,172	14.81	-	-
Total mortgage-related assets .....	<u>\$ 6,544,015</u>	<u>100.00%</u>	<u>\$ 7,223,073</u>	<u>100.00%</u>

As we develop more of our hybrid investment model, these percentages will change. As our investment portfolio allocation shifts, our annualized yields and cost of financing shift. As previously discussed, our investment decisions are not driven solely by annualized yields but also by taking into account the uncertainty of faster or slower prepayments, extension risk and credit-related events.



## Our MBS Portfolio

At December 31, 2015 and December 31, 2014, our total assets, the fair value of our MBS portfolio and its allocation were approximately as follows:

	December 31, 2015	December 31, 2014
	(dollar amounts in thousands)	
Total assets.....	\$ 6,636,340	\$ 7,298,335
Fair value of MBS.....	\$ 5,574,843	\$ 7,223,073
Adjustable-rate Agency MBS (less than 1 year reset).....	38%	25%
Adjustable-rate Agency MBS (1-2 year reset).....	7	13
Adjustable-rate Agency MBS (2-3 year reset).....	3	11
Adjustable-rate Agency MBS (3-4 year reset).....	7	4
Adjustable-rate Agency MBS (4-5 year reset).....	7	7
Adjustable-rate Agency MBS (5-7 year reset).....	5	11
Adjustable-rate Agency MBS (>7 year reset).....	6	9
15-year fixed-rate Agency MBS.....	12	14
20-year and 30-year fixed-rate Agency MBS.....	3	3
Non-Agency MBS.....	12	3
Total MBS.....	<u>100%</u>	<u>100%</u>

## Results of Operations

### Years Ended December 31, 2015 and 2014

For the year ended December 31, 2015, our net income to common stockholders was approximately \$8.3 million, or \$0.08 per diluted share, based on a weighted average of 107.8 million fully diluted shares outstanding. This includes net income of \$14.7 million and the payment of preferred dividends of \$6.4 million. For the year ended December 31, 2014, our net income available to common stockholders was approximately \$22.9 million, or \$0.18 per diluted share, based on a weighted average of 128.1 million fully diluted shares outstanding. This included net income of \$28.6 million minus the payment of preferred dividends of \$5.7 million.

Net operating income for the year ended December 31, 2015 totaled \$103.5 million, or 53.5% of gross income, compared to \$77.2 million, or 38% of gross income, for the year ended December 31, 2014. Net operating income is comprised of the interest income earned on mortgage investments (net of premium amortization expense) and other income less interest expense from borrowings. Interest and other income net of premium amortization expense for the year ended December 31, 2015 was \$147.1 million, compared to \$157.2 million for the year ended December 31, 2014, a decrease of 6.4%, due primarily to a decrease in the weighted average portfolio outstanding, from approximately \$7.89 billion in 2014 to approximately \$6.6 billion in 2015, and an increase in premium amortization expense of \$1.25 million, partially offset by an increase in the weighted average coupons on MBS (from 2.56% in 2014 to 2.72% in 2015), an increase in interest income on residential mortgage loans of approximately \$12.8 million and an increase in rental income on residential properties of approximately \$1 million. Interest expense for the year ended December 31, 2015 was \$43.6 million compared to \$79.9 million for the year ended December 31, 2014, a decrease of approximately 45.4%, which resulted primarily from a decrease in the average borrowings outstanding, from \$7.09 billion in 2014 to \$6 billion in 2015, and approximately \$40.6 million in net payments on interest rate swaps being included in loss on interest rate swaps rather than in interest expense (due to their de-designation as cash flow hedges), partially offset by an increase in the weighted average interest rates, after giving effect to the swap agreements, from 1.11% in 2014 to 1.18% in 2015 and interest expense on assets-backed securities issued by securitization trusts of approximately \$11.6 million. We did not have any asset-backed securities issued by securitization trusts in 2014.

Recoveries on Non-Agency MBS were approximately \$26 thousand for the year ended December 31, 2015 compared to approximately \$120 thousand for the year ended December 31, 2014.

The results of our operations are affected by a number of factors, many of which are beyond our control, and primarily depend on, among other things, the level of our net interest income, the market value of our MBS, the supply of, and demand for, MBS in the marketplace, and the terms and availability of financing. Our net interest income varies primarily as a result from changes in interest rates, the slope of the yield curve (the differential between long-term and short-term interest rates), borrowing costs (our interest expense) and prepayment speeds on our MBS portfolios, the behavior of which involves various risks and uncertainties. Interest rates and prepayment speeds, as measured by the constant prepayment rate, vary according to the type of investment, conditions in the financial markets, competition and other factors, none of which can be predicted with any certainty. With respect to our business operations, increases in interest rates, in general, may, over time, cause: (i) the interest expense associated with our borrowings, which

are primarily comprised of repurchase agreements, to increase; (ii) the value of our MBS portfolios and, correspondingly, our stockholders' equity to decline; (iii) coupons on our MBS to reset, although on a delayed basis, to higher interest rates; (iv) prepayments on our MBS portfolios to slow, thereby slowing the amortization of our MBS purchase premiums; and (v) the value of our interest rate swap agreements and, correspondingly, our stockholders' equity to increase. Conversely, decreases in interest rates, in general, may, over time, cause: (i) prepayments on our MBS portfolios to increase, thereby accelerating the amortization of our MBS purchase premiums; (ii) the interest expense associated with our borrowings to decrease; (iii) the value of our MBS portfolios and, correspondingly, our stockholders' equity to increase; (iv) the value of our interest rate swap agreements and, correspondingly, our stockholders' equity to decrease; and (v) coupons on our MBS to reset, although on a delayed basis, to lower interest rates. In addition, our borrowing costs and credit lines are further affected by the type of collateral pledged and general conditions in the credit markets.

During the year ended December 31, 2015, premium amortization expense increased \$1.25 million, or 2.7%, to \$46.9 million from \$45.7 million during the year ended December 31, 2014, due primarily to an increase in both actual prepayments and future prepayment assumptions, on average, for the year. Realized prepayments increased from 2014 to 2015. The primary driver of realized prepayments is the relative difference between the new mortgage rate and borrowers' current mortgage rates or expected future mortgage rates, as is the case with adjustable-rate mortgages. The increase in realized prepayments during 2015 was due primarily to mortgage rates being lower, on average, during the year as compared to 2014. The prepayment rate assumptions used in our projection of long-term CPR percentages are based primarily on historical prepayment rates on our MBS assets as well as assumptions about future mortgage rates and their expected impact on future prepayments. Based upon current actual prepayments and expected future mortgage rates and their impact on future prepayments, we do not expect the trend of increasing actual prepayments and future prepayment assumptions seen from 2014 to 2015 to continue significantly.

The table below shows the approximate constant prepayment rate of our Agency MBS and Non-Agency MBS:

Portfolio	Year Ended December 31, 2015				Year Ended December 31, 2014			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Agency MBS and Non-Agency MBS.....	14%	19%	21%	16%	12%	14%	18%	15%

We review our MBS portfolios relative to current market conditions, trading prices of individual MBS, the general level of mortgage interest rates, prepayment activity, other investment opportunities and the duration of our portfolio versus the duration of our liabilities. Although there is no set pattern or expectation of a trend to sales of Agency MBS, we may sell some of the securities in our portfolio based upon these factors. During the year ended December 31, 2015, we received proceeds of approximately \$720 million from the sales of Agency MBS and recognized a net loss of approximately \$7.5 million. We had no set plan to sell these securities nor were we required to do so. Asset sales during 2015 were primarily a function of reallocating our portfolio from more interest rate-sensitive securities, such as Agency MBS, to more credit-sensitive investments, such as Non-Agency MBS, and rebalancing our portfolio by disposing of lower yielding securities. During the year ended December 31, 2014, we received proceeds of approximately \$562 million from the sales of Agency MBS and recognized a net loss of approximately \$2.85 million. We had no set plan to sell those securities nor were we required to do so. During the years ended December 31, 2015 and 2014, we recognized a gain (including derivative income) of approximately \$9.3 million and \$10.2 million, respectively, on TBA Agency MBS. During the year ended December 31, 2015, we sold approximately \$27 million of Non-Agency MBS and realized a loss of approximately \$75 thousand. We did not sell any Non-Agency MBS during the year ended December 31, 2014.

During the year ended December 31, 2015, we also had a loss on interest rate swaps recognized in our statements of operations of approximately \$74.2 million, consisting primarily of \$40.5 million in net cash settlements, approximately \$20.2 million in AOCI amortization and the difference of approximately \$13.5 million in the change in fair value (see the section entitled "Derivative Financial Instruments—Accounting for Derivative and Hedging Activities" in Note 1 to the accompanying audited consolidated financial statements for additional information). During the year ended December 31, 2014, we had a loss on interest rate swaps recognized in our statements of operations of approximately \$36.7 million, consisting primarily of \$31.6 million in net cash settlements, approximately \$7.7 million in AOCI amortization and the difference of approximately \$2.6 million in the change in fair value. Also during the years ended December 31, 2015 and 2014, we had a loss of approximately \$2.1 million and approximately \$1.7 million, respectively, on Eurodollar Futures Contracts.

Total expenses were approximately \$14 million for the year ended December 31, 2015, compared to approximately \$17.8 million for the year ended December 31, 2014. For the year ended December 31, 2015, we incurred management fees of approximately \$8.8 million, which is based on a percentage of our equity (see Note 12 to the accompanying audited consolidated financial statements) compared to management fees of approximately \$10.75 million for the year ended December 31, 2014. "Other expenses" (as detailed in Note 16 to the accompanying audited consolidated financial statements) decreased by \$1.8 million, due primarily to the decrease in legal and professional fees of approximately \$1.9 million and the decrease in printing and stockholder

communications of approximately \$422 thousand, both of which were related to the Company's proxy solicitation contest during 2014, partially offset by an increase in expenses related to our rental properties business of approximately \$565 thousand.

*Years Ended December 31, 2014 and 2013*

For the year ended December 31, 2014, our net income available to common stockholders was approximately \$22.9 million, or \$0.18 per diluted share, based on a weighted average of 128.1 million fully diluted shares outstanding. This included net income of \$28.6 million minus the payment of preferred dividends of \$5.7 million. For the year ended December 31, 2013, our net income available to common stockholders was approximately \$70 million, or \$0.49 per diluted share, based on a weighted average of 146.4 million fully diluted shares outstanding. This included net income of \$75.7 million minus the payment of preferred dividends of \$5.7 million.

Net interest income for the year ended December 31, 2014 totaled \$77.2 million, or 38% of gross income, compared to \$81.8 million, or 34.5% of gross income, for the year ended December 31, 2013. Net interest income is comprised of the interest income earned on mortgage investments (net of premium amortization expense) and other income less interest expense from borrowings. Interest and other income net of premium amortization expense for the year ended December 31, 2014 was \$157.2 million, compared to \$174.8 million for the year ended December 31, 2013, a decrease of 10.1%, due primarily to a decrease in the weighted average coupons on MBS (from 2.67% in 2013 to 2.56% in 2014) and a decrease in the weighted average portfolio outstanding, from approximately \$8.86 billion in 2013 to approximately \$7.89 billion in 2014, partially offset by a decrease in premium amortization expense of \$16.3 million. Interest expense for the year ended December 31, 2014 was \$79.9 million, compared to \$93 million for the year ended December 31, 2013, a decrease of approximately 14.1%, which resulted primarily from a decrease in the weighted average interest rates, after giving effect to the swap agreements, from 1.15% in 2013 to 1.11% in 2014, and a decrease in the average borrowings outstanding, from \$8.01 billion in 2013 to \$7.09 billion in 2014.

Recoveries on Non-Agency MBS were approximately \$120 thousand for the year ended December 31, 2014 compared to \$397 thousand for the year ended December 31, 2013.

During the year ended December 31, 2014, premium amortization expense decreased \$16.3 million, or 26.3%, to \$45.7 million from \$62 million during the year ended December 31, 2013 due primarily to a decrease in the balance of unamortized purchase premium as well as a decrease in both actual prepayments and future prepayment assumptions, on average, for the year. The decrease in the balance of unamortized purchase premium was due primarily to a decrease in Agency MBS assets. Based on the amount of Agency MBS assets held at December 31, 2014, we expect this trend of decreasing unamortized purchase premium and its effect on premium amortization expense to continue. Realized prepayments decreased from 2013 to 2014. The primary driver of realized prepayments is the relative difference between the new mortgage rate and borrowers' current mortgage rates or expected future mortgage rates, as is the case with adjustable-rate mortgages. The decrease in realized prepayments during 2014 was due primarily to mortgage rates being higher, on average, during the year as compared 2013. The prepayment rate assumptions used in our projection of long-term CPR percentages are based primarily on historical prepayment rates on our MBS assets as well as assumptions about future mortgage rates and their expected impact on future prepayments. Based upon current actual prepayments and expected future mortgage rates and their impact on future prepayments, we do not expect the trend of decreasing actual prepayments and future prepayment assumptions seen from 2013 to 2014 to continue significantly.

The table below shows the approximate constant prepayment rate of our Agency MBS and Non-Agency MBS:

Portfolio	Year Ended December 31, 2014				Year Ended December 31, 2013			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Agency MBS and Non-Agency MBS.....	12%	14%	18%	15%	24%	24%	23%	15%

During the year ended December 31, 2014, we received proceeds of approximately \$562 million from the sales of Agency MBS and recognized a net loss of approximately \$2.85 million. We had no set plan to sell these securities nor were we required to do so. During the year ended December 31, 2013, we received proceeds of approximately \$637 million from the sales of Agency MBS and recognized gross realized gains on sales of approximately \$14.89 million and gross realized losses on sales of approximately \$5.65 million. Asset sales during 2014 were primarily a factor of shifting more of our portfolio to TBA dollar roll funded assets, which do not require repurchase agreement financing. In 2013, we sold assets for repositioning our investment portfolio for asset/liability management purposes. During the year ended December 31, 2014, we recognized a gain of approximately \$10.2 million from TBA Agency MBS. During the year ended December 31, 2013, we did not enter into any TBA Agency MBS contracts.

During the year ended December 31, 2014, we also had a loss on interest rate swaps recognized in our income statement of approximately \$36.7 million, consisting primarily of \$31.6 million in net cash settlements, approximately \$7.7 million in AOCI amortization and the difference of approximately \$2.6 million in the change in fair value (see the section entitled “Derivative Financial Instruments—Accounting for Derivative and Hedging Activities” in Note 1 to the accompanying audited consolidated financial statements for additional information). During the year ended December 31, 2013, we had a gain on interest rate swaps of approximately \$62.7 million due primarily to the change in fair value of the swaps, which was recognized not through earnings but in AOCI. Also during the year ended December 31, 2014, we had a loss of approximately \$1.7 million on Eurodollar Futures Contracts. During the year ended December 31, 2013, we did not have any Eurodollar Futures Contracts.

Total expenses were approximately \$17.8 million for the year ended December 31, 2014, compared to approximately \$15.7 million for the year ended December 31, 2013. For the year ended December 31, 2014, we incurred management fees of approximately \$10.75 million, which is based on a percentage of our equity (see Note 12 to the accompanying audited consolidated financial statements) compared to management fees of approximately \$12 million for the year ended December 31, 2013. “Other expenses” (as detailed in Note 16 to the accompanying audited consolidated financial statements) increased by \$3.2 million due primarily to the increase in legal and professional fees of approximately \$2.1 million and the increase in printing and stockholder communications of approximately \$0.4 million, both of which were related to the Company’s proxy solicitation contest during 2014 and also to the increase in expenses related to our rental properties business of approximately \$0.7 million. We did not own any rental properties during 2013.

## Financial Condition

### *MBS Portfolio*

At December 31, 2015, we held Agency MBS which had an amortized cost of approximately \$4.84 billion, consisting primarily of approximately \$4.0 billion of adjustable-rate MBS and approximately \$0.8 billion of fixed-rate MBS. This amount represents an approximate 30.4% decrease from the \$6.96 billion held at December 31, 2014. This decrease was due primarily to approximately \$1.3 billion in paydowns and \$720 million in sales. Of the adjustable-rate Agency MBS owned by us, 52% were adjustable-rate pass-through certificates whose coupons reset within one year. The remaining 48% consisted of hybrid adjustable-rate Agency MBS that have an initial interest rate that is fixed for a certain period, usually one to ten years, and thereafter adjust annually for the remainder of the term of the loan. At December 31, 2015, the Non-Agency MBS had an amortized cost of approximately \$679.6 million, a fair value of approximately \$682.1 million and a contractually required principal of approximately \$820.3 million. At December 31, 2014, the Non-Agency MBS had an amortized cost of approximately \$199.7 million, a fair value of approximately \$199.7 million and a contractually required principal of approximately \$236.4 million.

The following table presents a schedule of our MBS at fair value owned at December 31, 2015 and December 31, 2014, classified by type of issuer (dollar amounts in thousands):

Agency	December 31, 2015		December 31, 2014	
	Fair Value	Portfolio Percentage	Fair Value	Portfolio Percentage
Fannie Mae (FNM) .....	\$ 2,892,722	51.9%	\$ 4,103,073	56.8%
Freddie Mac (FHLMC) .....	1,990,095	35.7	2,908,590	40.3
Ginnie Mae (GNMA) .....	9,965	0.2	11,700	0.1
Non-Agency MBS .....	682,061	12.2	199,710	2.8
Total MBS .....	<u>\$ 5,574,843</u>	<u>100.0%</u>	<u>\$ 7,223,073</u>	<u>100.0%</u>

The following table classifies our portfolio of MBS owned at December 31, 2015 and December 31, 2014 by type of interest rate index (dollar amounts in thousands):

Index	December 31, 2015		December 31, 2014	
	Fair Value	Portfolio Percentage	Fair Value	Portfolio Percentage
Agency MBS:				
One-month LIBOR .....	\$ 856	-%	\$ 1,098	-%
Six-month LIBOR .....	37,331	0.7	42,994	0.6
One-year LIBOR .....	3,847,628	69.0	5,495,253	76.1
Six-month certificate of deposit.....	685	-	888	-
Six-month constant maturity treasury.....	113	-	170	-
One-year constant maturity treasury.....	163,681	3.0	196,752	2.7
Cost of Funds Index.....	10,299	0.2	13,251	0.2
15-year fixed-rate .....	646,958	11.6	1,042,820	14.4
20-year and 30-year fixed-rate.....	185,231	3.3	230,137	3.2
Total Agency MBS .....	<u>\$ 4,892,782</u>	<u>87.8%</u>	<u>\$ 7,023,363</u>	<u>97.2%</u>
Non-Agency MBS.....	682,061	12.2	199,710	2.8
Total MBS.....	<u>\$ 5,574,843</u>	<u>100.0%</u>	<u>\$ 7,223,073</u>	<u>100.0%</u>

The fair values indicated do not include interest earned but not yet paid. With respect to our hybrid adjustable-rate Agency MBS, the fair value of these securities appears on the line associated with the index based on which the security will eventually reset once the initial fixed interest rate period has expired. The fair value of our MBS is reported to us independently from dealers who are major financial institutions and are considered to be market makers for these types of instruments. For more detail on the fair value of our MBS, see Note 8 to the accompanying audited consolidated financial statements.

#### Agency MBS

The weighted average coupon and average amortized cost of our Agency MBS at December 31, 2015, September 30, 2015, June 30, 2015, March 31, 2015 and December 31, 2014 were as follows:

	December 30, 2015	September 30, 2015	June 30, 2015	March 31, 2015	December 31, 2014
Agency MBS Portfolio:					
Weighted Average Coupon:					
Adjustable-rate Agency MBS .....	2.58%	2.59%	2.54%	2.54%	2.53%
Hybrid adjustable-rate Agency MBS .....	2.40	2.39	2.45	2.48	2.53
15-year fixed-rate Agency MBS .....	2.71	2.64	2.64	2.64	2.65
20-year and 30-year fixed-rate Agency MBS.....	4.31	4.33	4.34	4.35	4.37
Total Agency MBS .....	2.59%	2.57%	2.57%	2.58%	2.61%
Average Amortized Cost:					
Adjustable-rate Agency MBS.....	103.08%	103.19%	103.07%	103.03%	102.88%
Hybrid adjustable-rate Agency MBS.....	103.28	103.47	103.50	103.51	103.57
15-year fixed-rate Agency MBS.....	102.91	102.98	103.00	102.99	103.05
20-year and 30-year fixed-rate Agency MBS .....	103.15	103.15	103.14	103.11	103.13
Total Agency MBS.....	103.14%	103.28%	103.27%	103.27%	103.30%
Current yield on Agency MBS (weighted average coupon divided by average amortized cost).....	2.51%	2.49%	2.49%	2.50%	2.53%

At December 31, 2015 and December 31, 2014, the unamortized net premium paid for our Agency MBS was approximately \$147.5 million and \$222.4 million, respectively.

#### Non-Agency MBS

Non-Agency MBS yields are based on our estimate of the timing and amount of future cash flows and our cost basis. Our cash flow estimates for these investments are based on our observations of current information and events and include assumptions related to interest rates, prepayment rates and the timing and amount of credit losses and other factors.

The following table summarizes our Non-Agency MBS portfolio at December 31, 2015 and December 31, 2014 (dollar amounts in thousands):

### December 31, 2015

Loan Type	Fair Value	Amortized Cost	Contractual Principal	Weighted Average		
				Amortized Cost	Coupon	Yield
Prime .....	\$ 54,767	\$ 55,387	\$ 69,059	80%	4.52%	5.85%
Alt-A .....	432,654	426,435	548,488	78%	5.30%	5.52%
Subprime .....	53,416	53,940	56,729	95%	4.38%	5.46%
Non-performing .....	141,112	143,822	146,033	98%	4.64%	5.51%
Paydowns receivable .....	112	-	-	-	-	-
Total Non-Agency MBS .....	<u>\$ 682,061</u>	<u>\$ 679,584</u>	<u>\$ 820,309</u>	83%	5.05%	5.54%

### December 31, 2014

Loan Type	Fair Value	Amortized Cost	Contractual Principal	Weighted Average		
				Amortized Cost	Coupon	Yield
Prime .....	\$ 21,798	\$ 21,787	\$ 28,371	77%	1.73%	6.39%
Alt-A .....	79,584	79,625	106,482	75%	2.00%	5.65%
Subprime .....	35,987	35,987	37,834	95%	3.40%	5.63%
Non-performing .....	62,341	62,306	63,674	98%	4.83%	5.72%
Total Non-Agency MBS .....	<u>\$ 199,710</u>	<u>\$ 199,705</u>	<u>\$ 236,361</u>	85%	2.95%	5.75%

At December 31, 2015 and December 31, 2014, the unamortized net discount on our Non-Agency MBS was approximately \$140.7 million and \$36.6 million, respectively.

### Financing

The following information pertains to our repurchase agreement borrowings at December 31, 2015, September 30, 2015, June 30, 2015, March 31, 2015, December 31, 2014 and December 31, 2013:

	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015	December 31, 2014	December 31, 2013
	(dollar amounts in thousands)					
Repurchase agreements for Agency MBS .....	\$4,430,000	\$5,412,000	\$5,770,000	\$6,048,000	\$6,255,000	\$7,580,000
Repurchase agreements for Non-Agency MBS .....	485,528	419,045	365,978	236,037	115,740	-
Total repurchase agreements outstanding at each quarter end .....	<u>\$4,915,528</u>	<u>\$5,831,045</u>	<u>\$6,135,978</u>	<u>\$6,284,037</u>	<u>\$6,370,740</u>	<u>\$7,580,000</u>
Average repurchase agreements outstanding during the quarter .....	\$5,520,559	\$5,959,365	\$6,232,184	\$6,337,812	\$6,469,942	\$7,644,822
Average repurchase agreements outstanding during the year .....	\$6,012,480	N/A	N/A	N/A	\$7,092,961	\$8,011,694
Maximum monthly amount during the quarter .....	\$5,671,121	\$6,010,046	\$6,249,679	\$6,310,761	\$6,467,509	\$7,635,000
Maximum monthly amount during the year .....	\$6,310,761	N/A	N/A	N/A	\$7,563,000	\$8,485,000
Average interest rate on outstanding repurchase agreements during the quarter .....	0.73%	0.54%	0.46%	0.41%	0.37%	0.39%
Average days to maturity .....	27 days	29 days	29 days	37 days	37 days	38 days
Average interest rate after adjusting for interest rate swaps .....	1.39%	1.18%	1.15%	1.10%	1.06%	1.50%
Weighted average maturity after adjusting for interest rate swaps .....	736 days	687 days	691 days	729 days	767 days	1,010 days

At December 31, 2015, the repurchase agreements had the following balances (dollar amounts in thousands), weighted average interest rates and remaining weighted average maturities:

	Agency MBS		Non-Agency MBS		Total MBS	
	Balance	Weighted Average Interest Rate	Balance	Weighted Average Interest Rate	Balance	Weighted Average Interest Rate
Overnight .....	\$ -	-%	\$ -	-%	\$ -	-%
Less than 30 days .....	2,710,000	0.60	485,528	1.91	3,195,528	0.80
30 days to 90 days .....	1,720,000	0.60	-	-	1,720,000	0.60
Over 90 days to less than 1 year .....	-	-	-	-	-	-
1 year to 2 years .....	-	-	-	-	-	-
Demand .....	-	-	-	-	-	-
	<u>\$4,430,000</u>	<u>0.60%</u>	<u>\$ 485,528</u>	<u>1.91%</u>	<u>\$4,915,528</u>	<u>0.73%</u>
Weighted average maturity .....	28 days		14 days		27 days	
Weighted average interest rate after adjusting for interest rate swaps .....					1.39%	
Weighted average maturity after adjusting for interest rate swaps .....					736 days	
MBS pledged as collateral under the repurchase agreements and swap agreements .....	\$4,694,731		\$ 596,831		\$5,291,562	

At December 31, 2014, the repurchase agreements had the following balances (dollar amounts in thousands), weighted average interest rates and remaining weighted average maturities:

	Agency MBS		Non-Agency MBS		Total MBS	
	Balance	Weighted Average Interest Rate	Balance	Weighted Average Interest Rate	Balance	Weighted Average Interest Rate
Overnight .....	\$ -	-%	\$ -	-%	\$ -	-%
Less than 30 days .....	2,395,000	0.32	115,740	1.82	2,510,740	0.39
30 days to 90 days .....	3,860,000	0.35	-	-	3,860,000	0.35
Over 90 days to less than 1 year .....	-	-	-	-	-	-
1 year to 2 years .....	-	-	-	-	-	-
Demand .....	-	-	-	-	-	-
	<u>\$ 6,255,000</u>	<u>0.34%</u>	<u>\$ 115,740</u>	<u>1.82%</u>	<u>\$ 6,370,740</u>	<u>0.37%</u>
Weighted average maturity .....	38 days		13 days		37 days	
Weighted average interest rate after adjusting for interest rate swaps .....					1.06%	
Weighted average maturity after adjusting for interest rate swaps .....					767 days	
MBS pledged as collateral under the repurchase agreements and swap agreements .....	\$ 6,650,143		\$ 155,311		\$ 6,805,454	

At December 31, 2015, the current yield on our Agency MBS declined to 2.51% at December 31, 2015 from 2.53% at December 31, 2014. This was due primarily to the decline in the weighted average coupon. As noted in the trend above, the weighted average coupon has declined by approximately 2 basis points from December 31, 2014. For the three months ended December 31, 2015, the weighted average coupon for our total Agency MBS increased by 2 basis points. One of the factors that also impact the reported yield on our MBS portfolio is the actual prepayment rate on the underlying mortgages. We analyze our MBS and the extent to which prepayments impact the yield. When the rate of prepayments exceeds expectations, we amortize the premiums paid on mortgage assets over a shorter time period, resulting in a reduced yield to maturity on our mortgage assets. Conversely, if actual prepayments are less than the assumed constant prepayment rate, the premium would be amortized over a longer time period, resulting in a higher yield to maturity.

The balance of the amounts of repurchase agreements outstanding and the balances for the averages on the repurchase agreements outstanding have been declining due to the Company's repurchases of its common stock, which is the basis for the leveraging of the repurchase agreements.

The average interest rate on outstanding repurchase agreements after adjusting for interest rate swap transactions increased from 1.06% at December 31, 2014 to 1.39% at December 31, 2015. The increase was due primarily to an increase in the weighted average interest rate on repurchase agreements increasing from 0.37% at December 31, 2014 to 0.73% at December 31, 2015. The weighted average term to next rate adjustment after adjusting for interest rate swap transactions decreased from 767 days at December 31, 2014 to 736 days at December, 31, 2015. This was due primarily to the decrease in the average maturity of swap agreements as shown in the table below under "Hedging Strategies."

#### *Residential Mortgage Loan Held-for-Investment*

At December 31, 2015, we owned all of the subordinated classes of certain securitization trusts. The underlying mortgage loans held in the securitization trusts (classified as residential mortgage loans held-for-investment) and the related financing (asset-backed securities issued by the securitization trusts) are consolidated on our consolidated balance sheets and are carried at cost. See Note 4 to the audited consolidated financial statements for more information regarding consolidation of the securitization trusts. See Note 8 to the accompanying audited consolidated financial statements for more information regarding the fair value of these investments and their related financing.

#### *Residential Properties Portfolio*

At December 31, 2015, we owned 88 single-family residential properties which are all located in Southeastern Florida and were carried at a total cost, net of accumulated depreciation, of approximately \$14.4 million. At December 31, 2014, we owned 79 single-family residential properties which were carried at a total cost, net of accumulated depreciation, of approximately \$12.9 million

#### *Hedging Strategies*

As we intend to hedge our exposure to rising rates on funds borrowed to finance our investments in securities, we periodically enter into derivative transactions (primarily in the form of interest rate swaps and Eurodollar Futures Contracts). We designate interest rate swaps as cash flow hedges for tax purposes. To the extent that we enter into hedging transactions to reduce our interest rate risk on indebtedness incurred to acquire or carry real estate assets, any income or gain from the disposition of hedging transactions should be qualifying income under the REIT rules for purposes of the 95% gross income test. To qualify for this exclusion, the hedging transaction must be clearly identified as such before the close of the day on which it was acquired, originated or entered into. The transaction must hedge indebtedness incurred or to be incurred by us to acquire or carry real estate assets.

As part of our asset/liability management policy, we may enter into hedging agreements such as interest rate caps, floors or swaps. These agreements are entered into to try to reduce interest rate risk and are designed to provide us with income and capital appreciation in the event of certain changes in interest rates. We review the need for hedging agreements on a regular basis consistent with our capital investment policy. Swaps are derivative instruments as defined by ASC 815-10. We do not anticipate entering into derivative transactions for speculative or trading purposes. In accordance with the swap agreements, we pay a fixed-rate of interest during the term of the swaps and we receive a payment that varies with the three-month LIBOR rate.

The following table pertains to all of our swaps and Eurodollar Futures Contracts at each quarter end for the years ended December 31, 2015 and 2014:

	Year Ended December 31, 2015				Year Ended December 31, 2014			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Aggregate notional amount of swap agreements .....	\$3.330 billion	\$3.346 billion	\$3.846 billion	\$3.866 billion	\$5.440 billion	\$5.265 billion	\$3.805 billion	\$3.330 billion
	3.75	3.5	3.0	2.6	3.8	3.7	4.0	4.0
Average maturity of swap agreements .....	years	years	years	years	years	years	years	years
Weighted average fixed rate paid on swap agreements .....	1.56%	1.56%	1.30%	1.24%	1.79%	1.78%	1.54%	1.56%
Aggregate notional amount of Eurodollars Futures Contracts .....	\$5.30 billion	\$5.35 billion	\$5.35 billion	\$4.55 billion	\$ 0	\$ 0	\$5.50 billion	\$5.50 billion



Swap agreements and Eurodollar Futures Contracts are used to provide protection from increases in interest rates having a negative impact on the market value of our portfolio that could result in our lenders requiring additional collateral for our repurchase agreement borrowings. An increase or decrease in the notional value of these agreements or contracts usually provides an increase or decrease in protection to our portfolio's change in value due to interest rate changes. However, there are other methods that can also lessen our portfolio's change in value due to interest rate increases. Among them are acquiring mortgages that are inherently less sensitive to interest rate changes and borrowings using long-term agreements.

After August 22, 2014, none of our swaps were designated for hedge accounting. For both terminated swaps and the de-designated swaps, as long as there is the probability that the forecasted transactions that were being hedged (i.e., rollovers of our repurchase agreement borrowings) are still expected to occur, the amount of the gain or loss in AOCI remains in AOCI and is amortized over the remaining term of the swaps. At December 31, 2015, the net unrealized loss in AOCI on the swaps was approximately \$24.6 million as compared to an unrealized loss of approximately \$47 million at December 31, 2014.

Each Eurodollar Futures Contract embodies \$1 million of notional value. We do not designate these contracts as hedges for accounting purposes. As a result, realized and unrealized changes in fair value are recognized in earnings in the period in which the changes occur. At December 31, 2015, we had 4,550 Eurodollar Futures Contracts representing \$4.55 billion in notional amount. The effective term of these contracts is three months. The cash held by the broker on the Eurodollar Futures Contracts was approximately \$2.3 million, which is included in "restricted cash," and there was a derivative asset of approximately \$826 thousand.

At December 31, 2014, we had 5,500 Eurodollar Futures Contracts representing \$5.5 billion in notional amount. The effective term of these contracts was three months. The cash held by the broker on the Eurodollar Futures Contracts was \$2.96 million, which was included in "restricted cash," and there was a derivative liability of approximately \$1.7 million.

At December 31, 2015, we had approximately \$690 million in notional amount of TBA Agency MBS. At December 31, 2014, we had approximately \$690 million in notional amount of TBA Agency MBS.

For more information on the amounts, policies, objectives and other qualitative data on our derivatives, see Notes 1, 8 and 14 to the accompanying audited consolidated financial statements.

## **Liquidity and Capital Resources**

### *Agency MBS and Non-Agency MBS Portfolios*

Our primary source of funds consists of repurchase agreements which totaled \$4.9 billion at December 31, 2015. As collateral for the repurchase agreements and swaps, we had pledged approximately \$4.7 billion in Agency MBS and approximately \$597 million in Non-Agency MBS. Our other significant source of funds for the year ended December 31, 2015 consisted of payments of principal from our Agency MBS portfolio in the amount of \$1.35 billion.

For the year ended December 31, 2015, there was a net decrease in cash and cash equivalents of approximately \$9.2 million. This consisted of the following components:

- Net cash provided by operating activities for the year ended December 31, 2015 was approximately \$66.1 million. This is comprised primarily of net income of \$14.7 million and adding back the following non-cash items: the amortization of premium and discounts on Agency MBS of approximately \$46.9 million; accretion of discounts on Non-Agency MBS of approximately \$129 thousand; depreciation on rental properties of \$441 thousand; loss on sales of Agency MBS of approximately \$7.5 million; loss on sales of Non-Agency MBS of \$75 thousand; loss on interest rate swaps of approximately \$74.2 million; the amortization of restricted stock of \$97 thousand; provision for loan losses of approximately \$203 thousand; and loss on Eurodollar Futures Contracts of approximately \$2.1 million, partially offset by periodic net settlements on interest rate swaps of approximately \$38.7 million; gain on derivatives net of derivative income on TBA Agency MBS of approximately \$9.3 million; accretion of discount on securitized loans of approximately \$186 thousand; and recovery on Non-Agency MBS of \$26 thousand. Net cash provided by operating activities also included a decrease in accrued expenses of approximately \$5.7 million; an increase in restricted cash of approximately \$25.2 million; a decrease in accrued interest payable of approximately \$2.1 million; an increase in prepaid expense of approximately \$0.6 million, partially offset by a decrease in interest receivable of approximately \$1.6 million;
- Net cash provided by investing activities for the year ended December 31, 2015 was approximately \$1.5 billion, which consisted of \$1.35 billion from principal payments on Agency MBS; proceeds from sales of Agency MBS of approximately \$720 million; proceeds from sales of Non-Agency MBS of approximately \$25.5 million; principal payments on Non-Agency MBS of approximately \$47.4 million; purchases of residential properties of approximately \$1.9 million and payments on residential mortgage loans held-for-investment of approximately \$0.5 million, partially offset by purchases of securitized loans of \$54.2 million; and purchases of Non-Agency MBS of approximately \$578 million; and

- Net cash used in financing activities for the year ended December 31, 2015 was approximately \$1.58 billion. This consisted of borrowings on repurchase agreements of approximately \$35.456 billion, offset by repayments on repurchase agreements of approximately \$36.911 billion; common stock repurchased of approximately \$52.2 million, net of proceeds from common stock issued; dividends paid of \$62 million on common stock; dividends paid of approximately \$6.2 million on preferred stock; settlements on terminated interest rate swaps of approximately \$28.1 million, less net settlements on TBA Agency MBS of approximately \$11 million and proceeds from sales of Series C Preferred Stock of approximately \$10 million.

Relative to our MBS portfolio at December 31, 2015, all of our repurchase agreements were fixed-rate term repurchase agreements with original maturities ranging from 21 days to 3 months. At December 31, 2015, we had borrowed funds under repurchase agreements with 22 different financial institutions. As the repurchase agreements mature, we enter into new repurchase agreements to take their place. Because we borrow money based on the fair value of our MBS and because increases in short-term interest rates or increasing market concern about the liquidity or value of our MBS can negatively impact the valuation of MBS, our borrowing ability could be reduced and lenders may initiate margin calls in the event short-term interest rates increase or the value of our MBS declines for other reasons. We had adequate cash flow, liquid assets and unpledged collateral with which to meet our margin requirements during the year ended December 31, 2015 but there can be no assurance we will have adequate cash flow, liquid assets and unpledged collateral with which to meet our margin requirements in the future.

Our leverage on capital (including all preferred stock and junior subordinated notes) decreased from 7.78x at December 31, 2014 to 6.65x at December 31, 2015. The decrease in leverage was due primarily to a decrease in repurchase agreements outstanding, from \$6.37 billion at December 31, 2014 to \$4.915 billion at December 31, 2015.

In the future, we expect that our primary sources of funds will continue to consist of borrowed funds under repurchase agreement transactions and of monthly payments of principal and interest on our MBS portfolios. Our liquid assets generally consist of unpledged MBS, cash and cash equivalents. A large negative change in the market value of our MBS might reduce our liquidity, requiring us to sell assets with the likely result of realized losses upon sale.

During the year ended December 31, 2015, we raised approximately \$1.14 million in capital under our 2015 Dividend Reinvestment and Stock Purchase Plan.

At December 31, 2015, our authorized capital included 20 million shares of \$0.01 par value preferred stock, which we have classified as Series A Cumulative Preferred Stock, or Series A Preferred Stock, Series B Cumulative Convertible Preferred Stock, or Series B Preferred Stock, and Series C Cumulative Redeemable Preferred Stock, or Series C Preferred Stock.

On January 27, 2015, we completed a public offering of 300,000 shares of our Series C Preferred Stock at a public offering price of \$24.50 per share and received net proceeds of approximately \$7 million. The shares were sold pursuant to the Company's effective shelf registration statement on Form S-3. The Series C Preferred Stock has no maturity date and is not subject to any sinking fund or mandatory redemption. On or after January 27, 2020, we may, at our option, redeem the Series C Preferred Stock for cash, in whole or from time to time in part, at a redemption price of \$25.00 per share plus accrued and unpaid dividends, if any, to the redemption date.

On March 3, 2015, we entered into an At Market Issuance Sales Agreement (which we refer to as the "MLV Sales Agreement") with MLV & Co. LLC (which we refer to as "MLV"), pursuant to which we may offer and sell from time to time through MLV, as our agent, up to \$200,000,000 aggregate amount of our common stock, Series B Preferred Stock and Series C Preferred Stock, in such amounts as we may specify by notice to MLV, in accordance with the terms and conditions set forth in the MLV Sales Agreement. During the year ended December 31, 2015, we issued an aggregate of 133,924 shares of our Series C Preferred Stock under the MLV Sales Agreement at a weighted average price of \$24.45 per share, which provided net proceeds to us of \$3.3 million, net of sales commissions. MLV received aggregate commissions of approximately \$33 thousand, which represents an average commission of approximately 1.0% on the gross sales price per share. At December 31, 2015, there was approximately \$196.8 million available for sale and issuance under the MLV Sales Agreement.

On October 3, 2011, we announced that our Board had authorized a share repurchase program which permits us to acquire up to 2,000,000 shares of our common stock. The shares are expected to be acquired at prevailing prices through open market transactions. The manner, price, number and timing of share repurchases will be subject to market conditions and applicable SEC rules. Our Board also authorized the Company to purchase an amount of our common stock up to the amount of common stock sold through our 2012 Dividend Reinvestment and Stock Purchase Plan. Subsequently, our Board authorized, on the following dates, the Company to acquire the following additional amounts of shares: 5,000,000 shares on December 13, 2013; 10,000,000 shares on March 14, 2014; 10,000,000 shares on May 22, 2014; 10,000,000 shares on October 17, 2014; and 5,000,000 shares on June 18, 2015.

During the year ended December 31, 2015, we repurchased an aggregate of 10,514,350 shares at a weighted average price of \$5.05 per share under our share repurchase program.

## Disclosure of Contractual Obligations

The following table represents the contractual obligations at December 31, 2015 of the Company (in thousands):

	<u>Total</u>	<u>Less Than 1 Year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>More Than 5 Years</u>
Repurchase agreements <sup>(1)</sup> .....	\$ 4,915,528	\$ 4,915,528	\$ 0	\$ 0	\$ 0
Junior subordinated notes <sup>(2)</sup> .....	37,380	-	-	-	37,380
Lease commitment.....	3,322	471	984	1,044	823
Total.....	<u>\$ 4,956,230</u>	<u>\$ 4,915,999</u>	<u>\$ 984</u>	<u>\$ 1,044</u>	<u>\$ 38,203</u>

(1) These represent amounts due by maturity.

(2) These represent amounts due by contractual maturity. However, we do have the option to redeem these as more fully described in Note 7 to the accompanying audited consolidated financial statements.

## Stockholders' Equity

We use available-for-sale treatment for our Agency MBS and Non-Agency MBS, which are carried on our balance sheets at fair value rather than historical cost. Based upon this treatment, our total equity base at December 31, 2015 was \$678.2 million. Common stockholders' equity was approximately \$618.1 million, or a book value of \$6.25 per share. "Common stockholders' equity" serves as the basis for how book value per common share is calculated.

Under our available-for-sale accounting treatment, unrealized fluctuations in fair values of assets are assessed to determine whether they are other-than-temporary. To the extent we determine that these unrealized fluctuations are not other-than-temporary, they do not impact GAAP income or taxable income but rather are reflected on the balance sheets by changing the carrying value of the assets and reflecting the change in stockholders' equity under "accumulated other comprehensive income, unrealized gain (loss) on available-for-sale securities."

As a result of this mark-to-market accounting treatment, our book value and book value per share are likely to fluctuate far more than if we used historical amortized cost accounting on all of our assets. As a result, comparisons with some companies that use historical cost accounting for all of their balance sheets may not be meaningful.

Unrealized changes in the fair value of MBS have one significant and direct effect on our potential earnings and dividends: positive fair value changes will increase our equity base and allow us to increase our borrowing capacity, while negative changes will tend to reduce borrowing capacity under our capital investment policy. A very large negative change in the net market value of our MBS might reduce our liquidity, requiring us to sell assets with the likely result of realized losses upon sale. "Accumulated other comprehensive income, unrealized income" on available-for-sale Agency MBS was approximately \$23.1 million, or 0.48% of the amortized cost of our Agency MBS, at December 31, 2015. This, along with "accumulated other comprehensive loss, derivatives" of approximately \$24.6 million and "accumulated other comprehensive income" on available-for-sale Non-Agency MBS of approximately \$2.4 million, constitutes the total "accumulated other comprehensive loss" of approximately \$0.9 million.

## Non-GAAP Financial Measures

In addition to the Company's operating results presented in accordance with GAAP, the following tables include the following non-GAAP financial measures: Core Earnings (including per common share), total interest income and average asset yield, including TBA dollar roll income and effective total interest expense and effective cost of funds. The first table below reconciles the Company's "net income to common stockholders" for the quarter and the year ended December 31, 2015 to "Core Earnings" for the same period. Core Earnings represents "net income to common stockholders" (which is the nearest comparable GAAP measure), adjusted for the items shown in the table below. The second table below reconciles the Company's total interest and other income for the quarter ended December 31, 2015 (which is the nearest comparable GAAP measure) to the total interest income and average asset yield, including TBA dollar roll income, and shows the annualized amounts as a percentage of the Company's average earning assets and also reconciles the Company's total interest expense (which is the nearest comparable GAAP measure) to the effective total interest expense and effective cost of funds and shows the annualized amounts as a percentage of the Company's average borrowings.

The Company's management believes that these non-GAAP financial measures are useful because they provide investors with greater transparency to the information that the Company uses in its financial and operational decision-making process. Management also believes the presentation of these measures, when analyzed in conjunction with the Company's GAAP operating results, allows investors to more effectively evaluate and compare the Company's performance to that of its peers, particularly those that have discontinued hedge accounting and those that have used similar portfolio and derivative strategies. These non-GAAP financial measures should not be used as a substitute for the Company's operating results for the quarter and the year ended December 31, 2015. An analysis of any non-GAAP financial measure should be used in conjunction with results presented in accordance with GAAP.

## Core Earnings

	Three Months Ended December 31, 2015		For the Year Ended December 31, 2015	
	Amount (in thousands)	Per Share	Amount (in thousands)	Per Share
Net income to common stockholders.....	\$ 31,310	\$ 0.30	\$ 8,267	\$ 0.08
Adjustments to derive core earnings:				
Loss on sales of MBS.....	\$ 7,507	\$ 0.08	\$ 7,583	\$ 0.07
(Gain) loss on interest rate swaps, net.....	(18,131)	(0.18)	74,247	0.72
(Loss) gain on derivatives-TBA Agency MBS, net.....	2,974	0.03	(9,323)	(0.09)
(Loss) gain on derivatives-Eurodollar Futures Contracts.....	(4,535)	(0.04)	2,103	0.02
Recovery on Non-Agency MBS and Lehman receivable.....	(167)	-	(372)	-
Amortization of other comprehensive income on de-designated swaps <sup>(1)</sup> .....	225	-	1,814	0.02
Periodic net settlement on interest rate Swaps after de-designation <sup>(2)</sup> .....	(8,524)	(0.09)	(40,551)	(0.39)
(Gains) losses from expiration of Eurodollar Futures Contracts.....	(199)	-	557	-
Dollar roll income on TBA Agency MBS <sup>(3)</sup> .....	4,383	0.04	16,797	0.16
Core earnings.....	<u>\$ 14,843</u>	<u>\$ 0.15</u>	<u>\$ 61,122</u>	<u>\$ 0.59</u>
Basic weighted average number of shares outstanding.....	99,857		103,412	

- (1) This amount represents the amortization of the balance remaining in “accumulated other comprehensive income” as a result of the Company’s discontinuation of hedge accounting and is recorded in its income statement as a portion of interest expense in accordance with GAAP.
- (2) Periodic net settlements on interest rate swaps after de-designation include all subsequent net payments made on interest rate swaps which were de-designated as hedges in August 2014. Net payments on the interest rate swaps made prior to de-designation are recognized in GAAP net income available to common stockholders.
- (3) Dollar roll income on TBA Agency MBS is the income resulting from the price discount typically obtained by extending the settlement of TBA Agency MBS to a later date. This is a component of both the “(Loss) gain on derivatives-TBA Agency MBS” and “derivative income-TBA Agency MBS” that are shown on the Company’s income statement.

## Effective Net Interest Rate Spread

	Three Months Ended December 31, 2015	
	Amount (in thousands)	Annualized Percentage
Average Asset Yield, Including TBA Dollar Roll Income:		
Total interest and other income.....	\$ 39,841	2.43%
Dollar roll income on TBA Agency MBS <sup>(1)</sup> .....	4,383	0.27%
Total interest income and average asset yield, including TBA dollar roll income.....	<u>\$ 44,224</u>	<u>2.70%</u>
Effective Cost of Funds:		
Total interest expense.....	\$ 15,603	0.98%
Periodic net settlement on interest rate Swaps after de-designation <sup>(2)</sup> .....	8,524	0.53%
Amortization of other comprehensive income on de-designated Swaps <sup>(3)</sup> .....	(225)	-0.01%
(Gain) on expiration of Eurodollar Futures Contracts.....	(199)	-0.01%
Effective total interest expense and effective cost of funds.....	<u>\$ 23,703</u>	<u>1.49%</u>
Effective net interest rate spread.....		<u>1.21%</u>
Average earning assets.....	\$ 6,548,564	
Average borrowings.....	\$ 6,375,464	

## Critical Accounting Policies and Estimates

Management has the obligation to ensure that its policies and methodologies are in accordance with GAAP. Management has reviewed and evaluated its critical accounting policies and believes them to be appropriate.

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions in certain circumstances that affect amounts reported in the accompanying audited consolidated financial statements. In preparing these audited consolidated financial statements, management has made its best estimates and judgments on the basis of information then readily available to it of certain amounts included in the audited consolidated financial statements, giving due consideration to materiality. Application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ materially and adversely from these estimates.

Our accounting policies are described in Note 1 to the accompanying audited consolidated financial statements. Management believes the more significant of our accounting policies are the following:

#### *Revenue Recognition*

The most significant source of our revenue is derived from our investments in MBS. We reflect income using the effective yield method which, through amortization of premiums and accretion of discounts at an effective yield, recognizes periodic income over the estimated life of the investment on a constant yield basis, as adjusted for actual prepayment activity and estimated prepayments. Management believes our revenue recognition policies are appropriate to reflect the substance of the underlying transactions.

Interest income on our Agency MBS is accrued based on the actual coupon rate and the outstanding principal amounts of the underlying mortgages. Premiums and discounts are amortized or accreted into interest income over the expected lives of the securities using the effective interest yield method, adjusted for the effects of actual prepayments and estimated prepayments based on ASC 320-10.

Our policy for estimating prepayment speeds for calculating the effective yield is to evaluate historical performance, street consensus prepayment speeds and current market conditions. If our estimate of prepayments is incorrect, we may be required to make an adjustment to the amortization or accretion of premiums and discounts that would have an impact on future income, which could be material and adverse.

For a majority of the Non-Agency MBS purchased at a discount, these are accounted for under “Loans and Debt Securities Acquired with Credit Deterioration” (ASC 310-30). A debt security accounted for under ASC 310-30 is initially recorded at its purchase price (fair value). The amount of expected cash flows that exceed the initial investment represents the market yield adjustment, which is recognized as interest income on a level yield basis over the life of the security. The excess of total contractual principal over the cash flows expected at its origination is considered to be non-accretable yield. The Company must periodically reassess the expected cash flows of loans accounted for under ASC 310-30 along with the cash flows received. A significant increase in expected cash flows must be accounted for as an increase in the rate of accretion over the remaining life of the security. Conversely, if expected cash flows decrease, an other-than-temporary impairment must be recognized as a charge to earnings. Adjustments to the fair value of Non-Agency MBS, accounted for as available-for-sale securities, are recorded in “accumulated other comprehensive income,” or AOCI. The determination as to whether impairment and market yield adjustment exists is based on cash flow projections related to the securities. As a result, the timing and amount of impairment and market yield adjustment constitutes a material estimate that is susceptible to significant change.

#### *Valuation and Classification of Investment Securities*

We carry our investment securities on our balance sheet at fair value. The fair values of our Agency MBS are generally based on third party bid price indications provided by certain dealers who make markets in such securities. If, in the opinion of management, one or more securities prices reported to us are not reliable or unavailable, management reviews the fair value based on characteristics of the security it receives from the issuer and available market information. The fair values reported reflect estimates and may not necessarily be indicative of the amounts we could realize in a current market exchange. We review various factors (i.e., expected cash flows, changes in interest rates, credit protection, etc.) in determining whether and to what extent an other-than-temporary impairment exists. To the extent that unrealized losses on our Agency MBS are attributable to changes in interest rates and not credit quality, and because we did not have the intent at December 31, 2015 to sell these investments, nor is it not more likely than not that we will be required to sell these investments before recovery of their amortized cost bases, which may be at maturity, we do not consider these investments to be other-than-temporarily impaired. Losses (that are related to credit quality) on securities classified as available-for-sale, which are determined by management to be other-than-temporary in nature, are reclassified from “accumulated other comprehensive income (loss)” to current-period income (loss). For more detail on the fair value of our Agency MBS, see Note 8 to the accompanying audited consolidated financial statements.

In determining the fair value of our Non-Agency MBS, management considers a number of observable market data points, including prices obtained from well-known major financial brokers that make markets in these instruments, pricing from independent pricing services, and timely trading activity in the marketplace. Management reviews these inputs in the valuation of our Non-Agency MBS. We understand that in order to determine the fair market value of a security, market participants not only consider the characteristics of the type of security and its underlying collateral but also take into consideration the historical performance data of

the underlying collateral of that security including loan delinquency, loan losses and credit enhancement. In addition, we also collect and consider current market intelligence on all major markets, including benchmark security evaluations and bid list results from various sources. To the extent that unrealized losses on our Non-Agency MBS are attributable to changes in interest rates and not credit quality, and because we did not have the intent at December 31, 2015 to sell these investments, nor is it not more likely than not that we will be required to sell these investments before recovery of their amortized cost bases, which may be at maturity, we do not consider these investments to be other-than-temporarily impaired. Losses (that are related to credit quality) on securities classified as available-for-sale, which are determined by management to be other-than-temporary in nature, are reclassified from “accumulated other comprehensive income (loss)” to current-period income (loss). For more detail on the fair value of our Non-Agency MBS, see Note 8 to the accompanying audited consolidated financial statements.

Our MBS are valued using various market data points as described above, which management considers to be directly or indirectly observable parameters. Accordingly, our MBS are classified as Level 2 in the fair value hierarchy.

#### *Accounting for Derivatives and Hedging Activities*

In accordance with ASC 815, we recognize all derivatives as either assets or liabilities and we measure these investments at fair value. Changes in fair value for derivatives not designated as hedges are recorded in our consolidated statements of operations as “gain (loss) on derivatives.”

In accordance with ASC 815-10, a derivative that is designated as a hedge is recognized as an asset/liability and measured at estimated fair value. In order for our interest rate swap agreements to qualify for hedge accounting, upon entering into the swap agreement, we must anticipate that the hedge will be highly “effective,” as defined by ASC 815-10.

Prior to March 18, 2014 and August 22, 2014, when on those dates we de-designated our swaps from hedge accounting, on the date we entered into a derivative contract, we designated the derivative as a hedge of the variability of cash flows that are to be received or paid in connection with a recognized asset or liability (a “cash flow” hedge). Changes in the fair value of a derivative that were highly effective and that are designated and qualify as a cash flow hedge, to the extent that the hedge is effective, were recorded in “other comprehensive income” and reclassified to income when the forecasted transaction affected income (e.g., when periodic settlement interest payments were due on repurchase agreements). The swap agreements were carried on our balance sheets at their fair value based on values obtained from large financial institutions who were market makers for these types of instruments. Hedge ineffectiveness, if any, was recorded in current-period income.

We formally assessed, both at the hedge’s inception and on an ongoing basis, whether the derivatives that were used in hedging transactions were highly effective in offsetting changes in the cash flows of hedged items and whether those derivatives were expected to remain highly effective in future periods. If it was determined that a derivative was not (or ceased to be) highly effective as a hedge, we discontinued hedge accounting.

When we discontinued hedge accounting, the gain or loss on the derivative remained in “accumulated other comprehensive income (loss)” and is reclassified into income when the forecasted transaction affects income. In all situations in which hedge accounting is discontinued and the derivative remains outstanding, we carry the derivative at its fair value on our balance sheets, recognizing changes in the fair value in current-period income. At December 31, 2015, none of our derivative instruments were designated as hedges.

For purposes of the cash flow statement, cash flows from derivative instruments were classified with the cash flows from the hedged item. Cash flows from derivatives that are not hedges are classified according to the underlying nature or purpose of the derivative. For more detail on our derivative instruments, see Notes 1, 8 and 14 to the accompanying audited consolidated financial statements.

#### *Income Taxes*

Our financial results do not reflect provisions for current or deferred income taxes. Management believes that we have and intend to continue to operate in a manner that will allow us to be taxed as a REIT and, as a result, management does not expect to pay substantial, if any, corporate level taxes. Many of these requirements, however, are highly technical and complex. If we were to fail to meet these requirements, we would be subject to federal income tax.

#### *Recent Accounting Pronouncements*

A description of recent accounting pronouncements, the date adoption is required and the impact on our audited consolidated financial statements is contained in Note 1 to the accompanying audited consolidated financial statements.

## *Government Activity*

### *Developments Concerning Fannie Mae and Freddie Mac*

Payments on the Agency MBS in which we invest are guaranteed by Fannie Mae and Freddie Mac. Since 2008, these agencies have been under the conservatorship of the U.S. government. Over the past several years, separate legislation has been introduced in both houses of the U.S. Congress to wind-down both of these agencies. None of these bills have garnered enough support for a vote. It is currently unknown if, and when, any of these bills would become law and, if they did, what impact that would have on housing finance in general and what the impact would be on the existing securities guaranteed by Fannie Mae and Freddie Mac, as well as the impact on the pricing, supply, liquidity and value of the MBS in which we invest.

In March 2015, Congresswoman Marsha Blackburn (R-Tennessee) introduced a bill in the U.S. House of Representatives to put the profits of Fannie Mae and Freddie Mac into escrow until reform of these entities is achieved. To date, Congress has not taken any further action on this bill.

### *Actions of the Federal Reserve*

In September 2012, the FOMC announced an open-ended program to purchase an additional \$40 billion of Agency MBS per month until economic conditions (primarily the unemployment rate) improved. This program, combined with the then-existing Fed bond-buying program of Treasury securities, was to increase the Federal Reserve's holdings by \$85 billion per month. At its meeting in October 2014, the Federal Reserve ended its monthly purchases of Agency MBS and Treasury securities. At its December 2015 meeting, the FOMC increased the Fed Funds rate by 25 basis points and stated that it would be appropriate to gradually increase interest rates in 2016, as there has been considerable improvement in the labor market and it is reasonably confident that inflation will move back to the Federal Reserve's optimal inflation target of 2%. At its January 2016 meeting, the FOMC kept the Fed Funds rate at its current level due to uncertainties in the economy.

### *Other Recent Activity*

During 2013, 2014 and 2015, Congress passed several interim measures to provide temporary funding to the U.S. government and temporarily increase the debt ceiling. In December 2015, Congress passed a bill that would keep the government funded through September 30, 2016 and suspend the debt limit until March 2017. A failure by the U.S. government to reach agreement on future budgets and debt ceilings, reduce its budget deficit or a future downgrade of U.S. sovereign debt and government-sponsored agencies debt could have a material adverse effect on the U.S. economy and the global economy. These events could have a material adverse effect on our borrowing costs, the availability of financing and the liquidity and valuation of securities in general and also on the securities in our portfolio.

In 2010, the Group of Governors and Heads of Supervisors of the Basel Committee on Banking Supervision, the oversight body of the Basel Committee, published its capital standards for major banking institutions (Basel III). Under these standards, when fully phased-in on January 1, 2019, banking institutions will be required to maintain heightened capital ratio requirements. As of September 2013, the majority of participating nations had formally adopted most provisions of Basel III, with implementations generally beginning on January 1, 2014. It is unclear how the adoption of Basel III will affect our business at this time; however, increased capital requirements for banks could adversely affect our borrowing costs, availability of financing and the lending capacity of banks which, in turn, would affect the availability of MBS that we could acquire.

Over the past several years, U.S. and British banking authorities assessed fines on several major financial institutions for LIBOR manipulation. LIBOR is an unregulated rate based on estimates that lenders submitted to the British Bankers' Association, a trade group that compiled the information and published daily the LIBOR rate. On February 1, 2014, the administration of LIBOR was transferred from the BBA to the IBA following authorization by the Financial Conduct Authority (the United Kingdom regulators). In October 2014, the IBA proposed a package of measures designed to make LIBOR more accurate and less susceptible to manipulation, including defining which trades can be used to calculate bank borrowing costs and to ensure the calculation of LIBOR is based on actual trades as opposed to estimates. This proposal is facing difficulty gaining acceptance amongst both banking organizations and U.S. and European regulators. At this time, we do not know what changes, if any, will be made by the IBA. The calculation of LIBOR under the IBA is the average of the interest rates that some of the world's leading banks charge each other for short-term loans. It is unclear at this time how this change will affect the interest rates that repurchase agreement counterparties charge on borrowings in general and how they could specifically affect our borrowing agreements.

Although the U.S. government and other foreign governments have taken various actions intended to protect their respective economies, their respective housing and mortgage markets, their banking systems and financial institutions, we continue to operate under very difficult market conditions. There can be no assurance that these various actions will have a beneficial impact on the global financial markets and, more specifically, the market for the securities we currently own in our portfolio. We cannot predict what, if any, impact these actions or future actions by either the U.S. government or foreign governments could have on our business, results of operations and financial conditions. These events may impact the availability of financing, borrowing costs and the liquidity and valuation of securities in general and also on the securities in our portfolio.

## Subsequent Events

On January 1, 2016, the conversion rate of our Series B Preferred Stock increased from 4.3942 to 4.4909 shares of our common stock based upon the common stock dividend of \$0.15 per share that was declared on December 17, 2015.

On January 22, 2016, we declared a Series A Preferred Stock dividend of \$0.539063 per share, a Series B Preferred Stock dividend of \$0.390625 per share and a Series C Preferred Stock dividend of \$0.476563 per share, each of which is payable on April 15, 2016 to the holders of record of our Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, respectively, as of the close of business on March 31, 2016.

On January 22, 2016, our Board authorized the Company to acquire up to an additional 5,000,000 shares of our common stock through our share repurchase program.

From January 1, 2016 through February 22, 2016, we issued an aggregate of 52,910 shares of our common stock at a weighted average price of \$4.25 per share under our 2015 Dividend Reinvestment and Stock Purchase Plan, resulting in net proceeds to us of approximately \$225 thousand.

From January 1, 2016 through February 22, 2016, we repurchased an aggregate of 1,462,175 shares of our common stock at a weighted average price of \$4.17 per share under our share repurchase program.

## Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We seek to manage the interest rate, market value, liquidity, prepayment and credit risks inherent in all financial instruments in a prudent manner designed to insure our longevity while, at the same time, seeking to provide an opportunity for stockholders to realize attractive total rates of return through ownership of our common stock. While we do not seek to avoid risk completely, we do seek, to the best of our ability, to assume risk that can be quantified from historical experience, to actively manage that risk, to earn sufficient returns to justify taking those risks and to maintain capital levels consistent with the risks we undertake.

### *Interest Rate Risk*

We primarily invest in adjustable-rate, hybrid adjustable-rate and fixed-rate mortgage assets. Hybrid mortgages are ARMs that have a fixed interest rate for an initial period of time (typically three years or greater) and then convert to an adjustable-rate for the remaining loan term. Our debt obligations are generally repurchase agreements of limited duration that are periodically refinanced at current market rates.

ARMs are typically subject to periodic and lifetime interest rate caps that limit the amount an ARM interest rate can change during any given period. ARMs are also typically subject to a minimum interest rate payable. Our borrowings are not subject to similar restrictions. Hence, in a period of increasing interest rates, interest rates on our borrowings could increase without limitation, while the interest rates on our mortgage assets could be limited. This problem would be magnified to the extent we acquire mortgage assets that are not fully indexed. Further, some ARM assets may be subject to periodic payment caps that result in some portion of the interest being deferred and added to the principal outstanding. These factors could lower our net operating income or cause a net loss during periods of rising interest rates, which would negatively impact our liquidity, net income and our ability to make distributions to stockholders.

We fund the purchase of a substantial portion of our ARM assets with borrowings that have interest rates based on indices and repricing terms similar to, but of shorter maturities than, the interest rate indices and repricing terms of our mortgage assets. Thus, we anticipate that in most cases the interest rate indices and repricing terms of our mortgage assets and our funding sources will not be identical, thereby creating an interest rate mismatch between assets and liabilities. During periods of changing interest rates, such interest rate mismatches could negatively impact our net operating income, dividend yield and the market price of our common stock.

Most of our adjustable-rate assets are based on the one-year constant maturity treasury rate and the one-year LIBOR rate and our debt obligations are generally based on LIBOR. These indices generally move in the same direction, but there can be no assurance that this will continue to occur.

Our ARM assets and borrowings reset at various different dates for the specific asset or obligation. In general, the repricing of our debt obligations occurs more quickly than on our assets. Therefore, on average, our cost of funds may rise or fall more quickly than does our earnings rate on the assets.

Further, our net income may vary somewhat as the spread between one-month interest rates and six- and twelve-month interest rates varies.



At December 31, 2015, our MBS and related borrowings will prospectively reprice based on the following time frames (dollar amounts in thousands):

	Investments <sup>(1)(2)</sup>		Borrowings	
	Amount	Percentage of Total Investments	Amount	Percentage of Total Borrowings
Agency MBS Portfolio:				
Investment Type/Rate Reset Dates:				
15-year fixed-rate investments .....	\$ 646,958	11.6%	\$ -	-%
20-year and 30-year fixed-rate investments .....	185,231	3.3%	-	-
Adjustable-Rate Investments/Obligations:				
Less than 3 months.....	788,664	14.2%	4,430,000	90.1%
Greater than 3 months and less than 1 year.....	1,350,745	24.2%	-	-
Greater than 1 year and less than 2 years .....	401,714	7.2%	-	-
Greater than 2 years and less than 3 years .....	148,803	2.7%	-	-
Greater than 3 years and less than 4 years .....	414,022	7.4%	-	-
Greater than 4 years and less than 5 years .....	385,187	6.9%	-	-
Greater than 5 years and less than 7 years .....	254,001	4.6%	-	-
Greater than 7 years .....	317,457	5.7%	-	-
Non-Agency MBS Portfolio:				
Floating-rate MBS (less than 3 months) <sup>(3)</sup> .....	46,380	0.8%	485,528	9.9%
Hybrid MBS .....	38,705	0.7%	-	-
Fixed-rate MBS .....	596,864	10.7%	-	-
Paydowns receivable .....	112	0.0%	-	-
Total MBS Portfolio.....	<u>\$ 5,574,843</u>	<u>100.0%</u>	<u>\$ 4,915,528</u>	<u>100.0%</u>

(1) Based on when they contractually reprice and do not reflect the effect of any prepayments.

(2) We assume that if the repricing of the investment is just beyond 3 months but less than 4 months, it is included in the “3 months or less” category.

(3) Floating-rate Non-Agency MBS are based on 1-month LIBOR.

At December 31, 2014, our MBS and related borrowings will prospectively reprice based on the following time frames (dollar amounts in thousands):

	Investments <sup>(1)(2)</sup>		Borrowings	
	Amount	Percentage of Total Investments	Amount	Percentage of Total Borrowings
Agency MBS Portfolio:				
Investment Type/Rate Reset Dates:				
15-year fixed-rate investments .....	\$ 1,042,820	14.4%	\$ -	-%
20-year and 30-year fixed-rate investments .....	230,137	3.2	-	-
Adjustable-Rate Investments/Obligations:				
Less than 3 months.....	570,045	7.9	6,255,000	98.2
Greater than 3 months and less than 1 year.....	1,258,553	17.4	-	-
Greater than 1 year and less than 2 years .....	951,325	13.2	-	-
Greater than 2 years and less than 3 years .....	791,649	11.0	-	-
Greater than 3 years and less than 4 years .....	254,491	3.5	-	-
Greater than 4 years and less than 5 years .....	496,154	6.9	-	-
Greater than 5 years and less than 7 years .....	810,394	11.2	-	-
Greater than 7 years .....	617,795	8.5	-	-
Non-Agency MBS Portfolio:				
Floating-rate MBS (less than 3 months) <sup>(3)</sup> .....	35,796	0.5	115,740	1.8
Hybrid MBS .....	40,589	0.6	-	-
Fixed-rate MBS .....	123,325	1.7	-	-
Total MBS Portfolio.....	<u>\$ 7,223,073</u>	<u>100.0%</u>	<u>\$ 6,370,740</u>	<u>100.0%</u>

(1) Based on when they contractually reprice and do not reflect the effect of any prepayments.

- (2) We assume that if the repricing of the investment is just beyond 3 months but less than 4 months, it is included in the “3 months or less” category.
- (3) Floating-rate Non-Agency MBS are based on 1-month LIBOR.

### *Market Risk*

#### Market Value Risk

All of our MBS are classified as available-for-sale assets. As such, they are reflected at fair value (i.e., market value) with the periodic adjustment to fair value (that is not considered to be an other-than-temporary impairment) reflected as part of “accumulated other comprehensive income” that is included in the equity section of our balance sheet. The market value of our assets can fluctuate due to changes in interest rates and other factors. At December 31, 2015, the fair value adjustment of our MBS reflected in AOCI decreased to a positive adjustment (other comprehensive income) of approximately \$25.5 million from a positive adjustment (other comprehensive income) at December 31, 2014 of approximately \$31.6 million.

#### Real Estate Risk

Non-Agency MBS and residential property values are subject to volatility and may be affected adversely by a number of factors including national, regional and local economic conditions; 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. Decreases in property values reduce the value of the collateral for mortgage loans and the potential proceeds available to borrowers to repay the loans, which could cause us to suffer losses on our Non-Agency MBS investments.

### *Liquidity Risk*

Our primary liquidity risk arises from financing long-maturity MBS with short-term debt. The interest rates on our borrowings generally adjust more frequently than the interest rates on our adjustable-rate MBS. For example, at December 31, 2015, our Agency MBS had a weighted average term to next rate adjustment of approximately 28 months while our borrowings had a weighted average term to next rate adjustment of 27 days. After adjusting for interest rate swap transactions, the weighted average term to next rate adjustment was 736 days. Accordingly, in a period of rising interest rates, our borrowing costs will usually increase faster than our interest earnings from MBS. As a result, we could experience a decrease in net income or a net loss during these periods. Our assets that are pledged to secure short-term borrowings are high-quality liquid assets. As a result, we have been able to roll over our short-term borrowings as they mature. There can be no assurance that we will always be able to roll over our short-term debt.

During the past several years, there have been continuing liquidity and credit concerns surrounding the mortgage markets and the general global economy. While the U.S. government and other foreign governments have taken various actions to address these concerns, there are also concerns about the ability of the U.S. government to meet the obligations of the Budget Control Act of 2011 and to reduce its budget deficit and about possible future rating downgrades of U.S. sovereign debt and government-sponsored agency debt. During 2013, 2014 and 2015, Congress passed several interim measures to provide temporary funding to the U.S. government and temporarily increase the debt ceiling. In December 2015, Congress passed a bill that would keep the government funded through September 30, 2016 and suspend the debt limit until March 2017. A failure by the U.S. government to reach agreement on future budgets and debt ceilings, reduce its budget deficit or a future downgrade of U.S. sovereign debt and government-sponsored agencies debt could have a material adverse effect on the U.S. economy and the global economy. These events could have a material adverse effect on our borrowing costs, the availability of financing and the liquidity and valuation of securities in general and the securities in our portfolio. As a result, there continues to be concerns about the potential impact on product availability, liquidity, interest rates and changes in the yield curve. While we have been able to meet all of our liquidity needs to date, there are still concerns in the mortgage sector about the availability of financing generally.

At December 31, 2015, we had unrestricted cash of approximately \$5.8 million, \$173.3 million in unpledged Agency MBS and \$85.2 million in unpledged Non-Agency MBS available to meet margin calls on short-term borrowings that could be caused by asset value declines or changes in lender collateralization requirements.

### *Prepayment Risk*

Prepayments are the full or partial repayment of principal prior to the original term to maturity of a mortgage loan and typically occur due to refinancing of mortgage loans. Prepayment rates on mortgage-related securities and mortgage loans vary from time to time and may cause changes in the amount of our net operating income. Prepayments of ARM loans usually can be expected to increase when mortgage interest rates fall below the then-current interest rates on such loans and decrease when mortgage interest rates exceed the then-current interest rate on such loans, although such effects are not entirely predictable. Prepayment rates may also be affected by the conditions in the housing and financial markets, general economic conditions and the relative interest rates on fixed-

rate loans and ARM loans underlying MBS. The purchase prices of our mortgage-related investments are generally based upon assumptions regarding the expected amounts and rates of prepayments. Where slow prepayment assumptions are made, we may pay a premium for our mortgage-related investments. To the extent such assumptions differ from the actual amounts of prepayments, we could experience reduced earnings or losses. The total prepayment of any of our mortgage-related investments purchased at a premium by us would result in the immediate write-off of any remaining capitalized premium amount and a reduction of our net operating income by such amount. In addition, in the event that we are unable to acquire new mortgage-related investments to replace the prepaid mortgage-related investments, our financial condition, cash flows and results of operations could be harmed.

We often purchase mortgage-related assets that have a higher interest rate than the market interest rate at the time. In exchange for this higher interest rate, we must pay a premium over par value to acquire these assets. In accordance with accounting rules, we amortize this premium over the term of the mortgage-related investments. As we receive repayments of mortgage principal, we amortize the premium balances as a reduction to our income. If the mortgage loans underlying mortgage-related investments were prepaid at a faster rate than we anticipate, we would amortize the premium at a faster rate. This would reduce our income.

### *Credit Risk*

We review credit risk and other risks of loss associated with each of our potential investments. In addition, we may diversify our portfolio of mortgage-related assets to avoid undue geographic, insurer, industry and certain other types of concentrations. We believe that our investment strategy will generally keep our risk of credit losses low to moderate. However, we retain the risk of potential credit losses on all of the loans underlying our Non-Agency MBS. With respect to our investments in Non-Agency MBS that are collateralized by non-performing loans, there is a high expectation of losses on these loans. Resolution of the loans typically comes from loan modifications, short sales and foreclosures. With respect to these Non-Agency MBS, our investments are senior in the credit structure and credit support contained in these MBS deal structures provides a level of protection from losses. We seek to manage the remaining credit risk through our pre-acquisition due diligence process and by factoring assumed credit losses into the purchase prices we pay for Non-Agency MBS. In addition, with respect to any particular target investment, we evaluate relative valuation, supply and demand trends, the shape of yield curves, prepayment rates, delinquency and default rates, recovery of various sectors and vintage of collateral. Nevertheless, unanticipated credit losses could adversely affect our operating results.

We retain the risk of potential credit losses on all of our residential mortgage loans held-for-investment. We seek to manage this risk by reviewing key loan credit metrics including, but not limited to, payment status, current loan-to-value ratios, current borrower credit scores and debt yields. These characteristics assist us in determining the likelihood and severity of loan loss as well as prepayment and extension expectations. We then perform structural analysis under multiple scenarios to establish likely cash flow profiles and credit enhancement levels relative to collateral performance projections. This analysis allows us to quantify our opinions of credit quality and fundamental value, which are key drivers of portfolio management decisions.

### *General*

Many assumptions are made to present the information in the tables below and, as such, there can be no assurance that assumed events will occur, or that other events that could affect the outcomes will not occur; therefore, the tables below and all related disclosures constitute forward-looking statements.

The analyses presented utilize assumptions and estimates based on management's judgment and experience. Furthermore, future sales, acquisitions and restructuring could materially change the interest rate risk profile for us. The tables quantify the potential changes in net income and portfolio value should interest rates immediately change (are "shocked") and remain at the new level for the next twelve months. The results of interest rate shocks of plus and minus 100 and 200 basis points are presented. The cash flows from our portfolio of mortgage-related assets for each rate shock scenario are projected, based on a variety of assumptions including prepayment speeds, time until coupon reset, yield on future acquisitions, slope of the yield curve and size of the portfolio. Assumptions made on the interest rate-sensitive liabilities, which are repurchase agreements, include anticipated interest rates (no negative rates are utilized), collateral requirements as a percent of the repurchase agreement and amount of borrowing. Assumptions made in calculating the impact on net asset value of interest rate shocks include projected changes in U.S. Treasury interest rates, prepayment rates and the yield spread of mortgage-related assets relative to prevailing U.S. Treasury interest rates.

### Tabular Presentation

The information presented in the table below projects the impact of instantaneous parallel shifts in interest rates on Anworth's annual projected net income (relative to the unchanged interest rate scenario), and the impact of the same instantaneous parallel shifts on Anworth's projected portfolio value (the value of our assets, including the value of any derivative instruments or hedges, such as interest rate swap agreements). These projections are based on investments in place at December 31, 2015 and include all of our interest rate sensitive assets, liabilities and hedges, such as interest rate swap agreements. This analysis utilized assumptions, models and estimates of our Manager based upon our Manager's judgment, experience and expectations.

<u>Change in Interest Rates</u>	<u>Percentage Change in Projected Net Interest Income</u>	<u>Percentage Change In Projected Portfolio Value</u>
-2%	-81%	-2.1%
-1%	-35%	-0.5%
0%	0%	0%
1%	-4%	-0.3%
2%	-14%	-1.6%

The information presented in the table below projects the impact of the same sudden changes in interest rates on Anworth's annual projected net income and projected portfolio value compared to the base case used in the table above, and the only difference is that it excludes the effect of our interest rate swap agreements and Eurodollar Futures Contracts on both net interest income and portfolio value. As of December 31, 2015, the aggregate notional amount of the interest rate swap agreements was \$3.866 billion and the weighted average maturity was approximately 2.6 years.

<u>Change in Interest Rates</u>	<u>Percentage Change in Projected Net Interest Income</u>	<u>Percentage Change In Projected Portfolio Value</u>
-2%	-17%	1.3%
-1%	30%	1.2%
0%	0%	0%
1%	-32%	-2.0%
2%	-98%	-5.0%

#### **Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The financial statements and related financial information required to be filed hereunder are indexed under Item 15 of this Annual Report on Form 10-K and are incorporated herein by reference.

#### **Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

#### **Item 9A. CONTROLS AND PROCEDURES**

##### **Evaluation of Disclosure Controls**

We maintain disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported on a timely basis.

Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, our Principal Executive Officer and Principal Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

## **Management Report on Internal Control Over Financial Reporting**

The management of Anworth is responsible for establishing and maintaining adequate internal control over financial reporting. Anworth's internal control system was designed to provide reasonable assurance to the Company's management and board of directors regarding the preparation and fair presentation of prepared financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Our management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2015. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control—Integrated Framework* from 2013. Based on our assessment, we believe that, as of December 31, 2015, Anworth's internal control over financial reporting is effective based on the criteria set forth in the 2013 COSO Framework.

The Company's independent auditors, RSM US LLP, have issued an audit report on the effectiveness of the Company's internal control over financial reporting. This report appears on the following page of this Annual Report on Form 10-K.

## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders  
Anworth Mortgage Asset Corporation

We have audited Anworth Mortgage Asset Corporation and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Item 9A, "Management Report on Internal Control over Financial Reporting." Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

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

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Anworth Mortgage Asset Corporation and subsidiaries' as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2015, and our report dated February 26, 2016 expressed an unqualified opinion.

RSM US LLP

Seattle, Washington  
February 26, 2016

**Item 9B. OTHER INFORMATION**

None.

## PART III

### **Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this Item is incorporated herein by reference from the information under the captions entitled “Election of Directors—Information Regarding Nominees for Director,” “Executive Officers” and “Section 16(a) Beneficial Ownership Reporting Compliance” in our definitive proxy statement to be filed with the SEC no later than April 29, 2016.

### **Item 11. EXECUTIVE COMPENSATION**

The information required by this Item is incorporated by reference from the information under the caption entitled “Executive Compensation” in our definitive proxy statement to be filed with the SEC no later than April 29, 2016.

### **Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Certain of the information required by this Item is incorporated by reference from the information under the caption entitled “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” in our definitive proxy statement to be filed with the SEC no later than April 29, 2016.

### **Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item is incorporated by reference from the information under the caption entitled “Certain Relationships and Related Transactions, and Director Independence” in our definitive proxy statement to be filed with the SEC no later than April 29, 2016.

### **Item 14. AUDIT FEES AND SERVICES**

The information required by this Item is incorporated by reference from the information under the caption entitled “Audit and Related Fees” in our definitive proxy statement to be filed with the SEC no later than April 29, 2016.



## PART IV

### Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report:

- (1) The following financial statements of the Company are included in Part II, Item 8 of this Annual Report on Form 10-K:
- Report of Independent Registered Public Accounting Firm, RSM US LLP;
  - Consolidated Balance Sheets as of December 31, 2015 and December 31, 2014;
  - Consolidated Statements of Operations: For the Years Ended December 31, 2015, December 31, 2014 and December 31, 2013;
  - Consolidated Statements of Comprehensive Income: For the Years Ended December 31, 2015, December 31, 2014 and December 31, 2013;
  - Consolidated Statements of Stockholders' Equity: For the Years Ended December 31, 2015, December 31, 2014 and December 31, 2013; and
  - Consolidated Statements of Cash Flows: For the Years Ended December 31, 2015, December 31, 2014 and December 31, 2013;
  - Notes to Consolidated Financial Statements.

(2) Schedules to financial statements:

All financial statement schedules have been omitted because they are either inapplicable or the information required is provided in the Company's Consolidated Financial Statements and Notes thereto, included in Part II, Item 8 of this Annual Report on Form 10-K.

(3) The exhibits listed on the accompanying Exhibit Index are filed as part of this Annual Report on Form 10-K.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DATED: February 26, 2016

ANWORTH MORTGAGE ASSET CORPORATION

\_\_\_\_\_  
/s/ JOSEPH LLOYD MCADAMS

**Joseph Lloyd McAdams**  
**Chairman of the Board, President and**  
**Chief Executive Officer**  
**(Principal Executive Officer)**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
_____ /s/ JOSEPH LLOYD MCADAMS <b>Joseph Lloyd McAdams</b>	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	February 26, 2016
_____ /s/ CHARLES J. SIEGEL <b>Charles J. Siegel</b>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 26, 2016
_____ /s/ JOSEPH E. MCADAMS <b>Joseph E. McAdams</b>	Executive Vice President, Chief Investment Officer and Director	February 26, 2016
_____ /s/ LEE A. AULT, III <b>Lee A. Ault, III</b>	Director	February 26, 2016
_____ /s/ JOE E. DAVIS <b>Joe E. Davis</b>	Director	February 26, 2016
_____ /s/ ROBERT C. DAVIS <b>Robert C. Davis</b>	Director	February 26, 2016
_____ /s/ MARK S. MARON <b>Mark S. Maron</b>	Director	February 26, 2016

**ANWORTH MORTGAGE ASSET CORPORATION AND SUBSIDIARIES**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders  
Anworth Mortgage Asset Corporation

We have audited the accompanying consolidated balance sheets of Anworth Mortgage Asset Corporation and subsidiaries (the Company) as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2015. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Anworth Mortgage Asset Corporation and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Anworth Mortgage Asset Corporation and subsidiaries' internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated February 26, 2016 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

RSM US LLP

Seattle, Washington  
February 26, 2016

**ANWORTH MORTGAGE ASSET CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**  
**(in thousands, except per share amounts)**

	<u>December 31,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
<b>ASSETS</b>		
Agency MBS:		
Agency MBS pledged to counterparties at fair value .....	\$ 4,694,731	\$ 6,650,143
Agency MBS at fair value .....	173,344	343,734
Paydowns receivable .....	24,707	29,486
	<u>\$ 4,892,782</u>	<u>\$ 7,023,363</u>
Non-Agency MBS at fair value (including \$596,831 and \$155,311 pledged to counterparties at December 31, 2015 and December 31, 2014, respectively) .....	682,061	199,710
Residential mortgage loans held-for-investment <sup>(1)</sup> .....	969,172	-
Residential real estate .....	14,363	12,871
Cash and cash equivalents .....	5,754	14,989
Restricted cash .....	39,230	16,099
Interest and dividends receivable .....	17,525	19,115
Derivative instruments at fair value .....	12,470	9,792
Prepaid expenses and other .....	2,983	2,396
Total Assets .....	<u>\$ 6,636,340</u>	<u>\$ 7,298,335</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Liabilities:		
Accrued interest payable .....	\$ 13,443	\$ 17,606
Repurchase agreements .....	4,915,528	6,370,740
Asset-backed securities issued by securitization trusts <sup>(1)</sup> .....	915,486	-
Junior subordinated notes .....	37,380	37,380
Derivative instruments at fair value .....	34,547	45,259
Dividends payable on Series A Preferred Stock .....	1,035	1,035
Dividends payable on Series B Preferred Stock .....	394	394
Dividends payable on Series C Preferred Stock .....	207	-
Dividends payable on common stock .....	14,861	15,396
Accrued expenses and other .....	1,308	29,084
Total Liabilities .....	<u>\$ 5,934,189</u>	<u>\$ 6,516,894</u>
Series B Cumulative Convertible Preferred Stock: par value \$0.01 per share; liquidating preference \$25.00 per share (\$25,241 and \$25,241, respectively); 1,010 and 1,010 shares issued and outstanding at December 31, 2015 and December 31, 2014, respectively .....	\$ 23,924	\$ 23,924
Stockholders' Equity:		
Series A Cumulative Preferred Stock: par value \$0.01 per share; liquidating preference \$25.00 per share (\$47,984 and \$47,984, respectively); 1,919 and 1,919 shares issued and outstanding at December 31, 2015 and December 31, 2014, respectively .....	\$ 46,537	\$ 46,537
Series C Cumulative Preferred Stock: par value \$0.01 per share; liquidating preference \$25.00 per share (\$10,848 and \$0, respectively); 434 and 0 shares issued and outstanding at December 31, 2015 and December 31, 2014, respectively .....	10,039	-
Common Stock: par value \$0.01 per share; authorized 200,000 shares, 99,078 issued and 98,944 outstanding at December 31, 2015 and 109,972 issued and 109,234 outstanding at December 31, 2014, respectively .....	991	1,100
Additional paid-in capital .....	981,034	1,033,015
Accumulated other comprehensive gain (loss) consisting of unrealized gains and losses .....	949	(14,981)
Accumulated deficit .....	(361,323)	(308,154)
Total Stockholders' Equity:	<u>\$ 678,227</u>	<u>\$ 757,517</u>
Total Liabilities and Stockholders' Equity .....	<u>\$ 6,636,340</u>	<u>\$ 7,298,335</u>

- (1) The consolidated balance sheets include assets of consolidated variable interest entities ("VIEs") that can only be used to settle obligations and liabilities of the VIEs for which creditors do not have recourse to the Company. At December 31, 2015 and December 31, 2014, total assets of the consolidated VIEs were \$972 million and \$0, respectively, and total liabilities were \$918 million and \$0, respectively. Please refer to Note 4, "Variable Interest Entities," for further discussion.

See accompanying notes to audited consolidated financial statements.

**ANWORTH MORTGAGE ASSET CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands, except per share amounts)

	<b>For the Years Ended December 31,</b>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
Interest and other income:			
Interest-Agency MBS .....	\$ 105,504	\$ 155,486	\$ 174,713
Interest-Non-Agency MBS .....	27,131	1,039	15
Interest-residential mortgage loans .....	12,819	-	-
Income-rental properties .....	1,594	589	-
Other interest income .....	44	42	56
	<u>147,092</u>	<u>157,156</u>	<u>174,784</u>
Interest expense:			
Interest expense on repurchase agreements .....	30,694	78,643	91,690
Interest expense on asset-backed securities .....	11,645	-	-
Interest expense on junior subordinated notes .....	1,282	1,264	1,280
	<u>43,621</u>	<u>79,907</u>	<u>92,970</u>
Net operating income .....	103,471	77,249	81,814
Provision for loan losses .....	(203)	-	-
Net operating income after provision for loan losses .....	<u>103,268</u>	<u>77,249</u>	<u>81,814</u>
Operating Expenses:			
Management fee to related party .....	(8,791)	(10,746)	(11,961)
General and administrative expenses .....	(5,189)	(7,008)	(3,767)
Total operating expenses .....	<u>(13,980)</u>	<u>(17,754)</u>	<u>(15,728)</u>
Other (Loss) Income:			
(Loss) gain on sales of Agency MBS .....	(7,508)	(2,854)	9,237
(Loss) on sales of Non-Agency MBS .....	(75)	-	-
(Loss) on interest rate swaps, net .....	(74,247)	(36,676)	-
Gain on derivatives-TBA Agency MBS, net .....	9,323	10,228	-
(Loss) on derivatives-Eurodollar Futures Contracts .....	(2,103)	(1,694)	-
Recovery on Non-Agency MBS .....	26	120	397
Total other (loss) income .....	<u>(74,584)</u>	<u>(30,876)</u>	<u>9,634</u>
Net income .....	<u>\$ 14,704</u>	<u>\$ 28,619</u>	<u>\$ 75,720</u>
Dividend on Series A Cumulative Preferred Stock .....	(4,139)	(4,139)	(4,142)
Dividend on Series B Cumulative Convertible Preferred Stock .....	(1,577)	(1,577)	(1,594)
Dividend on Series C Cumulative Redeemable Preferred Stock .....	(721)	-	-
Net income to common stockholders .....	<u>\$ 8,267</u>	<u>\$ 22,903</u>	<u>\$ 69,984</u>
Basic earnings per common share .....	\$ 0.08	\$ 0.18	\$ 0.49
Diluted earnings per common share .....	\$ 0.08	\$ 0.18	\$ 0.49
Basic weighted average number of shares outstanding .....	103,412	123,949	142,455
Diluted weighted average number of shares outstanding .....	107,751	128,057	146,400

See accompanying notes to audited consolidated financial statements.

**ANWORTH MORTGAGE ASSET CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(in thousands)

	For the Years Ended December 31,		
	2015	2014	2013
Net income .....	\$ 14,704	\$ 28,619	\$ 75,720
Available-for-sale Agency MBS, fair value adjustment .....	(15,961)	87,467	(224,927)
Reclassification adjustment for loss (gain) on sales of Agency MBS included in net income .....	7,508	2,854	(9,237)
Available-for-sale Non-Agency MBS, fair value adjustment .....	2,283	(74)	(281)
Reclassification adjustment for loss on sales of Non-Agency MBS included in net income .....	75	-	-
Unrealized gains (losses) on derivatives .....	20,211	(67,407)	3,411
Reclassification adjustment for interest expense on swap agreements included in net income .....	1,814	54,187	59,250
Other comprehensive income (loss) .....	15,930	77,027	(171,784)
Comprehensive income (loss) .....	<u>\$ 30,634</u>	<u>\$ 105,646</u>	<u>\$ (96,064)</u>

See accompanying notes to audited consolidated financial statements.

**ANWORTH MORTGAGE ASSET CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**For the Years Ended December 31, 2015, 2014 and 2013**  
(in thousands, except per share amounts)

	Series A Preferred Stock Shares Outstanding	Series C Preferred Stock Shares Outstanding	Common Stock Shares Outstanding	Series A Preferred Stock Value	Series C Preferred Stock Value	Common Stock Par Value	Additional Paid-In Capital	Accum. Other Comp. Income (Loss) Agency MBS	Accum. Other Comp. Income (Loss) Non-Agency MBS	Accum. Other Comp. Derivatives (Loss)	Accum. (Deficit)	Total
Balance, December 31, 2012	1,877	-	142,013	\$ 45,447	\$ -	\$ 1,420	\$ 1,197,793	\$ 175,439	\$ 360	\$ (96,023)	\$ (261,941)	\$ 1,090
Issuance of Series A Preferred Stock	42	-	-	1,090	-	-	-	-	-	-	-	25,372
Issuance of common stock	-	-	4,350	-	-	44	25,328	-	-	-	-	(38,031)
Redemption of common stock	-	-	(7,646)	-	-	(77)	(37,954)	-	-	-	-	(171,784)
Other comprehensive income, fair value adjustments and reclassifications	-	-	-	-	-	-	-	(234,164)	(281)	62,661	75,720	202
Net income	-	-	-	-	-	-	202	-	-	-	-	(4,142)
Amortization of restricted stock	-	-	-	-	-	-	-	-	-	-	-	(1,594)
Dividend declared - \$2.156252 per Series A preferred share	-	-	-	-	-	-	-	-	-	-	-	(71,066)
Dividend declared - \$1.5625 per Series B preferred share	-	-	-	-	-	-	-	-	-	-	-	(878,262)
Balance, December 31, 2013	1,919	-	138,717	\$ 46,537	\$ -	\$ 1,387	\$ 1,185,369	\$ (58,725)	\$ 79	\$ (33,362)	\$ (263,023)	\$ 878,262
Issuance of common stock	-	-	295	-	-	3	1,369	-	-	-	-	1,372
Redemption of common stock	-	-	(29,040)	-	-	(290)	(149,884)	-	-	-	-	(150,174)
Other comprehensive income, fair value adjustments and reclassifications	-	-	-	-	-	-	-	90,321	(74)	(13,220)	28,619	77,027
Net income	-	-	-	-	-	-	-	-	-	-	-	28,619
Shares repurchased pending retirement	-	-	-	-	-	-	-	-	-	-	-	(3,936)
Amortization of restricted stock	-	-	-	-	-	-	(3,936)	-	-	-	-	97
Dividend declared - \$2.156252 per Series A preferred share	-	-	-	-	-	-	-	-	-	-	-	(4,139)
Dividend declared - \$1.5625 per Series B preferred share	-	-	-	-	-	-	-	-	-	-	-	(1,577)
Balance, December 31, 2014	1,919	434	109,234	\$ 46,537	\$ 10,039	\$ 1,100	\$ 1,033,015	\$ 31,596	\$ 5	\$ (46,582)	\$ (308,154)	\$ 757,517
Issuance of Series C Preferred Stock	-	-	-	-	-	-	-	-	-	-	-	10,039
Redemption of common stock	-	-	224	-	-	2	1,110	-	-	-	-	1,112
Other comprehensive income, fair value adjustments and reclassifications	-	-	(10,381)	-	-	(111)	(52,591)	(8,453)	2,358	22,025	14,704	(52,702)
Net income	-	-	-	-	-	-	-	-	-	-	-	15,930
Shares repurchased pending retirement	-	-	-	-	-	-	(597)	-	-	-	-	(597)
Amortization of restricted stock	-	-	-	-	-	-	97	-	-	-	-	97
Dividend declared - \$2.156252 per Series A preferred share	-	-	-	-	-	-	-	-	-	-	-	(68,034)
Dividend declared - \$1.5625 per Series B preferred share	-	-	-	-	-	-	-	-	-	-	-	(757,517)
Dividend declared - \$1.768578 per Series C preferred share	-	-	-	-	-	-	-	-	-	-	-	10,039
Balance, December 31, 2015	1,919	434	98,944	\$ 46,537	\$ 10,039	\$ 991	\$ 981,034	\$ 23,143	\$ 2,363	\$ (24,557)	\$ (361,323)	\$ 678,227

See accompanying notes to audited consolidated financial statements.



**ANWORTH MORTGAGE ASSET CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(in thousands)**

	<b>For the Years Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Operating Activities:</b>			
Net income.....	\$ 14,704	\$ 28,619	\$ 75,720
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of premium (Agency MBS).....	46,941	45,690	62,033
Accretion of market yield adjustments (Non-Agency MBS).....	129	(429)	-
Accretion of discounts (residential mortgage loans).....	(186)		
Provision for loan losses.....	203	-	-
Depreciation on rental properties.....	441	235	-
Loss (gain) on sales of Agency MBS.....	7,508	2,854	(9,237)
Loss on sales of Non-Agency MBS.....	75	-	-
Amortization of restricted stock.....	97	97	202
Recovery on Non-Agency MBS.....	(26)	(120)	(397)
Periodic net settlements on interest rate swaps, net of amortization.....	(38,738)	(17,509)	-
Loss on interest rate swaps, net.....	74,247	36,676	-
(Gain) on derivatives, net of derivative income-TBA Agency MBS.....	(9,323)	(10,228)	-
Loss on derivatives-Eurodollar Futures Contracts.....	2,103	1,694	-
<b>Changes in assets and liabilities:</b>			
Decrease in interest receivable.....	1,589	4,195	2,529
(Increase) decrease in prepaid expenses and other.....	(589)	(8,679)	1,737
(Increase) in restricted cash.....	(25,234)	-	-
(Decrease) increase in accrued interest payable.....	(2,145)	(995)	9,732
(Decrease) increase in accrued expenses.....	(5,673)	3,092	607
Net cash provided by operating activities.....	<u>\$ 66,123</u>	<u>\$ 85,192</u>	<u>\$ 142,926</u>
<b>Investing Activities:</b>			
Available-for-sale Agency MBS:			
Proceeds from sales.....	\$ 719,907	\$ 561,689	\$ 636,807
Purchases.....	-	(430,779)	(2,591,994)
Principal payments.....	1,347,771	1,443,874	2,356,590
Available-for-sale Non-Agency MBS:			
Proceeds from sales.....	25,499	-	-
Purchases.....	(577,695)	(176,062)	-
Principal payments.....	47,400	1,527	-
Residential mortgage loans held-for-investment:			
Purchases.....	(54,156)	-	-
Principal payments.....	455	-	-
Residential properties purchases.....	(1,932)	(13,106)	-
Net cash provided by investing activities.....	<u>\$ 1,507,249</u>	<u>\$ 1,387,143</u>	<u>\$ 401,403</u>
<b>Financing Activities:</b>			
Borrowings from repurchase agreements.....	\$ 35,456,138	\$ 33,862,233	\$ 42,833,039
Repayments on repurchase agreements.....	(36,911,350)	(35,071,493)	(43,273,039)
Settlements on terminated interest rate swaps.....	(28,075)	(42,438)	-
Net settlements on TBA Agency MBS commitments.....	11,028	9,173	-
Common stock repurchased net of proceeds from common stock issued.....	(52,186)	(152,739)	(15,293)
Proceeds on Series B Preferred Stock issued.....	-	-	1,335
Proceeds on Series A Preferred Stock issued.....	-	-	1,090
Proceeds on Series C Preferred Stock issued.....	10,039	-	-
Series A Preferred Stock dividends paid.....	(4,139)	(4,139)	(4,117)
Series B Preferred Stock dividends paid.....	(1,577)	(1,577)	(1,615)
Series C Preferred Stock dividends paid.....	(518)	-	-
Common stock dividends paid.....	(61,967)	(63,734)	(81,271)
Net cash (used in) financing activities.....	<u>\$ (1,582,607)</u>	<u>\$ (1,464,714)</u>	<u>\$ (539,871)</u>
Net (decrease) increase in cash and cash equivalents.....	(9,235)	7,621	4,438
Cash and cash equivalents at beginning of year.....	14,989	7,368	2,910
Cash and cash equivalents at end of year.....	<u>\$ 5,754</u>	<u>\$ 14,989</u>	<u>\$ 7,368</u>
<b>Supplemental Disclosure of Cash Flow Information:</b>			
Cash paid for interest.....	\$ 75,931	\$ 109,925	\$ 83,237
Conversions of Series B Preferred Stock into common stock.....	-	-	2,633
Common stock repurchased.....	\$ 56,378	\$ 154,110	\$ 38,031
Change in payable for MBS purchased.....	\$ (24,624)	\$ 24,624	-

See accompanying notes to audited consolidated financial statements.

## ANWORTH MORTGAGE ASSET CORPORATION AND SUBSIDIARIES

### NOTES TO AUDITED CONSOLIDATED FINANCIAL STATEMENTS

#### NOTE 1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

##### *Our Company*

We were incorporated in Maryland on October 20, 1997 and commenced operations on March 17, 1998. Our principal business is to invest in, finance and manage a leveraged portfolio of residential mortgage-backed securities and residential mortgage loans which presently include the following types of investments:

- Agency mortgage-backed securities, or Agency MBS, which include residential mortgage pass-through certificates and collateralized mortgage obligations, or CMOs, which are securities representing interests in pools of mortgage loans secured by residential property in which the principal and interest payments are guaranteed by a government-sponsored enterprise, or GSE, such as the Federal National Mortgage Association, or Fannie Mae, or the Federal Home Loan Mortgage Corporation, or Freddie Mac.
- Non-agency mortgage-backed securities, or Non-Agency MBS, which are securities issued by companies that are not guaranteed by federally sponsored enterprises and that are secured primarily by first-lien residential mortgage loans.
- Residential mortgage loans through consolidated securitization trusts. We finance our residential mortgage loans through asset-backed securities, or ABS, issued by the consolidated securitization trusts. The ABS which are held by unaffiliated third parties are non-recourse financing. The difference in the amount of the loans and the amount of the ABS represents our retained interest in the loans held in the securitization trusts.

Our principal business objective is to generate net income for distribution to our stockholders primarily based upon the spread between the interest income on our mortgage assets and our borrowing costs to finance our acquisition of those assets.

We have elected to be taxed as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Code. As long as we retain our REIT status, we generally will not be subject to federal or state income taxes to the extent that we distribute our income to our stockholders, and we routinely distribute to our stockholders substantially all of the income generated from our operations. In order to qualify as a REIT, we must meet various ongoing requirements under the tax law, including requirements relating to the composition of our assets, the nature of our gross income, minimum distribution requirements and requirements relating to the ownership of our stock.

At December 31, 2015, our qualified REIT assets (real estate assets, as defined under the Code, cash and cash items and government securities) were greater than 95% of our total assets, as compared to the Code requirement that at least 75% of our total assets must be qualified REIT assets. Greater than 89% of our 2015 revenue qualified for the 75% source of income test and greater than 99% of our revenue qualified for the 95% source of income test under the REIT rules. At December 31, 2015, we believe we met all REIT requirements regarding the ownership of our common stock and the distributions of our taxable net income. Therefore, we believe that we continue to qualify as a REIT under the provisions of the Code.

##### *Our Manager*

We are externally managed and advised by Anworth Management, LLC, or our Manager. Effective as of December 31, 2011, we entered into a Management Agreement, or the Management Agreement, with our Manager, which effected the externalization of our management function, or the Externalization. Since the effective date, our day-to-day operations are being conducted by our Manager through the authority delegated to it under the Management Agreement and pursuant to the policies established by our board of directors.

Our Manager is supervised and directed by our board of directors and is responsible for administering our day-to-day operations. In addition, our Manager is responsible for (i) the selection, purchase and sale of our investment portfolio; (ii) our financing and hedging activities; and (iii) providing us with management services.

Our Manager will also perform such other services and activities relating to our assets and operations as may be appropriate. In exchange for these services, our Manager receives a management fee paid monthly in arrears in an amount equal to one-twelfth of 1.20% of our Equity (as defined in the Management Agreement).

## **BASIS OF PRESENTATION AND CONSOLIDATION**

The accompanying audited consolidated financial statements are prepared on the accrual basis of accounting in accordance with generally accepted accounting principles utilized in the United States of America, or GAAP. 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. Material estimates that are susceptible to change relate to the determination of the fair value of investments and derivatives, cash flow projections for and credit performance of Non-Agency MBS and residential mortgage loans held-for-investment, amortization of security premiums, accretion of security discounts and accounting for derivatives and hedging activities. Actual results could materially differ from these estimates. In the opinion of management, all material adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation have been included.

Our consolidated financial statements include the accounts of all subsidiaries. Significant intercompany accounts and transactions have been eliminated. Our consolidated financial statements also include the consolidation of certain securitization trusts that meet the definition of a variable interest entity, or VIE, because the Company has been deemed to be the primary beneficiary of the securitization trusts. These securitization trusts hold pools of residential mortgage loans and issue series of ABS payable from the cash flows generated by the underlying pools of residential mortgage loans. These securitizations are nonrecourse financing for the residential mortgage loans held-for-investment. Generally, a portion of the ABS issued by the securitization trusts are sold to unaffiliated third parties and the balance is purchased by the Company. The Company classifies the underlying residential mortgage loans owned by the securitization trusts as residential mortgage loans held-for-investment in its consolidated balance sheets. The ABS issued to unaffiliated third parties are recorded as liabilities on the Company's consolidated balance sheets. The Company records interest income on the residential mortgage loans held-for-investment and interest expense on the ABS issued to third parties in the Company's consolidated statements of operations. The Company records the initial underlying assets and liabilities of the consolidated securitization trusts at their fair value upon consolidation into the Company and, as such, no gain or loss is recorded upon consolidation. See Note 4, "Variable Interest Entities," for additional information regarding the impact of consolidation of securitization trusts.

The consolidated securitization trusts are VIEs because the securitization trusts do not have equity that meets the definition of U.S. GAAP equity at risk. In determining if a securitization trust should be consolidated, the Company evaluates (in accordance with the Financial Accounting Standards Board, or FASB, Accounting Standards Codification, or ASC, 810-10) whether it has both (i) the power to direct the activities of the securitization trust that most significantly impact its economic performance and (ii) the right to receive benefits from the securitization trust or the obligation to absorb losses of the securitization trust that could be significant. The Company determined that it is the primary beneficiary of certain securitization trusts because it has certain delinquency and default oversight rights on residential mortgage loans. In addition, the Company owns the most subordinated class of ABS issued by the securitization trusts and has the obligation to absorb losses and right to receive benefits from the securitization trusts that could potentially be significant to the securitization trusts. The Company assesses modifications, if any, to VIEs on an ongoing basis to determine if a significant reconsideration event has occurred that would change the Company's initial consolidation assessment.

The following is a summary of our significant accounting policies:

### **Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand and highly liquid investments with original maturities of three months or less. The carrying amount of cash equivalents approximates their fair value. Restricted cash includes cash pledged as collateral to counterparties on various derivative transactions and reverse repurchase agreements.

### **Mortgage-Backed Securities (MBS)**

Agency MBS are securities that are obligations (including principal and interest) guaranteed by the U.S. government, such as Ginnie Mae, or guaranteed by federally sponsored enterprises, such as Fannie Mae or Freddie Mac. Our investment-grade Agency MBS portfolio is invested primarily in fixed-rate and adjustable-rate mortgage-backed pass-through certificates and hybrid adjustable-rate MBS. Hybrid adjustable-rate MBS have an initial interest rate that is fixed for a certain period, usually three to ten years, and then adjusts annually for the remainder of the term of the asset. We structure our investment portfolio to be diversified with a variety of prepayment characteristics, investing in mortgage assets with prepayment penalties, investing in certain mortgage security structures that have prepayment protections and purchasing mortgage assets at a premium and at a discount. A portion of our portfolio consists of Non-Agency MBS. Our principal business objective is to generate net income for distribution to our stockholders primarily based upon the spread between the interest income on our mortgage assets and our borrowing costs to finance our acquisition of those assets.

We classify our MBS as either trading investments, available-for-sale investments or held-to-maturity investments. Our management determines the appropriate classification of the securities at the time they are acquired and evaluates the appropriateness of such classifications at each balance sheet date. We currently classify all of our MBS as available-for-sale. All assets that are classified as available-for-sale are carried at fair value and unrealized gains or losses are generally included in “Other comprehensive income (loss)” as a component of stockholders’ equity. Losses that are credit-related on securities classified as available-for-sale, which are determined by management to be other-than-temporary in nature, are reclassified from “Other comprehensive income” to income (loss).

The most significant source of our revenue is derived from our investments in MBS. Interest income on Agency MBS is accrued based on the actual coupon rate and the outstanding principal amount of the underlying mortgages. Premiums and discounts are amortized or accreted into interest income over the estimated lives of the securities using the effective interest yield method, adjusted for the effects of actual and estimated prepayments based on ASC 320-10. Our policy for estimating prepayment speeds for calculating the effective yield is to evaluate historical performance, street consensus prepayment speeds and current market conditions. If our estimate of prepayments is materially incorrect, as compared to the aforementioned references, we may be required to make an adjustment to the amortization or accretion of premiums and discounts that would have an impact on future income, which could be material and adverse.

A majority of our Non-Agency MBS are accounted for under “Loans and Debt Securities Acquired with Credit Deterioration” (ASC 310-30). A debt security accounted for under ASC 310-30 is initially recorded at its purchase price (fair value). The amount of expected cash flows that exceed the initial investment represents the market yield adjustment (accretable yield), which is recognized as interest income on a level yield basis over the life of the security. The excess of total contractual cash flows over the cash flows expected at its origination is considered to be the non-accretable difference. We must periodically reassess the expected cash flows of loans accounted for under ASC 310-30 along with the cash flows received. A significant increase in expected cash flows must be accounted for as an increase in the rate of accretion over the remaining life of the security. Conversely, if expected cash flows decrease, an other-than-temporary impairment must be recognized as a charge to earnings. Adjustments to the fair value of Non-Agency MBS, accounted for as available-for-sale securities, are recorded in “Accumulated other comprehensive income,” or AOCI. The determination as to whether impairment and accretable yield exists is based on cash flow projections related to the securities. As a result, the timing and amount of impairment and accretable yield constitutes a material estimate that is susceptible to significant change.

Interest income on the Non-Agency MBS that were purchased at a discount to par value and were rated below AA at the time of purchase is recognized based on the security’s effective interest rate. The effective interest rate on these securities is based on the projected cash flows from each security, which are estimated based on our observation of current information and events and include assumptions related to interest rates, prepayment rates, and the timing and amount of credit losses. On at least a quarterly basis, we review and, if appropriate, make adjustments to our cash flow projections based on input and analysis received from external sources, internal models, and our judgment about interest rates, prepayment rates, the timing and amount of credit losses, and other factors. Changes in cash flows from those originally projected, or from those estimated at the last evaluation, may result in a prospective change in the yield/interest income recognized on such securities. Actual maturities of the available-for-sale securities are affected by the contractual lives of the associated mortgage collateral, periodic payments of principal, and prepayments of principal. Therefore actual maturities of available-for-sale securities are generally shorter than stated contractual maturities. Stated contractual maturities are generally greater than ten years. There can be no assurance that our assumptions used to estimate future cash flows or the current period’s yield for each asset would not change in the near term, and the change could be material.

Based on the projected cash flows from our Non-Agency MBS purchased at a discount to par value, a portion of the purchase discount may be designated as a non-accretable difference and, therefore, not accreted into interest income. The amount designated as a 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 with a non-accretable difference is more favorable than forecasted, a portion of the amount designated as a non-accretable difference may be accreted into interest income prospectively. Conversely, if the performance of a security with a non-accretable difference is less favorable than forecasted, an impairment charge and write-down of such security to a new cost basis results.

Securities transactions are recorded on the date the securities are purchased or sold. Realized gains or losses from securities transactions are determined based on the specific identified cost of the securities.

The following table shows the gross unrealized losses and fair value of those individual securities in our MBS portfolio that have been in a continuous unrealized loss position at December 31, 2015 and December 31, 2014, aggregated by investment category and length of time (dollar amounts in thousands):

### December 31, 2015

Description of Securities	Less Than 12 Months			12 Months or More			Total		
	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
Agency MBS .....	107	\$ 731,112	\$ (5,177)	332	\$ 1,637,714	\$ (33,085)	439	\$ 2,368,826	\$ (38,262)
Non-Agency MBS .....	53	\$ 323,198	\$ (5,530)	-	\$ -	\$ -	53	\$ 323,198	\$ (5,530)

### December 31, 2014

Description of Securities	Less Than 12 Months			12 Months or More			Total		
	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
Agency MBS .....	91	\$ 348,783	\$ (1,792)	361	\$ 3,032,057	\$ (53,820)	452	\$ 3,380,840	\$ (55,612)
Non-Agency MBS .....	7	\$ 45,988	\$ (63)	-	\$ -	\$ -	7	\$ 45,988	\$ (63)

We do not consider those Agency MBS that have been in a continuous loss position for 12 months or more to be other-than-temporarily impaired. The unrealized losses on our investments in Agency MBS were caused by fluctuations in interest rates. We purchased the Agency MBS primarily at a premium relative to their face value and the contractual cash flows of those investments are guaranteed by the U.S. government or government-sponsored agencies. Since September 2008, the government-sponsored agencies have been in the conservatorship of the U.S. government. At December 31, 2015, we do not expect to sell the Agency MBS at a price less than the amortized cost basis of our investments. Because the decline in market value of the Agency MBS is attributable to changes in interest rates and not the credit quality of the Agency MBS in our portfolio, and because we did not have the intent to sell these investments nor is it more likely than not that we will be required to sell these investments before recovery of their amortized cost basis, which may be at maturity, we do not consider these investments to be other-than-temporarily impaired at December 31, 2015.

We do not consider Non-Agency MBS that have been in a continuous loss position for 12 months or more to be other-than-temporarily impaired. The unrealized losses on our investments in Non-Agency MBS were caused by fluctuations in interest rates. We purchased the Non-Agency MBS primarily at a discount relative to their face value. At December 31, 2015, we do not expect to sell the Non-Agency MBS at a price less than the amortized cost basis of our investments. Because the decline in market value of the Non-Agency MBS is attributable to changes in interest rates and not the credit quality of the Non-Agency MBS in our portfolio, and because we did not have the intent to sell these investments nor is it more likely than not that we will be required to sell these investments before recovery of their amortized cost basis, which may be at maturity, we do not consider these investments to be other-than-temporarily impaired at December 31, 2015.

### Residential Mortgage Loans Held-for-Investment

Residential mortgage loans held-for-investment are residential mortgage loans held by consolidated securitization trusts. Residential mortgage loans held-for-investment are carried at unpaid principal balances net of any premiums or discounts and allowance for loan losses. We expect that we will be required to continue to consolidate the securitization trusts that hold the residential mortgage loans.

We establish an allowance for residential loan losses based on our estimate of credit losses. These estimates for the allowance for loan losses require consideration of various observable inputs including, but not limited to, historical loss experience, delinquency status, borrower credit scores, geographic concentrations and loan-to-value ratios, and are adjusted for current economic conditions as deemed necessary by our management. Many of these factors are subjective and cannot be reduced to a mathematical formula. In addition, since we have not incurred any direct losses on our portfolio, we review national historical credit performance information from external sources to assist in our analysis. Changes in our estimates can significantly impact the allowance for loan losses and provision expense. The allowance reflects management's best estimate of the credit losses inherent in the loan portfolio at the balance sheet date. It is also possible that we will experience credit losses that are different from our current estimates or that the timing of those losses may differ from our estimates.

We recognize interest income from residential mortgage loans on an accrual basis. Any related premium or discount is amortized into interest income using the effective interest method over the estimated life of these loans. Coupon interest is recognized as revenue when earned and deemed collectable or until a loan becomes more than 90 days past due, at which point the loan is placed on non-accrual status. Interest previously accrued for loans that have been placed on non-accrual status is reversed against interest income in the period the loan is placed in non-accrual status. Residential loans delinquent more than 90 days or in foreclosure are characterized as delinquent. Cash principal and interest that are advanced from servicers after a loan becomes greater than 90 days past due are recorded as a liability due to the servicer. When a delinquent loan previously placed on non-accrual status has cured, meaning all delinquent principal and interest have been remitted by the borrower, the loan is placed back on accrual status. Alternatively, non-accrual loans may be placed back on accrual status if restructured and after the loan is considered re-performing. A restructured loan is considered re-performing when the loan has been current for at least 12 months.

## **Residential Properties**

Residential properties are stated at cost and consist of land, buildings and improvements, including other costs incurred during their acquisition, possession and renovation. Residential properties purchased that are not subject to an existing lease are treated as asset acquisitions and, as such, are recorded at their purchase price, including acquisition and renovation costs, all of which are allocated to land and building based upon their relative fair values at the date of acquisition. Residential properties acquired either subject to an existing lease or as part of a portfolio level transaction are treated as a business combination under ASC 805, *Business Combinations*, and, as such, are recorded at fair value, allocated to land, building and the existing lease, if applicable, based upon their relative fair values at the date of acquisition, with acquisition fees and other costs expensed as incurred.

Building depreciation is computed on a straight-line basis over the estimated useful lives of the assets. We will generally use a 27.5 year estimated life with no salvage value. We will incur costs to prepare our acquired properties to be leased. These costs will be capitalized and allocated to building costs. Costs related to the restoration, renovation, or improvement of our properties that improve and extend their useful lives are capitalized and depreciated over their estimated useful lives. Expenditures for ordinary repairs and maintenance are expensed as incurred. Costs incurred by us to lease the properties will be capitalized and amortized over the life of the lease. Escrow deposits include refundable and non-refundable cash and earnest money on deposit with independent third parties for property purchases.

## **Repurchase Agreements**

We finance the acquisition of MBS primarily through the use of repurchase agreements. Under these repurchase agreements, we sell securities to a lender and agree to repurchase the same securities in the future for a price that is higher than the original sales price. The difference between the sale price that we receive and the repurchase price that we pay represents interest paid to the lender. Although structured as a sale and repurchase obligation, a repurchase agreement operates as a financing under which we pledge our securities and accrued interest as collateral to secure a loan which is equal in value to a specified percentage of the estimated fair value of the pledged collateral. We retain beneficial ownership of the pledged collateral. Upon the maturity of a repurchase agreement, we are required to repay the loan and concurrently receive back our pledged collateral from the lender or, with the consent of the lender, we may renew such agreement at the then-prevailing financing rate. These repurchase agreements may require us to pledge additional assets to the lender in the event the estimated fair value of the existing pledged collateral declines.

## **Asset-Backed Securities Issued by Securitization Trusts**

Asset-backed securities issued by the securitization trusts are recorded at principal balances net of unamortized premiums or discounts. This long-term debt is collateralized only by the assets held in the trusts and is otherwise non-recourse to the Company.

## **Derivative Financial Instruments**

### *Risk Management*

We primarily use short-term (less than or equal to 12 months) repurchase agreements to finance the purchase of MBS. These obligations expose us to variability in interest payments due to changes in interest rates. We continuously monitor changes in interest rate exposures and evaluate various opportunities to mitigate this risk. Our objective is to limit the impact of interest rate changes on earnings and cash flows. The principal instruments we use to achieve this are interest rate swaps and Eurodollar Futures Contracts. Interest rate swaps effectively convert a percentage of our repurchase agreements to fixed-rate obligations over a period of up to ten years. Under interest rate swaps, we agree to pay an amount equal to a specified fixed rate of interest times a notional principal amount and to receive in return an amount equal to a specified variable-rate of interest times a notional amount, generally based on the London Interbank Offered Rate, or LIBOR. The notional amounts are not exchanged. We do not issue or hold the interest rate swaps and the Eurodollar Futures Contracts for speculative purposes. See Note 14 for more information on the Eurodollar Futures Contracts.

We also enter into To-Be-Announced, or TBA, Agency MBS as either a means of investing in and financing Agency MBS or as a means of disposing of or reducing our exposure to agency securities. Pursuant to TBA contracts, we agree to purchase or sell, for future delivery, Agency MBS with certain principal and interest terms and certain types of collateral, but the particular Agency MBS to be delivered are not identified until shortly before the TBA settlement date. We also may choose, prior to settlement, to move the settlement of these MBS out to a later date by entering into an offsetting short or long position (referred to as a “pair off”), net settling the paired off positions for cash, and simultaneously purchasing a similar TBA contract for a later settlement date. This transaction is commonly referred to as a “dollar roll.” The Agency MBS purchased or sold for a forward settlement date are typically priced at a discount to agency securities for settlement in the current month. This difference (or discount) is referred to as the “price drop.” The price drop represents compensation to us for foregoing net interest margin (interest income less repurchase agreement financing cost). TBA Agency MBS are accounted for as derivative instruments since they do not meet the exemption allowed for a “regular way” security trade under ASC 815, as either the TBA contracts do not settle in the shortest period of time possible or we cannot assess that it is probable at inception that we will take physical delivery of the security or that we will not settle on a net basis.

#### *Accounting for Derivative and Hedging Activities*

We account for derivative instruments in accordance with ASC 815, which requires recognition of all derivatives as either assets or liabilities and measurement of those instruments at fair value, which is typically based on values obtained from large financial institutions who are market makers for these types of instruments. The accounting for changes in the fair value of derivative instruments depends on whether the instruments are designated and qualify as hedges in accordance with ASC 815. Changes in fair value related to derivatives not designated as hedges are recorded in our consolidated statements of operations as “Gain (loss) on derivatives” and specifically identified as either relating to interest rate swaps, Eurodollar Futures Contracts or TBA Agency MBS. For a derivative to qualify for hedge accounting, we must anticipate that the hedge will be highly “effective” as defined by ASC 815-10. A hedge of the variability of cash flows that are to be received or paid in connection with a recognized asset or liability is known as a “cash flow” hedge. Changes in the fair value of a derivative that is highly effective and that is designated as a cash flow hedge, to the extent the hedge is effective, are recorded in AOCI and reclassified to income when the forecasted transaction affects income (e.g. when periodic settlement interest payments are due on repurchase agreements). Hedge ineffectiveness, if any, is recorded in current period income.

When we discontinue hedge accounting, the gain or loss on the derivative remains in AOCI and is reclassified into income when the forecasted transaction affects income. In all situations where hedge accounting is discontinued and the derivative remains outstanding, we carry the derivative at its fair value on our balance sheet, recognizing changes in fair value in current period income. All of our swaps had historically been accounted for as cash flow hedges under ASC 815. After August 22, 2014, none of our swaps were designated for hedge accounting. As a result of discontinuing hedge accounting for our swaps, changes in the fair value of these swaps are recorded in “Gain (loss) on interest rate swaps, net” in our consolidated statements of operations rather than in AOCI. Also, net interest paid or received on these swaps, which was previously recognized in interest expense, is instead recognized in “Gain (loss) on interest rate swaps, net.” These continue to be reported as assets or liabilities on our consolidated balance sheets at their fair value.

As long as the forecasted transactions that were being hedged (i.e. rollovers of our repurchase agreement borrowings) are still expected to occur, the balance in AOCI from the activity in these swaps through the dates of de-designation will remain in AOCI and be recognized in our consolidated statements of operations as “interest expense” over the remaining term of these swaps.

For purposes of the consolidated statements of cash flows, cash flows hedges were classified with the cash flows from the hedged item. Cash flows from derivatives that are not hedges are classified according to the underlying nature or purpose of the derivative transaction.

For more details on the amounts and other qualitative information on all our derivative transactions, see Note 14. For more information on the fair value of our derivative instruments, see Note 8.

#### **Credit Risk**

At December 31, 2015, we have attempted to limit our exposure to credit losses on our Agency MBS by purchasing securities primarily through Freddie Mac and Fannie Mae. The payment of principal and interest on the Freddie Mac and Fannie Mae MBS are guaranteed by those respective enterprises. In September 2008, both Freddie Mac and Fannie Mae were placed in the conservatorship of the U.S. government. While it is the intent that the conservatorship will help stabilize Freddie Mac’s and Fannie Mae’s overall financial position, there can be no assurance that it will succeed or that, if necessary, Freddie Mac and Fannie Mae will be able to satisfy its guarantees of Agency MBS. There have also been concerns as to what the U.S. government will do regarding winding down the operations of Freddie Mac and Fannie Mae. There have also been concerns over the past several years regarding the credit standing of Freddie Mac, Fannie Mae, and U.S. sovereign debt. We do not know what effect any future ratings of Freddie Mac, Fannie Mae and U.S. sovereign debt may ultimately have on the U.S. economy, the value of our securities, or the ability of Freddie Mac and Fannie Mae to satisfy its guarantees of Agency MBS, if necessary.

Our adjustable-rate MBS are subject to periodic and lifetime interest rate caps. Periodic caps can limit the amount an interest rate can increase during any given period. Some adjustable-rate MBS subject to periodic payment caps may result in a portion of the interest being deferred and added to the principal outstanding.

We also invest in Non-Agency MBS, which are securities that are secured by pools of residential mortgages which are not issued by government-sponsored enterprises and are not guaranteed by any agency of the U.S. government or any federally chartered corporation. Such investments carry a risk that the borrower on the underlying mortgage may default on their obligation to make full and timely payments of principal and interest.

Other-than-temporary losses on our available-for-sale MBS, as measured by the amount of decline in estimated fair value attributable to credit losses that are considered to be other-than-temporary, are charged against income, resulting in an adjustment of the cost basis of such securities. Based on the criteria in ASC 320-10, the determination of whether a security is other-than-temporarily impaired, or OTTI, involves judgments and assumptions based on both subjective and objective factors. When a security is impaired, an OTTI is considered to have occurred if (i) we intend to sell the security, (ii) it is more likely than not that we will be required to sell the security before recovery of its amortized cost basis or (iii) we do not expect to recover its amortized cost basis (i.e., there is a credit-related loss). The following are among, but not all of, the factors considered in determining whether and to what extent an OTTI exists and the portion that is related to credit loss: (i) the expected cash flow from the investment; (ii) whether there has been an other-than-temporary deterioration of the credit quality of the underlying mortgages; (iii) the credit protection available to the related mortgage pool for MBS; (iv) any other market information available, including analysts' assessments and statements, public statements and filings made by the debtor or counterparty; (v) management's internal analysis of the security, considering all known relevant information at the time of assessment; and (vi) the magnitude and duration of historical decline in market prices. Because management's assessments are based on factual information as well as subjective information available at the time of assessment, the determination as to whether an other-than-temporary decline exists and, if so, the amount considered impaired, is also subjective and therefore constitutes material estimates that are susceptible to significant change.

We also own residential mortgage loans held-for-investment. As the majority of these loans (the senior tranches of the securitization trusts) are collateral for the asset-backed securities issued by the trusts, our potential credit risk is on the subordinated tranches that we own, as these tranches would be the first ones to absorb any losses resulting from defaults by the borrowers on the underlying mortgage loans.

For all interest rate swaps entered into on or before September 9, 2013, we are exposed to credit losses in the event of non-performance by counterparties to interest rate swap agreements. In order to limit this risk, our practice was to only enter into swaps with large financial institution counterparties who were market makers for these types of instruments, limit our exposure on each swap to a single counterparty under our defined guidelines and either pay or receive collateral to or from each counterparty on a periodic basis to cover the net fair market position of the swaps held with that counterparty. For all swaps entered into on or after September 9, 2013, all swap participants are required by rules of the Commodities Futures Trading Commission under authority granted to it pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, to clear swaps through a registered derivatives clearing organization, or "swap execution facility," through standardized documents under which each swap counterparty transfers its position to another entity whereby a central clearinghouse effectively becomes the counterparty on each side of the swap. Both the swap execution facility and the central clearinghouse could require greater initial and periodic margin (collateral) requirements and additional transaction fees. It is the intent of the Dodd-Frank Act that the clearing of swaps in this manner is designed to avoid concentration of risk in any single entity by spreading and centralizing the risk in the clearinghouse and its members.

## **Income Taxes**

We have elected to be taxed as a REIT and to comply with the provisions of the Code with respect thereto. Accordingly, we will not be subject to federal income tax to the extent that our distributions to our stockholders satisfy the REIT requirements and that certain asset, income and stock ownership tests are met.

We have no unrecognized tax benefits and do not anticipate any increase in unrecognized benefits during 2015 relative to any tax positions taken prior to January 1, 2015. Should the accrual of any interest or penalties relative to unrecognized tax benefits be necessary, it is our policy to record such accruals in our income taxes accounts; and no such accruals existed at December 31, 2015. We file REIT U.S. federal and California income tax returns. These returns are generally open to examination by the IRS and the California Franchise Tax Board for all years after 2010 and 2009, respectively.



### Cumulative Convertible Preferred Stock

We classify our Series B Cumulative Convertible Preferred Stock, or Series B Preferred Stock, on our balance sheets using the guidance in ASC 480-10-S99. Our Series B Preferred Stock contains certain fundamental change provisions that allow the holder to redeem the preferred stock for cash only if certain events occur, such as a change in control. As redemption under these circumstances is not solely within our control, we have classified our Series B Preferred Stock as temporary equity.

We have analyzed whether the conversion features in our Series B Preferred Stock should be bifurcated under the guidance in ASC 815-10 and have determined that bifurcation is not necessary.

### Stock-Based Expense

In accordance with ASC 718-10, any expense relating to share-based payment transactions is recognized in the audited consolidated financial statements.

Restricted stock is expensed over the vesting period (see Note 13).

### Earnings Per Share

Basic earnings per share, or EPS, is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS assumes the conversion, exercise or issuance of all potential common stock equivalents (which includes stock options and convertible preferred stock) and the adding back of the Series B Preferred Stock dividends unless the effect is to reduce a loss or increase the income per share.

The computation of EPS for the years ended December 31, 2015, 2014 and 2013 are as follows (amounts in thousands, except per share data):

	Net Income Available to Common Stockholders	Average Shares	Earnings per Share
For the year ended December 31, 2015			
Basic EPS .....	\$ 8,267	103,412	\$ 0.08
Effect of dilutive securities .....	1,577	4,339	-
Diluted EPS .....	<u>\$ 9,844</u>	<u>107,751</u>	<u>\$ 0.08</u>
For the year ended December 31, 2014			
Basic EPS .....	\$ 22,903	123,949	\$ 0.18
Effect of dilutive securities .....	1,577	4,108	-
Diluted EPS .....	<u>\$ 24,480</u>	<u>128,057</u>	<u>\$ 0.18</u>
For the year ended December 31, 2013			
Basic EPS .....	\$ 69,984	142,455	\$ 0.49
Effect of dilutive securities .....	1,594	3,945	-
Diluted EPS .....	<u>\$ 71,578</u>	<u>146,400</u>	<u>\$ 0.49</u>

For the years ended December 31, 2015, 2014 and 2013, options to purchase 0, 5,000 and 5,000 shares of our common stock, respectively, were outstanding and not included in the computation of diluted EPS as their exercise price and option expense exceeded the average stock price for those respective periods.

### Accumulated Other Comprehensive Income

In accordance with ASC 220-10-55-2, total comprehensive income is divided into net income and other comprehensive income, which includes unrealized gains and losses on marketable securities classified as available-for-sale, and unrealized gains and losses on derivative financial instruments. In accordance with ASU 2013-02, we have identified, in our Statements of Comprehensive Income, items that are reclassified and included in our statements of operations.

## 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. Actual results could materially differ from those estimates.

## RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the FASB issued a new standard on revenue recognition, ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606).” This new standard will replace more than 200 ad hoc pronouncements on revenue recognition. This ASU requires companies to recognize revenue in a way that shows the transfer of goods or services to customers in amounts that reflect the payment that a company expects to be entitled to in exchange for those goods or services. To do that, companies will now have to go through a five-step process: (1) tie the contract to a customer; (2) identify the contract’s performance obligations; (3) determine the transaction price; (4) connect the transaction price to the performance obligations in the contract; and (5) recognize revenue when (or as) a company satisfies the performance obligation. This ASU only affects an entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets, unless those contracts are within other standards (for example, insurance contracts or lease contracts). This ASU is effective for a public entity for the financial statements beginning with the quarter ending March 31, 2018. We do not believe that this ASU will have a material impact on our financial statements.

In November 2014, the FASB issued ASU 2014-16, “Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share is More Akin to Debt or Equity – a consensus of the FASB Emerging Issues Task Force.” U.S. GAAP defines a “hybrid” financial instrument as consisting of a host contract and an embedded derivative (for example, convertible, redeemable preferred stock). An entity must bifurcate (account for separately as a derivative) an embedded derivative from a hybrid financial instrument if the embedded derivative (1) is not clearly and closely related to the host contract and (2) meets the definition of a derivative as a freestanding instrument. To determine whether an embedded derivative is clearly and closely related to the host contract, an entity must first determine whether the terms and features in a hybrid financial instrument are debt-like versus equity-like, and then weigh the terms and features based on relevant facts and circumstances to ultimately determine the nature of the host contract. This ASU will become effective for our financial statements beginning with the quarter ending March 31, 2016. We do not believe this ASU will have a material impact on our financial statements.

In January 2015, the FASB issued ASU 2015-01, “Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items.” Currently, an event or transaction that is unusual and occurs infrequently must be separately classified and presented as an extraordinary item net of tax after income from continuing operations. Entities are also required to disclose income taxes and earnings per share data for each extraordinary item if the amounts are not already disclosed on the face of the income statements. By removing the concept of extraordinary items from U.S. GAAP, this ASU removes the uncertainty and disparity in practice involved in identifying, presenting and disclosing extraordinary items. This ASU will become effective for our financial statements beginning with the quarter ending March 31, 2016. We do not believe that this ASU will have a material impact on our financial statements.

On February 18, 2015, the FASB issued ASU No. 2015-02, “Consolidation (Topic 810): Amendment to the Consolidation Analysis.” This new standard changes consolidation analysis by placing more emphasis on risk of loss when determining a controlling financial interest and outlining the conditions under which a decision maker or service provider may have to consolidate the entity for which it provides the service. As such, we believe that entities for which decision making rights are conveyed through contractual arrangement are less likely to be consolidated. This ASU will become effective for our financial statements beginning with the quarter ending March 31, 2016. We do not believe that this ASU will have a material effect on our financial statements.

In April 2015, the FASB issued ASU 2015-03, “Interest-Imputation of Interest (Subtopic 835-30), Simplifying the Presentation of Debt Issuance Costs.” This ASU requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability. This ASU will be effective for our financial statements beginning with the quarter ending March 31, 2016. We do not believe this ASU will have a material impact on our financial statements.

In November 2015, the FASB issued ASU 2015-17, “Balance Sheet Classification of Deferred Taxes” (Topic 740). The guidance in this new standard eliminated the current requirement to present deferred tax assets and deferred tax liabilities as current and noncurrent in a classified balance sheet and now requires entities to classify all deferred tax assets and deferred tax liabilities as noncurrent. Public companies are required to apply the guidance beginning with the quarter ending March 31, 2017. We do not believe this ASU will have a material impact on our financial statements.

In January 2016, the FASB issued ASU 2016-01, “Recognition and Measurement of Financial Assets and Financial Liabilities” (Subtopic 825-10). The guidance in this new standard is intended to improve existing GAAP by (1) requiring equity investment (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; (2) requiring public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (3) requiring separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans or receivables) on the balance sheet or the accompanying notes to the financial statements; (4) eliminating the requirement to disclose the fair value of financial instruments measured at amortized cost for organizations that are not public business entities; (5) eliminating the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; and (6) requiring a reporting organization to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the organization has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. Public companies are required to apply the guidance beginning with the quarter ending March 31, 2018. We do not believe this ASU will have a material impact on our financial statements.

On February 25, 2016, the FASB issued ASU 2016-2, “Leases” (Topic 842), which is intended to improve financial reporting for lease transactions. This ASU will require organizations that lease assets, such as real estate, airplanes and manufacturing equipment, to recognize on their balance sheet the assets and liabilities for the rights to use those assets for the lease term and obligations to make lease payments created by those leases that have terms of greater than 12 months. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as finance or operating lease. This ASU will also require disclosures to help investors and other financial statement users better understand the amount and timing of cash flows arising from leases. These disclosures will include qualitative and quantitative requirements, providing additional information about the amounts recorded in the financial statements. This ASU will be effective for public entities beginning with the first quarter of 2019. We do not believe that this ASU will have a material impact on our financial statements.

## NOTE 2. RESTRICTED CASH

This includes cash pledged as collateral for interest rate swaps and Eurodollar Futures Contracts and also reverse repurchase agreements. Reverse repurchase agreements are used as a means of investing excess cash. The collateral for these loans are primarily U.S. Treasury securities with an aggregate fair value equal to the amount of the loans. Restricted cash is carried at cost, which approximates fair value. Prior period balances have been reclassified from “Other assets” for comparative purposes.

The following represents the Company’s restricted cash balances at December 31, 2015 and December 31, 2014 (in thousands):

	December 31, 2015	December 31, 2014
Restricted cash - reverse repurchase agreements .....	\$ 25,000	\$ -
Restricted cash - swap margin calls .....	11,913	13,142
Restricted cash - Eurodollar Futures Contracts.....	2,317	2,957
	<u>\$ 39,230</u>	<u>\$ 16,099</u>

## NOTE 3. MORTGAGE-BACKED SECURITIES (MBS)

The following tables summarize our MBS, classified as available-for-sale, at December 31, 2015 and December 31, 2014, which are carried at their fair value (amounts in thousands):

*December 31, 2015*

<u>By Agency</u>	<u>Ginnie Mae</u>	<u>Freddie Mac</u>	<u>Fannie Mae</u>	<u>Total Agency MBS</u>	<u>Non-Agency MBS</u>	<u>Total MBS</u>
Amortized cost.....	\$ 10,118	\$ 1,976,155	\$ 2,858,659	\$ 4,844,932	\$ 679,584	\$ 5,524,516
Paydowns receivable (1)(2) .....	-	24,707	-	24,707	112	24,819
Unrealized gains.....	3	12,922	48,480	61,405	7,895	69,300
Unrealized losses.....	(156)	(23,689)	(14,417)	(38,262)	(5,530)	(43,792)
Fair value.....	<u>\$ 9,965</u>	<u>\$ 1,990,095</u>	<u>\$ 2,892,722</u>	<u>\$ 4,892,782</u>	<u>\$ 682,061</u>	<u>\$ 5,574,843</u>

By Security Type	ARMs	Hybrids	15-Year Fixed-Rate	20-Year and 30-Year Fixed-Rate	Total Agency MBS	Non- Agency MBS	Total MBS
Amortized cost.....	\$ 2,086,487	\$ 1,926,775	\$ 653,246	\$ 178,424	\$ 4,844,932	\$ 679,584	\$ 5,524,516
Paydowns receivable (1)(2).....	7,760	16,947	-	-	24,707	112	24,819
Unrealized gains.....	49,866	2,812	1,920	6,807	61,405	7,895	69,300
Unrealized losses.....	(4,707)	(25,347)	(8,208)	-	(38,262)	(5,530)	(43,792)
Fair value.....	<u>\$ 2,139,406</u>	<u>\$ 1,921,187</u>	<u>\$ 646,958</u>	<u>\$ 185,231</u>	<u>\$ 4,892,782</u>	<u>\$ 682,061</u>	<u>\$ 5,574,843</u>

- (1) Paydowns receivable on Agency MBS are generated when the Company receives notice from Freddie Mac of prepayments but does not receive the actual cash with respect to such prepayments until the 15<sup>th</sup> day of the following month.
- (2) Paydowns receivable on Non-Agency MBS represent when we receive notice of prepayments but do not receive the actual cash until the following month.

During the year ended December 31, 2015, we received proceeds of approximately \$720 million from the sales of Agency MBS and recognized gross realized losses on sales of approximately \$7.5 million. During the year ended December 31, 2014, we received proceeds of approximately \$562 million from the sales of Agency MBS and recognized gross realized gains on sales of approximately \$2.76 million and gross realized losses on sales of approximately \$5.6 million.

During the year ended December 31, 2015, we acquired approximately \$659 million in principal balances of Non-Agency MBS. During the year ended December 31, 2014, we acquired approximately \$200 million of Non-Agency MBS. During the year ended December 31, 2015, we sold approximately \$27 million of Non-Agency MBS and recognized a loss of approximately \$75 thousand. During the year ended December 31, 2014, we did not have any sales of Non-Agency MBS.

#### December 31, 2014

By Agency	Ginnie Mae	Freddie Mac	Fannie Mae	Total Agency MBS	Non-Agency MBS	Total MBS
Amortized cost.....	\$ 11,823	\$ 2,889,128	\$ 4,061,330	\$ 6,962,281	\$ 199,705	\$ 7,161,986
Paydowns receivable (1)(2).....	-	29,486	-	29,486	-	29,486
Unrealized gains.....	32	21,534	65,642	87,208	68	87,276
Unrealized losses.....	(155)	(31,558)	(23,899)	(55,612)	(63)	(55,675)
Fair value.....	<u>\$ 11,700</u>	<u>\$ 2,908,590</u>	<u>\$ 4,103,073</u>	<u>\$ 7,023,363</u>	<u>\$ 199,710</u>	<u>\$ 7,223,073</u>

By Security Type	ARMs	Hybrids	15-Year Fixed-Rate	20-Year and 30-Year Fixed-Rate	Total Agency MBS	Non-Agency MBS	Total MBS
Amortized cost.....	\$ 1,779,031	\$ 3,914,431	\$ 1,048,991	\$ 219,828	\$ 6,962,281	\$ 199,705	\$ 7,161,986
Paydowns receivable (1)(2).....	2,769	26,717	-	-	29,486	-	29,486
Unrealized gains.....	51,827	21,290	3,782	10,309	87,208	68	87,276
Unrealized losses.....	(5,027)	(40,632)	(9,953)	-	(55,612)	(63)	(55,675)
Fair value.....	<u>\$ 1,828,600</u>	<u>\$ 3,921,806</u>	<u>\$ 1,042,820</u>	<u>\$ 230,137</u>	<u>\$ 7,023,363</u>	<u>\$ 199,710</u>	<u>\$ 7,223,073</u>

- (1) Paydowns receivable on Agency MBS are generated when the Company receives notice from Freddie Mac of prepayments but does not receive the actual cash with respect to such prepayments until the 15<sup>th</sup> day of the following month.
- (2) Paydowns receivable on Non-Agency MBS represent when we receive notice of prepayments but do not receive the actual cash until the following month.

The following table presents information regarding the estimates of the contractually required principal payments, cash flows expected to be collected and estimated fair value of the Non-Agency MBS held at carrying value acquired by the Company for the year ended December 31, 2015 and cumulatively at December 31, 2015 and December 31, 2014:

	For the Year Ended December 31, 2015	At December 31, 2015	At December 31, 2014
		(in thousands)	
Non-Agency MBS acquired with credit deterioration:			
Contractually required principal .....	\$ 479,072	\$ 627,269	\$ 148,197
Contractual principal not expected to be collected (non-accretable yield) .....	(176,232)	(194,355)	(18,123)
Expected cash flows to be collected .....	302,840	432,914	130,074
Market yield adjustment .....	73,380	56,220	(17,160)
Unrealized gain, net .....	5,445	5,450	5
Fair value .....	381,665	494,584	112,919
Fair value of other Non-Agency MBS (no credit deterioration) .....	100,686	187,477	86,791
Total fair value of Non-Agency MBS .....	<u>\$ 482,351</u>	<u>\$ 682,061</u>	<u>\$ 199,710</u>

The following table presents the change for the years ended December 31, 2015 and December 31, 2014 of the components of the Company's purchase discount on its Non-Agency MBS between the amount designated as the accretable discount and the non-accretable difference:

	For the Year Ended December 31, 2015		For the Year Ended December 31, 2014	
	Market Yield Adjustment	Non- Accretable	Market Yield Adjustment	Non- Accretable
Balance, beginning of year .....	\$ (18,528)	\$ (18,123)	\$ -	\$ -
Accretion of discount .....	(1,022)	-	429	-
Purchases .....	72,553	(176,232)	(18,957)	(18,123)
Sales .....	1,849	-	-	-
Reclass adjustments for other-than-temporary impairments .....	-	-	-	-
Other .....	1,368	-	-	-
Balance, end of year .....	<u>\$ 56,220</u>	<u>\$ (194,355)</u>	<u>\$ (18,528)</u>	<u>\$ (18,123)</u>

#### NOTE 4. VARIABLE INTEREST ENTITIES

As discussed in Note 1, "Summary of Significant Accounting Policies," we have determined that we are the primary beneficiary of certain securitization trusts. The following table presents a summary of the assets and liabilities of our consolidated securitization trusts as of December 31, 2015. The Company did not have any investments in securitization trusts at December 31, 2014.

	December 31, 2015	December 31, 2014
	(in thousands)	
Residential mortgage loans held-for-investment .....	\$ 969,172	\$ -
Accrued interest receivable .....	3,092	-
Total assets .....	<u>\$ 972,264</u>	<u>\$ -</u>
Accrued interest payable .....	\$ 2,892	\$ -
Asset-backed securities issued by securitization trusts .....	915,486	-
Total liabilities .....	<u>\$ 918,378</u>	<u>\$ -</u>

Our risk with respect to each investment in a securitization trust is limited to our direct ownership in the securitization trust. We own all of the subordinate classes on two of the trusts (Class B-1 through B-5) and the most subordinated classes (Classes B-4 and B-5) on the third trust. The residential mortgage loans held by the consolidated securitization trusts are held solely to satisfy the liabilities of the securitization trusts and the investors in the securitization trusts have no recourse to the general credit of the Company for the ABS issued by the securitization trusts. The assets of a consolidated securitization trust can only be used to satisfy the obligations of that trust. ABS are not paid down according to any schedule but rather as payments are made on the underlying mortgages. The final distribution dates for the three trusts are all at various dates in 2045. We are not contractually required and have not provided any additional financial support to the securitization trusts for the year ended December 31, 2015.

**Residential Mortgage Loans Held by Consolidated Securitization Trusts**

Residential mortgage loans held by consolidated securitization trusts are carried at unpaid principal balances net of any premiums or discounts and allowances for loan losses. The residential mortgage loans are secured by first liens on the underlying residential properties.

The following table details the carrying value for residential mortgage loans held-for-investment at December 31, 2015 and December 31, 2014:

	December 31, 2015	December 31, 2014
	(in thousands)	
Principal balance .....	\$ 958,403	\$ -
Unamortized premium net of discount .....	10,972	-
Allowance for loan losses .....	(203)	-
Carrying value .....	<u>\$ 969,172</u>	<u>\$ -</u>

The following table provides a reconciliation of the carrying value of residential mortgage loans held-for-investment (dollar amounts in thousands):

<b>Reconciliation of Carrying Value of Mortgage Loans on Real Estate</b>	<b>Amount</b>
Balance at January 1, 2015 .....	\$ -
Additions:	
New loans .....	1,018,120
Premium (discount) on new loans .....	12,437
Deductions:	
Collection of principal .....	(59,717)
Amortization of premium (discount) .....	(1,465)
Provision for loan losses .....	(203)
Balance at December 31, 2015 .....	<u>\$ 969,172</u>

The following table details various portfolio characteristics of the residential mortgage loans held-for-investment at December 31, 2015 (we did not own any residential mortgage loans held-for-investment at December 31, 2014):

	December 31, 2015
	(dollar amounts in thousands)
Portfolio Characteristics:	
Number of loans .....	1,328
Current principal balance .....	\$ 958,403
Average loan balance .....	\$ 722
Net weighted average coupon rate .....	3.87%
Weighted average maturity (years) .....	28.4
Weighted average FICO score .....	762
Current Performance:	
Current .....	\$ 954,341
30 days delinquent .....	3,234
60 days delinquent .....	828
90+ days delinquent .....	-
Bankruptcy/foreclosure .....	-
Total .....	<u>\$ 958,403</u>

The following table summarizes the geographic concentrations of residential mortgage loans held-for-investment at December 31, 2015 and December 31, 2014 based on principal balance outstanding:

State	December 31, 2015	(Percent)	December 31, 2014
California .....	48.2%		0%
Florida .....	6.0		-
Other states (none greater than 5%) .....	45.8		-
Total .....	100.0%		0%

***Allowance for Loan Losses on Residential Mortgage Loans Held by Consolidated Securitization Trusts***

As discussed in Note 1, “Summary of Significant Accounting Policies,” the Company establishes and maintains an allowance for loan losses on residential mortgage loans held by consolidated securitization trusts based on the Company’s estimate of credit losses.

The following table summarizes the activity in the allowance for loan losses for the years ended December 31, 2015 and December 31, 2014:

	December 31, 2015	(in thousands)	December 31, 2014
Balance at beginning of year .....	\$ -	\$	-
Provision for loan losses .....	203		-
Charge-offs, net .....	-		-
Balance at end of year .....	\$ 203	\$	-

***Asset-Backed Securities Issued by Securitization Trusts***

Asset-backed securities issued by securitization trusts are recorded at principal balances net of unamortized premiums and discounts. Asset-backed securities issued by securitization trusts are issued in various tranches and have a principal balance of \$915.5 million at December 31, 2015. The Company did not have any investments in securitization trusts at December 31, 2014. The investors in the asset-backed securities are not affiliated with the Company and have no recourse to the general credit of the Company.

**NOTE 5. RESIDENTIAL PROPERTIES**

At December 31, 2015, we owned 88 single-family residential properties which are all located in Southeastern Florida and are carried at a total cost, net of accumulated depreciation, of approximately \$14.4 million. At December 31, 2014, we owned 79 single-family residential properties that were carried at a total cost, net of accumulated depreciation, of approximately \$12.9 million. The income from these properties is included in our statements of operations as “Income on rental properties.” The expenses on these properties are included in our statements of operations in “Other expenses” and the details are included in Note 16.

**NOTE 6. REPURCHASE AGREEMENTS**

We have entered into repurchase agreements with large financial institutions to finance most of our MBS. The repurchase agreements are short-term borrowings that are secured by the market value of our MBS and bear fixed interest rates that have historically been based upon LIBOR.

At December 31, 2015 and December 31, 2014, the repurchase agreements had the following balances (dollar amounts in thousands), weighted average interest rates and remaining weighted average maturities:

*December 31, 2015*

	Agency MBS		Non-Agency MBS		Total MBS	
	Balance	Weighted Average Interest Rate	Balance	Weighted Average Interest Rate	Balance	Weighted Average Interest Rate
Overnight .....	\$ -	-%	\$ -	-%	\$ -	-%
Less than 30 days .....	2,710,000	0.60	485,528	1.91	3,195,528	0.80
30 days to 90 days .....	1,720,000	0.60	-	-	1,720,000	0.60
Over 90 days to less than 1 year .....	-	-	-	-	-	-
1 year to 2 years .....	-	-	-	-	-	-
Demand .....	-	-	-	-	-	-
	<u>\$4,430,000</u>	<u>0.60%</u>	<u>\$ 485,528</u>	<u>1.91%</u>	<u>\$4,915,528</u>	<u>0.73%</u>
Weighted average maturity .....	28 days		14 days		27 days	
Weighted average interest rate after adjusting for interest rate swaps .....					1.39%	
Weighted average maturity after adjusting for interest rate swaps .....					736 days	
MBS pledged as collateral under the repurchase agreements and swap agreements .....	\$4,694,731		\$ 596,831		\$5,291,562	

*December 31, 2014*

	Agency MBS		Non-Agency MBS		Total MBS	
	Balance	Weighted Average Interest Rate	Balance	Weighted Average Interest Rate	Balance	Weighted Average Interest Rate
Overnight .....	\$ -	-%	\$ -	-%	\$ -	-%
Less than 30 days .....	2,395,000	0.32	115,740	1.82	2,510,740	0.39
30 days to 90 days .....	3,860,000	0.35	-	-	3,860,000	0.35
Over 90 days to less than 1 year .....	-	-	-	-	-	-
1 year to 2 years .....	-	-	-	-	-	-
Demand .....	-	-	-	-	-	-
	<u>\$ 6,255,000</u>	<u>0.34%</u>	<u>\$ 115,740</u>	<u>1.82%</u>	<u>\$ 6,370,740</u>	<u>0.37%</u>
Weighted average maturity .....	38 days		13 days		37 days	
Weighted average interest rate after adjusting for interest rate swaps .....					1.06%	
Weighted average maturity after adjusting for interest rate swaps .....					767 days	
MBS pledged as collateral under the repurchase agreements and swap agreements .....	\$ 6,650,143		\$ 155,311		\$ 6,805,454	

For additional information about repurchase agreements, see the section in Note 1 entitled "Repurchase Agreements."



The following tables present information about certain assets and liabilities that are subject to master netting arrangements (or similar agreements) only in the event of default on a contract. See Notes 1, 8 and 14 for more information on the Company's interest rate swaps (both items that were hedges and also for de-designated swaps) and other derivative instruments.

December 31, 2015 (in thousands)	Gross Amounts of Recognized Assets or Liabilities	Gross Amounts Offset in the Balance Sheets	Net Amounts of Assets or Liabilities Presented in the Balance Sheets	Gross Amounts Not Offset in the Balance Sheets <sup>(1)</sup>		Net Amounts
				Financial Instruments	Cash Collateral Received	
Derivative assets at fair value <sup>(2)</sup> .....	\$ 12,470	\$ -	\$ 12,470	\$ (12,470)	\$ -	\$ -
Total .....	<u>\$ 12,470</u>	<u>\$ -</u>	<u>\$ 12,470</u>	<u>\$ (12,470)</u>	<u>\$ -</u>	<u>\$ -</u>
Repurchase Agreements <sup>(3)</sup> .....	\$ 4,915,528	\$ -	\$ 4,915,528	\$ (4,915,528)	\$ -	\$ -
Derivative liabilities at fair value <sup>(2)</sup> .....	34,547	-	34,547	(34,547)	-	-
Total .....	<u>\$ 4,950,075</u>	<u>\$ -</u>	<u>\$ 4,950,075</u>	<u>\$ (4,950,075)</u>	<u>\$ -</u>	<u>\$ -</u>

December 31, 2014 (in thousands)	Gross Amounts of Recognized Assets or Liabilities	Gross Amounts Offset in the Balance Sheets	Net Amounts of Assets or Liabilities Presented in the Balance Sheets	Gross Amounts Not Offset in the Balance Sheets <sup>(1)</sup>		Net Amounts
				Financial Instruments	Cash Collateral Received	
Derivative assets at fair value <sup>(2)</sup> .....	\$ 9,792	\$ -	\$ 9,792	\$ (9,792)	\$ -	\$ -
Total .....	<u>\$ 9,792</u>	<u>\$ -</u>	<u>\$ 9,792</u>	<u>\$ (9,792)</u>	<u>\$ -</u>	<u>\$ -</u>
Repurchase Agreements <sup>(3)</sup> .....	\$ 6,370,740	\$ -	\$ 6,370,740	\$ (6,370,740)	\$ -	\$ -
Derivative liabilities at fair value <sup>(2)</sup> .....	45,259	-	45,259	(45,259)	-	-
Total .....	<u>\$ 6,415,999</u>	<u>\$ -</u>	<u>\$ 6,415,999</u>	<u>\$ (6,415,999)</u>	<u>\$ -</u>	<u>\$ -</u>

- (1) Amounts presented are limited to collateral pledged sufficient to reduce the related net amount to zero in accordance with ASU No. 2011-11, as amended by ASU No. 2013-01.
- (2) At December 31, 2015, we had pledged approximately \$39.8 million in Agency MBS as collateral and paid another approximately \$11.9 million on swap margin calls (included in "restricted cash") on our swap derivatives, which were approximately \$11.6 million in derivative assets and approximately \$33.9 million in derivative liabilities at December 31, 2015. At December 31, 2014, we had pledged approximately \$54 million in Agency MBS as collateral and paid another approximately \$13 million on swap margin calls on our swap derivatives, which were approximately \$8.7 million in derivative assets and approximately \$43.6 million in derivative liabilities at December 31, 2014.
- (3) At December 31, 2015, we had pledged approximately \$4.7 billion in Agency MBS and approximately \$597 million of Non-Agency MBS as collateral on our repurchase agreements. At December 31, 2014, we had pledged approximately \$6.65 billion in Agency MBS and approximately \$155 million of Non-Agency MBS as collateral on our repurchase agreements.

## NOTE 7. JUNIOR SUBORDINATED NOTES

On March 15, 2005, we issued \$37,380,000 of junior subordinated notes to a newly-formed statutory trust, Anworth Capital Trust I, organized by us under Delaware law. The trust issued \$36,250,000 in trust preferred securities to unrelated third party investors. Both the notes and the trust preferred securities require quarterly payments and bear interest at the prevailing three-month LIBOR rate plus 3.10%, reset quarterly. The first interest payments were made on June 30, 2005. Both the notes and the trust preferred securities will mature in 2035 and are currently redeemable, at our option, in whole or in part, without penalty. We used the net proceeds of this private placement to invest in Agency MBS. We have reviewed the structure of the transaction under ASC 810-10 and concluded that Anworth Capital Trust I does not meet the requirements for consolidation. As of the date of this filing, we have not redeemed any of the notes or trust preferred securities.

## NOTE 8. FAIR VALUES OF FINANCIAL INSTRUMENTS

As defined in ASC 820-10, fair value is the price that would be received from the sale of an asset or paid to transfer or settle a liability in an orderly transaction between market participants in the principal (or most advantageous) market for the asset or liability. ASC 820-10 establishes a fair value hierarchy that ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value are classified and disclosed in one of the three following categories:

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

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data. This includes those financial instruments that are valued using models or other valuation methodologies where substantially all of the assumptions are observable in the marketplace, can be derived from observable market data or are supported by observable levels at which transactions are executed in the marketplace. We consider the inputs utilized to fair value our Agency MBS to be Level 2. Management bases the fair value for these investments primarily on third party bid price indications provided by dealers who make markets in these instruments. The Agency MBS market is primarily an over-the-counter market. As such, there are no standard, public market quotations or published trading data for individual MBS securities. As our portfolio consists of hundreds of similar, but distinct, securities that have each been traded with only one broker counterparty, we generally seek to have each Agency MBS security priced by one broker. The prices received are non-binding offers to trade, but are indicative quotations of the market value of our securities as of the market close on the last day of each quarter. The brokers receive trading data from several traders that participate in the active markets for these securities and directly observe numerous trades of securities similar to the securities owned by us. Given the volume of market activity for Agency MBS, it is our belief that the broker pricing accurately reflects market information for actual, contemporaneous transactions. We do not adjust quotes or prices we obtain from brokers and pricing services. In the limited instances where valuations are received on a security from multiple brokers, we use the median value of the prices received to determine fair value. To validate the prices we obtain, to ensure our fair value determinations are consistent with ASC 820, and to ensure that we properly classify these securities in the fair value hierarchy, we evaluate the pricing information we receive taking into account factors such as coupon, prepayment experience, fixed/adjustable rate, coupon index, time to reset and issuing agency, among other factors. Based on these factors, broker prices are compared to prices of similar securities provided by other brokers. If we determine (based on such a comparison and our market knowledge and expertise) that a security is priced significantly differently than similar securities, the broker is contacted and requested to revisit their valuation of the security. If a broker refuses to reconsider its valuation, we will request pricing from another broker and use the median value of the prices received to determine fair value. If we are unable to receive a valuation from another broker, the price received from an independent third party pricing service will be used, if it is determined (based on our market knowledge and expertise) to be more reliable than the broker pricing. However, the fair value reported may not be indicative of the amounts that could be realized in an actual market exchange.

Our derivative assets and derivative liabilities include interest rate swaps (in which we pay a fixed-rate of interest and receive a variable-rate of interest that is based on LIBOR), TBA Agency MBS and Eurodollar Futures Contracts. The fair value of both the derivatives and the swaps are reported to us independently from dealers who are large financial institutions and are market makers for these types of instruments. The LIBOR swap rate is observable at commonly quoted intervals over the full term of the swaps and therefore is considered a Level 2 item. The fair value of the derivative instruments' assets and liabilities are the estimated amounts the Company would either receive or pay to terminate these agreements at the reporting date, taking into account current interest rates and the Company's credit worthiness. For more information on all of our swaps and other derivative instruments, see Note 1 and Note 14.

In determining the fair value of our Non-Agency MBS, our management considers a number of observable market data points, including prices obtained from well-known major financial brokers that make markets in these instruments, pricing from independent pricing services, and timely trading activity in the marketplace. Our management reviews these inputs in the valuation of our Non-Agency MBS. We understand that in order to determine the fair market value of a security, market participants not only consider the characteristics of the type of security and its underlying collateral but also take into consideration the historical performance data of the underlying collateral of that security, including loan delinquency, loan losses and credit enhancement. In addition, we also collect and consider current market intelligence on all major markets, including benchmark security evaluations and bid list results from various sources.

Our MBS are valued using various market data points as described above, which management considers to be directly or indirectly observable parameters. Accordingly, our MBS are classified as Level 2 in the fair value hierarchy.

Level 3: Unobservable inputs that are not corroborated by market data. This is comprised of financial instruments whose fair value is estimated based on internally developed models or methodologies utilizing significant inputs that are generally less readily observable from objective sources.

In determining the appropriate levels, we perform a detailed analysis of the assets and liabilities that are subject to ASC 820-10. At each reporting period, all assets and liabilities for which the fair value measurement is based on significant unobservable inputs are classified as Level 3.

At December 31, 2015, fair value measurements on a recurring basis were as follows (in thousands):

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Agency MBS <sup>(1)</sup> .....	\$ -	\$ 4,892,782	\$ -	\$ 4,892,782
Non-Agency MBS <sup>(1)</sup> .....	\$ -	\$ 682,061	\$ -	\$ 682,061
Derivative instruments <sup>(2)</sup> .....	\$ -	\$ 12,470	\$ -	\$ 12,470
<b>Liabilities:</b>				
Derivative instruments <sup>(2)</sup> .....	\$ -	\$ 34,547	\$ -	\$ 34,547

(1) For more detail about the fair value of our MBS by agency and type of security, see Note 3.

(2) Derivative instruments include discontinued hedges under ASC 815-10. For more detail about our derivative instruments, see Notes 1 and 14.

At December 31, 2014, fair value measurements on a recurring basis were as follows (in thousands):

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Agency MBS <sup>(1)</sup> .....	\$ -	\$ 7,023,363	\$ -	\$ 7,023,363
Non-Agency MBS <sup>(1)</sup> .....	\$ -	\$ 199,710	\$ -	\$ 199,710
Derivative instruments <sup>(2)</sup> .....	\$ -	\$ 9,792	\$ -	\$ 9,792
<b>Liabilities:</b>				
Derivative instruments <sup>(2)</sup> .....	\$ -	\$ 45,259	\$ -	\$ 45,259

(1) For more detail about the fair value of our MBS, including by agency and type of security, see Note 3.

(2) Derivative instruments are hedging instruments under ASC 815-10. For more detail about our derivative instruments, see Notes 1 and 14.

At December 31, 2015 and December 31, 2014, cash and cash equivalents, restricted cash, escrow deposits, interest receivable, repurchase agreements and interest payable are reflected in our consolidated financial statements at cost, which approximate fair value because of the nature and short term of these instruments.

Junior subordinated notes are variable-rate debt and, as we believe the spread would be consistent with the expectations of market participants as of December 31, 2015 and December 31, 2014, the carrying value approximates fair value.

The following table presents the carrying value and estimated fair value of the Company's financial instruments that are not carried at fair value on the consolidated balance sheets at December 31, 2015 and December 31, 2014 (dollar amounts in thousands):

	December 31, 2015		December 31, 2014	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
<b>Financial Assets:</b>				
Residential mortgage loans held-for-investment .....	\$ 969,172	\$ 959,418	\$ -	\$ -
<b>Financial Liabilities:</b>				
Asset-backed securities issued by securitization trusts.....	\$ 915,486	\$ 907,556	\$ -	\$ -

The residential mortgage loans held-for-investment are carried at unpaid principal balances net of any premiums or discounts and allowances for loan losses. Asset-backed securities issued by securitization trusts are carried at principal balances net of unamortized premiums or discounts. For both of these items, fair values are obtained by an independent broker and are considered Level 2 in the fair value hierarchy.

## NOTE 9. INCOME TAXES

We have elected to be taxed as a REIT and to comply with the provisions of the Code with respect thereto. Accordingly, we will not be subject to federal or state income taxes to the extent that our distributions to stockholders satisfy the REIT requirements and certain asset, income and stock ownership tests are met. We believe we currently meet all REIT requirements regarding the ownership of our common stock and the distribution of our taxable net income. Therefore, we believe that we continue to qualify as a REIT under the provisions of the Code.

Income tax expense (benefit) for the years ended December 31, 2015, 2014 and 2013 was zero. None of the components of income tax expense are significant on a separately stated basis.

At December 31, 2015 and December 31, 2014, there were no significant deferred tax assets and deferred tax liabilities.

The tables below present tax information regarding Anworth's dividend distributions for the fiscal year ended December 31, 2015:

**8.625% Series A Cumulative Preferred Stock (CUSIP 03747 20 0)**

Declaration Date	Record Date	Payable Date	2015 Total Distribution Per Share	2015 Ordinary Income	2015 Return of Capital	Short-Term Capital Gains	Carry-Over to 2016
10/17/14	12/31/14	01/15/15	\$ 0.539063	\$ 0.539063	\$ -	\$ -	\$ -
01/15/15	03/31/15	04/15/15	\$ 0.539063	\$ 0.462103	\$ -	\$ 0.076960	\$ -
04/16/15	06/30/15	07/15/15	\$ 0.539063	\$ 0.539063	\$ -	\$ -	\$ -
07/16/15	09/30/15	10/15/15	\$ 0.539063	\$ 0.408022	\$ -	\$ 0.131041	\$ -
10/15/15	12/31/15	01/15/16	\$ 0.539063	\$ -	\$ -	\$ -	\$ 0.539063
		Total	<u>\$ 2.695315</u>	<u>\$ 1.948251</u>	<u>\$ -</u>	<u>\$ 0.208001</u>	<u>\$ 0.539063</u>

**6.25% Series B Cumulative Convertible Preferred Stock (CUSIP 03747 30 9)**

Declaration Date	Record Date	Payable Date	2015 Total Distribution Per Share	2015 Ordinary Income	2015 Return of Capital	Short-Term Capital Gains	Carry-Over to 2016
10/17/14	12/31/14	01/15/15	\$ 0.390625	\$ 0.390625	\$ -	\$ -	\$ -
01/15/15	03/31/15	04/15/15	\$ 0.390625	\$ 0.334857	\$ -	\$ 0.055768	\$ -
04/16/15	06/30/15	07/15/15	\$ 0.390625	\$ 0.390625	\$ -	\$ -	\$ -
07/16/15	09/30/15	10/15/15	\$ 0.390625	\$ 0.295668	\$ -	\$ 0.094957	\$ -
10/15/15	12/31/15	01/15/16	\$ 0.390625	\$ -	\$ -	\$ -	\$ 0.390625
		Total	<u>\$ 1.953125</u>	<u>\$ 1.411775</u>	<u>\$ -</u>	<u>\$ 0.150725</u>	<u>\$ 0.390625</u>

**7.625% Series C Cumulative Redeemable Preferred Stock (CUSIP 03747 40 8)**

Declaration Date	Record Date	Payable Date	2015 Total Distribution Per Share	2015 Ordinary Income	2015 Return of Capital	Short-Term Capital Gains	Carry-Over to 2016
03/19/15	03/31/15	04/15/15	\$ 0.338889	\$ 0.282448	\$ -	\$ 0.056441	\$ -
04/16/15	06/30/15	07/15/15	\$ 0.476563	\$ 0.476563	\$ -	\$ -	\$ -
07/16/15	09/30/15	10/15/15	\$ 0.476563	\$ 0.403862	\$ -	\$ 0.072701	\$ -
10/15/15	12/31/15	01/15/16	\$ 0.476563	\$ -	\$ -	\$ -	\$ 0.476563
		Total	<u>\$ 1.768578</u>	<u>\$ 1.162873</u>	<u>\$ -</u>	<u>\$ 0.129142</u>	<u>\$ 0.476563</u>

(1) The first Series C Preferred Stock dividend declared, which was payable on April 15, 2015, was based on a prorated amount from January 27, 2015 through March 31, 2015.

**Common Stock (CUSIP 03747 10 1)**

Declaration Date	Record Date	Payable Date	2014 Total Distribution Per Share	2015 Ordinary Income	2015 Return of Capital	Short-Term Capital Gains	Carry-Over to 2016
12/18/14	12/30/14	01/29/15	\$ 0.14	\$ 0.066584	\$ 0.073416	\$ -	\$ -
03/19/15	03/31/15	04/29/15	\$ 0.15	\$ 0.061279	\$ 0.078660	\$ 0.010061	\$ -
06/18/15	06/30/15	07/29/15	\$ 0.15	\$ 0.071340	\$ 0.078660	\$ -	\$ -
09/17/15	09/30/15	10/29/15	\$ 0.15	\$ 0.053869	\$ 0.078660	\$ 0.017471	\$ -
12/17/15	12/31/15	01/29/16	\$ 0.15	\$ -	\$ -	\$ -	\$ 0.150000
		Total	<u>\$ 0.74</u>	<u>\$ 0.253072</u>	<u>\$ 0.309396</u>	<u>\$ 0.027532</u>	<u>\$ 0.150000</u>

## **NOTE 10. SERIES B CUMULATIVE CONVERTIBLE PREFERRED STOCK**

Our Series B Preferred Stock has a par value of \$0.01 per share and a liquidation preference of \$25.00 per share plus accrued and unpaid dividends (whether or not declared). The holders of our Series B Preferred Stock receive dividends at a rate of 6.25% per year on the \$25.00 liquidation preference before holders of our common stock are entitled to receive any dividends. Our Series B Preferred Stock is senior to our common stock and on parity with our Series A Preferred Stock and Series C Preferred Stock with respect to the payment of distributions and amounts, upon liquidation, dissolution or winding up. So long as any shares of our Series B Preferred Stock remain outstanding, we will not, without the affirmative vote or consent of the holders of at least two-thirds of the shares of our Series B Preferred Stock outstanding at the time, authorize or create, or increase the authorized or issued amount of, any class or series of capital stock ranking senior to our Series B Preferred Stock with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding up.

Our Series B Preferred Stock has no maturity date, is not redeemable and is convertible at the then-current conversion rate into shares of our common stock per \$25.00 liquidation preference. The conversion rate is adjusted in any fiscal quarter in which the cash dividends paid to common stockholders results in an annualized common stock dividend yield that is greater than 6.25%. The conversion ratio is also subject to adjustment upon the occurrence of certain specific events such as a change in control. Our Series B Preferred Stock is convertible into shares of our common stock at the option of the holder(s) of Series B Preferred Stock at any time at the then-prevailing conversion rate. At December 31, 2015, the conversion rate was 4.3942. On or after January 25, 2012, we may, at our option, under certain circumstances, convert each share of Series B Preferred Stock into a number of shares of our common stock at the then-prevailing conversion rate. We may exercise this conversion option only if our common stock price equals or exceeds 130% of the then-prevailing conversion price of our Series B Preferred Stock for at least twenty (20) trading days in a period of thirty (30) consecutive trading days (including the last trading day of such period) ending on the trading day immediately prior to our issuance of a press release announcing the exercise of the conversion option. During the year ended December 31, 2015, we did not, at our option, convert any shares of Series B Preferred Stock. Our Series B Preferred Stock contains certain fundamental change provisions that allow the holder to redeem our Series B Preferred Stock for cash if certain events occur, such as a change in control. Our Series B Preferred Stock generally does not have voting rights, except if dividends on the Series B Preferred Stock are in arrears for six or more quarterly periods (whether or not consecutive). Under such circumstances, the holders of Series B Preferred Stock, together with the holders of Series A Preferred Stock and Series C Preferred Stock, would be entitled to elect two additional directors to our board of directors to serve until all unpaid dividends have been paid or declared and set aside for payment. In addition, certain material and adverse changes to the terms of our Series B Preferred Stock may not be taken without the affirmative vote of at least two-thirds of the outstanding shares of Series B Preferred Stock, Series A Preferred Stock and Series C Preferred Stock voting together as a single class. Through December 31, 2015, we have declared and set aside for payment the required dividends for our Series B Preferred Stock.

## **NOTE 11. PUBLIC OFFERINGS AND CAPITAL STOCK**

At December 31, 2015, our authorized capital included 200,000,000 shares of common stock, of which 99,077,651 shares were issued and 98,944,451 shares were outstanding.

At December 31, 2015, our authorized capital included 20,000,000 shares of \$0.01 par value preferred stock, of which 5,150,000 shares had been designated 8.625% Series A Cumulative Preferred Stock (liquidation preference \$25.00 per share), 3,150,000 shares had been designated 6.25% Series B Cumulative Convertible Preferred Stock (liquidation preference \$25.00 per share) and 5,000,000 shares had been designated 7.625% Series C Cumulative Redeemable Preferred Stock (liquidation preference \$25.00 per share), or Series C Preferred Stock. The undesignated shares of preferred stock may be issued in one or more classes or series, with such distinctive designations, rights and preferences as determined by our board of directors. At December 31, 2015, there were 1,919,378 shares of Series A Preferred Stock issued and outstanding, 1,009,640 shares of Series B Preferred Stock issued and outstanding and 433,924 shares of Series C Preferred Stock issued and outstanding.

On January 27, 2015, we completed a public offering of 300,000 shares of our Series C Preferred Stock at a public offering price of \$24.50 per share and received net proceeds of approximately \$7 million. The shares were sold pursuant to the Company's effective shelf registration statement on Form S-3. The Series C Preferred Stock has no maturity date and is not subject to any sinking fund or mandatory redemption. On or after January 27, 2020, we may, at our option, redeem the Series C Preferred Stock for cash, in whole or from time to time in part, at a redemption price of \$25.00 per share plus accrued and unpaid dividends, if any, to the redemption date.

On March 3, 2015, we entered into an At Market Issuance Sales Agreement (the "MLV Sales Agreement") with MLV & Co. LLC ("MLV"), pursuant to which we may offer and sell from time to time through MLV, as our agent, up to \$200,000,000 aggregate amount of our common stock, Series B Preferred Stock and Series C Preferred Stock, in such amounts as we may specify by notice to MLV, in accordance with the terms and conditions set forth in the MLV Sales Agreement. During the year ended December 31, 2015, we issued an aggregate of 133,924 shares of our Series C Preferred Stock under the MLV Sales Agreement at a weighted average

price of \$24.45 per share, which provided net proceeds to us of approximately \$3.3 million, net of sales commissions. MLV received aggregate commissions of approximately \$33 thousand, which represents an average commission of approximately 1.0% on the gross sales price per share. At December 31, 2015, there was approximately \$196.8 million available for sale and issuance under the MLV Sales Agreement.

On October 3, 2011, we announced that our Board authorized a share repurchase program which permits us to acquire up to 2,000,000 shares of our common stock. The shares are expected to be acquired at prevailing prices through open market transactions. The manner, price, number and timing of share repurchases will be subject to market conditions and applicable SEC rules. Our Board also authorized the Company to purchase an amount of our common stock up to the amount of common stock sold through our 2015 Dividend Reinvestment and Stock Purchase Plan. Subsequently, our Board authorized, on the following dates, the Company to acquire the following additional amounts of shares of our common stock: 5,000,000 shares on December 13, 2013; 10,000,000 shares on March 14, 2014; 10,000,000 shares on May 22, 2014; 10,000,000 shares on October 17, 2014; and 5,000,000 shares on June 18, 2015. During the year ended December 31, 2015, we repurchased an aggregate of 10,514,350 shares at a weighted average price of \$5.05 per share under our share repurchase program.

Our Dividend Reinvestment and Stock Purchase Plan allows stockholders and non-stockholders to purchase shares of our common stock and to reinvest dividends therefrom to acquire additional shares of our common stock. On March 13, 2015, we filed a shelf registration statement on Form S-3 with the SEC registering up to 16,397,203 shares of our common stock for our 2015 Dividend Reinvestment and Stock Purchase Plan, or the 2015 DRP Plan. During the year ended December 31, 2015, we issued an aggregate of 224,689 shares of our common stock at a weighted average price of \$5.08 per share under the 2015 DRP Plan, resulting in proceeds to us of approximately \$1.14 million.

On March 20, 2013, we filed a shelf registration statement on Form S-3 with the SEC and on April 5, 2013 we filed a pre-effective amendment thereto with the SEC, offering up to \$544,727,778 of our capital stock. The registration statement was declared effective on April 8, 2013. At December 31, 2015, approximately \$534.5 million of our capital stock was available for future issuance under the registration statement.

On August 5, 2014, we filed a registration statement on Form S-8 with the SEC to register an aggregate of up to 2,000,000 shares of our common stock to be issued pursuant to the Anworth Mortgage Asset Corporation 2014 Equity Compensation Plan, or the 2014 Equity Plan. During 2015, we issued 8,000 restricted stock units (phantom shares) under the 2014 Equity Plan.

## **NOTE 12. TRANSACTIONS WITH AFFILIATES**

### *Management Agreement and Externalization*

Effective as of December 31, 2011, we entered into the Management Agreement with our Manager, pursuant to which our day-to-day operations are being conducted by our Manager. Our Manager is supervised and directed by our board of directors and is responsible for (i) the selection, purchase and sale of our investment portfolio; (ii) our financing and hedging activities; and (iii) providing us with management services. Our Manager will also perform such other services and activities relating to our assets and operations as may be appropriate. In exchange for services, our Manager receives a management fee, paid monthly in arrears, in an amount equal to one-twelfth of 1.20% of our Equity (as defined in the Management Agreement).

On the effective date of the Management Agreement, the employment agreements with our executives were terminated, our employees became employees of our Manager, and we took such other actions as we believed were reasonably necessary to implement the Management Agreement and externalize our management function.

A trust controlled by Mr. Lloyd McAdams, our Chairman, Chief Executive Officer and President, and Ms. Heather U. Baines, an Executive Vice President of our Manager, beneficially owns 50% of the outstanding membership interests of our Manager; Mr. Joseph E. McAdams, the Chief Investment Officer of our Manager, beneficially owns 45% of the outstanding membership interests of our Manager; and Mr. Thad M. Brown, our former Chief Financial Officer, beneficially owns 5% of the outstanding membership interests of our Manager.

The Management Agreement may only be terminated without cause, as defined in the agreement, after the expiration of any annual renewal term. We are required to provide 180-days prior notice of non-renewal of the Management Agreement and must pay a termination fee on the last day of any automatic renewal term equal to three times the average annual management fee earned by our Manager during the prior 24-month period immediately preceding the most recently completed month prior to the effective date of termination. We may only not renew the Management Agreement with or without cause with the consent of the majority of our independent directors. These provisions make it difficult to terminate the Management Agreement and increase the effective cost to us of not renewing the Management Agreement.

Certain of our former officers were previously granted restricted stock and other equity awards (see Note 13), including dividend equivalent rights, in connection with their service to us, and certain of our former officers had agreements under which they would receive payments if the Company is subject to a change in control (discussed later in this Note 12). In connection with the

Externalization, certain of the agreements under which our officers were granted equity awards and would be paid payments in the event of a change in control were modified so that such agreements will continue with respect to our former officers and employees after they became officers and employees of our Manager. In addition, as officers and employees of our Manager, they will continue to be eligible to receive equity awards under equity compensation plans in effect now or in the future.

Messrs. Lloyd McAdams, Joseph E. McAdams, Charles J. Siegel, John T. Hillman and Ms. Heather U. Baines and others are officers and employees of PIA Farmland, Inc. and its external manager, PIA, where they devote a portion of their time. PIA Farmland, Inc., a privately-held real estate investment trust investing in U.S. farmland properties to lease to independent farm operators, was incorporated in February 2013 and acquired its first farm property in October 2013. These officers and employees are under no contractual obligations to PIA Farmland, Inc., its external manager, PIA, or to Anworth or its external manager, Anworth Management, LLC, as to their time commitment. Mr. Steven Koomar, the Chief Executive Officer of PIA Farmland, Inc., has no involvement with either Anworth or its external manager, Anworth Management, LLC.

#### *Change in Control and Arbitration Agreements*

We entered into Change in Control and Arbitration Agreements with each of Mr. Charles J. Siegel, our Chief Financial Officer, and with various officers of our Manager including Ms. Bistra Pashamova, a Senior Vice President and Portfolio Manager of our Manager, and Mr. Evangelos Karagiannis, a Vice President and Portfolio Manager of our Manager. These agreements provide that should a change in control (as defined in the agreements) occur, each of these officers will receive certain severance and other benefits valued as of December 31, 2011. Under these agreements, in the event that a change in control occurs, each of these officers will receive a lump sum payment equal to (i) 12 months annual base salary in effect on December 31, 2011, plus (ii) the average annual incentive compensation received for the two complete fiscal years prior December 31, 2011, plus (iii) the average annual bonus received for the two complete fiscal years prior to December 31, 2011, as well as other benefits. For Mr. Brett Roth, a Senior Vice President and Portfolio Manager of our Manager, in the event that a change in control occurs, he will receive a lump sum payment equal to (i) 12 months annual base salary paid by the Manager in effect on September 18, 2014 plus (ii) \$350,000, as well as other benefits. The Change in Control and Arbitration Agreements also provide for accelerated vesting of equity awards granted to these officers upon a change in control.

#### *Agreements with Pacific Income Advisers, Inc.*

On January 26, 2012, we entered into a sublease agreement that became effective on July 1, 2012 with PIA. Under the sublease agreement, we lease, on a pass-through basis, 7,300 square feet of office space from PIA at the same location and pay rent at an annual rate equal to PIA's obligation, which is currently \$63.52 per square foot. The base monthly rental for us is \$38,646.15, which will be increased by 3% per annum on July 1, 2016. The sublease agreement runs through June 30, 2022 unless earlier terminated pursuant to the master lease. During the years ended December 31, 2015, 2014 and 2013, we expensed \$505 thousand, \$502 thousand and \$489 thousand, respectively, in rent and related expenses to PIA under this sublease agreement.

At December 31, 2015, the future minimum lease commitment is as follows (in whole dollars):

<u>Year</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>Thereafter</u>	<u>Total Commitment</u>
Commitment .....	\$ 470,720	\$ 484,852	\$ 499,398	\$ 514,374	\$ 529,800	\$ 822,579	\$ 3,321,723

On July 25, 2008, we entered into an administrative services agreement with PIA, which was amended and restated on August 20, 2010. Under this agreement, PIA provides administrative services and equipment to us including human resources, operational support and information technology, and we pay an annual fee of 5 basis points on the first \$225 million of stockholders' equity and 1.00 basis points thereafter (paid quarterly in arrears) for those services. The administrative services agreement had an initial term of one year and renews for successive one-year terms thereafter unless either party gives notice of termination no less than 30 days before the expiration of the then-current annual term. We may also terminate the administrative services agreement upon 30 days prior written notice for any reason and immediately if there is a material breach by PIA. During the years ended December 31, 2015, 2014 and 2013, we paid fees of \$162 thousand, \$191 thousand and \$211 thousand, respectively, to PIA in connection with this agreement.

### **NOTE 13. EQUITY COMPENSATION PLAN**

#### *2014 Equity Compensation Plan*

At our annual meeting of stockholders held on May 22, 2014, our stockholders approved the adoption of the 2014 Equity Compensation Plan, or the 2014 Equity Plan, which replaced the Anworth Mortgage Asset Corporation 2004 Equity Compensation Plan, or the 2004 Equity Plan, due to its expiration. We filed a registration statement on Form S-8 on August 5, 2014 to register up to an aggregate of 2,000,000 shares of our common stock to be issued pursuant to the 2014 Equity Plan. The 2014 Equity Plan decreases the aggregate share reserve from 3,500,000 shares that were available under the 2004 Equity Plan to 2,000,000 shares of our registered

common stock available under the 2014 Equity Plan. The 2014 Equity Plan authorizes our board of directors, or a committee of our board of directors, to grant DERs or phantom shares, which qualify as performance-based awards under Section 162(m) of the Code. Unlike the 2004 Equity Plan, however, the 2014 Equity Plan does not provide for automatic increases in the aggregate share reserve or the number of shares remaining available for grant and only provides for the granting of DERs or phantom shares. During the year ended December 31, 2015, we issued 8,000 restricted stock units (phantom shares) under the 2014 Equity Plan.

Certain of our former officers have previously been granted restricted stock and other equity incentive awards, including dividend equivalent rights, in connection with their service to us. In connection with the Externalization, certain of the agreements under which our former officers have been granted equity awards were modified so that such agreements will continue with respect to our former officers after they became officers and employees of our Manager. As a result, these awards and any future grants will be accounted for as non-employee awards. In addition, as officers and employees of our Manager, they will continue to be eligible to receive equity incentive awards under equity incentive plans in effect now or in the future. In accordance with the Externalization effective as of December 31, 2011, the DERs previously granted to all of our officers, with the exception of our Chief Executive Officer, were terminated under the 2007 Dividend Equivalent Rights Plan and were reissued under the 2004 Equity Plan with the same amounts, terms and conditions. The 2004 Equity Plan was subsequently replaced by the 2014 Equity Plan. The DERs for the Chief Executive Officer are accounted for under the 2007 DER Plan.

A summary of stock option transactions that were previously issued under the 2004 Equity Plan and are outstanding under the 2014 Equity Plan are as follows:

	2015		2014		2013	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding, beginning of year .....	5,000	\$ 9.720	5,000	\$ 9.720	320,700	\$ 13.736
Granted.....	-	-	-	-	-	-
Exercised.....	-	-	-	-	-	-
Expired.....	(5,000)	9.720	-	-	(315,700)	13.800
Outstanding, end of year .....	<u>-</u>	<u>\$ -</u>	<u>5,000</u>	<u>\$ 9.720</u>	<u>5,000</u>	<u>\$ 9.720</u>
Weighted average fair value of options expired during the year.....		\$ -		\$ -		\$ 13.800
Options exercisable at year-end .....	-		5,000		5,000	

The following table summarizes information about restricted stock transactions during the year ended December 31, 2015:

Grant Date Fair Value	Unvested Shares at December 31, 2014	Restricted Shares Granted	Shares Vested in 2015	Shares Forfeited	Unvested Shares at December 31, 2015	Weighted Average Remaining Contractual Life (Years)
\$4.24 .....	15,565	-	15,565	-	-	-
\$5.93 .....	191,880	-	-	-	191,880	0.8
	<u>207,445</u>	<u>-</u>	<u>15,565</u>	<u>-</u>	<u>191,880</u>	<u>0.8</u>

In October 2005, our board of directors approved the grant of an aggregate of 200,780 shares of restricted stock to various officers under the 2004 Equity Plan. The stock price on the grant date was \$7.72. The restricted stock vests 10% per year on each anniversary date for a ten-year period and shall also vest immediately upon the death of the grantee or upon the grantee reaching age 65. Each grantee shall have the right to sell 40% of the restricted stock any time after such shares have vested. The remaining 60% of such vested restricted stock may not be sold until after termination of employment with us. We amortize the restricted stock over the vesting period, which is the lesser of ten years or the remaining number of years to age 65. Upon the expiration of the 2004 Equity Plan, this grant is now being accounted for under the 2014 Equity Plan. At December 31, 2015, all of the shares issued under this grant had vested.

In October 2006, our board of directors approved a grant of an aggregate of 197,362 shares of performance-based restricted stock to various officers under the 2004 Equity Plan. Such grant was made effective on October 18, 2006. The closing stock price on the effective date of the grant was \$9.12. The shares vest in equal annual installments over a three-year period provided that the annually compounded rate of return on our common stock, including dividends, exceeds 12% measured on an annual basis as of the



anniversary date of the grant. If the annually compounded rate of return does not exceed 12%, then the shares will vest on the anniversary date thereafter when the annually compounded rate of return exceeds 12%. If the annually compounded rate of return does not exceed 12% within ten years after the effective date of the grant, then the shares will be forfeited. The shares will fully vest within the ten-year period upon the death of a grantee. Upon vesting, each grantee shall have the right to sell 40% of the restricted stock any time after such shares have vested. The remaining 60% of such vested restricted stock may not be sold, transferred or pledged until after termination of employment with us or upon the tenth anniversary of the effective date. Upon the expiration of the 2004 Equity Plan, this grant is now being accounted for under the 2014 Equity Plan. To date, no shares have vested under this grant.

The fair value of the aforementioned stock-based awards was estimated using the Black-Scholes model with the following weighted-average assumptions:

	2005 Grant	2006 Grant
Assumptions:		
Dividend yield .....	6.00%	4.00%
Expected volatility .....	29.00%	28.00%
Risk-free interest rate.....	4.29%	4.80%
Expected lives.....	10 years	10 years

We recognize the expense related to restricted stock over the ten-year vesting period. During the years ended December 31, 2015, 2014 and 2013, we expensed approximately \$97 thousand, \$97 thousand and 202 thousand, respectively, related to these restricted stock grants.

At our May 24, 2007 annual meeting of stockholders, our stockholders adopted the Anworth Mortgage Asset Corporation 2007 Dividend Equivalent Rights Plan, or the 2007 DER Plan. A dividend equivalent right, or DER, is a right to receive amounts equal in value to the dividend distributions paid on a share of our common stock. DERs are paid in either cash or shares of our common stock, whichever is specified by our Compensation Committee at the time of grant, at such times as dividends are paid on shares of our common stock during the period between the date a DER is issued and the date the DER expires or earlier terminates. The Compensation Committee may impose such other conditions to the grant of DERs as it may deem appropriate. The maximum term for DERs is ten years from the date of grant. On December 17, 2015, our Board approved a grant of an aggregate of 162,956 DERs to replace an equal amount of DERs that were scheduled to expire on December 31, 2015 and also approved a new grant of an aggregate of 146,000 DERs issued under the 2007 DER Plan or the 2014 Equity Plan. These DERs are not attached to any stock and only have the right to receive the same cash distribution per common share distributed to our common stockholders during the term of the grant. All of these grants have a five-year term from the date of the grant. At December 31, 2015, there were 672,188 DERs issued and outstanding. During the years ended December 31, 2015, 2014 and 2013, we paid or accrued \$376 thousand, \$323 thousand and \$291 thousand, respectively, related to DERs granted.

#### NOTE 14. DERIVATIVE INSTRUMENTS

The table below presents the fair value of our derivative instruments as well as their classification in our consolidated balance sheets as of December 31, 2015 and December 31, 2014:

Derivative Instruments	Balance Sheet Location	December 31, 2015	December 31, 2014
		(in thousands)	
De-designated interest rate swaps .....	Derivative Assets	\$ 11,644	\$ 8,738
TBA Agency MBS.....	Derivative Assets	-	1,054
Eurodollar Futures Contracts .....	Derivative Assets	826	-
		<u>\$ 12,470</u>	<u>\$ 9,792</u>
De-designated interest rate swaps .....	Derivative Liabilities	\$ 33,897	\$ 43,565
Eurodollar Futures Contracts .....	Derivative Liabilities	-	1,694
TBA Agency MBS.....	Derivative Liabilities	650	-
		<u>\$ 34,547</u>	<u>\$ 45,259</u>

##### *Interest Rate Swap Agreements*

At December 31, 2015, we were a counterparty to interest rate swaps, which are derivative instruments as defined by ASC 815-10, with an aggregate notional amount of \$3.866 billion and a weighted average maturity of approximately 2.6 years. We utilize interest rate swaps to manage interest rate risk relating to our repurchase agreements and do not anticipate entering into derivative transactions for speculative or trading purposes. In accordance with the swap agreements, we will pay a fixed-rate of interest during

the term of the swap agreements (ranging from 0.501% to 3.06%) and receive a payment that varies with the three-month LIBOR rate. During the year ended December 31, 2015, we terminated 14 swap agreements with an aggregate notional amount of \$875 million and entered into 17 new swap agreements with an aggregate notional amount of \$1.41 billion and terms of up to seven years.

At December 31, 2015, the amount in AOCI relating to interest rate swaps was approximately \$24.6 million. The estimated net amount of the existing losses that were reported in AOCI at December 31, 2015 that is expected to be reclassified into earnings within the next twelve months is approximately \$6.8 million.

At December 31, 2015 and 2014, our swaps had the following notional amounts (dollar amounts in thousands), weighted average fixed rates and remaining terms (in months):

Maturity	December 31, 2015			December 31, 2014		
	Notional Amount	Weighted Average Fixed Rate	Remaining Term in Months	Notional Amount	Weighted Average Fixed Rate	Remaining Term in Months
Less than 12 months.....	\$ 950,000	0.68%	9	\$ -	-%	-
1 year to 2 years .....	930,000	0.96	18	550,000	0.80	20
2 years to 3 years.....	1,000,000	1.13	30	795,000	1.03	31
3 years to 5 years.....	466,000	1.55	50	1,080,000	1.48	46
5 years to 7 years.....	320,000	2.54	78	555,000	2.35	72
7 years to 10 years.....	200,000	3.00	93	350,000	2.93	100
	<u>\$ 3,866,000</u>	1.24%	32	<u>\$ 3,330,000</u>	1.56%	48

#### Swap Agreements by Counterparty

	December 31, 2015	December 31, 2014
	(in thousands)	
Chicago Mercantile Exchange <sup>(1)</sup> .....	\$ 1,891,000	\$ 780,000
Deutsche Bank Securities.....	565,000	665,000
JPMorgan Securities .....	525,000	625,000
ING Financial Markets LLC .....	450,000	650,000
Nomura Securities International .....	200,000	200,000
Bank of New York .....	120,000	120,000
RBS Greenwich Capital .....	115,000	215,000
Credit Suisse .....	-	75,000
	<u>\$ 3,866,000</u>	<u>\$ 3,330,000</u>

(1) For all swap agreements entered into after September 9, 2013, the counterparty is the Chicago Mercantile Exchange regardless of who the trading party is. See the section entitled “Derivative Financial Instruments – Interest Rate Risk Management” in Note 1 for additional details.

#### Eurodollar Futures Contracts

Each Eurodollar Futures Contract embodies \$1 million of notional value and is effective for a term of approximately three months. We do not designate these contracts as hedges for accounting purposes. As a result, realized and unrealized changes in fair value are recognized in earnings in the period in which the changes occur.

At December 31, 2015, we had 4,550 Eurodollar Futures Contracts representing \$4.55 billion in notional amount. The cash held by the broker on the Eurodollar Futures Contracts was approximately \$2.3 million, which is included in “restricted cash,” and there was a derivative asset of approximately \$826 thousand. For the year ended December 31, 2015, we had losses on Eurodollar Futures Contracts of approximately \$2.1 million. At December 31, 2014, we had 5,500 Eurodollar Futures Contracts representing \$5.5 billion in notional amount. The cash held by the broker on the Eurodollar Futures Contracts was approximately \$2.96 million, which is included in “restricted cash,” and there was a derivative liability of approximately \$1.70 million. For the year ended December 31, 2014, we had losses on Eurodollar Futures Contracts of approximately \$1.7 million.

*TBA Agency MBS*

We also enter into TBA contracts and will recognize a gain or loss on the sale of the contracts or dollar roll income. See the section in Note 1 on “Derivative Financial Instruments – TBA Agency MBS” for more information on TBA Agency MBS. During the year ended December 31, 2015, we recognized a gain on derivatives-TBA Agency MBS, net of derivative income, of approximately \$9.3 million. During the year ended December 31, 2014, we recognized a gain on derivatives-TBA Agency MBS, net of derivative income, of approximately \$10.2 million. The types of securities involved in these TBA contracts are Fannie Mae 15-year fixed-rate securities with coupons ranging from 2.5% to 3.0%. At December 31, 2015, the notional amount of the TBA Agency MBS was approximately \$690 million.

For more information on our accounting policies, the objectives and risk exposures relating to derivatives and hedging agreements, see the section on “Derivative Financial Instruments” in Note 1. For more information on the fair value of our derivative instruments, see Note 8.

**NOTE 15. COMMITMENTS AND CONTINGENCIES**

Lease Commitment and Administrative Services Commitment — We sublease office space and use administrative services from PIA, as more fully described in Note 12.

**NOTE 16. OTHER EXPENSES**

	For the Years Ended December 31,		
	2015	2014	2013
		(in thousands)	
Legal and professional fees <sup>(1)</sup> .....	\$ 645	\$ 2,561	\$ 503
Printing and stockholder communications <sup>(1)</sup> .....	176	596	211
Directors and Officers insurance.....	499	509	469
DERs expense .....	376	323	291
Amortization of restricted stock.....	97	97	202
Software implementation and maintenance .....	333	315	295
Administrative service fees .....	162	191	211
Rent.....	505	502	489
Stock exchange and filing fees.....	172	180	215
Custodian fees.....	273	284	136
Commissions - Eurodollar Futures Contracts .....	41	15	-
Sarbanes-Oxley consulting fees .....	125	107	107
Board of directors fees and expenses .....	346	350	324
Securities data services .....	355	176	131
Leasing commissions on rental properties .....	65	73	-
Other expenses on rental properties .....	230	158	-
Depreciation expense on rental properties .....	441	235	-
Property insurance on rental properties.....	117	66	-
Management fee on rental properties .....	159	50	-
Property taxes on rental properties.....	233	98	-
Recovery on Lehman receivable .....	(346)	(38)	-
Other .....	185	160	183
Total.....	<u>\$ 5,189</u>	<u>\$ 7,008</u>	<u>\$ 3,767</u>

(1) The increase during 2014 was primarily related to the Company’s proxy solicitation contest during 2014.

**NOTE 17. SUMMARIZED QUARTERLY RESULTS (UNAUDITED)**

The following tables summarize quarterly results for the years ended December 31, 2015 and December 31, 2014. Earnings per share amounts for each quarter and the full years have been calculated separately. Accordingly, quarterly amounts may not add to the annual amounts because of substantial differences in the average shares outstanding during each period and, with regard to diluted earnings per share amounts, they may also differ because of the inclusion of the effect of potentially dilutive securities only in the periods in which such effect would have been dilutive. Dilutive EPS assumes the conversion, exercise or issuance of all potential common stock equivalents (which includes stock options and convertible preferred stock) and adding back the Series B Preferred Stock dividends, unless the effect is to reduce a loss or increase the income per share.

For the year ended December 31, 2015 (in thousands, except per share amounts):

	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
Interest and other income:				
Interest-Agency MBS .....	\$ 30,588	\$ 27,464	\$ 24,572	\$ 22,881
Interest-Non-Agency MBS .....	3,647	6,385	8,078	9,021
Interest-residential mortgage loans .....	-	1,188	4,120	7,510
Income-rental properties .....	370	409	399	416
Other interest income .....	10	10	11	13
	<u>34,615</u>	<u>35,456</u>	<u>37,180</u>	<u>39,841</u>
Interest expense:				
Interest expense on repurchase agreements ....	6,689	7,400	8,167	8,437
Interest expense on asset-backed securities ....	-	1,075	3,729	6,841
Interest expense on junior subordinated notes .....	315	319	323	325
	<u>7,004</u>	<u>8,794</u>	<u>12,219</u>	<u>15,603</u>
Net operating income .....	27,611	26,662	24,961	24,238
Provision for loan losses .....	-	70	70	63
Net operating income after provision for loan losses .....	27,611	26,592	24,891	24,175
Operating expenses .....	(3,615)	(3,415)	(3,523)	(3,427)
Other (loss) income:				
(Loss) on sale of Agency MBS .....	-	-	-	(7,508)
(Loss) gain on sale of Non-Agency MBS .....	(3)	(73)	-	1
(Loss) gain on interest rate swaps, net .....	(46,488)	5,075	(50,965)	18,131
Gain (loss) on derivatives-TBA Agency MBS, net .....	8,525	(6,573)	10,345	(2,974)
(Loss) gain on derivatives-Eurodollar Futures Contracts .....	(2,338)	(1,732)	(2,569)	4,535
Recovery on Non-Agency MBS .....	1	4	7	13
Total other (loss) income .....	<u>(40,303)</u>	<u>(3,299)</u>	<u>(43,182)</u>	<u>12,198</u>
Net (loss) income .....	<u>(16,307)</u>	<u>19,878</u>	<u>(21,814)</u>	<u>32,946</u>
Dividend on Series A Cumulative Preferred Stock .....				
	(1,035)	(1,035)	(1,035)	(1,035)
Dividend on Series B Cumulative Convertible Preferred Stock .....				
	(394)	(394)	(394)	(394)
Dividend on Series C Cumulative Redeemable Preferred Stock .....				
	(111)	(200)	(203)	(207)
Net (loss) income to common stockholders .....	<u>\$ (17,847)</u>	<u>\$ 18,249</u>	<u>\$ (23,446)</u>	<u>\$ 31,310</u>
Basic (loss) earnings per common share .....	\$ (0.17)	\$ 0.18	\$ (0.23)	\$ 0.31
Diluted (loss) earnings per common share .....	\$ (0.17)	\$ 0.17	\$ (0.23)	\$ 0.30
Basic weighted average number of shares outstanding .....				
	107,228	104,225	102,431	99,857
Diluted weighted average number of shares outstanding .....				
	111,472	108,530	106,780	104,294

For the year ended December 31, 2014 (in thousands, except per share amounts):

	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
Interest and other income:				
Interest-Agency MBS .....	\$ 44,394	\$ 41,399	\$ 37,057	\$ 32,636
Interest-Non-Agency MBS .....	1	1	-	1,037
Interest-residential mortgage loans .....	-	-	-	-
Income-rental properties .....	-	70	197	322
Other interest income .....	11	10	10	11
	<u>44,406</u>	<u>41,480</u>	<u>37,264</u>	<u>34,006</u>
Interest expense:				
Interest expense on repurchase agreements .....	27,406	25,807	19,024	6,405
Interest expense on asset-backed securities .....	-	-	-	-
Interest expense on junior subordinated notes .....	314	315	318	317
	<u>27,720</u>	<u>26,122</u>	<u>19,342</u>	<u>6,722</u>
Net operating income .....	16,686	15,358	17,922	27,284
Provision for loan losses .....	-	-	-	-
Net operating income after provision for loan losses .....	<u>16,686</u>	<u>15,358</u>	<u>17,922</u>	<u>27,284</u>
Operating expenses .....	(3,980)	(6,510)	(3,497)	(3,767)
Other (loss) income:				
Gain (loss) on sale of Agency MBS .....	-	1,594	(5,617)	1,169
Gain (loss) on interest rate swaps, net .....	628	(2,006)	10,947	(46,244)
Gain (loss) on derivatives-TBA Agency MBS, net .....	-	1,578	(413)	9,062
Gain (loss) on derivatives-Eurodollar Futures Contracts .....	-	-	111	(1,806)
Recovery on Non-Agency MBS .....	37	33	37	12
Total other (loss) income .....	<u>665</u>	<u>1,199</u>	<u>5,065</u>	<u>(37,807)</u>
Net income (loss) .....	<u>13,371</u>	<u>10,047</u>	<u>19,490</u>	<u>(14,290)</u>
Dividend on Series A Cumulative Preferred Stock .....	(1,035)	(1,035)	(1,035)	(1,035)
Dividend on Series B Cumulative Convertible Preferred Stock .....	(394)	(394)	(394)	(394)
Net income (loss) to common stockholders .....	<u>\$ 11,942</u>	<u>\$ 8,618</u>	<u>\$ 18,061</u>	<u>\$ (15,719)</u>
Basic earnings (loss) per common share .....	<u>\$ 0.09</u>	<u>\$ 0.07</u>	<u>\$ 0.15</u>	<u>\$ (0.14)</u>
Diluted earnings (loss) per common share .....	<u>\$ 0.09</u>	<u>\$ 0.07</u>	<u>\$ 0.15</u>	<u>\$ (0.13)</u>
Basic weighted average number of shares outstanding .....	136,848	126,787	121,061	111,536
Diluted weighted average number of shares outstanding .....	140,875	130,867	125,192	115,727

## NOTE 18. SUBSEQUENT EVENTS

On January 1, 2016, the conversion rate of our Series B Preferred Stock increased from 4.3942 to 4.4909 shares of our common stock based upon the common stock dividend of \$0.15 per share that was declared on December 17, 2015.

On January 22, 2016, we declared a Series A Preferred Stock dividend of \$0.539063 per share, a Series B Preferred Stock dividend of \$0.390625 per share and a Series C Preferred Stock dividend of \$0.476563 per share, each of which is payable on April 15, 2016 to the holders of record of our Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, respectively, as of the close of business on December 31, 2015.

On January 22, 2016, our Board authorized the Company to acquire up to an additional 5,000,000 shares of our common stock through our share repurchase program.

From January 1, 2016 through February 22, 2016, we issued an aggregate of 52,910 shares of common stock at a weighted average price of \$4.25 per share under the 2015 Dividend Reinvestment and Stock Purchase Plan, resulting in proceeds to us of approximately \$225 thousand.

From January 1, 2016 through February 22, 2016, we repurchased an aggregate of 1,462,175 shares of our common stock at a weighted average price of \$4.17 per share under our share repurchase program.

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
1.1	At-the-Market Issuance Sales Agreement, dated March 3, 2015, among Anworth and Anworth Management, LLC and MLV & Co. LLC (incorporated by reference from our Current Report on Form 8-K filed with the SEC on March 6, 2015)
3.1	Amended Articles of Incorporation of Anworth (incorporated by reference from our Registration Statement on Form S-11, Registration No. 333-38641, which became effective under the Securities Act of 1933 on March 12, 1998)
3.2	Articles of Amendment to Amended Articles of Incorporation (incorporated by reference from our Definitive Proxy Statement filed pursuant to Section 14(a) of the Securities Exchange Act of 1934, as filed with the SEC on May 14, 2003)
3.3	Articles of Amendment to Amended Articles of Incorporation (incorporated by reference from our Current Report on Form 8-K filed with the SEC on May 28, 2008)
3.4	Amended Bylaws of the Company (incorporated by reference from our Current Report on Form 8-K filed with the SEC on March 13, 2009)
3.5	Amendment of Bylaws to Amended Bylaws of the Company (incorporated by reference from our Current Report on Form 8-K filed with the SEC on April 1, 2014)
3.6	Articles Supplementary for Series A Cumulative Preferred Stock (incorporated by reference from our Current Report on Form 8-K filed with the SEC on November 3, 2004)
3.7	Articles Supplementary for Series A Cumulative Preferred Stock (incorporated by reference from our Current Report on Form 8-K filed with the SEC on January 21, 2005)
3.8	Articles Supplementary for Series B Cumulative Convertible Preferred Stock (incorporated by reference from our Current Report on Form 8-K filed with the SEC on January 30, 2007)
3.9	Articles Supplementary for Series B Cumulative Convertible Preferred Stock (incorporated by reference from our Current Report on Form 8-K filed with the SEC on May 21, 2007)
3.10	Articles Supplementary for Series C Cumulative Redeemable Preferred Stock (incorporated by reference from our Registration Statement on Form 8-A filed with the SEC on January 23, 2015)
3.11	Articles Supplementary for Series C Cumulative Redeemable Preferred Stock (incorporated by reference from our Current Report on Form 8-K filed with the SEC on March 6, 2015)
4.1	Specimen Common Stock Certificate (incorporated by reference from our Registration Statement on Form S-11, Registration No. 333-38641, which became effective under the Securities Act of 1933 on March 12, 1998)
4.2	Specimen Series A Cumulative Preferred Stock Certificate (incorporated by reference from our Current Report on Form 8-K filed with the SEC on November 3, 2004)
4.3	Specimen Series B Cumulative Convertible Preferred Stock Certificate (incorporated by reference from our Current Report on Form 8-K filed with the SEC on January 30, 2007)
4.4	Specimen Series C Cumulative Redeemable Preferred Stock Certificate (incorporated by reference from our Registration Statement on Form 8-A filed with the SEC on January 23, 2015)
4.5	Specimen Anworth Capital Trust I Floating Rate Preferred Stock Certificate (liquidation amount \$1,000 per Preferred Security) (incorporated by reference from our Current Report on Form 8-K filed with the SEC on March 16, 2005)
4.6	Specimen Anworth Capital Trust I Floating Rate Common Stock Certificate (liquidation amount \$1,000 per Common Security) (incorporated by reference from our Current Report on Form 8-K filed with the SEC on March 16, 2005)
4.7	Specimen Anworth Floating Rate Junior Subordinated Note Due 2035 (incorporated by reference from our Current Report on Form 8-K filed with the SEC on March 16, 2005)
4.8	Junior Subordinated Indenture dated as of March 15, 2005, between Anworth and JPMorgan Chase Bank (incorporated by reference from our Current Report on Form 8-K filed with the SEC on March 16, 2005)
10.1*	2014 Equity Compensation Plan (incorporated by reference from our Registration Statement on Form S-8 filed with the SEC on August 5, 2014)

Exhibit Number	Description
10.2*	2007 Dividend Equivalent Rights Plan (incorporated by reference from our Definitive Proxy Statement filed pursuant to Section 14(a) of the Securities Exchange Act of 1934, as filed with the SEC on April 26, 2007)
10.3*	2012 Dividend Reinvestment and Stock Purchase Plan (incorporated by reference from our Registration Statement on Form S-3, Registration No. 333-180093, which became effective under the Securities Act of 1933 on March 14, 2012)
10.4*	2015 Dividend Reinvestment and Stock Purchase Plan (incorporated by reference from our Registration Statement on Form S-3, Registration No. 333-202739, which became effective under the Securities Act of 1933 on March 25, 2015)
10.5	Termination Agreement, dated as of December 31, 2011, between Anworth and Lloyd McAdams, with respect to the Employment Agreement, dated as of January 1, 2002, between Anworth and Lloyd McAdams, as amended (incorporated by reference from our Current Report on Form 8-K filed with the SEC on January 3, 2012)
10.6	Termination Agreement, dated as of December 31, 2011, between Anworth and Heather U. Baines, with respect to the Employment Agreement, dated as of January 1, 2002, between Anworth and Heather U. Baines, as amended (incorporated by reference from our Current Report on Form 8-K filed with the SEC on January 3, 2012)
10.7	Termination Agreement, dated as of December 31, 2011, between Anworth and Joseph E. McAdams, with respect to the Employment Agreement, dated as of January 1, 2002, between Anworth and Joseph E. McAdams, as amended (incorporated by reference from our Current Report on Form 8-K filed with the SEC on January 3, 2012)
10.8	Purchase Agreement dated as of March 15, 2005, by and among Anworth, Anworth Capital Trust I, TABERNA Preferred Funding I, Ltd., and Merrill Lynch International (incorporated by reference from our Current Report on Form 8-K filed with the SEC on March 16, 2005)
10.9	Second Amended and Restated Trust Agreement dated as of September 26, 2005 by and among Anworth, JPMorgan Chase Bank, National Association, Chase Bank USA, National Association, Lloyd McAdams, Joseph McAdams, Thad Brown and the several Holders, as defined therein (incorporated by reference from our Annual Report on Form 10-K for the fiscal year ended December 31, 2005, as filed with the SEC on March 16, 2006)
10.10*	Change in Control and Arbitration Agreement, dated June 27, 2006, between Anworth and Thad M. Brown (incorporated by reference from our Current Report on Form 8-K filed with the SEC on June 28, 2006), as amended by Amendment to Anworth Mortgage Asset Corporation Change in Control and Arbitration Agreement, effective December 31, 2011, between Anworth and Thad M. Brown (incorporated by reference from our Current Report on Form 8-K filed with the SEC on January 3, 2012)
10.11	Amended and Restated Administrative Services Agreement dated August 20, 2010, between Anworth and PIA (incorporated by reference from our Current Report on Form 8-K filed with the SEC on August 20, 2010)
10.12	Management Agreement dated as of December 31, 2011 by and between Anworth Mortgage Asset Corporation and Anworth Management, LLC (incorporated by reference from our Current Report on Form 8-K filed with the SEC on January 3, 2012)
10.13	Sublease dated as of January 26, 2012, between Anworth and PIA (incorporated by reference from our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, as filed with the SEC on August 6, 2012)
12.1	Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
23.1	Consent of Independent Registered Public Accounting Firm
31.1	Certification of the Principal Executive Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934
31.2	Certification of the Principal Financial Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934
32.1	Certifications of the Principal Executive Officer provided pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certifications of the Principal Financial Officer provided pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	XBRL Instance Document
101	XBRL Taxonomy Extension Schema Document
101	XBRL Taxonomy Extension Calculation Linkbase Document

<b>Exhibit Number</b>	<b>Description</b>
101	XBRL Taxonomy Definition Linkbase Document
101	XBRL Taxonomy Extension Labels Linkbase Document
101	XBRL Taxonomy Extension Presentation Linkbase Document

\* Represents a management contract or compensatory plan, contract or arrangement in which any director or any of the named executives participates.



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## Corporate Information

### DIRECTORS

**Lloyd McAdams**

Chairman of the Board of Directors, President and Chief Executive Officer

**Joseph E. McAdams**

Director, Chief Investment Officer and Executive Vice President

**Lee A. Ault, III**

Director

**Joe E. Davis**

Director

**Robert C. Davis**

Director

**Mark S. Maron**

Director

### EXECUTIVE OFFICERS

**Charles J. Siegel**

Chief Financial Officer, Secretary and Treasurer

**Heather U. Baines**

Executive Vice President

**Brett Roth**

Senior Vice President

**Bistra Pashamova**

Senior Vice President

**Evangelos Karagiannis**

Vice President

### EXECUTIVE OFFICES

Anworth Mortgage Asset Corporation  
1299 Ocean Avenue, Second Floor  
Santa Monica, CA 90401  
(310) 255-4493 | Fax (310) 434-0070

*Corporate Website*

[www.anworth.com](http://www.anworth.com)

*Transfer Agent and Registrar*

American Stock Transfer & Trust Company, LLC  
59 Maiden Lane, Plaza Level  
New York, NY 10038  
Tel. (212) 936-5100

*Independent Registered Public Accounting Firm*

RSM US LLP  
600 University Street, Suite 1100  
Seattle, WA 98101

*Legal Counsel*

Greenberg Traurig, LLP  
1840 Century Park East, Suite 1900  
Los Angeles, CA 90067

*Investor Relations*

Any stockholder wishing a copy of the Company's Annual Report on Form 10-K or the Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission, may obtain such report, without charge, upon written request to the Company, Attn: Investor Relations.

*Stock Listings*

The Company's securities are traded on the New York Stock Exchange as follows: Series A Cumulative Preferred Stock (Symbol: ANHPrA); Series B Cumulative Convertible Preferred Stock (Symbol: ANHPrB); Series C Cumulative Redeemable Preferred Stock (Symbol: ANHPrC); and Common Stock (Symbol: ANH).

*Annual Meeting of Stockholders*

Our Annual Meeting of Stockholders will be held at 10:00 a.m. on Wednesday, May 18, 2016 at the offices of the Company (address above).

*Corporate Governance*

The Company filed (1) an annual certification of its Chief Executive Officer in 2015 with the NYSE regarding the Company's compliance with the NYSE's corporate governance listing standards and (2) the certifications of its Chief Executive Officer and Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act of 2002 as exhibits to its 2015 Annual Report on Form 10-K.



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