

Arlington Asset Investment Corp.  
Form 10-Q  
November 02, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2018

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: 001-34374

ARLINGTON ASSET INVESTMENT CORP.

(Exact name of Registrant as specified in its charter)

Virginia    54-1873198  
(State or Other Jurisdiction of      (I.R.S. Employer

Incorporation or Organization) Identification No.)

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1001 Nineteenth Street North

Arlington, VA 22209  
(Address of Principal Executive Offices) (Zip Code)

(703) 373-0200

(Registrant's Telephone Number, Including Area Code)

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Small reporting company

Emerging growth company

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

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

Number of shares outstanding of each of the registrant's classes of common stock, as of October 31, 2018:

Title	Outstanding
Class A Common Stock	30,345,646 shares

ARLINGTON ASSET INVESTMENT CORP.

FORM 10-Q

FOR THE QUARTER ENDED SEPTEMBER 30, 2018

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## PART I

## FINANCIAL INFORMATION

## Item 1. Financial Statements

## ARLINGTON ASSET INVESTMENT CORP.

## CONSOLIDATED BALANCE SHEETS

(Dollars in thousands)

(Unaudited)

	September 30, 2018	December 31, 2017
<b>ASSETS</b>		
Cash and cash equivalents	\$ 32,199	\$ 21,614
Interest receivable	14,818	12,546
Mortgage-backed securities, at fair value		
Agency	4,399,466	4,054,424
Private-label	37	76
Derivative assets, at fair value	91	763
Deferred tax assets, net	—	800
Deposits, net	73,966	59,103
Other assets	15,835	11,203
Total assets	\$ 4,536,412	\$ 4,160,529
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities:</b>		
Repurchase agreements	\$ 4,092,251	\$ 3,667,181
Interest payable	4,241	4,418
Accrued compensation and benefits	3,665	5,015
Dividend payable	12,723	17,550
Derivative liabilities, at fair value	3,431	4,833
Deferred tax liabilities, net	33,639	—
Other liabilities	1,724	1,335
Long-term unsecured debt	74,048	73,880
Total liabilities	4,225,722	3,774,212
<b>Commitments and contingencies</b>		
<b>Stockholders' Equity:</b>		
Preferred stock, \$0.01 par value, 25,000,000 shares authorized, 346,156 and 303,291		
shares issued and outstanding, respectively (liquidation preference of \$8,654		
and \$7,582, respectively)		
	8,138	7,108
Class A common stock, \$0.01 par value, 450,000,000 shares authorized, 30,345,646	303	281

and 28,140,721 shares issued and outstanding, respectively

Additional paid-in capital	1,997,281	1,974,941
Accumulated deficit	(1,695,032 )	(1,596,013 )
Total stockholders' equity	310,690	386,317
Total liabilities and stockholders' equity	\$ 4,536,412	\$ 4,160,529

See notes to consolidated financial statements.

## ARLINGTON ASSET INVESTMENT CORP.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in thousands, except per share data)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Interest income				
Agency mortgage-backed securities	\$32,679	\$28,771	\$93,344	\$90,454
Private-label mortgage-backed securities	2	2	16	82
Other	183	62	419	103
Total interest income	32,864	28,835	93,779	90,639
Interest expense				
Short-term secured debt	21,265	12,748	54,526	32,921
Long-term unsecured debt	1,261	1,220	3,749	3,641
Total interest expense	22,526	13,968	58,275	36,562
Net interest income	10,338	14,867	35,504	54,077
Investment (loss) gain, net				
(Loss) gain on trading investments, net	(37,878)	13,996	(147,113)	25,632
Gain (loss) from derivative instruments, net	35,620	(572 )	91,826	(29,945)
Other, net	1	(56 )	375	(51 )
Total investment (loss) gain, net	(2,257 )	13,368	(54,912 )	(4,364 )
General and administrative expenses				
Compensation and benefits	2,833	3,449	7,934	9,698
Other general and administrative expenses	1,121	1,095	3,778	3,925
Total general and administrative expenses	3,954	4,544	11,712	13,623
Income (loss) before income taxes	4,127	23,691	(31,120 )	36,090
Income tax provision	9,628	823	34,372	25,896
Net (loss) income	(5,501 )	22,868	(65,492 )	10,194
Dividend on preferred stock	(151 )	(83 )	(437 )	(118 )
Net (loss) income (attributable) available to common stock	\$(5,652 )	\$22,785	\$(65,929 )	\$10,076
Basic (loss) earnings per common share	\$(0.19 )	\$0.86	\$(2.31 )	\$0.41
Diluted (loss) earnings per common share	\$(0.19 )	\$0.85	\$(2.31 )	\$0.40
Weighted-average common shares outstanding (in thousands)				
Basic	29,382	26,377	28,601	24,793
Diluted	29,382	26,856	28,601	25,143

See notes to consolidated financial statements.



## ARLINGTON ASSET INVESTMENT CORP.

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Dollars in thousands)

(Unaudited)

	Class A			Class B			Class A		
	Preferred	Preferred	Common	Class A	Common	Class A	Additional		
	Stock	Amount	Stock	Amount	Stock	Amount	Paid-In	Accumulated	Total
	(#)	(\$)	(#)	(\$)	(#)	(\$)	Capital	Deficit	Total
Balances, December 31, 2016	—	\$—	23,607,111	\$ 236	20,256	\$ —	\$1,910,284	\$(1,551,707)	\$ 358,813
Net income	—	—	—	—	—	—	—	17,435	17,435
Conversion of Class B common									
stock to Class A common stock	—	—	20,256	—	(20,256)	—	—	—	—
Issuance of Class A common									
stock	—	—	4,472,083	45	—	—	61,168	—	61,213
Issuance of Class A common									
stock under stock-based									
compensation plans	—	—	74,000	—	—	—	—	—	—
Issuance of Series B preferred									
stock	303,291	7,108	—	—	—	—	—	—	7,108
Repurchase of Class A common									
stock under stock-based									
compensation plans	—	—	(32,729)	—	—	—	(437)	—	(437)
Stock-based compensation	—	—	—	—	—	—	3,926	—	3,926



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Dividends declared (1)	—	—	—	—	—	—	—	(61,741 )	(61,741 )
Balances, December 31, 2017	303,291	7,108	28,140,721	281	—	—	1,974,941	(1,596,013 )	386,317
Net loss	—	—	—	—	—	—	—	(65,492 )	(65,492 )
Issuance of Class A common									
stock	—	—	2,074,205	21	—	—	21,044	—	21,065
Issuance of Class A common									
stock under stock-based									
compensation plans	—	—	164,585	1	—	—	123	—	124
Issuance of Series B preferred									
stock	42,865	1,030	—	—	—	—	—	—	1,030
Cumulative-effect of accounting									
change (see Note 2)	—	—	—	—	—	—	—	4,059	4,059
Repurchase of Class A common									
stock under stock-based									
compensation plans	—	—	(33,865 )	—	—	—	(327 )	—	(327 )
Stock-based compensation	—	—	—	—	—	—	1,500	—	1,500
Dividends declared (1)	—	—	—	—	—	—	—	(37,586 )	(37,586 )
Balances, September 30, 2018	346,156	\$ 8,138	30,345,646	\$ 303	—	\$ —	\$ 1,997,281	\$ (1,695,032 )	\$ 310,690

(1) The Board of Directors approved and the Company declared and paid dividends of \$2.275 and \$1.30 per common share for the year ended December 31, 2017 and the nine months ended September 30, 2018, respectively. The Board of Directors approved and the Company declared and paid dividends of \$1.113 and \$1.3125 per preferred share for the year ended December 31, 2017 and the nine months ended September 30, 2018, respectively.

See notes to consolidated financial statements.



## ARLINGTON ASSET INVESTMENT CORP.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

(Unaudited)

	Nine Months Ended September 30,	
	2018	2017
Cash flows from operating activities:		
Net (loss) income	\$(65,492 )	\$10,194
Adjustments to reconcile net (loss) income to net cash provided by operating activities		
Investment loss, net	54,912	4,364
Net premium amortization on mortgage-backed securities	24,580	24,767
Deferred tax provision	34,372	25,376
Other	1,476	2,314
Changes in operating assets		
Interest receivable	(2,272 )	(782 )
Other assets	(153 )	412
Changes in operating liabilities		
Interest payable and other liabilities	84	(506 )
Accrued compensation and benefits	(1,350 )	(1,196 )
Net cash provided by operating activities	46,157	64,943
Cash flows from investing activities:		
Purchases of agency mortgage-backed securities	(2,699,857 )	(2,140,604 )
Proceeds from sales of agency mortgage-backed securities	1,815,796	1,629,698
Receipt of principal payments on agency mortgage-backed securities	367,356	357,643
Proceeds from (payments for) derivatives and deposits, net	76,232	(9,809 )
Other	29	1,411
Net cash used in investing activities	(440,444 )	(161,661 )
Cash flows from financing activities:		
Proceeds from repurchase agreements, net	425,070	45,736
Proceeds from issuance of common stock	21,065	59,913
Proceeds from issuance of preferred stock	1,030	6,904
Dividends paid	(42,293 )	(44,261 )
Net cash provided by financing activities	404,872	68,292
Net increase (decrease) in cash and cash equivalents	10,585	(28,426 )
Cash and cash equivalents, beginning of period	21,614	54,794
Cash and cash equivalents, end of period	\$32,199	\$26,368
Supplemental cash flow information:		
Cash payments for interest	\$58,284	\$37,015
Cash payments for taxes	\$—	\$—

See notes to consolidated financial statements.



ARLINGTON ASSET INVESTMENT CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

Note 1. Organization and Basis of Presentation

Arlington Asset Investment Corp. (“Arlington Asset”) and its consolidated subsidiaries (unless the context otherwise provides, collectively, the “Company”) is an investment firm that acquires and holds residential mortgage-related assets, primarily comprised of residential mortgage-backed securities (“MBS”). The Company’s investments in residential MBS include (i) residential mortgage pass-through certificates for which the principal and interest payments are guaranteed by the Federal National Mortgage Association (“Fannie Mae”) or the Federal Home Loan Mortgage Corporation (“Freddie Mac”), government-sponsored enterprises (“GSEs”) or the Government National Mortgage Association (“Ginnie Mae”), a U.S. government agency, which are collectively referred to as “agency MBS,” and (ii) residential MBS issued by private institutions for which the principal and interest payments are not guaranteed by a GSE, which are referred to as “private-label MBS” or “non-agency MBS.”

The unaudited interim consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Article 10 of Regulation S-X. The Company’s unaudited interim consolidated financial statements and notes thereto should be read in conjunction with the Company’s audited annual consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

The Company’s consolidated financial statements include the accounts of Arlington Asset and all other entities in which the Company has a controlling financial interest. All intercompany accounts and transactions have been eliminated in consolidation.

The preparation of financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect amounts reported in the consolidated financial statements. Although the Company bases these estimates and assumptions on historical experience and all other reasonably available information that the Company believes to be relevant under the circumstances, such estimates frequently require management to exercise significant subjective judgment about matters that are inherently uncertain. Actual results may differ from these estimates materially.

Certain amounts in the consolidated financial statements and notes for prior periods have been reclassified to conform to the current year’s presentation. These reclassifications had no impact on the previously reported net income, other comprehensive income, total assets or total liabilities.

Note 2. Summary of Significant Accounting Policies

Cash Equivalents

Cash equivalents include demand deposits with banks, money market accounts and highly liquid investments with original maturities of three months or less. As of September 30, 2018 and December 31, 2017, approximately 99% and 98%, respectively, of the Company's cash equivalents were invested in money market funds that invest primarily in U.S. Treasuries and other securities backed by the U.S. government.

#### Investment Security Purchases and Sales

Purchases and sales of investment securities are recorded on the settlement date of the transfer unless the trade qualifies as a "regular-way" trade and the associated commitment qualifies for an exemption from the accounting guidance applicable to derivative instruments. A regular-way trade is an investment security purchase or sale transaction that is expected to settle within the period of time following the trade date that is prevalent or traditional for that specific type of security. Any amounts payable or receivable for unsettled security trades are recorded as "sold securities receivable" or "purchased securities payable" in the consolidated balance sheets.

#### Interest Income Recognition for Investments in Agency MBS

The Company recognizes interest income for its investments in agency MBS by applying the "interest method" permitted by GAAP, whereby purchase premiums and discounts are amortized and accreted, respectively, as an adjustment to contractual interest income accrued at each security's stated coupon rate. The interest method is applied at the individual security level based upon each security's effective interest rate. The Company calculates each security's effective interest rate at the time of purchase by solving for

the discount rate that equates the present value of that security's remaining contractual cash flows (assuming no principal prepayments) to its purchase price. Because each security's effective interest rate does not reflect an estimate of future prepayments, the Company refers to this manner of applying the interest method as the "contractual effective interest method." When applying the contractual effective interest method to its investments in agency MBS, as principal prepayments occur, a proportional amount of the unamortized premium or discount is recognized in interest income such that the effective interest rate on the remaining security balance is unaffected.

#### Other Significant Accounting Policies

Certain of the Company's other significant accounting policies are summarized in the following notes:

Investments in agency MBS, subsequent measurement	Note 3
Borrowings	Note 4
To-be-announced agency MBS transactions, including "dollar rolls"	Note 5
Derivative instruments	Note 5
Balance sheet offsetting	Note 6
Fair value measurements	Note 7

Refer to the Company's 2017 Annual Report on Form 10-K for a complete inventory and summary of the Company's significant accounting policies.

#### Recent Accounting Pronouncements

The following table provides a brief description of recently issued accounting pronouncements and their actual or expected effect on the Company's consolidated financial statements:

Standard	Description	Date of Adoption	Effect on the Consolidated Financial Statements
Recently Adopted Accounting Guidance			
Accounting Standards Update ("ASU") No. 2015-14, Revenue from Contracts with Customers	This amendment defers the effective date of ASU No. 2014-09 for all entities by one year.	January 1, 2018	The adoption of ASU No. 2015-14 did not impact the Company's consolidated financial statements.
(Topic 606): Deferral of the Effective Date	ASU No. 2014-09 requires entities to recognize revenue to depict the transfer of promised goods or services to customers in amounts that reflect the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue recognition with respect to financial		

instruments is not within the scope of  
ASU No. 2014-09.



		Date of	Effect on the Consolidated
Standard	Description	Adoption	Financial Statements
ASU No. 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities (Subtopic 825-10)	This amendment makes targeted changes to certain aspects of guidance applicable to financial assets and financial liabilities. The amendment primarily affects accounting for certain equity investments, financial liabilities measured under the fair value option, and certain financial instrument presentation and disclosure requirements. Accounting for investments in debt securities and financial liabilities not measured under the fair value option is largely unaffected by this amendment.	January 1, 2018	ASU No. 2016-01 requires entities to measure investments in equity securities at fair value, unless fair value measurement is impractical, with changes in fair value recognized in current period earnings. Upon the adoption of ASU No. 2016-01, the Company recognized a cumulative-effect increase of \$4,059 (net of taxes) in stockholders' equity representing, as of January 1, 2018, the excess of fair value over historical cost of its investments in equity securities that were previously carried at their historical cost (net of impairments).  Subsequent to January 1, 2018, all changes in the estimated fair value of such instruments will be recognized in net income.
ASU No. 2016-15, Classification of Certain Cash Receipts and Cash Payments (Topic 230)	This amendment was issued to reduce diversity in practice with respect to eight various statement of cash flow reporting issues for which existing GAAP is either unclear or does not provide specific guidance.	January 1, 2018	The adoption of ASU No. 2016-15 did not have a material impact on the Company's consolidated financial statements.
Recently Issued Accounting Guidance Not Yet Adopted			
ASU No. 2016-02, Leases (Topic 842)	This amendment replaces the existing lease accounting model with a revised model. The primary change effectuated by the revised lease accounting model is the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases.	January 1, 2019	The primary impact of the adoption of ASU No. 2016-02 will be the recognition of lease liabilities and associated right-of-use assets on the Company's balance sheet. The Company does not expect the adoption of ASU No. 2016-02 will have a material effect on the timing or amount of periodic lease expense recognized in net income.

## Date of Effect on the Consolidated

Standard	Description	Adoption	Financial Statements
ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 606)	The amendments in this update require financial assets measured at amortized cost as well as available-for-sale debt securities to be measured for impairment on the basis of the net amount expected to be collected. Credit losses are to be recognized through an allowance for credit losses, which differs from the direct write-down of the amortized cost basis currently required for other-than-temporary impairments of investments in debt securities. This update also makes substantial changes to the manner in which interest income is to be recognized for financial assets acquired with a more-than-insignificant amount of credit deterioration since origination.	January 1, 2019	As of September 30, 2018, all of the Company's investments in debt securities are classified as trading securities. Accordingly, the Company does not expect ASU No. 2016-13 to have a material impact on its consolidated financial statements.
ASU No. 2017-08, Premium Amortization of Purchased Callable Debt Securities (Subtopic 310-20)	This update will not affect the accounting for investments in debt securities that are classified as trading securities. This amendment requires purchase premiums for investments in debt securities that are noncontingently callable by the issuer (at a fixed price and preset date) to be amortized to the earliest call date. Previously, purchase premiums for such investments were permitted to be amortized to the instrument's maturity date.	January 1, 2020	Investments in prepayable financial assets, such as residential MBS, for which the embedded call options are not held by the issuer are not within the scope of ASU No. 2017-08. Accordingly, the Company does not expect the adoption of ASU No. 2017-08 to have a material effect on its consolidated financial statements.
ASU No. 2017-12, Targeted Improvements to Accounting for Hedging Activities (Topic 815)	This update made several targeted amendments to existing GAAP with the objectives of facilitating (i) financial reporting that more closely reflects entities' risk management strategies and (ii) greater ease of understanding and interpreting the effects of hedge accounting on an entities' reported results.	January 1, 2019	Hedge accounting pursuant to GAAP is an elective, rather than a required, accounting model. The Company does not currently elect to apply hedge accounting and, at this time, does not plan to elect to apply hedge accounting in the future. Accordingly, at this time, the Company does not expect ASU No. 2017-12 will have an effect on its consolidated financial statements.

Note 3. Investments in Agency MBS

The Company's investments in agency MBS are reported in the accompanying consolidated balance sheets at fair value. As of September 30, 2018 and December 31, 2017, the Company had \$4,399,466 and \$4,054,424, respectively, of fair value in agency MBS classified as trading securities. As of September 30, 2018, all the Company's investments in agency MBS represent undivided (or "pass-through") beneficial interests in specified pools of fixed-rate mortgage loans.

All periodic changes in the fair value of trading agency MBS that are not attributed to interest income are recognized as a component of “investment gain (loss), net” in the accompanying consolidated statements of comprehensive income. The following table provides additional information about the gains and losses recognized as a component of “investment gain (loss), net” in the Company’s consolidated statements of comprehensive income for the periods indicated with respect to investments in agency MBS classified as trading securities:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net gains (losses) recognized in earnings for:				
Agency MBS still held at period end	\$(29,744)	\$12,715	\$(103,536)	\$22,178
Agency MBS sold during the period	(8,113 )	1,296	(43,547 )	3,421
Total	\$(37,857)	\$14,011	\$(147,083)	\$25,599

The Company also invests in and finances fixed-rate agency MBS on a generic pool basis through sequential series of to-be-announced security transactions commonly referred to as “dollar rolls.” Dollar rolls are accounted for as a sequential series of derivative instruments. Refer to “Note 5. Derivative Instruments” for further information about dollar rolls.

#### Note 4. Borrowings

##### Repurchase Agreements

The Company finances the purchase of MBS through repurchase agreements, which are accounted for as collateralized borrowing arrangements. In a repurchase transaction, the Company sells MBS to a counterparty under a master repurchase agreement in exchange for cash and concurrently agrees to repurchase the same security at a future date in an amount equal to the cash initially exchanged plus an agreed-upon amount of interest. MBS sold under agreements to repurchase remain on the Company’s consolidated balance sheets because the Company maintains effective control over such securities throughout the duration of the arrangement. Throughout the contractual term of a repurchase agreement, the Company recognizes a “repurchase agreement” liability on its consolidated balance sheets to reflect the obligation to repay to the counterparty the proceeds received upon the initial transfer of the MBS. The difference between the proceeds received by the Company upon the initial transfer of the MBS and the contractually agreed-upon repurchase price is recognized as interest expense over the term of the repurchase arrangement on a level-yield basis.

Amounts borrowed pursuant to repurchase agreements are equal in value to a specified percentage of the fair value of the pledged collateral. The Company retains beneficial ownership of the pledged collateral throughout the term of the repurchase agreement. The counterparty to the repurchase agreements may require that the Company pledge additional securities or cash as additional collateral to secure borrowings when the value of the collateral declines.

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As of September 30, 2018 and December 31, 2017, the Company had no amount at risk with a single repurchase agreement counterparty or lender greater than 10% of equity. The following table provides information regarding the Company's outstanding repurchase agreement borrowings as of the dates indicated:

	September 30, 2018	December 31, 2017
Pledged with agency MBS:		
Repurchase agreements outstanding	\$ 4,092,251	\$ 3,667,181
Agency MBS collateral, at fair value	4,303,913	3,858,815
Net amount <sup>(1)</sup>	211,662	191,634
Weighted-average rate	2.30	% 1.56 %
Weighted-average term to maturity	15.3 days	12.6 days

<sup>(1)</sup>Net amount represents the value of collateral in excess of corresponding repurchase obligation. The amount of collateral at-risk is limited to the outstanding repurchase obligation and not the entire collateral balance.

The following table provides information regarding the Company's outstanding repurchase agreement borrowings during the three and nine months ended September 30, 2018 and 2017:

	September 30, 2018	September 30, 2017
Weighted-average outstanding balance during the three months ended	\$ 3,841,280	\$ 3,819,095
Weighted-average rate during the three months ended	2.17 %	1.31 %
Weighted-average outstanding balance during the nine months ended	\$ 3,730,460	\$ 3,956,579
Weighted-average rate during the nine months ended	1.93 %	1.10 %

#### Long-Term Unsecured Debt

As of September 30, 2018 and December 31, 2017, the Company had \$74,048 and \$73,880, respectively, of outstanding long-term unsecured debentures, net of unamortized debt issuance costs of \$1,252 and \$1,420, respectively. The Company's long-term debentures consisted of the following as of the dates indicated:

	September 30, 2018			December 31, 2017		
	Senior	Senior	Trust	Senior	Senior	Trust
	Notes Due 2025	Notes Due 2023	Preferred Debt	Notes Due 2025	Notes Due 2023	Preferred Debt
Outstanding Principal	\$35,300	\$ 25,000	\$ 15,000	\$35,300	\$ 25,000	\$ 15,000
Annual Interest Rate			LIBOR+			LIBOR+
	6.75 %	6.625 %	2.25 - 3.00 %	6.75 %	6.625 %	2.25 - 3.00 %
Interest Payment Frequency	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly
Weighted-Average Interest Rate	6.75 %	6.625 %	5.09 %	6.75 %	6.625 %	4.11 %
Maturity	March 15, 2025	March 1, 2023	2033 - 2035	March 15, 2025	March 1, 2023	2033 - 2035
Early Redemption Date	March 15, 2018	March 1, 2016	2008 - 2010	March 15, 2018	March 1, 2016	2008 - 2010

The Senior Notes due 2023 and the Senior Notes due 2025 are publicly traded on the New York Stock Exchange under the ticker symbols "AIW" and "AIC," respectively. The Senior Notes due 2023 and Senior Notes due 2025 may be redeemed in whole or in part at any time and from time to time at the Company's option at a redemption price equal to the principal amount plus accrued and unpaid interest. The indenture governing these Senior Notes contains certain covenants, including limitations on the Company's ability to merge or consolidate with other entities or sell or otherwise dispose of all or substantially all of the Company's assets.

#### Note 5. Derivative Instruments

In the normal course of its operations, the Company is a party to financial instruments that are accounted for as derivative instruments. Derivative instruments are recorded at fair value as either "derivative assets" or "derivative

liabilities” in the consolidated balance sheets, with all periodic changes in fair value reflected as a component of “investment gain (loss), net” in the consolidated statements of comprehensive income. Cash receipts or payments related to derivative instruments are classified as investing activities within the consolidated statements of cash flows.

## Types and Uses of Derivative Instruments

### Interest Rate Derivatives

The Company is party to interest rate derivative instruments that are intended to economically hedge changes, attributable to changes in benchmark interest rates, in certain MBS fair values and future interest cash flows on the Company’s short-term financing arrangements. Interest rate derivatives include centrally cleared interest rate swaps, exchange-traded instruments, such as Eurodollar futures, interest rate swap futures, U.S. Treasury note futures and options on futures, and nonexchange-traded instruments such as options on agency MBS. While the Company uses its interest rate derivatives to economically hedge a portion of its interest rate risk, it has not designated such contracts as hedging instruments for financial reporting purposes.

The Company exchanges cash “variation margin” with the counterparties to its interest rate derivative instruments at least on a daily basis based upon daily changes in fair value as measured by the Chicago Mercantile Exchange (“CME”), the central clearinghouse through which those derivatives are cleared. In addition, the CME requires market participants to deposit and maintain an “initial margin” amount which is determined by the CME and is generally intended to be set at a level sufficient to protect the CME from the maximum estimated single-day price movement in that market participant’s contracts. However, futures commission merchants may require “initial margin” in excess of the CME’s requirement.

Receivables recognized for the right to reclaim cash initial margin posted in respect of interest rate derivative instruments are included in the line item “deposits, net” in the accompanying consolidated balance sheets.

The daily exchange of variation margin associated with a centrally cleared or exchange traded derivative instrument is legally characterized as the daily settlement of the derivative instrument itself, as opposed to a pledge of collateral. Accordingly, the Company accounts for the daily receipt or payment of variation margin associated with its interest rate swaps and futures as a direct reduction to the carrying value of the derivative asset or liability, respectively. The carrying amount of interest rate swaps and futures reflected in the Company’s consolidated balance sheets is equal to the unsettled fair value of such instruments; because variation margin is exchanged on a one-day lag, the unsettled fair value of such instruments generally represents the change in fair value that occurred on the last day of the reporting period.

#### To-Be-Announced Agency MBS Transactions, Including “Dollar Rolls”

In addition to interest rate derivatives that are used for interest rate risk management, the Company is a party to derivative instruments that economically serve as investments, such as forward commitments to purchase fixed-rate “pass-through” agency MBS on a non-specified pool basis, which are known as to-be-announced (“TBA”) securities. A TBA security is a forward commitment for the purchase or sale of a fixed-rate agency MBS at a predetermined price, face amount, issuer, coupon, and stated maturity for settlement on an agreed upon future date. The specific agency MBS that will be delivered to satisfy the TBA trade is not known at the inception of the trade. The specific agency MBS to be delivered is determined 48 hours prior to the settlement date. The Company accounts for TBA securities as derivative instruments because the Company cannot assert that it is probable at inception and throughout the term of an individual TBA commitment that its settlement will result in physical delivery of the underlying agency MBS, or the individual TBA commitment will not settle in the shortest time period possible.

The Company’s agency MBS investment portfolio includes net purchase (or “net long”) positions in TBA securities, which are primarily the result of executing sequential series of “dollar roll” transactions. The Company executes dollar roll transactions as a means of investing in and financing non-specified fixed-rate agency MBS. Such transactions involve effectively delaying (or “rolling”) the settlement of a forward purchase of a TBA agency MBS by entering into an offsetting sale with the same counterparty prior to the settlement date, net settling the “paired-off” positions in cash, and contemporaneously entering, with the same counterparty, another forward purchase of a TBA agency MBS of the same characteristics for a later settlement date. TBA securities purchased for a forward settlement month are generally priced at a discount relative to TBA securities sold for settlement in the current month. This discount, often referred to as the dollar roll “price drop,” reflects compensation for the net interest income (interest income less financing costs) that is foregone as a result of relinquishing beneficial ownership of the MBS for the duration of the dollar roll (also known as “dollar roll income”). By executing a sequential series of dollar roll transactions, the Company is able to create the economic experience of investing in an agency MBS, financed with a repurchase agreement, over a period of time. Forward purchases and sales of TBA securities are accounted for as derivative instruments in the Company’s financial statements. Accordingly, dollar roll income is recognized as a component of “investment gain (loss), net” along with all other periodic changes in the fair value of TBA commitments.

In addition to transacting in net long positions in TBA securities for investment purposes, the Company may also, from time to time, transact in net sale (or “net short”) positions in TBA securities for the purpose of economically hedging a portion of the sensitivity of the fair value of the Company’s investments in agency MBS to changes in interest rates.

Under the terms of these forward commitments, the daily exchange of variation margin may occur based on changes in the fair value of the agency MBS commitments if a party to the transaction demands it. Receivables recognized for the right to reclaim cash collateral posted by the Company in respect of TBA transactions is included in the line item



“deposits, net” in the accompanying consolidated balance sheets. Liabilities recognized for the obligation to return cash collateral received by the Company in respect of TBA transactions is included in the line item “other liabilities” in the accompanying consolidated balance sheets.

In addition to TBA transactions, the Company may, from time to time, enter into commitments to purchase or sell specified agency MBS that do not qualify as regular-way security trades. Such commitments are also accounted for as derivative instruments.

# Derivative Instrument Population and Fair Value

The following table presents the fair value of the Company's derivative instruments as of the dates indicated:

	September 30, 2018		December 31, 2017	
	Assets	Liabilities	Assets	Liabilities
Interest rate swaps	\$91	\$ (1,124 )	\$—	\$ (3,338 )
5-year U.S. Treasury note futures	—	—	—	(20 )
10-year U.S. Treasury note futures	—	(219 )	—	(1,321 )
TBA commitments	—	(2,088 )	763	(154 )
Total	\$91	\$ (3,431 )	\$763	\$ (4,833 )

# Interest Rate Swaps

The Company's interest rate swap agreements represent agreements to make semiannual interest payments based upon a fixed interest rate and receive quarterly variable interest payments based upon the prevailing three-month LIBOR on the date of reset.

The following table presents information about the Company's interest rate swap agreements that were in effect as of September 30, 2018:

		Weighted-average:			Net			Remaining Life (Years)	Fair Value
		Fixed	Variable		Receive	(Pay)	Rate		
		Pay Rate	Rate						
Years to maturity:									
Less than 3 years	\$ 1,050,000	1.53 %	2.33 %		0.80 %			1.8	\$ (225 )
3 to less than 7 years	225,000	1.95 %	2.35 %		0.40 %			3.5	(77 )
7 to less than 10 years	2,050,000	2.34 %	2.33 %		(0.01 ) %			8.6	(822 )
10 or more years	150,000	3.01 %	2.32 %		(0.69 ) %			29.8	91
Total / weighted-average	\$ 3,475,000	2.10 %	2.33 %		0.23 %			7.1	\$ (1,033 )

The following table presents information about the Company's interest rate swap agreements that were in effect as of December 31, 2017:

		Weighted-average:			Fair Value
		Notional Amount			

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		Fixed Pay Rate	Variable Receive Rate		Net Receive (Pay) Rate		Remaining Life (Years)	
Years to maturity:								
Less than 3 years	\$ 1,300,000	1.28%	1.51	%	0.23	%	1.8	\$ (248 )
3 to less than 7 years	700,000	1.87%	1.48	%	(0.39	)%	3.9	(454 )
7 to 10 years	1,600,000	1.90%	1.55	%	(0.35	)%	8.3	(2,636 )
Total / weighted-average	\$ 3,600,000	1.67%	1.52	%	(0.15	)%	5.1	\$ (3,338 )

## U.S. Treasury Note Futures

The Company's 10-year U.S. Treasury note futures held as of September 30, 2018 are short positions with an aggregate notional amount of \$700,000 that mature in December 2018. Upon the maturity date of these futures contracts, the Company has the option to either net settle each contract in cash in an amount equal to the difference between the then-current fair value of the underlying 10-year U.S. Treasury note and the contractual sale price inherent to the futures contract, or to physically settle the contract by delivering the underlying 10-year U.S. Treasury note. As of December 31, 2017, the Company held short positions of 5-year and 10-year U.S. Treasury note futures with aggregate notional amounts of \$21,600 and \$650,000, respectively, with a maturity date in March 2018.

## Options on 10-year U.S. Treasury Note Futures

The Company purchases and sells exchange-traded options on 10-year U.S. Treasury note futures contracts with the objective of economically hedging a portion of the sensitivity of its investments in agency MBS to significant changes in interest rates. The Company may purchase put options which provide the Company with the right to sell 10-year U.S. Treasury note futures to a

counterparty, and the Company may also write call options that provide a counterparty with the option to buy 10-year U.S. Treasury note futures from the Company. In order to limit its exposure on its interest rate derivative instruments from a significant decline in long-term interest rates, the Company may also purchase contracts that provide the Company with the option to buy, or call, 10-year U.S. Treasury note futures from a counterparty. The options may be exercised at any time prior to their expiry, and if exercised, may be net settled in cash or through physical receipt or delivery of the underlying futures contracts.

As of September 30, 2018 and December 31, 2017, the Company had no outstanding options on 10-year U.S. Treasury note futures contracts.

#### TBA Commitments

The following tables present information about the Company's TBA commitments as of the dates indicated:

September 30, 2018				
Notional Amount:				
Net Purchase (Sale)				
Contractual				
	Commitment	Forward Price	Market Price	Fair Value
Dollar roll positions:				
4.5% 30-year MBS purchase commitments	\$250,000	\$ 258,549	\$ 257,945	\$ (604 )
5.0% 30-year MBS purchase commitments	500,000	524,797	523,313	(1,484 )
Total TBA commitments, net	\$750,000	\$ 783,346	\$ 781,258	\$ (2,088 )
December 31, 2017				
Notional Amount:				
Net Purchase (Sale)				
Contractual				
	Commitment	Forward Price	Market Price	Fair Value
Dollar roll positions:				
3.0% 15-year MBS purchase commitments	\$250,000	\$ 254,873	\$ 254,766	\$ (107 )
3.5% 30-year MBS purchase commitments	1,015,000	1,041,496	1,042,212	716
Total TBA commitments, net	\$1,265,000	\$ 1,296,369	\$ 1,296,978	\$ 609

#### Derivative Instrument Gains and Losses

The following tables provide information about the derivative gains and losses recognized within the periods indicated:

Three Months Ended	Nine Months Ended September 30,
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	September 30,			
	2018	2017	2018	2017
Interest rate derivatives:				
Interest rate swaps:				
Net interest income (expense) <sup>(1)</sup>	\$2,295	\$(4,198 )	\$3,962	\$(14,900)
Unrealized gains (losses), net	11,386	10,833	66,023	(7,991 )
Gains (losses) realized upon early termination	17,567	(14,137)	38,050	(13,441)
Total interest rate swap gains (losses), net	31,248	(7,502 )	108,035	(36,332)
U.S. Treasury note futures, net	8,691	(133 )	27,171	(2,174 )
Options on U.S. Treasury note futures, net	—	(147 )	—	(6,300 )
Other, net	—	(221 )	—	(221 )
Total interest rate derivative gains (losses), net	39,939	(8,003 )	135,206	(45,027)
TBA and specified agency MBS commitments:				
TBA dollar roll income <sup>(2)</sup>	4,604	6,424	17,989	14,120
Other (losses) gains on agency MBS commitments, net	(8,923 )	1,007	(61,369 )	962
Total (losses) gains on agency MBS commitments, net	(4,319 )	7,431	(43,380 )	15,082
Total derivative gains (losses), net	\$35,620	\$(572 )	\$91,826	\$(29,945)

(1) Represents the periodic net interest settlement incurred during the period (often referred to as “net interest carry”). Also includes “price alignment interest” income earned or expense incurred on cumulative variation margin paid or received, respectively, associated with centrally cleared interest rate swap agreements.

(2) Represents the price discount of forward-settling TBA purchases relative to a contemporaneously executed “spot” TBA sale, which economically equates to net interest income that is earned ratably over the period beginning on the settlement date of the sale and ending on the settlement date of the forward-settling purchase.

# Derivative Instrument Activity

The following tables summarize the volume of activity, in terms of notional amount, related to derivative instruments for the periods indicated:

## For the Three Months Ended September 30, 2018

	Beginning of Period	Additions	Scheduled Settlements	Early Terminations	End of Period
Interest rate swaps	\$3,325,000	\$750,000	\$—	\$ (600,000 )	\$ 3,475,000
10-year U.S. Treasury note futures	700,000	700,000	(700,000 )	—	700,000
Commitments to purchase (sell) MBS, net	1,100,000	3,050,000	(3,400,000)	—	750,000

## For the Three Months Ended September 30, 2017

	Beginning of Period	Additions	Scheduled Settlements	Early Terminations	End of Period
Interest rate swaps	\$3,850,000	\$500,000	\$—	\$ (500,000 )	\$ 3,850,000
10-year U.S. Treasury note futures	350,000	351,000	(351,000 )	—	350,000
Purchased call options on 10-year U.S. Treasury note futures	700,000	950,000	(1,500,000)	—	150,000
Purchased put options on agency MBS	—	700,000	—	—	700,000
Commitments to purchase (sell) MBS, net	1,110,000	4,160,000	(3,915,000)	—	1,355,000

## For the Nine Months Ended September 30, 2018

	Beginning of Period	Additions	Scheduled Settlements	Early Terminations	End of Period
Interest rate swaps	\$3,600,000	\$1,300,000	\$—	\$ (1,425,000 )	\$ 3,475,000
5-year U.S. Treasury note futures	21,600	—	(21,600 )	—	—
10-year U.S. Treasury note futures	650,000	2,550,000	(2,500,000 )	—	700,000
Commitments to purchase (sell) MBS, net	1,265,000	11,170,000	(11,685,000)	—	750,000

## For the Nine Months Ended September 30, 2017

	Beginning of Period	Additions	Scheduled Settlements	Early Terminations	End of Period
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	Period			Terminations	
Interest rate swaps	\$3,700,000	\$1,275,000	\$—	\$(1,125,000 )	\$ 3,850,000
10-year U.S. Treasury note futures	—	1,196,100	(846,100 )	—	350,000
Purchased put options on 10-year U.S. Treasury note					
futures	1,650,000	2,540,000	(4,190,000)	—	—
Sold call options on 10-year U.S. Treasury note futures	1,000,000	2,450,000	(3,450,000)	—	—
Purchased call options on 10-year U.S. Treasury note					
futures	1,000,000	3,350,000	(4,200,000)	—	150,000
Purchased put options on agency MBS	—	700,000	—	—	700,000
Commitments to purchase (sell) MBS, net	725,000	8,475,000	(7,845,000)	—	1,355,000

Cash Collateral Posted for Derivative Instruments and Other Financial Instruments

The following table presents information about the cash collateral posted and received by the Company in respect of its derivative and other financial instruments, which is included in the line item “deposits, net” in the accompanying consolidated balance sheets, for the dates indicated:

	September 30, 2018	December 31, 2017
Cash collateral posted for:		
Interest rate swaps (cash initial margin)	\$ 62,787	\$ 46,218
U.S. Treasury note futures (cash initial margin)	7,350	6,960
Unsettled MBS trades and TBA commitments, net	3,829	5,925
Total cash collateral posted	\$ 73,966	\$ 59,103

# Note 6. Offsetting of Financial Assets and Liabilities

The agreements that govern certain of the Company's derivative instruments and collateralized short-term financing arrangements provide for a right of setoff in the event of default or bankruptcy with respect to either party to such transactions. The Company presents derivative assets and liabilities as well as collateralized short-term financing arrangements on a gross basis.

Receivables recognized for the right to reclaim cash initial margin posted in respect of interest rate derivative instruments are included in the line item "deposits, net" in the accompanying consolidated balance sheets.

The daily exchange of variation margin associated with a centrally cleared or exchange-traded derivative instrument is legally characterized as the daily settlement of the derivative instrument itself, as opposed to a pledge of collateral. Accordingly, the Company accounts for the daily receipt or payment of variation margin associated with its interest rate swaps and futures as a direct reduction to the carrying value of the interest rate swap derivative asset or liability, respectively. The carrying amount of interest rate swaps and futures reflected in the Company's consolidated balance sheets is equal to the unsettled fair value of such instruments; because variation margin is exchanged on a one-day lag, the unsettled fair value of such instruments generally represents the change in fair value that occurred on the last day of the reporting period.

The following tables present information, as of the dates indicated, about the Company's derivative instruments, short-term borrowing arrangements, and associated collateral, including those subject to master netting (or similar) arrangements:

As of September 30, 2018									
Amount Offset			Net Amount						
in the			Presented in the						
Gross Amount			Consolidated			Gross Amount Not Offset in the			Net
Recognized	Balance Sheets		Balance Sheets		Consolidated	Balance Sheets		Amount	
					Financial	Cash			
					Instruments <sup>(1)</sup>	Collateral <sup>(2)</sup>			
Assets:									
Derivative instruments:									
Interest rate swaps	\$91	\$	—	\$ 91	\$ (91	)	\$ —	\$ —	
Total derivative instruments	91		—	91	(91	)	—	—	
Total assets	\$91	\$	—	\$ 91	\$ (91	)	\$ —	\$ —	
Liabilities:									
Derivative instruments:									
Interest rate swaps	\$1,124	\$	—	\$ 1,124	\$ (91	)	\$ (1,033	) \$ —	
10-year U.S. Treasury note futures	219		—	219	—		(219	) —	
TBA commitments	2,088		—	2,088	—		(2,088	) —	



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Total derivative instruments	3,431	—	3,431	(91	)	(3,340	)	—
Repurchase agreements	4,092,251	—	4,092,251	(4,092,251	)	—		—
Total liabilities	\$4,095,682	\$	—	\$ 4,095,682	\$ (4,092,342	)	\$ (3,340	) \$ —

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As of December 31, 2017

Amount Offset Net Amount

in the

Presented in the

Gross Amount Consolidated

Consolidated

Gross Amount Not Offset in the

Net

Recognized

Balance Sheets

Balance Sheets

Consolidated Balance Sheets

Amount

Financial

Cash

Instruments <sup>(1)</sup>

Collateral <sup>(2)</sup>

Assets:

Derivative instruments:

TBA commitments	\$ 763	\$	—	\$ 763	\$ —	\$ —	\$ 763
Total derivative instruments	763		—	763	—	—	763
Total assets	\$ 763	\$	—	\$ 763	\$ —	\$ —	\$ 763

Liabilities:

Derivative instruments:

Interest rate swaps	\$ 3,338	\$	—	\$ 3,338	\$ —	\$ (3,338 )	\$ —
U.S. Treasury note futures	1,341		—	1,341	—	(1,341 )	—
TBA commitments	154		—	154	—	(154 )	—
Total derivative instruments	4,833		—	4,833	—	(4,833 )	—
Repurchase agreements	3,667,181		—	3,667,181	(3,667,181 )	—	—
Total liabilities	\$ 3,672,014	\$	—	\$ 3,672,014	\$ (3,667,181 )	\$ (4,833 )	\$ —

<sup>(1)</sup> Does not include the fair value amount of financial instrument collateral pledged in respect of repurchase agreements that exceeds the associated liability presented in the consolidated balance sheets.

<sup>(2)</sup> Does not include the amount of cash collateral pledged in respect of derivative instruments that exceeds the associated derivative liability presented in the consolidated balance sheets.

## Note 7. Fair Value Measurements

### Fair Value of Financial Instruments

The accounting principles related to fair value measurements define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial Accounting Standards Board Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels, giving the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3) as described below:

Level 1 Inputs -	Unadjusted quoted prices in active markets for identical assets or liabilities that are accessible by the Company at the measurement date;
Level 2 Inputs -	Quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly; and
Level 3 Inputs - 16	Unobservable inputs for the asset or liability, including significant judgments made by the Company about the assumptions that a market participant would use.

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The Company measures the fair value of the following assets and liabilities:

#### Mortgage-backed securities

Agency MBS - The Company's investments in agency MBS are classified within Level 2 of the fair value hierarchy. Inputs to fair value measurements of the Company's investments in agency MBS include price estimates obtained from third-party pricing services. In determining fair value, third-party pricing services use a market approach. The inputs used in the fair value measurements performed by the third-party pricing services are based upon readily observable transactions for securities with similar characteristics (such as issuer/guarantor, coupon rate, stated maturity, and collateral pool characteristics) occurring on the measurement date. The Company makes inquiries of the third-party pricing sources to understand the significant inputs and assumptions used to determine prices. The Company reviews the various third-party fair value estimates and performs procedures to validate their reasonableness, including comparison to recent trading activity for similar securities and an overall review for consistency with market conditions observed as of the measurement date.

#### Derivative instruments

Exchange-traded derivative instruments - Exchange-traded derivative instruments, which include U.S. Treasury note futures, Eurodollar futures, interest rate swap futures, and options on futures, are classified within Level 1 of the fair value hierarchy as they are measured using quoted prices for identical instruments in liquid markets.

Interest rate swaps - Interest rate swaps are classified within Level 2 of the fair value hierarchy. The fair values of the Company's centrally cleared interest rate swaps are measured using the daily valuations reported by the clearinghouse through which the instrument was cleared. In performing its end-of-day valuations, the clearinghouse constructs forward interest rate curves (for example, three-month LIBOR forward rates) from its specific observations of that day's trading activity. The clearinghouse uses the applicable forward interest rate curve to develop a market-based forecast of future remaining contractually required cash flows for each interest rate swap. Each market-based cash flow forecast is then discounted using the overnight index swap rate curve (sourced from the Federal Reserve Bank of New York) to determine a net present value amount which represents the instrument's fair value. The Company reviews the valuations reported by the clearinghouse on an ongoing basis and performs procedures using readily available market data to independently verify their reasonableness.

Forward-settling purchases and sales of TBA securities – Forward-settling purchases and sales of TBA securities are classified within Level 2 of the fair value hierarchy. The fair value of each forward-settling TBA contract is measured using price estimates obtained from a third-party pricing service, which are based upon readily observable transaction prices occurring on the measurement date for forward-settling contracts to buy or sell TBA securities with the same guarantor, contractual maturity, and coupon rate for delivery on the same forward settlement date as the contract under measurement.

#### Other

Long-term unsecured debt - As of September 30, 2018 and December 31, 2017, the carrying value of the Company's long-term unsecured debt was \$74,048 and \$73,880, respectively, net of unamortized debt issuance costs, and consists of Senior Notes and trust preferred debt issued by the Company. The Company's estimate of the fair value of long-term unsecured debt is \$69,740 and \$70,314 as of September 30, 2018 and December 31, 2017, respectively. The Company's Senior Notes, which are publicly traded on the New York Stock Exchange, are classified within Level 1 of the fair value hierarchy. Trust preferred debt is classified within Level 2 of the fair value hierarchy as the fair value is estimated based on the quoted prices of the Company's publicly traded Senior Notes.

Investments in equity securities of non-public companies and investment funds – As of September 30, 2018, the Company had investment in equity securities and investment funds measured at fair value of \$6,133, which is included in the line item “other assets” in the accompanying consolidated balance sheets. ASU No. 2016-01, effective January 1, 2018, requires entities to measure investments in equity securities at fair value, unless fair value measurement is impractical, with changes in fair value recognized in current period earnings. Upon the adoption of ASU No. 2016-01, the Company recognized a cumulative-effect increase of \$4,059 (net of taxes) in stockholders’ equity representing, as of January 1, 2018, the excess of fair value over historical cost of its investments in equity securities that were previously carried at their historical cost (net of impairments). As of December 31, 2017, the Company had investments in equity securities and investment funds with a carrying amount of \$1,675, which are included in the line item “other assets” in the accompanying consolidated balance sheets. As of December 31, 2017, \$439 of these investments represented securities for which the Company elected the “fair value option” at the time that the securities were initially recognized on the Company’s consolidated balance sheets. The remaining \$1,236 in investments in equity securities of non-public companies and investment funds as of December 31, 2017 were measured at cost, net of impairments. The Company’s estimate of the total fair value of investments in equity securities and investment funds was \$5,801 as of December 31, 2017.

Investments in equity securities and investment funds are classified within Level 3 of the fair value hierarchy. The fair values of the Company's investments in equity securities and investment funds are not readily determinable. Accordingly, for its investments in equity securities, the Company estimates fair value by estimating the enterprise value of the investee which it then "waterfalls" over the investee's securities in the order of their preference relative to one another. To estimate the enterprise value of the investee, the Company uses traditional valuation methodologies based on income and market approaches, including the consideration of recent investments in, or tender offers for, the equity securities of the investee, a discounted cash flow analysis and a comparable guideline public company valuation. The primary unobservable inputs used in estimating the fair value of an equity security of a non-public company include a discount factor, representing a discount for lack of marketability and control, applied to the fair value of the entity's net assets and a cost of equity discount rate, used to discount to present value the equity cash flows available for distribution and the terminal value of the entity. As of September 30, 2018, the discount factor for lack of marketability and control and the cost of equity discount rate used as inputs were 8 percent and 12 percent, respectively. As of December 31, 2017, the discount factor for lack of marketability and control was estimated to be 20 percent. For its investments in investment funds, the Company estimates fair value based upon the investee's net asset value per share.

Financial assets and liabilities for which carrying value approximates fair value - Cash and cash equivalents, deposits, receivables, repurchase agreements, payables, and other assets and liabilities are reflected in the consolidated balance sheets at their cost, which, due to the short-term nature of these instruments and their limited inherent credit risk, approximates fair value.

## Fair Value Hierarchy

### Financial Instruments Measured at Fair Value on a Recurring Basis

The following tables set forth financial instruments measured at fair value by level within the fair value hierarchy as of September 30, 2018 and December 31, 2017. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

September 30, 2018				
	Total	Level 1	Level 2	Level 3
<b>MBS</b>				
Trading:				
Agency MBS	\$4,399,466	\$—	\$4,399,466	\$—
Private-label MBS	37	—	—	37
<b>Total MBS</b>	<b>4,399,503</b>	<b>—</b>	<b>4,399,466</b>	<b>37</b>
Derivative assets	91	—	91	—
Derivative liabilities	(3,431 )	(219)	(3,212 )	—
Other assets	6,133	—	—	6,133
<b>Total</b>	<b>\$4,402,296</b>	<b>\$(219)</b>	<b>\$4,396,345</b>	<b>\$6,170</b>

December 31, 2017				
	Total	Level 1	Level 2	Level 3
<b>MBS</b>				

Trading:

Agency MBS	\$4,054,424	\$—	\$4,054,424	\$—
Private-label MBS	76	—	—	76
Total MBS	4,054,500	—	4,054,424	76
Derivative assets	763	—	763	—
Derivative liabilities	(4,833 )	(1,341 )	(3,492 )	—
Other assets	439	—	—	439
Total	\$4,050,869	\$(1,341)	\$4,051,695	\$515

There were no transfers of financial instruments into or out of Levels 1, 2 or 3 during the three and nine months ended September 30, 2018 or the year ended December 31, 2017.

### Level 3 Financial Assets and Liabilities

The table below sets forth an attribution of the change in the fair value of the Company's Level 3 investments that are measured at fair value on a recurring basis for the periods indicated:

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
Beginning balance	\$6,235	\$618	\$515	\$1,799
Addition of certain investments in equity securities as of				
January 1, 2018	—	—	5,362	—
Included in investment gain (loss), net	(21 )	(116)	343	(55 )
Purchases	—	—	—	—
Sales	—	—	—	(1,268)
Payments, net	(46 )	(6 )	(66 )	(60 )
Accretion of discount	2	2	16	82
Ending balance	\$6,170	\$498	\$6,170	\$498
Net unrealized gains (losses) included in earnings for the				
period for Level 3 assets still held at the reporting date	\$(21 )	\$(116)	\$343	\$(113 )

### Note 8. Income Taxes

Arlington Asset is subject to taxation as a corporation under Subchapter C of the Internal Revenue Code of 1986, as amended (the "Code"). As of September 30, 2018, the Company had estimated net operating loss ("NOL") carryforwards of \$27,988 that can be used to offset future taxable ordinary income. The Company's NOL carryforwards begin to expire in 2027. As of September 30, 2018, the Company had estimated net capital loss ("NCL") carryforwards of \$390,923 that can be used to offset future net capital gains. The scheduled expirations of the Company's NCL carryforwards are \$136,840 in 2019, \$102,927 in 2020, \$70,319 in 2021, \$3,763 in 2022 and \$77,074 in 2023.

Income taxes are provided for using the asset and liability method. Deferred tax assets and liabilities reflect the impact of temporary differences between the carrying amount of assets and liabilities pursuant to the application of GAAP and their respective tax bases and are stated at tax rates expected to be in effect when the taxes are actually paid or recovered. Deferred tax assets are also recognized for NOL carryforwards and NCL carryforwards.

On December 22, 2017, the President signed the Tax Cuts and Jobs Act, which provides for substantial changes to the federal taxation of individuals and corporations with an effective date of January 1, 2018. For corporate taxpayers, the federal income tax rate was lowered from 35.0% to 21.0%. The effects of changes in tax laws and rates on deferred tax assets and liabilities are required to be recognized in the period in which the legislation is enacted as a discrete item within the income tax provision. Accordingly, the Company recorded the effect of the decrease in the federal tax rate on the Company's deferred tax assets and liabilities as of December 31, 2017.



Through December 31, 2017, the Company was subject to federal alternative minimum tax (“AMT”) on its taxable income and gains that are not offset by its NOL and NCL carryforwards with any AMT credit carryforwards available to offset future regular tax liabilities. As part of the Tax Cuts and Jobs Act, the corporate AMT is repealed for tax years beginning after December 31, 2017 with any AMT credit carryforward after that date continuing to be available to offset a taxpayer’s future regular tax liability. In addition, for tax years beginning in 2018, 2019 and 2020, to the extent that AMT credit carryforwards exceed the regular tax liability, 50% of the excess AMT credit carryforwards would be refundable in that year with any remaining AMT credit carryforwards fully refundable in 2021. As a result, the realizability of the Company’s AMT credit carryforward is now certain and will now be realized as either a cash refund or as an offset to future regular tax liabilities or a combination of both. Accordingly, the Company reclassified its AMT credit carryforward from net deferred tax assets to a receivable as of December 31, 2017. As of September 30, 2018 and December 31, 2017, the Company had AMT credit carryforwards of \$9,132 and \$9,133, respectively, included in other assets on the accompanying consolidated balance sheets.

A valuation allowance is provided against the deferred tax asset if, based upon the Company’s evaluation, it is more-likely-than-not that some or all of the deferred tax assets will not be realized. All available evidence, both positive and negative, is incorporated into the determination of whether a valuation allowance for deferred tax assets is appropriate. Items considered in the valuation allowance determination include expectations of future earnings of the appropriate tax character, recent historical financial results, tax planning strategies, the length of statutory carry-forward periods and the expected timing of the reversal of temporary differences.

As of September 30, 2018 and December 31, 2017, the Company determined that it should record a full valuation allowance against its deferred tax assets that are capital in nature, which consists of its NCL carryforwards and temporary GAAP to tax differences that are expected to result in capital losses in future periods. As of September 30, 2018 and December 31, 2017, the Company determined that it should not record any valuation allowance against its deferred tax assets that are ordinary in nature, which consists of its NOL carryforwards and temporary GAAP to tax differences that are expected to result in deductions from ordinary income in future periods. For the three and nine months ended September 30, 2018, the Company recorded an increase to its valuation allowance of \$8,503 and \$40,833, respectively.

Deferred tax assets and liabilities consisted of the following as of the dates indicated:

	September 30, 2018	December 31, 2017
Ordinary deferred tax assets:		
NOL carryforward	\$ 7,204	\$ 15,619
Deferred net loss on designated hedges	—	4,381
Stock-based compensation	1,726	1,999
Other, net	86	19
Total ordinary deferred tax assets	9,016	22,018
Ordinary deferred tax liabilities:		
Deferred net gain on designated hedges	(4,443 )	—
Net unrealized gain on designated hedges	(38,212 )	(21,218 )
Total ordinary deferred tax liabilities	(42,655 )	(21,218 )
Ordinary deferred tax (liabilities) assets, net	(33,639 )	800
Capital deferred tax assets:		
NCL carryforward	100,624	80,895
Net unrealized loss on investments	44,535	23,431
Valuation allowance	(145,159 )	(104,326 )
Total capital deferred tax assets, net	—	—
Total deferred tax (liabilities) assets, net	\$ (33,639 )	\$ 800

The Company expects to fully utilize its net operating loss carryforward during 2019, although changes to the composition and size of the portfolio and actual higher or lower than expected future taxable income could change that estimate. As a result, the Company is currently evaluating possible long-term tax structures, including potentially electing to be taxed as a real estate investment trust (“REIT”) as early as January 1, 2019. However, there is no certainty as to the timing of a REIT election or whether the Company will make a REIT election at all. If the Company were to elect to be taxed as a REIT, it would require, among other things, approval from its board of directors and certain changes to its organization documents. The Company does not anticipate that significant modifications to its investment portfolio or operations would be required to qualify as a REIT. If or when the Company determines that it is prepared to qualify as a REIT in all material respects and it commits itself to a REIT election, the Company expects that its deferred tax assets and liabilities would be derecognized from its consolidated balance sheets with a corresponding impact to its consolidated statements of comprehensive income.

On May 30, 2018, the Company received an assessment of \$9,380 from Arlington County, Virginia for a business, professional and occupation license (“BPOL”) tax for calendar year 2017. The BPOL tax is a local privilege tax on a business’ gross receipts for conducting business activities subject to licensure within Arlington County. The Company has not been assessed or paid any such BPOL tax prior to calendar year 2017. The Company does not believe it is subject to the BPOL tax. During the second quarter of 2018, the Company filed an administrative appeal with Arlington County. During the third quarter of 2018, Arlington County denied the Company’s administrative appeal and, subsequently, the Company filed an administrative appeal with the Tax Commissioner of Virginia. The Company intends to fully contest the assessment. As of September 30, 2018, the Company does not believe that it is probable that it has incurred a BPOL tax liability.

## Note 9. Earnings (Loss) Per Share

Basic earnings (loss) per share includes no dilution and is computed by dividing net income or loss applicable to common stock by the weighted-average number of common shares outstanding for the respective period. Diluted earnings per share includes the impact of dilutive securities such as unvested shares of restricted stock and performance share units. The following tables present the computations of basic and diluted earnings (loss) per share for the periods indicated:

(Shares in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Basic weighted-average common shares outstanding	29,382	26,377	28,601	24,793
Performance share units and unvested restricted stock	—	479	—	350
Diluted weighted-average common shares outstanding	29,382	26,856	28,601	25,143
Net (loss) income (attributable) available to common stock	\$(5,652 )	\$22,785	\$(65,929)	\$10,076
Basic (loss) earnings per common share	\$(0.19 )	\$0.86	\$(2.31 )	\$0.41
Diluted (loss) earnings per common share	\$(0.19 )	\$0.85	\$(2.31 )	\$0.40

The diluted loss per share for the three and nine months ended September 30, 2018 did not include the antidilutive effect of 335,491 and 273,979 shares of unvested shares of restricted stock and performance share units, respectively.

## Note 10. Stockholders' Equity

## Common Stock

The Company has authorized common share capital of 450,000,000 shares of Class A common stock, par value \$0.01 per share, and 100,000,000 shares of Class B common stock, par value \$0.01 per share. Holders of the Class A and Class B common stock are entitled to one vote and three votes per share, respectively, on all matters voted upon by the shareholders. Shares of Class B common stock are convertible into shares of Class A common stock on a one-for-one basis at the option of the Company in certain circumstances including either (i) upon sale or other transfer, or (ii) at the time the holder of such shares of Class B common stock ceases to be employed by the Company.

During the year ended December 31, 2017, holders of the Company's Class B common stock converted an aggregate of 20,256 shares of Class B common stock into 20,256 shares of Class A common stock. As of December 31, 2017, all remaining shares of Class B common stock had been exchanged for shares of the Company's Class A common stock.

## Common Stock Dividends

Pursuant to the Company's variable dividend policy for its common stock, the Board of Directors evaluates common stock dividends on a quarterly basis and, in its sole discretion, approves the payment of dividends. The Company's

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common stock dividend payments, if any, may vary significantly from quarter to quarter. The Board of Directors has approved and the Company declared and paid the following dividends on its common stock to date in 2018:

Dividend

Quarter Ended	Amount	Declaration Date	Record Date	Pay Date
September 30	\$ 0.375	September 13	September 28	October 31
June 30	0.375	June 14	June 29	July 31
March 31	0.550	March 15	March 29	April 30

The Board of Directors approved and the Company declared and paid the following dividends for 2017:

Dividend

Quarter Ended	Amount	Declaration Date	Record Date	Pay Date
December 31	\$ 0.550	December 14	December 29	January 31, 2018
September 30	0.550	September 14	September 29	October 31
June 30	0.550	June 16	June 30	July 31
March 31	0.625	March 14	March 31	April 28

## Common Equity Distribution Agreements

On May 24, 2013, the Company entered into separate common equity distribution agreements (the “Prior Equity Distribution Agreements”) with equity sales agents RBC Capital Markets, LLC, JMP Securities LLC, Ladenburg Thalmann & Co. Inc. and MLV & Co. LLC pursuant to which the Company may offer and sell, from time to time, up to 1,750,000 shares of the Company’s Class A common stock. On February 23, 2017, the Company terminated the Prior Equity Distribution Agreements. On February 22, 2017, the Company entered into new separate common equity distribution agreements (the “New Equity Distribution Agreements”) with equity sales agents JMP Securities LLC, FBR Capital Markets & Co., JonesTrading Institutional Services LLC and Ladenburg Thalmann & Co. Inc. pursuant to which the Company may offer and sell, from time to time, up to 6,000,000 shares of the Company’s Class A common stock. On August 10, 2018, the Company entered into separate amendments to the New Equity Distribution Agreements (the “Amended New Equity Distribution Agreements”) with equity sales agents JMP Securities LLC, B. Riley FBR, Inc. (formerly, FBR Capital Markets & Co.), JonesTrading Institutional Services LLC and Ladenburg Thalmann & Co. Inc. pursuant to which the Company may offer and sell, from time to time, up to 12,597,423 shares of the Company’s Class A common stock.

Pursuant to the common equity distribution agreements, shares of the Company’s common stock may be offered and sold through the equity sales agents in transactions that are deemed to be “at the market” offerings as defined in Rule 415 under the Securities Act of 1933, including sales made directly on the NYSE or sales made to or through a market maker other than on an exchange or, subject to the terms of a written notice from the Company, in privately negotiated transactions.

The following table provides information about the issuances of common stock under the equity distribution agreements for the periods indicated:

	Nine Months Ended September 30, 2018	Year Ended December 31, 2017
Class A Common Stock Issuances		
Shares issued	2,074,205	4,472,083
Weighted average public offering price	\$ 10.33	\$ 13.88
Net proceeds <sup>(1)</sup>	\$ 21,065	\$ 61,213

(1) Net of selling commissions and expenses.

As of September 30, 2018, the Company had 11,837,443 shares of Class A common stock available for sale under the Amended New Equity Distribution Agreements.

## Common Share Repurchase Program

The Company's Board of Directors authorized a share repurchase program pursuant to which the Company may repurchase up to 2,000,000 shares of Class A common stock (the "Repurchase Program"). Repurchases under the Repurchase Program may be made from time to time on the open market and in private transactions at management's discretion in accordance with applicable federal securities laws. The timing of repurchases and the exact number of shares of Class A common stock to be repurchased will depend upon market conditions and other factors. The Repurchase Program is funded using the Company's cash on hand and cash generated from operations. The Repurchase Program has no expiration date and may be suspended or terminated at any time without prior notice. There were no shares repurchased by the Company under the Repurchase Program during the three and nine months ended September 30, 2018 and the year ended December 31, 2017. As of September 30, 2018, there remain available for repurchase 1,951,305 shares of Class A common stock under the Repurchase Program.

#### Preferred Stock

The Company has authorized preferred share capital of 2,000,000 shares of 7.00% Series B Cumulative Perpetual Redeemable Preferred Stock (the "Series B Preferred Stock"), par value of \$0.01 per share, and 100,000 authorized and unissued shares designated as Series A Preferred Stock, and 22,900,000 shares of undesignated preferred stock. The Company's Board of Directors has the authority, without further action by the shareholders, to issue additional preferred stock in one or more series and to fix the terms and rights of the preferred stock.

In May 2017, the Company completed an initial public offering in which 135,000 shares of its Series B Preferred Stock were issued to the public at a public offering price of \$24.00 per share for proceeds net of underwriting discounts and commissions and expenses of \$3,018. The Series B Preferred Stock is publicly traded on the New York Stock Exchange under the ticker symbol "AI PrB."

The Series B Preferred Stock has no stated maturity, is not subject to any sinking fund and will remain outstanding indefinitely unless repurchased or redeemed by the Company. Holders of Series B Preferred Stock have no voting rights, except under limited conditions, and are entitled to receive a cumulative cash dividend at a rate of 7.00% per annum of their \$25.00 per share liquidation preference before holders of common stock are entitled to receive any dividends. Shares of Series B Preferred Stock are redeemable at \$25.00 per share, plus accumulated and unpaid dividends (whether or not authorized or declared) exclusively at the Company's option commencing on May 12, 2022 or earlier upon the occurrence of a change in control. Dividends are payable quarterly in arrears on the 30th day of each December, March, June and September. We have declared and paid all required quarterly dividends on the Company's Series B Preferred Stock to date in 2018.

### Preferred Equity Distribution Agreements

On May 16, 2017, the Company entered into an equity distribution agreement (the "Series B Preferred Equity Distribution Agreement") with JonesTrading Institutional Services LLC (the "Series B Preferred Equity Agent"), pursuant to which the Company may offer and sell, from time to time, up to 1,865,000 shares of the Company's Series B Preferred Stock. Pursuant to the Series B Preferred Equity Distribution Agreement, shares of the Company's Series B Preferred stock may be offered and sold through the Series B Preferred Equity Sales Agent in transactions that are deemed to be "at the market" offerings as defined in Rule 415 under the Securities Act of 1933, including sales made directly on the NYSE or sales made to or through a market maker other than on an exchange or, subject to the terms of a written notice from the Company, in privately negotiated transactions.

The following table provides information about the issuances of preferred stock under the Series B Preferred Equity Distribution Agreement for the periods indicated:

	Nine Months Ended September 30, 2018	Year Ended December 31, 2017
Series B Preferred Stock Issuances		
Shares issued	42,865	168,291
Weighted average public offering price	\$ 24.78	\$24.95
Net proceeds <sup>(1)</sup>	\$ 1,030	\$4,090

(1) Net of selling commissions and expenses.

As of September 30, 2018, the Company had 1,653,844 shares of Series B Preferred stock available for sale under the Series B Preferred Equity Distribution Agreement.

### Shareholder Rights Agreement



On June 1, 2009, the Board of Directors approved a shareholder rights agreement (“Rights Plan”) and the Company’s shareholders approved the Rights Plan at its annual meeting of shareholders on June 2, 2010. On April 9, 2018, the Board of Directors approved a first amendment to the Rights Plan (“First Amendment”) to extend the term for an additional three years and the Company’s shareholders approved the First Amendment at its annual meeting of shareholders on June 14, 2018.

Under the terms of the Rights Plan, in general, if a person or group acquires or commences a tender or exchange offer for beneficial ownership of 4.9% or more of the outstanding shares of our Class A common stock upon a determination by our Board of Directors (an “Acquiring Person”), all of our other Class A and Class B common shareholders will have the right to purchase securities from us at a discount to such securities’ fair market value, thus causing substantial dilution to the Acquiring Person.

The Board of Directors adopted the Rights Plan in an effort to protect against a possible limitation on the Company’s ability to use its NOL carryforwards, NCL carryforwards, and built-in losses under Sections 382 and 383 of the Code. The Company’s ability to use its NOLs, NCLs and built-in losses would be limited if it experienced an “ownership change” under Section 382 of the Code. In general, an “ownership change” would occur if there is a cumulative change in the ownership of the Company’s common stock of more than 50% by one or more “5% shareholders” during a three-year period. The Rights Plan was adopted to dissuade any person or group from acquiring 4.9% or more of the Company’s outstanding Class A common stock, each, an Acquiring Person, without the approval of the Board of Directors and triggering an “ownership change” as defined by Section 382.

The Rights Plan, as amended, and any outstanding rights will expire at the earliest of (i) June 4, 2022, (ii) the time at which the rights are redeemed or exchanged pursuant to the Rights Plan, (iii) the repeal of Section 382 and 383 of the Code or any successor statute if the Board of Directors determines that the Rights Plan is no longer necessary for the preservation of the applicable tax benefits, or (iv) the beginning of a taxable year to which the Board of Directors determines that no applicable tax benefits may be carried forward.

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

Unless the context otherwise requires or provides, references in this Quarterly Report on Form 10-Q to “we,” “us,” “our” and the “Company” refer to Arlington Asset Investment Corp. (“Arlington Asset”) and its subsidiaries. This discussion and analysis should be read in conjunction with our financial statements and accompanying notes included in Item 1 of this Quarterly Report on Form 10-Q, as well as our audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2017.

The discussion of our consolidated financial condition and results of operations below may contain forward-looking statements. These statements, which reflect management's beliefs and expectations, are subject to risks and uncertainties that may cause actual results to differ materially. For a discussion of the risks and uncertainties that may affect our future results, please see “Cautionary Statement About Forward-Looking Information” in Item 3 of Part I of this Quarterly Report on Form 10-Q and the risk factors included in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2017.

### Our Company

We are an investment firm that focuses on acquiring and holding a levered portfolio of residential mortgage-backed securities (“MBS”), consisting of agency MBS and private-label MBS. Agency MBS include residential mortgage pass-through certificates for which the principal and interest payments are guaranteed by a U.S. government agency or government sponsored enterprise (“GSE”), such as the Federal National Mortgage Association (“Fannie Mae”), the Federal Home Loan Mortgage Corporation (“Freddie Mac”) and the Government National Mortgage Association (“Ginnie Mae”). Private-label MBS, or non-agency MBS, include residential MBS that are not guaranteed by a GSE or the U.S. government. As of September 30, 2018, nearly all of our investment capital was allocated to agency MBS.

We leverage prudently our investment portfolio so as to increase potential returns to our shareholders. We fund our investments primarily through short-term financing arrangements, principally through repurchase agreements. We enter into various hedging transactions to mitigate the interest rate sensitivity of our cost of borrowing and the value of our MBS portfolio.

We are a Virginia corporation and taxed as a C corporation for U.S. federal tax purposes. We are an internally managed company and do not have an external investment advisor.

### Factors that Affect our Results of Operations and Financial Condition

Our business is materially affected by a variety of industry and economic factors, including:

- conditions in the global financial markets and economic conditions generally;
- changes in interest rates and prepayment rates;
- conditions in the residential real estate and mortgage markets;
- actions taken by the U.S. government, U.S. Federal Reserve, the U.S. Treasury and foreign central banks;
- changes in laws and regulations and industry practices; and
- other market developments.

### Current Market Conditions and Trends

The 10-year U.S. Treasury rate was 3.06% as of September 30, 2018, a 20 basis point increase from the prior quarter end. The U.S. Treasury rate curve continued to flatten during the quarter as the spread between the 2-year and 10-year U.S. Treasury rate narrowed nine basis points with the short-end outpacing the long-end of the interest rate curve. The spread between 10-year U.S. Treasury rates and interest rate swaps narrowed by one basis point during the

third quarter of 2018 with the 10-year swap rate ending at 3.12% as of September 30, 2018. Interest rate and market volatility continued to be at heightened levels during the third quarter of 2018. Reduced Federal Reserve support for agency MBS, rate volatility and other factors led to pricing of agency MBS modestly underperforming interest rate hedges during the third quarter of 2018. In general, lower coupon fixed-rate agency MBS underperformed higher coupon fixed-rate agency MBS during the third quarter of 2018.

On September 26, 2018, the Federal Open Market Committee (“FOMC”) announced that it was raising the target federal funds rate by 25 basis points to a range of 2.00% to 2.25%, its third 25 basis point increase in 2018. The FOMC commented that the labor market has continued to strengthen and that economic activity has been rising at a strong rate. In its statement, the FOMC stated that further gradual increases in the target range for the federal funds rate will be consistent with sustained expansion of economic activity,

strong labor market conditions, and inflation near its 2% objective over the medium term. In determining the timing and size of future adjustments to the target range for the federal funds rate driven, the FOMC is expected to assess realized and expected economic conditions relative to its maximum employment objective and its symmetric 2% inflation objective. Based on federal fund futures prices, market participants currently expect that the FOMC will raise the target federal funds rate one more time during 2018. In its September 26, 2018 statement, the FOMC stated that it is continuing to execute its previously announced balance sheet normalization policy of gradually decreasing its reinvestment of U.S. Treasury securities and agency MBS.

During the third quarter of 2018, prepayment speeds in the fixed-rate 30-year residential mortgage market remained relatively unchanged from the prior quarter. Housing prices continue to improve as evidenced by the S&P CoreLogic Case-Shiller U.S. National Home Price NSA index reporting a 6.0% annual gain in July 2018 and the overall index reaching a historical high. The favorable economy, moderate mortgage rates and low supply of homes for sale have driven the continued gains in housing although the increases in housing prices has begun to slow.

The following table presents certain key market data as of the dates indicated:

	September 30, 2017	December 31, 2017	March 31, 2018	June 30, 2018	September 30, 2018	Change - Third Quarter 2018
30-Year FNMA Fixed Rate MBS <sup>(1)</sup>						
3.5%	103.05	102.73	100.20	99.45	98.39	(1.06 )
4.0%	105.27	104.61	102.61	101.92	100.95	(0.97 )
4.5%	107.33	106.42	104.70	104.08	103.14	(0.94 )
5.0%	109.07	107.48	106.83	105.95	104.98	(0.97 )
U.S. Treasury Rates (UST)						
2-year						
UST	1.48	% 1.89	% 2.27	% 2.53	% 2.82	% 0.29
3-year						
UST	1.62	% 1.98	% 2.38	% 2.62	% 2.88	% 0.26
5-year						
UST	1.94	% 2.21	% 2.56	% 2.74	% 2.95	% 0.21
7-year						
UST	2.17	% 2.33	% 2.69	% 2.82	% 3.02	% 0.20
10-year						
UST	2.33	% 2.41	% 2.74	% 2.86	% 3.06	% 0.20
30-year						
UST	2.86	% 2.74	% 2.97	% 2.99	% 3.21	% 0.22
2-year						
UST						
to						
10-year						
UST						
spread	0.85	0.52	0.47	0.33	0.24	(0.09 )

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### Interest Rate Swap Rates

2-year swap	1.74	%	2.08	%	2.58	%	2.81	%	2.99	%	0.18
3-year swap	1.86	%	2.17	%	2.66	%	2.86	%	3.05	%	0.19
5-year swap	2.00	%	2.24	%	2.71	%	2.89	%	3.07	%	0.18
7-year swap	2.14	%	2.31	%	2.73	%	2.90	%	3.09	%	0.19
10-year swap	2.29	%	2.40	%	2.79	%	2.93	%	3.12	%	0.19
30-year swap	2.53	%	2.54	%	2.82	%	2.93	%	3.13	%	0.20
2-year swap to 2-year UST spread	0.26		0.19		0.31		0.28		0.17		(0.11)
10-year swap to 10-year UST spread	0.04	)	(0.01)	)	0.05		0.07		0.06		(0.01)

### London Interbank Offered Rates (LIBOR)

1-month LIBOR	1.56	%	1.88	%	2.09	%	2.26	%	0.17
3-month LIBOR	1.69	%	2.31	%	2.34	%	2.40	%	0.06

<sup>(1)</sup>Generic 30-year FNMA TBA price information, sourced from Bloomberg, provided for illustrative purposes only and is not meant to be reflective of the fair value of securities held by the Company.

### Recent Regulatory Activity

We expect vigorous debate and discussion in a number of areas, including residential housing and mortgage reform, fiscal policy, monetary policy and healthcare, to continue over the next few years; however, we cannot be certain if or when any specific proposal or policy might be announced, emerge from committee or be approved by Congress, and if so, what the effects on us may be.

### Evaluation of REIT Election

We are subject to taxation as a corporation under the Internal Revenue Code. As of September 30, 2018, we estimated our net operating loss ("NOL") carryforward at \$28.0 million that begins to expire in 2027, our net capital loss ("NCL") carryforward at \$390.9 million that begins to expire in 2019, and our alternative minimum tax ("AMT") credit carryforward at \$9.1 million that does

not expire. Our estimated loss and tax credit carryforwards as of September 30, 2018 are subject to potential adjustments up to the time of filing our income tax returns. We expect to fully utilize our net operating loss carryforward during 2019, although changes to the composition and size of the portfolio and actual higher or lower than expected future taxable income could change that estimate. As a result, we are currently evaluating possible long-term tax structures, including potentially electing to be taxed as a REIT as early as January 1, 2019. However, there is no certainty as to the timing of a REIT election or whether we will make a REIT election at all. If we were to elect REIT status, it would require, among other things, approval from our board of directors and certain changes to our organization documents. If we were to elect REIT status, we do not anticipate significant modifications to our investment portfolio or operations to qualify as a REIT. We also expect that, as a REIT, our presentation of book value would be equivalent to our current presentation of tangible book value.

## Executive Summary

The following are some key financial highlights for the quarter ended September 30, 2018:

\$9.95 per common share of GAAP book value as of September 30, 2018, a decrease of 5.4% from the prior quarter end, primarily driven by

- o a deferred income tax provision of \$0.33 per common share

- o a net investment loss on the Company's hedged investment portfolio due to a modest underperformance of the pricing of the Company's agency MBS investments relative to its interest rate hedges

- o partially offset by retention of a portion of the Company's non-GAAP core operating income<sup>(1)</sup>

\$11.06 per common share of tangible book value as of September 30, 2018, a decrease of 2.7% from the prior quarter end

\$0.375 of declared dividends per common share

- o total annualized economic return of 2.3% measured as the change in tangible book value per common share plus the quarterly dividend per common share

\$0.19 per diluted common share of net loss

\$0.14 per diluted common share of pre-tax net income

\$0.47 per diluted common share of non-GAAP core operating income <sup>(1)</sup>

Net interest income of \$10.3 million compared to \$10.9 million in the second quarter of 2018, driven primarily by:

- o a 21 basis point increase in weighted average short-term secured financing costs resulting primarily from hikes in the targeted federal funds rate from the Federal Reserve

- o lower weighted average investment volumes, partially offset by

- o higher weighted average agency MBS asset yields (3.11% versus 3.00%) due to current quarter reinvestments at higher current yields

Economic net interest income, which includes TBA dollar roll income and net interest income earned or expense incurred from interest rate swaps, of \$17.2 million compared to \$20.1 million in the second quarter of 2018 <sup>(1)</sup>

As of September 30, 2018, our agency MBS investment portfolio totaled \$5,180 million, comprised of \$4,399 million of specified agency MBS and \$781 million of net commitments to purchase TBA agency MBS. The advantage of higher risk adjusted returns in the TBA dollar roll market as compared to owning specified agency MBS financed with repurchase agreement financing has been reduced resulting in a reduction in our investment allocation to TBA agency MBS during the third quarter of 2018. We generated TBA dollar roll income of \$4.6 million during the third quarter of 2018 compared to \$6.7 million in the second quarter of 2018. For GAAP reporting purposes, TBA dollar roll

income is reported as a component of our investment gain (loss), net on our consolidated statements of comprehensive income and is not a component of our net interest income.

As of September 30, 2018, we had \$4,092 million of repurchase agreement financing outstanding. We maintain a substantial hedge position consisting primarily of interest rate swaps coupled with short positions in 10-year U.S. Treasury note futures to mitigate the interest rate sensitivity of our cost of borrowing and the value of our fixed-rate agency MBS portfolio over the long-term. As of September 30, 2018, we had \$3,475 million in notional amount of interest rate swaps with a weighted average fixed pay rate of 2.10% and a weighted average maturity of 7.1 years, which has the economic effect of locking into a fixed cost of funding on our repurchase agreement financing for the term of the interest rate swap agreements and, thereby, mitigating the impact of rising interest rates on the cost of our borrowings. During the third quarter of 2018, we extended the duration of our interest rate swap position by



terminating \$600 million in notional amount of interest rate swaps with a remaining maturity of 8.1 years and replaced them with \$750 million in notional amount of interest rate swaps with an average maturity of 12.7 years. For GAAP reporting purposes, the net interest income earned or expense incurred from interest rate swap agreements is reported as a component of our investment gain (loss), net on our consolidated statements of comprehensive income and is not a component of our net interest income.

The Company's non-GAAP core operating income and economic net interest income were lower than the prior quarter due to the favorable funding dynamic of repurchase agreement financing hedged with interest rate swaps that we experienced last quarter reverting more towards the mean in the third quarter of 2018. The Company receives three-month LIBOR on the receive leg of its interest rate swaps which are reset every three months on the respective reset date of each swap. To the extent that three-month LIBOR increases at a faster pace than the repurchase agreement financing rates, the Company's net funding rate declines. During the second quarter of 2018, the weighted-average receive rate of the Company's interest rate swaps increased 50 basis points while its weighted-average repurchase agreement financing rate increased by only 32 basis points resulting in a net 18 basis point favorable funding rate difference benefiting the Company's non-GAAP core operating income and economic net interest income. During the third quarter of 2018, the favorable funding dynamic began to normalize as the weighted-average receive rate of the Company's interest rate swaps increased by 16 basis points while its weighted-average repurchase agreement financing rate increased by 21 basis points resulting in a net 5 basis point unfavorable funding rate difference causing a decline in the Company's non-GAAP core operating income and economic net interest income.

Excluding TBA dollar roll income, we had net investment losses on our investment portfolio of \$46.8 million. On our related interest rate derivative hedging instruments, we had net investment gains of \$37.6 million, excluding interest rate swap net interest income. This results in a net investment loss on our hedged investment portfolio of \$9.2 million, or \$0.31 per diluted common share, for the quarter ended September 30, 2018.

We continue to utilize our tax benefits afforded to us as a C corporation that allow us to shield substantially all of our income from taxes. As of September 30, 2018, we had NOL carryforwards of \$28.0 million, NCL carryforwards of \$390.9 million and AMT credit carryforwards of \$9.1 million. From a GAAP accounting perspective, we had a net deferred tax liability of \$33.6 million, or \$1.11 per common share, as of September 30, 2018. As of September 30, 2018, we have recognized a full valuation allowance against our deferred tax assets that are expected to be capital in tax character and no valuation allowance against our deferred tax assets that are expected to be ordinary in tax character. During the third quarter of 2018, we had net investment losses on our agency MBS for which no income tax benefit was recorded since the tax character of the losses is expected to be capital in nature and we record a full valuation allowance against our deferred tax assets that are capital in tax character. However, we had net investment gains on our interest rate swap hedges for which a deferred income tax provision was recorded since the tax character of the gains is expected to be ordinary in nature. As a result, we recorded a deferred income tax provision during the third quarter of 2018.

<sup>(1)</sup>For further information on the use of non-GAAP core operating income and economic net interest income, which are non-GAAP financial measures, see "Management's Discussion and Analysis of Financial Condition and Results of Operation – Non-GAAP Core Operating Income."

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The following table summarizes our MBS investment portfolio at fair value as of September 30, 2018 and December 31, 2017 (dollars in thousands):

	September 30, 2018	December 31, 2017
Specified agency MBS	\$ 4,399,466	\$ 4,054,424
Net long agency TBA dollar roll positions <sup>(1)</sup>	781,258	1,296,978
Total agency investment portfolio	5,180,724	5,351,402
Private-label interest-only MBS	37	76
Total MBS investment portfolio	\$ 5,180,761	\$ 5,351,478

<sup>(1)</sup>Represents the fair value of the agency MBS which underlie our TBA forward purchase and sale commitments executed as dollar roll transactions. In accordance with GAAP, our TBA forward purchase and sale commitments are reflected on the consolidated balance sheets as a component of “derivative assets, at fair value” and “derivative liabilities, at fair value,” with a collective net liability carrying value of \$2,088 and a collective net asset carrying value \$609 as of September 30, 2018 and December 31, 2017, respectively.

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## Agency MBS Investment Portfolio

Our specified agency MBS consisted of the following as of September 30, 2018 (dollars in thousands):

									Weighted
									Average
									Expected
	Unpaid	Net		Net		Market		Remaining	
	Principal	Unamortized	Amortized	Unrealized	Fair Value	Price	Coupon	Life	
	Balance	Purchase	Cost Basis	Gain					
		Premiums		(Loss)					
15-year fixed rate:									
3.5%	\$95,675	\$ 1,673	\$97,348	\$(746 )	\$96,602	\$ 100.97	3.50 %	4.7	
20-year fixed rate:									
4.0%	57,977	1,956	59,933	(825 )	59,108	101.95	4.00 %	6.9	
30-year fixed rate:									
3.5%	346,872	8,123	354,995	(12,715 )	342,280	98.68	3.50 %	8.8	
4.0%	2,346,617	113,716	2,460,333	(76,102 )	2,384,231	101.60	4.00 %	8.1	
4.5%	1,359,321	73,604	1,432,925	(20,314 )	1,412,611	103.92	4.50 %	8.0	
5.0%	99,526	5,400	104,926	(311 )	104,615	105.11	5.00 %	5.5	
5.5%	18	—	18	1	19	108.68	5.50 %	6.2	
Total/weighted-									
average 30-year									
fixed rate	4,152,354	200,843	4,353,197	(109,441 )	4,243,756	102.20	4.15 %	8.1	
Total/weighted-average	\$4,306,006	\$ 204,472	\$4,510,478	\$(111,012 )	\$4,399,466	\$ 102.17	4.13 %	8.0	

									Weighted
									Average
									Expected
	Unpaid	Net		Net		Market		Remaining	
	Principal	Unamortized	Amortized	Unrealized	Fair Value	Price	Coupon	Life	
	Balance	Purchase	Cost Basis	Loss					
		Premiums							
Fannie Mae	\$2,580,226	\$ 122,999	\$2,703,225	\$(60,275 )	\$2,642,950	\$102.43	4.18 %	7.9	
Freddie Mac	1,725,780	81,473	1,807,253	(50,737 )	1,756,516	101.78	4.06 %	8.2	
Total/weighted-average	\$4,306,006	\$ 204,472	\$4,510,478	\$(111,012 )	\$4,399,466	\$ 102.17	4.13 %	8.0	

The actual constant prepayment rate for the Company's agency MBS was 10.66% for the three months ended September 30, 2018. As of September 30, 2018, the Company's agency MBS was comprised of securities specifically

selected for their relatively lower propensity for prepayment, which includes approximately 84% in specified pools of low balance loans while the remainder includes specified pools of loans originated in certain geographical areas, loans refinanced through the U.S. Government sponsored Home Affordable Refinance Program or with other characteristics selected for their relatively lower propensity for prepayment.

Our agency MBS investment portfolio also includes net long TBA positions, which are primarily the result of executing sequential series of “dollar roll” transactions that are settled on a net basis. In accordance with GAAP, we account for our net long TBA positions as derivative instruments. Information about the Company’s net long TBA positions as of September 30, 2018 is as follows (dollars in thousands):

	Notional Amount:			
	Net Long (Short)	Implied	Implied	Net
	Position <sup>(1)</sup>	Cost	Fair	Carrying
		Basis <sup>(2)</sup>	Value <sup>(3)</sup>	Amount
				<sup>(4)</sup>
4.5% 30-year MBS purchase commitments	\$ 250,000	\$258,549	\$257,945	\$ (604 )
5.0% 30-year MBS purchase commitments	500,000	524,797	523,313	(1,484 )
Total net long agency TBA dollar roll positions	\$ 750,000	\$783,346	\$781,258	\$ (2,088 )

(1)“Notional amount” represents the unpaid principal balance of the underlying agency MBS.

(2)“Implied cost basis” represents the contractual forward price for the underlying agency MBS.

(3)“Implied fair value” represents the current fair value of the underlying agency MBS.

(4)“Net carrying amount” represents the difference between the implied cost basis and the current fair value of the underlying MBS. This amount is reflected on the Company’s consolidated balance sheets as a component of “derivative assets, at fair value” and “derivative liabilities, at fair value.”

## Economic Hedging Instruments

The Company attempts to hedge a portion of its exposure to interest rate fluctuations associated with its agency MBS primarily through the use of interest rate hedging instruments. Specifically, these interest rate hedging instruments are intended to economically hedge changes, attributable to changes in benchmark interest rates, in agency MBS fair values and future interest cash flows on the Company's short-term financing arrangements. As of September 30, 2018, the interest rate hedging instruments primarily used by the Company were centrally cleared interest rate swap agreements and exchange-traded 10-year U.S. Treasury note futures.

The Company's interest rate swap agreements represent agreements to make semiannual interest payments based upon a fixed interest rate and receive quarterly variable interest payments based upon the prevailing three-month LIBOR on the date of reset. Information about the Company's outstanding interest rate swap agreements in effect as of September 30, 2018 is as follows (dollars in thousands):

		Weighted-average:						
		Fixed	Variable		Net			
	Notional Amount	Pay Rate	Receive Rate		(Pay) Rate		Remaining Life (Years)	Fair Value
Years to maturity:								
Less than 3 years	\$ 1,050,000	1.53 %	2.33 %		0.80 %		1.8	\$ (225 )
3 to less than 7 years	225,000	1.95 %	2.35 %		0.40 %		3.5	(77 )
7 to less than 10 years	2,050,000	2.34 %	2.33 %		(0.01 )%		8.6	(822 )
10 or more years	150,000	3.01 %	2.32 %		(0.69 )%		29.8	91
Total / weighted-average	\$ 3,475,000	2.10 %	2.33 %		0.23 %		7.1	\$ (1,033 )

In addition to interest rate swap agreements, the Company also has exchange-traded U.S. Treasury note futures that are short positions that mature on a quarterly basis. Upon the maturity date of these futures contracts in December 2018, the Company has the option to either net settle each contract in cash in an amount equal to the difference between the current fair value of the underlying U.S. Treasury note and the contractual sale price inherent to the futures contract, or to physically settle the contract by delivering the underlying U.S. Treasury note. Information about the Company's outstanding U.S. Treasury note futures contracts as of September 30, 2018 is as follows (dollars in thousands):

		Notional Amount	Net Fair Value
Maturity Date			
10-year U.S. Treasury note futures	December 2018	\$700,000	\$ (219 )

## Results of Operations

## Net Interest Income

Net interest income determined in accordance with GAAP primarily represents the interest income recognized from our investments in specified agency MBS and private-label MBS (including the amortization of purchase premiums and accretion of purchase discounts), net of the interest expense incurred from repurchase agreement financing arrangements or other short- and long-term borrowing transactions.

Net interest income determined in accordance with GAAP does not include TBA agency MBS dollar roll income, which we believe represents the economic equivalent of net interest income generated from our investments in non-specified fixed-rate agency MBS, nor does it include the implied net interest income or expense of our interest rate swap agreements, which are not designated as hedging instruments for financial reporting purposes. In our consolidated statements of comprehensive income prepared in accordance with GAAP, TBA agency MBS dollar roll income and the implied net interest income or expense incurred from our interest rate swap agreements are reported as a component of the overall periodic change in the fair value of derivative instruments within the line item “gain (loss) from derivative instruments, net” of the “investment gain (loss), net” section.

## Investment Gain (Loss), Net

“Investment gain (loss), net” primarily consists of periodic changes in the fair value (whether realized or unrealized) of investments in MBS classified as trading securities and periodic changes in the fair value (whether realized or unrealized) of derivative instruments.

## General and Administrative Expenses

“Compensation and benefits expense” includes base salaries, annual cash incentive compensation, and non-cash stock-based compensation. Annual cash incentive compensation is based on meeting estimated annual performance measures and discretionary components. Non-cash stock-based compensation includes expenses associated with stock-based awards granted to employees, including the Company’s performance share units to named executive officers that are earned only upon the attainment of Company performance measures over the relevant measurement period.

“Other general and administrative expenses” primarily consists of the following:

- professional services expenses, including accounting, legal, and consulting fees;
- insurance expenses, including liability and property insurance;
- occupancy and equipment expense, including rental costs for our facilities, and depreciation and amortization of equipment and software;
- fees and commissions related to transactions in interest rate derivative instruments;
- Board of Director fees; and
- other operating expenses, including information technology expenses, business development costs, public company reporting expenses, proxy solicitation expenses, corporate registration fees, office supplies and other miscellaneous expenses.

Three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017

The following table presents the net income (loss) available (attributable) to common stock reported for the three and nine months ended September 30, 2018 and 2017, respectively (dollars in thousands, except per share amounts):

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
Interest income	\$32,864	\$28,835	\$93,779	\$90,639
Interest expense	22,526	13,968	58,275	36,562
Net interest income	10,338	14,867	35,504	54,077
Investment (loss) gain, net	(2,257 )	13,368	(54,912 )	(4,364 )
General and administrative expenses	3,954	4,544	11,712	13,623
Income (loss) before income taxes	4,127	23,691	(31,120)	36,090
Income tax provision	9,628	823	34,372	25,896
Net (loss) income	(5,501 )	22,868	(65,492 )	10,194
Dividend on preferred stock	(151 )	(83 )	(437 )	(118 )
Net (loss) income (attributable) available to common stock	\$(5,652 )	\$22,785	\$(65,929 )	\$10,076
Diluted (loss) earnings per common share	\$(0.19 )	\$0.85	\$(2.31 )	\$0.40
Weighted-average diluted common shares				
outstanding	29,382	26,856	28,601	25,143

GAAP Net Interest Income

Net interest income determined in accordance with GAAP (“GAAP net interest income”) decreased \$4.6 million, or 30.9%, from \$14.9 million for the three months ended September 30, 2017 to \$10.3 million for the three months ended September 30, 2018, and decreased \$18.6 million, or 34.4%, from \$54.1 million for the nine months ended September 30, 2017 to \$35.5 million for the nine months ended September 30, 2018. The decrease from the comparative periods is primarily attributable to 86 and 83 basis point increases for the three and nine months ended September 30, 2018, respectively, in the average interest costs of our short-term secured financing arrangements due primarily to an increase in prevailing benchmark short-term interest rates, partially offset by an increase in the average asset yields of our specified agency MBS.



The components of GAAP net interest income from our MBS portfolio, excluding interest expense on long-term unsecured debt, are summarized in the following tables for the periods indicated (dollars in thousands):

	Three Months Ended September 30, 2018			2017		
	Average Balance	Income (Expense)	Yield (Cost)	Average Balance	Income (Expense)	Yield (Cost)
Agency MBS	\$4,204,472	\$ 32,679	3.11 %	\$4,104,083	\$ 28,771	2.80 %
Other	—	185		—	64	
	\$4,204,472	32,864	3.13 %	\$4,104,083	28,835	2.81 %
Short-term secured debt	\$3,841,280	(21,265 )	(2.17 )%	\$3,819,095	(12,748 )	(1.31 )%
Net interest income/spread		\$ 11,599	0.96 %		\$ 16,087	1.50 %
Net interest margin			1.10 %			1.57 %

	Nine Months Ended September 30, 2018			2017		
	Average Balance	Income (Expense)	Yield (Cost)	Average Balance	Income (Expense)	Yield (Cost)
Agency MBS	\$4,109,482	\$ 93,344	3.03 %	\$4,253,432	\$ 90,454	2.84 %
Other	—	435		—	185	
	\$4,109,482	93,779	3.04 %	\$4,253,432	90,639	2.84 %
Short-term secured debt	\$3,730,460	(54,526 )	(1.93 )%	\$3,956,579	(32,921 )	(1.10 )%
Net interest income/spread		\$ 39,253	1.12 %		\$ 57,718	1.74 %
Net interest margin			1.27 %			1.81 %

The effects of changes in the composition of our investments on our GAAP net interest income from our MBS investment activities are summarized below (dollars in thousands):

	Three Months Ended September 30, 2018 vs. Three Months Ended September 30, 2017			Nine Months Ended September 30, 2018 vs. Nine Months Ended September 30, 2017		
	Rate	Volume	Total Change	Rate	Volume	Total Change
Agency MBS	\$3,204	\$ 704	\$3,908	\$5,951	\$(3,061)	\$2,890
Other	121	—	121	250	—	250
Short-term secured debt	(8,443)	(74 )	(8,517)	(23,448)	1,843	(21,605)
	\$(5,118)	\$ 630	\$(4,488)	\$(17,247)	\$(1,218)	\$(18,465)

#### Economic Net Interest Income

Economic net interest income, a non-GAAP financial measure, represents the interest income earned net of the interest expense incurred from all of our interest bearing financial instruments as well as the agency MBS which underlie, and

are implicitly financed through, our TBA dollar roll transactions. Economic net interest income is comprised of the following: (i) net interest income determined in accordance with GAAP, (ii) TBA agency MBS “dollar roll” income, and (iii) net interest income earned or expense incurred from interest rate swap agreements. We believe that economic net interest income assists investors in understanding and evaluating the financial performance of the Company’s long-term-focused, net interest spread-based investment strategy, prior to the deduction of core general and administrative expenses. A full description of each of the three aforementioned components of economic net interest income is included within the “Non-GAAP Core Operating Income” section of this document.

The components of our economic net interest income are summarized in the following tables for the periods indicated (dollars in thousands):

	Three Months Ended September 30, 2018			2017		
	Average Balance	Income (Expense)	Yield (Cost)	Average Balance	Income (Expense)	Yield (Cost)
Agency MBS	\$4,204,472	\$32,679	3.11 %	\$4,104,083	\$28,771	2.80 %
TBA dollar rolls <sup>(1)</sup>	990,231	4,604	1.86 %	1,225,131	6,424	2.10 %
Other	—	185		—	64	
Short-term secured debt	3,841,280	(21,265 )	(2.17 )%	3,819,095	(12,748 )	(1.31 )%
Interest rate swaps <sup>(2)</sup>	3,372,151	2,295	0.27 %	3,561,667	(4,198 )	(0.47 )%
Long-term unsecured debt	74,029	(1,261 )	(6.81 )%	73,796	(1,220 )	(6.61 )%
Economic net interest income/margin <sup>(3)</sup>		\$17,237	1.42 %		\$17,093	1.37 %

	Nine Months Ended September 30, 2018			2017		
	Average Balance	Income (Expense)	Yield (Cost)	Average Balance	Income (Expense)	Yield (Cost)
Agency MBS	\$4,109,482	\$93,344	3.03 %	\$4,253,432	\$90,454	2.84 %
TBA dollar rolls <sup>(1)</sup>	1,281,730	17,989	1.87 %	830,389	14,120	2.27 %
Other	—	435		—	185	
Short-term secured debt	3,730,460	(54,526 )	(1.93 )%	3,956,579	(32,921 )	(1.10 )%
Interest rate swaps <sup>(2)</sup>	3,462,581	3,962	0.15 %	3,372,028	(14,900 )	(0.59 )%
Long-term unsecured debt	73,973	(3,749 )	(6.76 )%	73,749	(3,641 )	(6.58 )%
Economic net interest income/margin <sup>(3)</sup>		\$57,455	1.51 %		\$53,297	1.49 %

- (1) TBA dollar roll average balance (average cost basis) is based upon the contractual price of the initial TBA purchase trade of each individual series of dollar roll transactions. TBA dollar roll income is net of implied financing costs.
- (2) Interest rate swap cost represents the weighted average net receive (pay) rate in effect for the period, adjusted for “price alignment interest” income earned or expense incurred on cumulative variation margin paid or received, respectively.
- (3) Economic net interest margin rate excludes interest on long-term unsecured debt.

The effects of changes in the composition of our investments on our economic net interest income from our MBS investment and related funding and hedging activities are summarized below (dollars in thousands):

Three Months Ended September 30, 2018	Nine Months Ended September 30, 2018
vs.	vs.

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	Three Months Ended September 30, 2017			Nine Months Ended September 30, 2017		
	Rate	Volume	Total Change	Rate	Volume	Total Change
Agency MBS	\$3,204	\$704	\$3,908	\$5,951	\$(3,061)	\$2,890
TBA dollar rolls	(587 )	(1,233 )	(1,820 )	(3,804 )	7,673	3,869
Other	121	—	121	250	—	250
Short-term secured debt	(8,443)	(74 )	(8,517 )	(23,448)	1,843	(21,605)
Interest rate swaps	6,270	223	6,493	19,263	(401 )	18,862
Long-term unsecured debt	(37 )	(4 )	(41 )	(97 )	(11 )	(108 )
	\$528	\$(384 )	\$144	\$(1,885 )	\$6,043	\$4,158

Economic net interest income for the three and nine months ended September 30, 2018 increased relative to the comparative periods from the prior year due primarily to higher average portfolio balances primarily driven by deployment of capital raised subsequent to the comparative periods from prior year, partially offset by higher financing costs on the unhedged portion of our short-term secured financing arrangements and implied TBA financing driven primarily by an increase in prevailing benchmark short-term interest rates.

# Investment Gain (Loss), Net

As prevailing longer-term interest rates increase (decrease), the fair value of our investments in fixed rate agency MBS and TBA commitments generally decreases (increases). Conversely, the fair value of our interest rate derivative hedging instruments increases (decreases) in response to increases (decreases) in prevailing interest rates. While our interest rate derivative hedging instruments are designed to mitigate the sensitivity of the fair value of our agency MBS portfolio to fluctuations in interest rates, they are not generally designed to mitigate the sensitivity of our net book value to spread risk, which is the risk of an increase of the market spread between the yield on our agency MBS and the benchmark yield on U.S. Treasury securities or interest rate swaps. Accordingly, irrespective of fluctuations in interest rates, an increase (decrease) in MBS spreads will generally result in the underperformance (outperformance) of agency MBS relative to interest rate hedging instruments.

The following table presents information about the gains and losses recognized due to the changes in the fair value of our agency MBS, TBA transactions, and interest rate derivative instruments for the periods indicated (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
(Losses) gains on trading investments, net	\$(37,878)	\$13,996	\$(147,113)	\$25,632
TBA and specified agency MBS commitments, net:				
TBA dollar roll income	4,604	6,424	17,989	14,120
Other (losses) gains from TBA and specified agency MBS				
commitments, net	(8,923 )	1,007	(61,369 )	962
Total (losses) gains on TBA and specified agency MBS				
commitments, net	(4,319 )	7,431	(43,380 )	15,082
Interest rate derivatives:				
Net interest income (expense) on interest rate swaps	2,295	(4,198 )	3,962	(14,900)
Other gains (losses) from interest rate derivative				
instruments, net	37,644	(3,805 )	131,244	(30,127)
Total gains (losses) on interest rate derivatives, net	39,939	(8,003 )	135,206	(45,027)
Other, net	1	(56 )	375	(51 )
Investment (loss) gain, net	\$(2,257 )	\$13,368	\$(54,912 )	\$(4,364 )

During the three and nine months ended September 30, 2018, MBS spreads widened which resulted in the underperformance of our investments in agency MBS and TBA commitments relative to our interest rate hedging instruments.

# General and Administrative Expenses

General and administrative expenses decreased by \$0.5 million, or 11.1%, from \$4.5 million for the three months ended September 30, 2017 to \$4.0 million for the three months ended September 30, 2018. General and administrative

expenses decreased by \$1.9 million, or 14.0%, from \$13.6 million for the nine months ended September 30, 2017 to \$11.7 million for the nine months ended September 30, 2018.

Compensation and benefits expenses decreased by \$0.6 million, or 17.6%, from \$3.4 million for the three months ended September 30, 2017 to \$2.8 million for the three months ended September 30, 2018. Compensation and benefits expenses decreased by \$1.8 million, or 18.6%, from \$9.7 million for the nine months ended September 30, 2017 to \$7.9 million for the nine months ended September 30, 2018. The decrease in compensation and benefits expenses for the three and nine months ended September 30, 2018 is mostly attributable to a decrease in expected current year management cash incentive compensation and a decrease in long-term performance-based stock-based compensation due to the Company not expecting to achieve certain performance measures.

Other general and administrative expenses remained at \$1.1 million for the three months ended September 30, 2017 and 2018. Other general and administrative expenses decreased by \$0.1 million, or 2.6%, from \$3.9 million for the nine months ended September 30, 2017 to \$3.8 million for the nine months ended September 30, 2018.

#### Income Tax Provision

As of September 30, 2018, the Company continues to record a full valuation allowance against its deferred tax assets that are capital in tax character and no valuation allowance against its deferred tax assets that are ordinary in tax character. The Company enters into various hedging transactions to mitigate the interest rate sensitivity of its cost of borrowing and the value of its agency

MBS investments. For income tax purposes, gains and losses from its agency MBS are capital in tax character while gains and losses from its interest rate swap hedges are ordinary in tax character. During the three and nine months ended September 30, 2018, the Company had net investment losses on its agency MBS for which no income tax benefit was recorded since the Company records a full valuation allowance against its deferred tax assets that are capital in tax character. However, during the three and nine months ended September 30, 2018, the Company had net investments gains on its interest rate swap hedges for which a deferred income tax provision was recorded. As a result, the Company had an income tax provision for the three and nine months ended September 30, 2018 of \$9.6 million and \$34.4 million, respectively. For three and nine months ended September 30, 2017, the Company had an income tax provision of \$0.8 million and \$25.9 million, respectively.

### Non-GAAP Core Operating Income

In addition to the results of operations determined in accordance with generally accepted accounting principles as consistently applied in the United States (“GAAP”), we reported “non-GAAP core operating income.” We define core operating income as “economic net interest income” less “core general and administrative expenses.”

### Economic Net Interest Income

Economic net interest income, a non-GAAP financial measure, represents the interest income earned net of the interest expense incurred from all of our interest bearing financial instruments as well as the agency MBS which underlie, and are implicitly financed through, our TBA dollar roll transactions. Economic net interest income is comprised of the following: periodic (i) net interest income determined in accordance with GAAP, (ii) TBA agency MBS “dollar roll” income, and (iii) net interest income earned or expense incurred from interest rate swap agreements.

We believe that economic net interest income assists investors in understanding and evaluating the financial performance of the Company’s long-term-focused, net interest spread-based investment strategy, prior to the deduction of core general and administrative expenses.

Net interest income determined in accordance with GAAP. Net interest income determined in accordance with GAAP primarily represents the interest income recognized from our investments in specified agency MBS and private-label MBS (including the amortization of purchase premiums and accretion of purchase discounts), net of the interest expense incurred from repurchase agreement financing arrangements or other short- and long-term borrowing transactions.

TBA agency MBS dollar roll income. Dollar roll income represents the economic equivalent of net interest income (implied interest income net of financing costs) generated from our investments in non-specified fixed-rate agency

MBS, executed through sequential series of forward-settling purchase and sale transactions that are settled on a net basis (known as “dollar roll” transactions). Dollar roll income is generated as a result of delaying, or “rolling,” the settlement of a forward-settling purchase of a TBA agency MBS by entering into an offsetting “spot” sale with the same counterparty prior to the settlement date, net settling the “paired-off” positions in cash, and contemporaneously entering another forward-settling purchase with the same counterparty of a TBA agency MBS of the same essential characteristics for a later settlement date at a price discount relative to the spot sale. The price discount of the forward-settling purchase relative to the contemporaneously executed spot sale reflects compensation for the interest income (inclusive of expected prepayments) that, at the time of sale, is expected to be foregone as a result of relinquishing beneficial ownership of the MBS from the settlement date of the spot sale until the settlement date of the forward purchase, net of implied repurchase financing costs. We calculate dollar roll income as the excess of the spot sale price over the forward-settling purchase price, and recognize this amount ratably over the period beginning on the settlement date of the sale and ending on the settlement date of the forward purchase. In our consolidated statements of comprehensive income prepared in accordance with GAAP, TBA agency MBS dollar roll income is reported as a component of the overall periodic change in the fair value of TBA forward commitments within the line item “gain (loss) from derivative instruments, net” of the “investment gain (loss), net” section.

Net interest income earned or expense incurred from interest rate swap agreements. We utilize interest rate swap agreements to economically hedge a portion of our exposure to variability in future interest cash flows, attributable to changes in benchmark interest rates, associated with future roll-overs of our short-term financing arrangements. Accordingly, the net interest income earned or expense incurred (commonly referred to as “net interest carry”) from our interest rate swap agreements in combination with interest expense recognized in accordance with GAAP represents our effective “economic interest expense.” In our consolidated statements of comprehensive income prepared in accordance with GAAP, the net interest income earned or expense incurred from interest rate swap agreements is reported as a component of the overall periodic change in the fair value of derivative instruments within the line item “gain (loss) from derivative instruments, net” of the “investment gain (loss), net” section.



# Core General and Administrative Expenses

Core general and administrative expenses are non-interest expenses reported within the line item “total general and administrative expenses” of the consolidated statements of comprehensive income less stock-based compensation expense.

# Non-GAAP Core Operating Income

The following table presents our computation of non-GAAP core operating income for the three and nine months ended September 30, 2018 and 2017 (amounts in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
GAAP net interest income	\$10,338	\$14,867	\$35,504	\$54,077
TBA dollar roll income	4,604	6,424	17,989	14,120
Interest rate swap net interest income (expense)	2,295	(4,198 )	3,962	(14,900)
Economic net interest income	17,237	17,093	57,455	53,297
Core general and administrative expenses	(3,202 )	(3,171 )	(10,210)	(10,876)
Preferred stock dividend	(151 )	(83 )	(437 )	(118 )
Non-GAAP core operating income	\$13,884	\$13,839	\$46,808	\$42,303
Non-GAAP core operating income per diluted				
common share	\$0.47	\$0.52	\$1.62	\$1.68
Weighted average diluted common shares				
outstanding	29,718	26,856	28,875	25,143

The following table provides a reconciliation of GAAP pre-tax net income (loss) to non-GAAP core operating income for the three and nine months ended September 30, 2018 and 2017 (amounts in thousands):

	Three Months Ended September 30,	Nine Months Ended September 30,
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	2018	2017	2018	2017
GAAP income (loss) before income taxes	\$4,127	\$23,691	\$(31,120)	\$36,090
Add (less):				
Total investment loss (gain), net	2,257	(13,368)	54,912	4,364
Stock-based compensation expense	752	1,373	1,502	2,747
Preferred stock dividend	(151 )	(83 )	(437 )	(118 )
Add back:				
TBA dollar roll income	4,604	6,424	17,989	14,120
Interest rate swap net interest income (expense)	2,295	(4,198 )	3,962	(14,900)
Non-GAAP core operating income	\$13,884	\$13,839	\$46,808	\$42,303

Non-GAAP core operating income is used by management to evaluate the financial performance of the Company's long-term-focused, net interest spread-based investment strategy and core business activities over periods of time as well as assist with the determination of the appropriate level of periodic dividends to common stockholders. In addition, we believe that non-GAAP core operating income assists investors in understanding and evaluating the financial performance of the Company's long-term-focused, net interest spread-based investment strategy and core business activities over periods of time as well as its earnings capacity.

Periodic fair value gains and losses recognized with respect to our investments in MBS and our economic hedging instruments, which are reported in line item "total investment gain (loss), net" of our consolidated statements of comprehensive income, are excluded from the computation of non-GAAP core operating income as such gains on losses are not reflective of the economic interest income earned or interest expense incurred from our interest-bearing financial assets and liabilities during the indicated reporting period. Because our long-term-focused investment strategy for our agency MBS investment portfolio is to generate a net interest spread on the leveraged assets while prudently hedging periodic changes in the fair value of those assets attributable to changes in benchmark interest rates, we generally expect the fluctuations in the fair value of our agency MBS investments and our economic hedging instruments to largely offset one another over time.

A limitation of utilizing this non-GAAP financial measure is that the effect of accounting for “non-core” events or transactions in accordance with GAAP does, in fact, reflect the financial results of our business and these effects should not be ignored when evaluating and analyzing our financial results. For example, the economic cost or benefit of hedging instruments other than interest rate swap agreements, such as U.S. Treasury note futures or options, do not affect the computation of non-GAAP core operating income. In addition, our calculation of non-GAAP core operating income may not be comparable to other similarly titled measures of other companies. Therefore, we believe that non-GAAP core operating income should be considered as a supplement to, and in conjunction with, net income and comprehensive income determined in accordance with GAAP.

### Liquidity and Capital Resources

Liquidity is a measurement of our ability to meet potential cash requirements including ongoing commitments to repay borrowings, fund investments, meet margin calls on our short-term borrowings and hedging instruments, and for other general business purposes. Our primary sources of funds for liquidity consist of existing cash balances, short-term borrowings (for example, repurchase agreements), principal and interest payments from our investments in MBS, and proceeds from sales of MBS. Other sources of liquidity include proceeds from the offering of common stock, preferred stock, debt securities, or other securities registered pursuant to our effective shelf registration statement filed with the Securities and Exchange Commission (“SEC”).

Liquidity, or ready access to funds, is essential to our business. Perceived liquidity issues may affect our counterparties’ willingness to engage in transactions with us. Our liquidity could be impaired due to circumstances that we may be unable to control, such as a general market disruption or an operational problem that affects us or third parties. Further, our ability to sell assets may be impaired if other market participants are seeking to sell similar assets at the same time. If we cannot obtain funding from third parties our results of operations could be negatively impacted.

As of September 30, 2018, our debt-to-equity leverage ratio was 13.4 to 1 measured as the ratio of the sum of our total debt to our shareholders’ equity as reported on our consolidated balance sheet. In evaluating our liquidity and leverage ratios, we also monitor our “at risk” short-term financing to investable capital ratio. Our “at risk” short-term financing to investable capital ratio is measured as the ratio of the sum of our short-term recourse financing (i.e. repurchase agreement financing), net payable or receivable for unsettled securities, net contractual forward price of our TBA commitments less our cash and cash equivalents compared to our investable capital. Our investable capital is calculated as the sum of our tangible stockholders’ equity and long-term unsecured debt. Tangible stockholders’ equity is measured as our stockholders’ equity less (plus) our net deferred tax asset (liability), and our long-term unsecured debt is measured as our long-term unsecured debt excluding any unamortized issuance costs. As of September 30, 2018, our “at risk” short-term recourse financing to investable capital ratio was 11.5 to 1.

### Cash Flows

As of September 30, 2018, our cash and cash equivalents totaled \$32.2 million, representing a net increase of \$10.6 million from \$21.6 million as of December 31, 2017. Cash provided by operating activities of \$46.1 million during the nine months ended September 30, 2018 was attributable primarily to net interest income less our general and administrative expenses. Cash used in investing activities of \$440.4 million during the nine months ended September 30, 2018 was primarily generated by purchases of new agency MBS offset by sales of agency MBS, receipt of principal payments from agency MBS, and net proceeds from settlements and deposits for margin on our

interest rate derivative instruments. Cash provided by financing activities of \$404.9 million during the nine months ended September 30, 2018 was primarily generated by proceeds received from repurchase agreements used to finance a portion of our MBS investment portfolio and proceeds received from issuance of common and preferred stock, partially offset by dividend payments to stockholders.

#### Sources of Funding

We believe that our existing cash balances, net investments in MBS, cash flows from operations, borrowing capacity, and other sources of liquidity will be sufficient to meet our cash requirements for at least the next twelve months. We may, however, seek debt or equity financings, in public or private transactions, to provide capital for corporate purposes and/or strategic business opportunities, including possible acquisitions, joint ventures, alliances or other business arrangements which could require substantial capital outlays. Our policy is to evaluate strategic business opportunities, including acquisitions and divestitures, as they arise. There can be no assurance that we will be able to generate sufficient funds from future operations, or raise sufficient debt or equity on acceptable terms, to take advantage of investment opportunities that become available. Should our needs ever exceed these sources of liquidity, we believe that substantially most of our investments could be sold, in most circumstances, to provide cash. However, we may be required to sell our assets in such instances at depressed prices.

As of September 30, 2018, liquid assets consisted primarily of cash and cash equivalents of \$32.2 million and unencumbered MBS, at fair value, of \$95.6 million. Cash equivalents consist primarily of money market funds invested in debt obligations of the U.S. government.

## Debt Capital

### Long-Term Unsecured Debt

As of September 30, 2018, we had \$74.0 million of total long-term unsecured debt, net of unamortized debt issuance costs of \$1.3 million. Our trust preferred debt obligations with an aggregate principal amount of \$15.0 million outstanding as of September 30, 2018 accrue and require the payment of interest quarterly at three-month LIBOR plus 2.25% to 3.00% and mature between 2033 and 2035. Our 6.625% Senior Notes due 2023 with a principal amount of \$25.0 million outstanding as of September 30, 2018 accrue and require payment of interest quarterly at an annual rate of 6.625% and mature on May 1, 2023. Our 6.75% Senior Notes due 2025 with a principal amount of \$35.3 million outstanding as of September 30, 2018 accrue and require payment of interest quarterly at an annual rate of 6.75% and mature on March 15, 2025.

### Repurchase Agreements

We have short-term financing facilities that are structured as repurchase agreements with various financial institutions to fund our investments in MBS. We have obtained, and believe we will be able to continue to obtain, short-term financing in amounts and at interest rates consistent with our financing objectives. Funding for MBS through repurchase agreements continues to be available to us at rates we consider to be attractive from multiple counterparties.

Our repurchase agreements include provisions contained in the standard master repurchase agreement as published by the Securities Industry and Financial Markets Association (“SIFMA”) and may be amended and supplemented in accordance with industry standards for repurchase facilities. Our repurchase agreements include financial covenants, with which the failure to comply would constitute an event of default under the applicable repurchase agreement. Similarly, each repurchase agreement includes events of insolvency and events of default on other indebtedness as similar financial covenants. As provided in the standard master repurchase agreement as typically amended, upon the occurrence of an event of default or termination, the applicable counterparty has the option to terminate all repurchase transactions under such counterparty’s repurchase agreement and to demand immediate payment of any amount due from us to the counterparty.

Under our repurchase agreements, we may be required to pledge additional assets to our repurchase agreement counterparties in the event the estimated fair value of the existing pledged collateral under such agreements declines and such lenders demand additional collateral (commonly referred to as a “margin call”), which may take the form of additional securities or cash. Margin calls on repurchase agreements collateralized by our MBS investments primarily result from events such as declines in the value of the underlying mortgage collateral caused by factors such as rising interest rates or prepayments. Our repurchase agreements generally provide that valuations for MBS securing our repurchase agreements are to be obtained from a generally recognized source agreed to by both parties. However, in certain circumstances and under certain of our repurchase agreements, our lenders have the sole discretion to determine the value of the MBS securing our repurchase agreements. In such instances, our lenders are required to act in good faith in making determinations of value. Our repurchase agreements generally provide that in the event of a margin call, we must provide additional securities or cash on the same business day that the margin call is made if the lender provides us notice prior to the margin notice deadline on such day.

To date, we have not had any margin calls on our repurchase agreements that we were not able to satisfy with either cash or additional pledged collateral. However, should we encounter increases in interest rates or prepayments, margin calls on our repurchase agreements could result in a material adverse change in our liquidity position.

Our repurchase agreements generally mature within 30 to 60 days, but may have maturities as short as one day and as long as one year. In the event that market conditions are such that we are unable to continue to obtain repurchase agreement financing for our investments in MBS in amounts and at interest rates consistent with our financing objectives, we may liquidate such investments and may incur significant losses on any such sales of MBS.

The following table provides information regarding our outstanding repurchase agreement borrowings as of dates and periods indicated (dollars in thousands):

	September 30, 2018	December 31, 2017
<b>Pledged with agency MBS:</b>		
Repurchase agreements outstanding	\$ 4,092,251	\$ 3,667,181
Agency MBS collateral, at fair value	4,303,913	3,858,815
Net amount <sup>(1)</sup>	211,662	191,634
Weighted-average rate	2.30	% 1.56 %
Weighted-average term to maturity	15.3 days	12.6 days
<b>Maximum amount outstanding at any month-end</b>		
during the period	\$ 4,092,251	\$ 4,292,755

<sup>(1)</sup>Net amount represents the value of collateral in excess of corresponding repurchase obligation. The amount of collateral at-risk is limited to the outstanding repurchase obligation and not the entire collateral balance. To limit our exposure to counterparty risk, we diversify our repurchase agreement funding across multiple counterparties and by counterparty region. As of September 30, 2018, we had outstanding repurchase agreement balances with 15 counterparties and have master repurchase agreements in place with a total of 19 counterparties located throughout North America, Europe and Asia. As of September 30, 2018, no more than 6.2% of our stockholders' equity was at risk with any one counterparty, with the top five counterparties representing approximately 29.4% of our stockholders' equity. The table below includes a summary of our repurchase agreement funding by number of counterparties and counterparty region as of September 30, 2018 (dollars in thousands):

	Number of Counterparties	Percentage of Repurchase Agreement Funding	
North America	10	69.6	%
Europe	1	7.3	%
Asia	4	23.1	%
	15	100.0	%

## Derivative Instruments

In the normal course of our operations, we are a party to financial instruments that are accounted for as derivative financial instruments including (i) interest rate hedging instruments such as interest rate swaps, Eurodollar futures, interest rate swap futures, U.S. Treasury note futures, put and call options on U.S. Treasury note futures, and options on agency MBS, and (ii) derivative instruments that economically serve as investments such as TBA purchase and sale commitments.

## Interest Rate Hedging Instruments

We exchange cash variation margin with the counterparties to our interest rate hedging instruments at least on a daily basis based upon daily changes in fair value as measured by the central clearinghouse through which those derivatives are cleared. In addition, the central clearinghouse requires market participants to deposit and maintain an “initial margin” amount which is determined by the clearinghouse and is generally intended to be set at a level sufficient to protect the clearinghouse from the maximum estimated single-day price movement in that market participant’s contracts. However, futures commission merchants may require “initial margin” in excess of the CME’s requirement. The clearing exchanges have the sole discretion to determine the value of the hedging instruments. In the event of a margin call, we must generally provide additional collateral on the same business day. To date, we have not had any margin calls on our hedging agreements that we were not able to satisfy. However, if we encounter significant decreases in long-term interest rates, margin calls on our hedging agreements could result in a material adverse change in our liquidity position.

As of September 30, 2018, we had outstanding interest rate swaps and U.S. Treasury note futures with the following aggregate notional amount, net fair value and corresponding margin held in collateral deposit with the custodian (in thousands):

	September 30, 2018		
	Notional	Net	Collateral
	Amount	Fair Value	Deposit
Interest rate swaps	\$3,475,000	\$(1,033)	\$ 62,787
10-year U.S. Treasury note futures	700,000	(219 )	7,350



## TBA Dollar Roll Transactions

TBA dollar roll transactions represent a form of off-balance sheet financing accounted for as derivative instruments. In a TBA dollar roll transaction, we do not intend to take physical delivery of the underlying agency MBS and will generally enter into an offsetting position and net settle the paired off position in cash. However, under certain market conditions, it may be uneconomical for us to roll our TBA contracts into future months and we may need to take or make physical delivery of the underlying securities. If we were required to take physical delivery to settle a long TBA contract, we would have to fund our total purchase commitment with cash or other financing sources and our liquidity position could be negatively impacted.

Our TBA commitments and our commitments to purchase and sell specified agency MBS are subject to master securities forward transaction agreements published by SIFMA as well as supplemental terms and conditions with each counterparty. Under the terms of these agreements, we may be required to pledge collateral to our counterparty in the event the fair value of our agency MBS commitments decline and such counterparty demands collateral through a margin call. Margin calls on agency MBS commitments are generally caused by factors such as rising interest rates or prepayments. Our agency MBS commitments provide that valuations for our commitments and any pledged collateral are to be obtained from a generally recognized source agreed to by both parties. However, in certain circumstances, our counterparties have the sole discretion to determine the value of the agency MBS commitment and any pledged collateral. In such instances, our counterparties are required to act in good faith in making determinations of value. In the event of a margin call, we must generally provide additional collateral on the same business day.

## Equity Capital

### Common Equity Distribution Agreements

On February 22, 2017, the Company entered into separate common equity distribution agreements (the “Original Equity Distribution Agreements”) with equity sales agents JMP Securities LLC, FBR Capital Markets & Co., JonesTrading Institutional Services LLC and Ladenburg Thalmann & Co. Inc. pursuant to which the Company may offer and sell, from time to time, up to 6,000,000 shares of the Company’s Class A common stock. On August 10, 2018, the Company entered into separate amendments to the Original Equity Distribution Agreements (the “Amended Equity Distribution Agreements”) with equity sales agents JMP Securities LLC, B. Riley FBR, Inc. (formerly, FBR Capital Markets & Co.), JonesTrading Institutional Services LLC and Ladenburg Thalmann & Co. Inc. pursuant to which the Company may offer and sell, from time to time, up to 12,597,423 shares of the Company’s Class A common stock.

Pursuant to the common equity distribution agreements, shares of the Company’s common stock may be offered and sold through the equity sales agents in transactions that are deemed to be “at the market” offerings as defined in Rule 415 under the Securities Act of 1933, including sales made directly on the NYSE or sales made to or through a market maker other than on an exchange or, subject to the terms of a written notice from the Company, in privately negotiated transactions.

The following table provides information about the issuances of common stock under the equity distribution agreements for the period indicated (dollars in thousands):

Class A Common Stock Issuances	Nine Months Ended September 30,
--------------------------------	---------------------------------------

	2018
Shares issued	2,074,205
Weighted average public offering price	\$ 10.33
Net proceeds <sup>(1)</sup>	\$ 21,065

<sup>(1)</sup>Net of selling commissions and expenses.

As of September 30, 2018, the Company had 11,837,443 shares of Class A common stock available for sale under the Amended Equity Distribution Agreements.

#### Preferred Stock

As of September 30, 2018, the Company had Series B Preferred Stock outstanding with a liquidation preference of \$8,654. The Series B Preferred Stock is publicly traded on the New York Stock Exchange under the ticker symbol “AI PrB”. The Series B Preferred Stock has no stated maturity, is not subject to any sinking fund and will remain outstanding indefinitely unless repurchased or redeemed by the Company. Holders of Series B Preferred Stock have no voting rights, except under limited conditions, and are entitled to receive a cumulative cash dividend at a rate of 7.00% per annum of their \$25.00 per share liquidation preference before holders of common stock are entitled to receive any dividends. Shares of Series B Preferred Stock are redeemable at \$25.00 per share, plus accumulated and unpaid dividends (whether or not authorized or declared) exclusively at our option commencing on May 12,

2022 or earlier upon the occurrence of a change in control. Dividends are payable quarterly in arrears on the 30th day of each December, March, June and September. We have declared and paid all required quarterly dividends on our Series B Preferred Stock to date in 2018.

### Preferred Equity Distribution Agreement

On May 16, 2017, the Company entered into a preferred equity distribution agreement (the “Series B Preferred Equity Distribution Agreement”) with JonesTrading Institutional Services LLC (the “Series B Preferred Equity Agent”), pursuant to which the Company may offer and sell, from time to time, up to 1,865,000 shares of the Company’s Series B Preferred Stock. Pursuant to the Series B Preferred Equity Distribution Agreement, shares of the Company’s Series B Preferred stock may be offered and sold through the Series B Preferred Equity Sales Agent in transactions that are deemed to be “at the market” offerings as defined in Rule 415 under the Securities Act of 1933, including sales made directly on the NYSE or sales made to or through a market maker other than on an exchange or, subject to the terms of a written notice from the Company, in privately negotiated transactions.

The following table provides information about the issuances of preferred stock under the Series B Preferred Equity Distribution Agreement for the period indicated (dollars in thousands):

	Nine Months Ended September 30, 2018
Series B Preferred Stock Issuances	
Shares issued	42,865
Weighted average public offering price	\$ 24.78
Net proceeds <sup>(1)</sup>	\$ 1,030

<sup>(1)</sup>Net of selling commissions and expenses.

As of September 30, 2018, the Company had 1,653,844 shares of Series B Preferred stock available for sale under the Series B Preferred Equity Distribution Agreement.

### Common Share Repurchase Program

The Company’s Board of Directors authorized a share repurchase program pursuant to which the Company may repurchase up to 2.0 million shares of its Class A common stock. As of September 30, 2018, 1,951,305 shares of Class A common stock remained available for repurchase under the repurchase program.

### Off-Balance Sheet Arrangements

As of September 30, 2018 and December 31, 2017, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance, or special purpose or variable interest entities (“VIEs”), established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Our economic interests held in unconsolidated VIEs are limited in nature to those of a passive holder of MBS issued by a securitization trust. As of September 30, 2018 and December 31, 2017, we had not consolidated for financial reporting purposes any securitization trusts as we do not have the power to direct the

activities that most significantly impact the economic performance of such entities. Further, as of September 30, 2018 and December 31, 2017, we had not guaranteed any obligations of unconsolidated entities or entered into any commitment or intent to provide funding to any such entities.

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

Market risk is the exposure to loss resulting from changes in market factors such as interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. The primary market risks that we are exposed to are interest rate risk, prepayment risk, extension risk, credit risk, spread risk, liquidity risk and regulatory risk. See “Item 1 — Business” in our Annual Report on Form 10-K for the year ended December 31, 2017 for a description of our risk management strategies.

#### Interest Rate Risk

We are exposed to interest rate risk in our MBS portfolio. Our investments in MBS are financed with short-term borrowing facilities such as repurchase agreements, which are interest rate sensitive financial instruments. Our exposure to interest rate risk fluctuates based upon changes in the level and volatility of interest rates, mortgage prepayments, and in the shape and slope of the

yield curve, among other factors. Through the use of interest rate hedging instruments, we attempt to economically hedge a portion of our exposure to changes, attributable to changes in benchmark interest rates, in certain MBS fair values and future interest cash flows on our short-term financing arrangements. Our primary interest rate hedging instruments include interest rate swaps as well as U.S. Treasury note futures, options on U.S. Treasury note futures, and options on agency MBS. Historically, we have also utilized Eurodollar futures and interest rate swap futures.

Changes in both short- and long-term interest rates affect us in several ways, including our financial position. As interest rates increase, the fair value of fixed-rate agency MBS may be expected to decline, prepayment rates may be expected to decrease and duration may be expected to extend. However, an increase in interest rates results in an increase in the fair value of our interest rate hedging instruments. Conversely, if interest rates decline, the fair value of fixed-rate agency MBS is generally expected to increase while the fair value of our interest rate hedging instruments is expected to decline.

The tables that follow illustrate the estimated change in fair value for our current investments in agency MBS and derivative instruments under several hypothetical scenarios of interest rate movements. For the purposes of this illustration, interest rates are defined by the U.S. Treasury yield curve. Changes in fair value are measured as percentage changes from their respective fair values presented in the column labeled "Value." Our estimate of the change in the fair value of agency MBS is based upon the same assumptions we use to manage the impact of interest rates on the portfolio. The interest rate sensitivity of our agency MBS and TBA commitments is derived from The Yield Book, a third-party model. Actual results could differ significantly from these estimates. The effective durations are based on observed fair value changes, as well as our own estimate of the effect of interest rate changes on the fair value of the investments, including assumptions regarding prepayments based, in part, on age and interest rate of the mortgages underlying the MBS, prior exposure to refinancing opportunities, and an overall analysis of historical prepayment patterns under a variety of historical interest rate conditions.

The interest rate sensitivity analyses illustrated by the tables that follow have certain limitations, most notably the following:

- The 50 and 100 basis point upward and downward shocks to interest rates that are applied in the analyses represent parallel shocks to the forward yield curve. The analyses do not consider the sensitivity of stockholders' equity to changes in the shape or slope of the forward yield curve.
  - The analyses assume that spreads remain constant and, therefore, do not reflect an estimate of the impact that changes in spreads would have on the value of our MBS investments or our LIBOR-based derivative instruments, such as our interest rate swap agreements.
  - The analyses assume a static portfolio and do not reflect activities and strategic actions that management may take in the future to manage interest rate risk in response to significant changes in interest rates or other market conditions.
  - The analyses do not reflect any changes in the value of our net deferred tax asset or liability, including any changes to the assumptions that would be incorporated into the determination of the deferred tax asset valuation allowance.
- These analyses are not intended to provide a precise forecast. Actual results could differ materially from these estimates (dollars in thousands, except per share amounts):

September 30, 2018		
	Value	Value
	with 50	with 50
	Basis Point	Basis Point
	Increase in	Decrease in
Value	Interest Rates	Interest Rates

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Agency MBS	\$4,399,466	\$ 4,277,077	\$ 4,503,340
TBA commitments	(2,088 )	(16,948 )	8,046
10-year U.S. Treasury note futures	(219 )	26,815	(27,253 )
Interest rate swaps	(1,033 )	101,118	(103,184 )
Equity available to common stock	302,036	293,972	286,858
Book value per common share	\$9.95	\$ 9.68	\$ 9.45
Book value per common share percent change		(2.69 )%	(5.00 )%

	September 30, 2018		
	Value	Value with 100 Basis Point Increase in Interest Rates	Value with 100 Basis Point Decrease in Interest Rates
Agency MBS	\$4,399,466	\$ 4,141,319	\$ 4,582,094
TBA commitments	(2,088 )	(35,312 )	14,303
10-year U.S. Treasury note futures	(219 )	53,850	(54,288 )
Interest rate swaps	(1,033 )	203,269	(205,335 )
Equity available to common stock	302,036	269,035	242,684
Book value per common share	\$9.95	\$ 8.86	\$ 7.99
Book value per common share percent change		(10.93 )%	(19.68 )%

## Spread Risk

Our investments in MBS expose us to “spread risk.” Spread risk, also known as “basis risk,” is the risk of an increase in the spread between market participants’ required rate of return (or “market yield”) on our MBS and prevailing benchmark interest rates, such as the U.S. Treasury or interest rate swap rates.

The spread risk inherent to our investments in agency MBS and the resulting fluctuations in fair value of these securities can occur independent of changes in prevailing benchmark interest rates and may relate to other factors impacting the mortgage and fixed income markets, such as actual or anticipated monetary policy actions by the U. S. Federal Reserve, liquidity, or changes in market participants’ required rates of return on different assets. While we use interest rate hedging instruments to attempt to mitigate the sensitivity of our net book value to changes in prevailing benchmark interest rates, such instruments are generally not designed to mitigate spread risk inherent to our investment in agency MBS. Consequently, the value of our agency MBS and, in turn, our net book value, could decline independent of changes in interest rates.

The tables that follow illustrate the estimated change in fair value for our investments in agency MBS and TBA commitments under several hypothetical scenarios of agency MBS spread movements. Changes in fair value are measured as percentage changes from their respective fair values presented in the column labeled “Value.” The sensitivity of our agency MBS and TBA commitments to changes in MBS spreads is derived from The Yield Book, a third-party model. The analysis to follow reflects an assumed spread duration for our investment in agency MBS of 5.7 years, which is a model-based assumption that is dependent upon the size and composition of our investment portfolio as well as economic conditions present as of September 30, 2018.

These analyses are not intended to provide a precise forecast. Actual results could differ materially from these estimates (dollars in thousands, except per share amounts).

September 30, 2018		
	Value with 10 Basis Point Increase in	Value with 10 Basis Point Decrease In

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	Value	Agency MBS Spreads	Agency MBS Spreads		
Agency MBS	\$4,399,466	\$4,373,352	\$4,425,580		
TBA commitments	(2,088 )	(5,663 )	1,487		
Equity available to common stock	302,036	272,347	331,725		
Book value per common share	\$9.95	\$8.97	\$10.92		
Book value per common share percent change		(9.83 )%	9.83 %		

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	September 30, 2018			
	Value	Value with 25 Basis Point	Value with 25 Basis Point	
		Increase in Agency MBS Spreads	Decrease In Agency MBS Spreads	
Agency MBS	\$4,399,466	\$4,334,182	\$4,464,750	
TBA commitments	(2,088 )	(11,026 )	6,851	
Equity available to common stock	302,036	227,814	376,259	
Book value per common share	\$9.95	\$7.50	\$12.39	
Book value per common share percent change		(24.57 )%	24.57 %	

## Inflation

Virtually all of our assets and liabilities are interest rate sensitive in nature. As a result, interest rates and other factors influence our performance far more than inflation. Changes in interest rates do not necessarily correlate with inflation rates or changes in inflation rates. Our financial statements are prepared in accordance with GAAP and our distributions are determined by our Board of Directors in its sole discretion pursuant to our variable dividend policy; in each case, our activities and balance sheet are measured with reference to fair value without considering inflation.

## Cautionary Statement About Forward-Looking Information

When used in this Quarterly Report on Form 10-Q, in future filings with the Securities and Exchange Commission (“SEC”) or in press releases or other written or oral communications, statements which are not historical in nature, including those containing words such as “believe,” “expect,” “anticipate,” “estimate,” “plan,” “continue,” “intend,” “should,” similar expressions, are intended to identify “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and, as such, may involve known and unknown risks, uncertainties and assumptions. The forward-looking statements we make in this Quarterly Report on Form 10-Q include, but are not limited to, statements about the following:

- the availability and terms of, and our ability to deploy, capital and our ability to grow our business through our current strategy focused on acquiring primarily residential mortgage-backed securities (“MBS”) that are either issued by U.S. government agencies or guaranteed as to principal and interest by U.S. government agencies or U.S. government sponsored agencies (“agency MBS”), and MBS issued by private organizations (“private-label MBS”);
- our ability to forecast our tax attributes, which are based upon various facts and assumptions, and our ability to protect and use our net operating losses (“NOLs”) and net capital losses (“NCLs”) to offset future taxable income, including whether our shareholder rights plan (“Rights Plan”) will be effective in preventing an ownership change that would significantly limit our ability to utilize such losses;
- any change in our long-term tax structures (including any REIT election);
- our business, acquisition, leverage, asset allocation, operational, investment, hedging and financing strategies and the success of, or changes in, these strategies;
- the effect of changes in prepayment rates, interest rates and default rates on our portfolio;
-

the effect of governmental regulation and actions on our business, including, without limitation, changes to monetary and fiscal policy and tax laws;

• our ability to quantify and manage risk;

• our ability to roll our repurchase agreements on favorable terms, if at all;

• our liquidity;

• our asset valuation policies;

• our decisions with respect to, and ability to make, future dividends;

• investing in assets other than MBS or pursuing business activities other than investing in MBS;

• our ability to maintain our exclusion from the definition of “investment company” under the Investment Company Act of 1940, as amended (the “1940 Act”);

our decision to not elect to be taxed as a real estate investment trust (“REIT”) under the Internal Revenue Code; and  
the effect of general economic conditions on our business.

Forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account information currently in our possession. These beliefs, assumptions and expectations may change as a result of many possible events or factors, not all of which are known to us or are within our control. If a change occurs, the performance of our portfolio and our business, financial condition, liquidity and results of operations may vary materially from those expressed, anticipated or contemplated in our forward-looking statements. You should carefully consider these risks, along with the following factors that could cause actual results to vary from our forward-looking statements, before making an investment in our securities:

- the overall environment for interest rates, changes in interest rates, interest rate spreads, the yield curve and prepayment rates, including the timing of increases in the Federal Funds rate by the U.S. Federal Reserve;
- current conditions and further adverse developments in the residential mortgage market and the overall economy;
- potential risk attributable to our mortgage-related portfolios, including changes in fair value;
- our use of leverage and our dependence on repurchase agreements and other short-term borrowings to finance our mortgage-related holdings;
- the availability of certain short-term liquidity sources;
- competition for investment opportunities;
- the U.S. Federal Reserve’s balance sheet normalization program of gradually reducing its reinvestment of principal payments of U.S. Treasury securities and agency MBS;
- the federal conservatorship of the Federal National Mortgage Association (“Fannie Mae”) and the Federal Home Loan Mortgage Corporation (“Freddie Mac”) and related efforts, along with any changes in laws and regulations affecting the relationship between Fannie Mae and Freddie Mac and the federal government;
- mortgage loan prepayment activity, modification programs and future legislative action;
- changes in, and success of, our acquisition, hedging and leverage strategies, changes in our asset allocation and changes in our operational policies, all of which may be changed by us without shareholder approval;
- failure of sovereign or municipal entities to meet their debt obligations or a downgrade in the credit rating of such debt obligations;
- fluctuations of the value of our hedge instruments;
- fluctuating quarterly operating results;
- changes in laws and regulations and industry practices that may adversely affect our business;
- volatility of the securities markets and activity in the secondary securities markets in the United States and elsewhere;
- our ability to successfully expand our business into areas other than investing in MBS and our expectations of the returns of expanding into any such areas; and
- the other important factors identified in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2017 under the caption “Item 1A — Risk Factors”.

These and other risks, uncertainties and factors, including those described elsewhere in this Quarterly Report on Form 10-Q, could cause our actual results to differ materially from those projected in any forward-looking statements we make. All forward-looking statements speak only as of the date on which they are made. 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 are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



#### Item 4. Controls and Procedures

##### Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, our management, with the participation of our Chief Executive Officer, J. Rock Tonkel, Jr., and our Chief Financial Officer, Richard E. Konzmann, carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) pursuant to Rule 13a-15(b) of the Exchange Act. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective 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 within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding disclosure.

##### Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II

### OTHER INFORMATION

#### Item 1. Legal Proceedings

We are from time to time involved in civil lawsuits, legal proceedings and arbitration matters that we consider to be in the ordinary course of our business. There can be no assurance that these matters individually or in the aggregate will not have a material adverse effect on our financial condition or results of operations in a future period. We are also subject to the risk of litigation, including litigation that may be without merit. As we intend to actively defend such litigation, significant legal expenses could be incurred. An adverse resolution of any future litigation against us could materially affect our financial condition, results of operations and liquidity. Furthermore, we operate in highly-regulated markets that currently are under intense regulatory scrutiny, and we have received, and we expect in the future that we may receive, inquiries and requests for documents and information from various federal, state and foreign regulators. In addition, one or more of our subsidiaries have received requests to repurchase loans from various parties in connection with the former securitization business conducted by a subsidiary. We believe that the continued scrutiny of MBS, structured finance, and derivative market participants increases the risk of additional inquiries and requests from regulatory or enforcement agencies and other parties. We cannot provide any assurance that these inquiries and requests will not result in further investigation of or the initiation of a proceeding against us or that, if any such investigation or proceeding were to arise, it would not materially adversely affect our Company.

#### Item 1A. Risk Factors

None.

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

##### Purchases of Equity Securities by the Issuer

None.

#### Item 3. Defaults Upon Senior Securities

None.

#### Item 4. Mine Safety Disclosures

Not applicable.

#### Item 5. Other Information

None.

#### Item 6. Exhibits

Exhibit

Number Exhibit Title

- 3.01 Amended and Restated Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed on November 9, 2009).
- 3.02 Articles of Amendment to the Amended and Restated Articles of Incorporation designating the shares of 7.00% Series B Cumulative Perpetual Redeemable Preferred Stock, \$0.01 par value per share (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form 8-A filed on May 9, 2017).
- 3.03 Amended and Restated Bylaws, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on July 28, 2011).
- 3.04 Amendment No. 1 to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on February 4, 2015).
- 3.05 Amendment No. 2 to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on October 26, 2016).

Exhibit

Number Exhibit Title

- 4.01 Form of Indenture governing the Senior Debt Securities by and between the Company and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (File No. 333-215384) filed on December 30, 2016).
- 4.02 Form of Indenture governing the Subordinated Debt Securities by and between the Company and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3 (File No. 333-215384) filed on December 30, 2016).
- 4.03 Indenture dated as of May 1, 2013 between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on May 1, 2013).
- 4.04 First Supplemental Indenture dated as of May 1, 2013 between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed on May 1, 2013).
- 4.05 Second Supplemental Indenture, dated as of March 18, 2015, between the Company, Wells Fargo Bank, National Association, as Trustee and The Bank of New York Mellon, as Series Trustee (incorporated by reference to Exhibit 4.3 to the Company's Form 8-A filed on March 18, 2015).
- 4.06 Form of Senior Note (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-3 (File No. 333-215384) filed on December 30, 2016).
- 4.07 Form of Subordinated Note (incorporated by reference to Exhibit 4.6 to the Company's Registration Statement on Form S-3 (File No. 333-215384) filed on December 30, 2016).
- 4.08 Form of 6.625% Senior Notes due 2023 (incorporated by reference to Exhibit 4.3 to Current Report on Form 8-K filed by the Company on May 1, 2013).
- 4.09 Form of 6.750% Notes due 2025 (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed by the Company on March 17, 2015).
- 4.10 Form of Certificate for Class A common stock (incorporated by reference to Exhibit 4.01 of the Annual Report on Form 10-K filed with the SEC on February 24, 2010).
- 4.11 Form of specimen certificate representing the shares of 7.00% Series B Perpetual Redeemable Preferred Stock (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A filed on May 9, 2017).
- 4.12 Shareholder Rights Agreement, dated June 5, 2009 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K filed with the SEC on June 5, 2009).
- 4.13 First Amendment to Shareholder Rights Agreement, dated as of April 13, 2018 (incorporated by reference to Exhibit 4.2 of the Current Report on Form 8-K filed with the SEC on April 13, 2018).
- 10.01 Amendment No. 1 to the Equity Distribution Agreement, dated August 10, 2018, by and between the Company and JMP Securities LLC (incorporated by reference to Exhibit 1.5 of the Current Report on Form



8-K filed with the SEC on August 10, 2018).

- 10.02 Amendment No. 1 to the Equity Distribution Agreement, dated August 10, 2018, by and between the Company and B. Riley FBR, Inc. (incorporated by reference to Exhibit 1.6 of the Current Report on Form 8-K filed with the SEC on August 10, 2018).
- 10.03 Amendment No. 1 to the Equity Distribution Agreement, dated August 10, 2018, by and between the Company and JonesTrading Institutional Services LLC (incorporated by reference to Exhibit 1.7 of the Current Report on Form 8-K filed with the SEC on August 10, 2018).
- 10.04 Amendment No. 1 to the Equity Distribution Agreement, dated August 10, 2018, by and between the Company and Ladenburg Thalmann & Co. Inc. (incorporated by reference to Exhibit 1.8 of the Current Report on Form 8-K filed with the SEC on August 10, 2018).
- 12.01 Computation of Ratio of Earnings to Fixed Charges and Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.\*
- 31.01 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*

Exhibit

Number Exhibit Title

- 31.02 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 32.01 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*\*
- 32.02 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*\*
- 101.INS INSTANCE DOCUMENT\*\*\*
- 101.SCH SCHEMA DOCUMENT\*\*\*
- 101.CAL CALCULATION LINKBASE DOCUMENT\*\*\*
- 101.LAB LABELS LINKBASE DOCUMENT\*\*\*
- 101.PRE PRESENTATION LINKBASE DOCUMENT\*\*\*
- 101.DEF DEFINITION LINKBASE DOCUMENT\*\*\*

\* Filed herewith.

\*\* Furnished herewith.

\*\*\* Submitted electronically herewith. Attached as Exhibit 101 are the following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets at September 30, 2018 and December 31, 2017; (ii) Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended September 30, 2018 and 2017; (iii) Consolidated Statements of Changes in Equity for the Nine Months Ended September 30, 2018 and the Year Ended December 31, 2017; and (iv) Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2018 and 2017.

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.

ARLINGTON ASSET INVESTMENT CORP.

By: /s/ RICHARD E. KONZMANN

Richard E. Konzmann

Executive Vice President, Chief Financial Officer and Treasurer  
(Principal Financial Officer)

Date: November 2, 2018