

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

**FORM 10-Q**

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

For the quarterly period ended September 30, 2017

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 001-35896

**Ellington Residential Mortgage REIT**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or Other Jurisdiction of Incorporation)

**46-0687599**

(IRS Employer Identification No.)

**53 Forest Avenue**

**Old Greenwich, CT 06870**

(Address of principal executive offices, zip code)

**(203) 698-1200**

(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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting 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	<input type="checkbox"/>	Accelerated Filer	<input checked="" type="checkbox"/>
Non-Accelerated Filer (do not check if a smaller reporting company)	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
		Emerging Growth Company	<input checked="" type="checkbox"/>

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

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

<b>Class</b>	<b>Outstanding at November 3, 2017</b>
Common Shares of Beneficial Interest, \$0.01 par value per share	13,335,804

**ELLINGTON RESIDENTIAL MORTGAGE REIT  
INDEX**

**PART I. Financial Information**

Item 1. Consolidated Financial Statements (unaudited)	3
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	33
Item 3. Quantitative and Qualitative Disclosures about Market Risk	52
Item 4. Controls and Procedures	54

**PART II. Other Information**

Item 1. Legal Proceedings	54
Item 1A. Risk Factors	54
Item 6. Exhibits	55

PART I. FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements (unaudited)

ELLINGTON RESIDENTIAL MORTGAGE REIT  
CONSOLIDATED BALANCE SHEET  
(UNAUDITED)

	September 30, 2017	December 31, 2016
<i>(In thousands except for share amounts)</i>		
<b>ASSETS</b>		
Cash and cash equivalents	\$ 50,271	\$ 33,504
Mortgage-backed securities, at fair value	1,743,067	1,226,994
Due from brokers	41,821	49,518
Financial derivatives—assets, at fair value	6,150	6,008
Reverse repurchase agreements	56,875	75,012
Receivable for securities sold	29,825	33,199
Interest receivable	5,720	4,633
Other assets	548	266
<b>Total Assets</b>	<b>\$ 1,934,277</b>	<b>\$ 1,429,134</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
Repurchase agreements	\$ 1,642,313	\$ 1,197,973
Payable for securities purchased	24,845	5,516
Due to brokers	787	1,055
Financial derivatives—liabilities, at fair value	3,168	1,975
U.S. Treasury securities sold short, at fair value	56,524	74,194
Dividend payable	5,334	3,652
Accrued expenses	980	647
Management fee payable to affiliate	741	533
Interest payable	2,790	1,912
<b>Total Liabilities</b>	<b>1,737,482</b>	<b>1,287,457</b>
<b>SHAREHOLDERS' EQUITY</b>		
Preferred shares, par value \$0.01 per share, 100,000,000 shares authorized; (0 shares issued and outstanding, respectively)	—	—
Common shares, par value \$0.01 per share, 500,000,000 shares authorized; (13,335,804 and 9,130,897 shares issued and outstanding, respectively)	134	92
Additional paid-in-capital	240,010	180,996
Accumulated deficit	(43,349)	(39,411)
<b>Total Shareholders' Equity</b>	<b>196,795</b>	<b>141,677</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 1,934,277</b>	<b>\$ 1,429,134</b>

See Notes to Consolidated Financial Statements

**ELLINGTON RESIDENTIAL MORTGAGE REIT**  
**CONSOLIDATED STATEMENT OF OPERATIONS**  
**(UNAUDITED)**

	Three Month Period Ended September 30, 2017	Three Month Period Ended September 30, 2016	Nine Month Period Ended September 30, 2017	Nine Month Period Ended September 30, 2016
<i>(In thousands except for per share amounts)</i>				
<b>INTEREST INCOME (EXPENSE)</b>				
Interest income	\$ 12,867	\$ 7,096	\$ 36,078	\$ 24,285
Interest expense	(5,719)	(2,279)	(12,917)	(6,589)
<b>Total net interest income</b>	<b>7,148</b>	<b>4,817</b>	<b>23,161</b>	<b>17,696</b>
<b>EXPENSES</b>				
Management fees to affiliate	741	539	1,953	1,596
Professional fees	157	171	510	549
Compensation expense	222	142	597	463
Other operating expenses	361	402	1,130	1,269
<b>Total expenses</b>	<b>1,481</b>	<b>1,254</b>	<b>4,190</b>	<b>3,877</b>
<b>OTHER INCOME (LOSS)</b>				
Net realized gains (losses) on securities	349	3,892	(3,001)	9,003
Net realized gains (losses) on financial derivatives	(2,981)	(3,920)	(10,455)	(21,523)
Change in net unrealized gains (losses) on securities	3,994	(124)	5,783	14,388
Change in net unrealized gains (losses) on financial derivatives	(689)	3,215	(1,302)	(5,792)
<b>Total other income (loss)</b>	<b>673</b>	<b>3,063</b>	<b>(8,975)</b>	<b>(3,924)</b>
<b>NET INCOME</b>	<b>\$ 6,340</b>	<b>\$ 6,626</b>	<b>\$ 9,996</b>	<b>\$ 9,895</b>
<b>NET INCOME PER COMMON SHARE:</b>				
Basic and Diluted	\$ 0.48	\$ 0.73	\$ 0.91	\$ 1.09
<b>CASH DIVIDENDS PER COMMON SHARE:</b>				
Dividends declared	\$ 0.40	\$ 0.40	\$ 1.20	\$ 1.25

See Notes to Consolidated Financial Statements

**ELLINGTON RESIDENTIAL MORTGAGE REIT**  
**CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY**  
**(UNAUDITED)**

	Common Shares	Common Shares, par value	Preferred Shares	Preferred Shares, par value	Additional Paid-in-Capital	Accumulated (Deficit) Earnings	Total
<i>(In thousands except for share amounts)</i>							
<b>BALANCE, December 31, 2015</b>	9,135,103	92	—	—	181,027	(36,264)	144,855
Share based compensation					121		121
Issuance of restricted shares	9,856	—	—	—	—		—
Repurchase of common shares	(17,920)	—	—	—	(196)		(196)
Dividends declared						(11,401)	(11,401)
Net loss						9,895	9,895
<b>BALANCE, September 30, 2016</b>	<u>9,127,039</u>	<u>\$ 92</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 180,952</u>	<u>\$ (37,770)</u>	<u>\$ 143,274</u>
<b>BALANCE, December 31, 2016</b>	9,130,897	92	—	—	180,996	(39,411)	141,677
Shares issued <sup>(1)</sup>	4,194,968	42	—	—	59,061		59,103
Offering costs					(191)		(191)
Issuance of restricted shares	9,976	—	—	—	—		—
Forfeiture of common shares to satisfy tax withholding obligations	(37)	—			—		—
Share based compensation					144		144
Dividends declared						(13,934)	(13,934)
Net income						9,996	9,996
<b>BALANCE, September 30, 2017</b>	<u>13,335,804</u>	<u>\$ 134</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 240,010</u>	<u>\$ (43,349)</u>	<u>\$ 196,795</u>

(1) For the nine month period ended September 30, 2017 proceeds from the issuance of shares is net of an underwriters' discount of \$1.9 million and third-party agent commissions and fees of \$0.2 million.

See Notes to Consolidated Financial Statements

**ELLINGTON RESIDENTIAL MORTGAGE REIT**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**(UNAUDITED)**

	<b>Nine Month Period Ended September 30,</b>	
	<b>2017</b>	<b>2016</b>
<i>(In thousands)</i>		
<b>Cash flows provided by (used in) operating activities:</b>		
Net income (loss)	\$ 9,996	\$ 9,895
<b>Reconciliation of net income (loss) to net cash provided by (used in) operating activities:</b>		
Net realized (gains) losses on securities	3,001	(9,003)
Change in net unrealized (gains) losses on securities	(5,783)	(14,388)
Net realized (gains) losses on financial derivatives	10,455	21,523
Change in net unrealized (gains) losses on financial derivatives	1,302	5,792
Amortization of premiums and accretion of discounts (net)	8,629	12,555
Share based compensation	144	121
<b>(Increase) decrease in assets:</b>		
Due from brokers	7,697	(165)
Interest receivable	(1,087)	51
Other assets	(52)	(68)
<b>Increase (decrease) in liabilities:</b>		
Due to brokers	(268)	99
Accrued expenses	234	89
Interest payable	878	(20)
Management fees payable to affiliate	208	(6)
Net cash provided by (used in) operating activities	<u>35,354</u>	<u>26,475</u>
<b>Cash flows provided by (used in) investing activities:</b>		
Purchases of securities	(2,189,278)	(1,778,907)
Proceeds from sale of securities	1,572,711	1,751,631
Principal repayments of mortgage-backed securities	118,939	104,551
Proceeds from investments sold short	577,630	454,489
Repurchase of investments sold short	(596,888)	(458,652)
Proceeds from disposition of financial derivatives	9,927	6,575
Purchase of financial derivatives	(20,632)	(28,188)
Payments made on reverse repurchase agreements	(13,127,929)	(13,672,316)
Proceeds from reverse repurchase agreements	13,146,066	13,673,016
Net cash provided by (used in) investing activities	<u>(509,454)</u>	<u>52,199</u>

See Notes to Consolidated Financial Statements

**ELLINGTON RESIDENTIAL MORTGAGE REIT**  
**CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)**  
**(UNAUDITED)**

	<b>Nine Month Period Ended September 30,</b>	
	<b>2017</b>	<b>2016</b>
<b>Cash flows provided by (used in) financing activities:</b>		
Net proceeds from the issuance of common shares	59,103	—
Offering costs paid	(324)	—
Repurchase of common shares	—	(196)
Dividends paid	(12,252)	(11,861)
Borrowings under repurchase agreements	2,856,680	1,583,173
Repayments of repurchase agreements	(2,412,340)	(1,646,930)
Cash provided by (used in) financing activities	490,867	(75,814)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>16,767</b>	<b>2,860</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<b>33,504</b>	<b>40,166</b>
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$ 50,271</b>	<b>\$ 43,026</b>
<b>Supplemental disclosure of cash flow information:</b>		
Interest paid	\$ 12,039	\$ 6,610
Dividends payable	\$ 5,334	\$ 3,651

See Notes to Consolidated Financial Statements

**ELLINGTON RESIDENTIAL MORTGAGE REIT**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**September 30, 2017**  
**(UNAUDITED)**

**1. Organization and Investment Objective**

Ellington Residential Mortgage REIT, or "EARN," was formed as a Maryland real estate investment trust, or "REIT," on August 2, 2012, and commenced operations on September 25, 2012. EARN conducts its business through its wholly owned subsidiaries, EARN OP GP LLC, or the "General Partner," and Ellington Residential Mortgage LP, or the "Operating Partnership," which were formed as a Delaware limited liability company and a Delaware limited partnership, respectively, on July 31, 2012 and commenced operations on September 25, 2012. The Operating Partnership conducts its business of acquiring, investing in, and managing residential mortgage- and real estate-related assets through its wholly owned subsidiaries. EARN, the General Partner, the Operating Partnership, and their consolidated subsidiaries are hereafter defined as the "Company."

Ellington Residential Mortgage Management LLC, or the "Manager," serves as the Manager of the Company pursuant to the terms of the Fourth Amended and Restated Management Agreement, or the "Management Agreement." The Manager is an affiliate of Ellington Management Group, L.L.C., or "EMG," an investment management firm that is an SEC-registered investment adviser with a 22-year history of investing in a broad spectrum of mortgage-backed securities and related derivatives, with an emphasis on the residential mortgage-backed securities, or "RMBS," market. In accordance with the terms of the Management Agreement and the Services Agreement (as described in Note 9), the Manager is responsible for administering the Company's business activities and day-to-day operations, and performs certain services, subject to oversight by the Board of Trustees. See Note 9 for further information on the Management Agreement.

The Company acquires and manages RMBS, for which the principal and interest payments are guaranteed by a U.S. government agency or a U.S. government-sponsored entity, or "Agency RMBS," and RMBS that do not carry such guarantees, or "non-Agency RMBS," such as RMBS backed by prime jumbo, Alternative A-paper, manufactured housing, and subprime residential mortgage loans. Agency RMBS include both Agency pools and Agency collateralized mortgage obligations, or "CMOs," and non-Agency RMBS primarily consist of non-Agency CMOs, both investment grade and non-investment grade. The Company may also acquire and manage mortgage servicing rights, residential mortgage loans, and other mortgage- and real estate-related assets. The Company may also invest in other instruments including, but not limited to, forward-settling To-Be-Announced Agency pass-through certificates, or "TBAs," interest rate swaps and swaptions, U.S. Treasury securities, Eurodollar and U.S. Treasury futures, other financial derivatives, and cash equivalents. The Company's targeted investments may range from unrated first loss securities to AAA senior securities.

The Company has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended, or "the Code," and intends to conduct its operations to be qualified and taxed as a REIT. As a REIT, the Company is required to distribute annually at least 90% of its taxable income. As long as the Company continues to qualify as a REIT, it will not be subject to U.S. federal corporate taxes on its taxable income to the extent that it distributes all of its annual taxable income to its shareholders. It is the intention of the Company to distribute at least 100% of its taxable income, after application of available tax attributes, within the time limits prescribed by the Code, which may extend into the subsequent taxable year.

**2. Significant Accounting Policies**

*(A) Basis of Presentation:* The Company's unaudited interim consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America, or "U.S. GAAP." Entities in which the Company has a controlling financial interest, through ownership of the majority of the entities' voting equity interests, or through other contractual rights that give the Company control, are consolidated by the Company. All inter-company balances and transactions have been eliminated. The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and those differences could be material. In management's opinion, all material adjustments considered necessary for a fair statement of the Company's interim consolidated financial statements have been included and are only of a normal recurring nature. Interim results are not necessarily indicative of the results that may be expected for the entire fiscal year. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

*(B) Valuation:* The Company applies ASC 820-10, *Fair Value Measurement* ("ASC 820-10"), to its holdings of financial instruments. ASC 820-10 establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation

hierarchy is based upon the observability of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

- Level 1—inputs to the valuation methodology are observable and reflect quoted prices (unadjusted) for identical assets or liabilities in active markets. Currently, the types of financial instruments the Company generally includes in this category are exchange-traded derivatives;
- Level 2—inputs to the valuation methodology other than quoted prices included in Level 1 are observable for the asset or liability, either directly or indirectly. Currently, the types of financial instruments that the Company generally includes in this category are Agency RMBS, U.S. Treasury securities, certain non-Agency RMBS, and actively traded derivatives such as TBAs, interest rate swaps, and swaptions, and;
- Level 3—inputs to the valuation methodology are unobservable and significant to the fair value measurement. Currently, this category includes certain RMBS, such as certain non-Agency RMBS and certain Agency IOs, where there is less price transparency.

For certain financial instruments, the various inputs that management uses to measure fair value for such financial instrument may fall into different levels of the fair value hierarchy. In such cases, the determination of which category within the fair value hierarchy is appropriate for such financial instrument is based on the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the various inputs that management uses to measure fair value with the highest priority to inputs that are observable and reflect quoted prices (unadjusted) for identical assets or liabilities in active markets (Level 1) and the lowest priority to inputs that are unobservable and significant to the fair value measurement (Level 3). The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the financial instrument. The Company may use valuation techniques consistent with the market and income approaches to measure the fair value of its assets and liabilities. The market approach uses third-party valuations and information obtained from market transactions involving identical or similar assets or liabilities. The income approach uses projections of the future economic benefits of an instrument to determine its fair value, such as in the discounted cash flow methodology. The inputs or methodology used for valuing financial instruments are not necessarily an indication of the risk associated with investing in these financial instruments. The leveling of each financial instrument is reassessed at the end of each period. Transfers between levels of the fair value hierarchy are assumed to occur at the end of the reporting period.

#### *Summary Valuation Techniques*

For financial instruments that are traded in an "active market," the best measure of fair value is the quoted market price. However, many of the Company's financial instruments are not traded in an active market. Therefore, management generally uses third-party valuations when available. If third-party valuations are not available, management uses other valuation techniques, such as the discounted cash flow methodology. The following are summary descriptions, for the various categories of financial instruments, of the valuation methodologies management uses in determining fair value of the Company's financial instruments in such categories. Management utilizes such methodologies to assign a good faith fair value (the estimated price that, in an orderly transaction at the valuation date, would be received to sell an asset, or paid to transfer a liability, as the case may be) to each such financial instrument.

Valuations for fixed-rate RMBS pass-throughs issued by a U.S government agency or government-sponsored enterprise, or "GSE," are typically based on observable pay-up data (pay-ups are price premiums for specified categories of fixed-rate pools relative to their TBA counterparts) or models that use observable market data, such as interest rates and historical prepayment speeds, and are validated against third-party valuations. With respect to the Company's other RMBS investments and TBAs, management seeks to obtain at least one third-party valuation, and often obtains multiple valuations when available. Management has been able to obtain third-party valuations on the vast majority of these instruments and expects to continue to solicit third-party valuations in the future. Management generally values each financial instrument at the average of third-party valuations received and not rejected as described below. Third-party valuations are not binding, and while management generally does not adjust the valuations it receives, management may challenge or reject a valuation when, based on its validation criteria, management determines that such valuation is unreasonable or erroneous. Furthermore, based on its validation criteria, management may determine that the average of the third-party valuations received for a given instrument does not result in what management believes to be the fair value of such instrument, and in such circumstances management may override this average with its own good faith valuation. The validation criteria may take into account output from management's own models, recent trading activity in the same or similar instruments, and valuations received from third parties. The use of proprietary models requires the use of a significant amount of judgment and the application of various assumptions including, but not limited to, assumptions concerning future prepayment rates and default rates.

Given their relatively high level of price transparency, Agency RMBS pass-throughs and TBAs are typically designated as Level 2 assets. Non-Agency RMBS and Agency interest only and inverse interest only RMBS are generally classified as either

Level 2 or Level 3 based on the analysis of available market data and/or third-party valuations. Furthermore, the methodology used by the third-party valuation providers is reviewed at least annually by management, so as to ascertain whether such providers are utilizing observable market data to determine the valuations that they provide.

Interest rate swaps and swaptions are typically valued based on internal models that use observable market data, including applicable interest rates in effect as of the measurement date; the model-generated valuations are then typically compared to counterparty valuations for reasonableness. These financial derivatives are generally designated as Level 2 instruments.

In valuing its derivatives, the Company also considers the creditworthiness of both the Company and its counterparties, along with collateral provisions contained in each derivative agreement.

The Company's repurchase and reverse repurchase agreements are carried at cost, which approximates fair value. Repurchase agreements and reverse repurchase agreements are classified as Level 2 assets and liabilities based on the adequacy of the collateral and their short term nature.

The Company's valuation process, including the application of validation criteria, is overseen by the Manager's Valuation Committee ("Valuation Committee"). The Valuation Committee includes senior level executives from various departments within the Manager, and each quarter the Valuation Committee reviews and approves the valuations of the Company's investments. The valuation process also includes a monthly review by the Company's third party administrator. The goal of this review is to replicate various aspects of the Company's valuation process based on the Company's documented procedures.

Because of the inherent uncertainty of valuation, the estimated fair value of the Company's financial instruments may differ significantly from the values that would have been used had a ready market for the financial instruments existed, and the differences could be material to the consolidated financial statements.

*(C) Accounting for Securities:* Purchases and sales of investments are recorded on trade date and realized and unrealized gains and losses are calculated based on identified cost.

The Company has chosen to make a fair value election pursuant to ASC 825-10, *Financial Instruments*, for its securities portfolio. Electing the fair value option allows the Company to record changes in fair value in the Consolidated Statement of Operations, which, in management's view, more appropriately reflects the results of operations for a particular reporting period as all securities activities will be recorded in a similar manner. As such, securities are recorded at fair value on the Consolidated Balance Sheet and the period change in fair value is recorded in current period earnings on the Consolidated Statement of Operations as a component of Change in net unrealized gains (losses) on securities.

*(D) Interest Income:* Coupon interest income on investment securities is accrued based on the outstanding principal balance or notional amount and the current coupon rate on each security. The Company amortizes purchase premiums and accretes purchase discounts on its fixed-income securities. For RMBS that are deemed to be of high credit quality at the time of purchase, premiums and discounts are generally amortized/accreted into interest income over the life of such securities using the effective interest method. An effective yield retroactive to the time of purchase is periodically recomputed based on actual prepayments and changes in projected prepayment activity, and a catch-up adjustment, or "Catch-up Premium Amortization Adjustment," is made to amortization to reflect the cumulative impact of the change in effective yield. For RMBS that are deemed not to be of high credit quality at the time of purchase, interest income is recognized based on the effective interest method. For purposes of determining the effective interest rate, management estimates the future expected cash flows of its investment holdings based on assumptions including, but not limited to, assumptions for future prepayment rates, default rates, and loss severities (each of which may in turn incorporate various macro-economic assumptions, such as future housing prices). These assumptions are re-evaluated not less than quarterly. Principal write-offs are generally treated as realized losses. Changes in projected cash flows, as applied to the current amortized cost of the security, may result in a prospective change in the yield/interest income recognized on such securities.

The Company's accretion of discounts and amortization of premiums on securities for U.S. federal and other tax purposes is likely to differ from the accounting treatment under U.S. GAAP of these items as described above.

*(E) Cash and Cash Equivalents:* Cash and cash equivalents include cash and short term investments with original maturities of three months or less at the date of acquisition. Cash and cash equivalents typically include amounts held in an interest bearing overnight account and amounts held in money market funds, and these balances generally exceed insured limits. The Company holds its cash at institutions that it believes to be highly creditworthy.

*(F) Due from brokers/Due to brokers:* Due from brokers and Due to brokers accounts on the Consolidated Balance Sheet include collateral transferred to or received from counterparties, including clearinghouses, along with receivables and payables for open and/or closed derivative positions.

*(G) Financial Derivatives:* The Company enters into various types of financial derivatives subject to its investment guidelines, which include restrictions associated with maintaining its qualification as a REIT. The Company's financial derivatives are predominantly subject to bilateral collateral arrangements or clearing in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. The Company may be required to deliver or may receive cash or securities as collateral upon entering into derivative transactions. In addition, changes in the relative value of financial derivative transactions may require the Company or the counterparty to post or receive additional collateral. In the case of cleared financial derivatives, the clearinghouse becomes the Company's counterparty and a futures commission merchant acts as intermediary between the Company and the clearinghouse with respect to all facets of the related transaction, including the posting and receipt of required collateral. Collateral received by the Company is reflected on the Consolidated Balance Sheet as "Due to Brokers." Conversely, collateral posted by the Company is reflected as "Due from Brokers" on the Consolidated Balance Sheet. The types of financial derivatives that have been utilized by the Company to date are interest rate swaps, TBAs, swaptions, and futures.

*Swaps:* The Company enters into interest rate swaps. Interest rate swaps are contractual agreements whereby one party pays a floating interest rate on a notional principal amount and receives a fixed-rate payment on the same notional principal, or vice versa, for a fixed period of time. The Company enters into interest rate swap contracts primarily to mitigate interest rate risk. The Company is subject to interest rate risk exposure in the normal course of pursuing its investment objectives.

Swaps change in value with movements in interest rates or total return of the reference securities. During the term of swap contracts, changes in value are recognized as unrealized gains or losses on the Consolidated Statement of Operations. When a contract is terminated, the Company realizes a gain or loss equal to the difference between the proceeds from (or cost of) the closing transaction and the Company's basis in the contract, if any. Periodic payments or receipts required by swap agreements are recorded as unrealized gains or losses when accrued and realized gains or losses when received or paid. Upfront payments paid and/or received by the Company to open swap contracts are recorded as an asset and/or liability on the Consolidated Balance Sheet and are recorded as a realized gain or loss on the termination date.

*TBA Securities:* The Company transacts in the forward settling TBA market. A TBA position is a forward contract for the purchase ("long position") or sale ("short position") of Agency RMBS at a predetermined price, face amount, issuer, coupon, and maturity on an agreed-upon future delivery date. For each TBA contract and delivery month, a uniform settlement date for all market participants is determined by the Securities Industry and Financial Markets Association. The specific Agency RMBS to be delivered into the contract at the settlement date are not known at the time of the transaction. The Company typically does not take delivery of TBAs, but rather enters into offsetting transactions and settles the associated receivable and payable balances with its counterparties. The Company primarily uses TBAs to mitigate interest rate risk, but from time to time it also holds net long positions in certain TBA securities as a means of acquiring exposure to Agency RMBS.

TBAs are accounted for by the Company as financial derivatives. The difference between the contract price and the fair value of the TBA position as of the reporting date is included in Change in net unrealized gains (losses) on financial derivatives in the Consolidated Statement of Operations. Upon settlement of the TBA contract, the realized gain (loss) on the TBA contract is equal to the net cash amount received (paid).

*Options:* The Company enters into swaption contracts. It may purchase or write put, call, straddle, or other similar options contracts. The Company enters into options contracts primarily to help mitigate interest rate risk. When the Company purchases an options contract, the option asset is initially recorded at an amount equal to the premium paid, if any, and is subsequently marked-to-market. Premiums paid for purchasing options contracts that expire unexercised are recognized on the expiration date as realized losses. If an options contract is exercised, the premium paid is subtracted from the proceeds of the sale or added to the cost of the purchase to determine whether the Company has realized a gain or loss on the related investment transaction. When the Company writes an options contract, the option liability is initially recorded at an amount equal to the premium received, if any, and is subsequently marked-to-market. Premiums received for writing options contracts that expire unexercised are recognized on the expiration date as realized gains. If an options contract is exercised, the premium received is subtracted from the cost of the purchase or added to the proceeds of the sale to determine whether the Company has realized a gain or loss on the related investment transaction. When the Company enters into a closing transaction, the Company will realize a gain or loss depending upon whether the amount from the closing transaction is greater or less than the premiums paid or received. In general, the Company's options contracts contain forward-settling premiums. In this case, no money is exchanged upfront; instead, the agreed-upon premium is paid by the buyer upon expiration of the options contract, regardless of whether or not the options contract is exercised. Unrealized gains or (losses) resulting from the options contract being marked-to-market are included in Change in net unrealized gains (losses) on financial derivatives in the Consolidated Statement of Operations. Realized gains or (losses) are included in Realized gains (losses) on financial derivatives in the Consolidated Statement of Operations.

*Futures Contracts:* The Company enters into Eurodollar futures contracts and U.S. Treasury futures contracts. A futures contract is an exchange-traded agreement to buy or sell an asset for a set price on a future date. Initial margin deposits are made upon entering into futures contracts and can be either in the form of cash or securities. During the period the futures contract is open, changes in the value of the contract are recognized as unrealized gains or losses by marking-to-market to reflect the current market value of the contract. Unrealized gains or (losses) are included in Change in net unrealized gains (losses) on financial derivatives in the Consolidated Statement of Operations. Variation margin payments are made or received periodically, depending upon whether unrealized losses or gains are incurred. When the contract is closed, the Company records a realized gain or loss equal to the difference between the proceeds of the closing transaction and the Company's basis in the contract. Realized gains or (losses) are included in Realized gains (losses) on financial derivatives in the Consolidated Statement of Operations.

Financial derivative assets are included in Financial derivatives—assets, at fair value on the Consolidated Balance Sheet while financial derivative liabilities are included in Financial derivatives—liabilities, at fair value on the Consolidated Balance Sheet.

*(H) Repurchase Agreements:* The Company enters into repurchase agreements with third-party broker-dealers, whereby it sells securities under agreements to repurchase at an agreed upon price and date. The Company accounts for repurchase agreements as collateralized borrowings, with the initial sale price representing the amount borrowed, and with the future repurchase price consisting of the amount borrowed plus interest, at the implied interest rate of the repurchase agreement, on the amount borrowed over the term of the repurchase agreement. The interest rate on a repurchase agreement is based on competitive market rates (or competitive market spreads, in the case of agreements with floating interest rates) at the time such agreement is entered into. When the Company enters into a repurchase agreement, the lender establishes and maintains an account containing cash and/or securities having a value not less than the repurchase price, including accrued interest, of the repurchase agreement. Repurchase agreements are carried at their contractual amounts, which approximate fair value due to their short-term nature.

*(I) Reverse Repurchase Agreements:* The Company enters into reverse repurchase agreement transactions with third-party broker-dealers, whereby it purchases securities under agreements to resell at an agreed upon price and date. The interest rate on a reverse repurchase agreement is based on competitive market rates (or competitive market spreads, in the case of agreements with floating interest rates) at the time such agreement is entered into. Reverse repurchase agreements are carried at their contractual amounts, which approximate fair value due to their short-term nature.

Repurchase and reverse repurchase agreements that are conducted with the same counterparty can be reported on a net basis if they meet the requirements of ASC 210-20, *Balance Sheet Offsetting*. There are currently no repurchase and reverse repurchase agreements reported on a net basis in the Company's consolidated financial statements.

*(J) Securities Sold Short:* The Company may purchase or engage in short sales of U.S. Treasury securities to mitigate the potential impact of changes in interest rates on the performance of its portfolio. When the Company sells securities short, it typically satisfies its security delivery settlement obligation by obtaining the security sold short from the same or a different counterparty. The Company generally is required to deliver cash or securities as collateral to the counterparty for the Company's obligation to return the borrowed security.

The Company has chosen to make a fair value election pursuant to ASC 825-10, *Financial Instruments*, for its securities sold short. Electing the fair value option allows the Company to record changes in fair value in the Consolidated Statement of Operations, which, in management's view, more appropriately reflects the results of operations for a particular reporting period as all securities activities will be recorded in a similar manner. As such, securities sold short are recorded at fair value on the Consolidated Balance Sheet and the period change in fair value is recorded in current period earnings on the Consolidated Statement of Operations as a component of Change in net unrealized gains (losses) on securities. A realized gain or loss will be recognized upon the termination of a short sale if the market price is less or greater than the proceeds originally received. Such realized gain or loss is recorded on the Company's Consolidated Statement of Operations in Net realized gains (losses) on securities.

*(K) Offering Costs/Deferred Offering Costs/Underwriters' Discounts:* Offering costs, underwriters' discounts and commissions and fees, are charged against shareholders' equity within Additional paid-in-capital. Offering costs typically include legal, accounting, and other fees associated with the cost of raising equity capital.

*(L) Share Based Compensation:* The Company applies the provisions of ASC 718, *Compensation—Stock Compensation* ("ASC 718"), with regard to its equity incentive plans. ASC 718 covers a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans. ASC 718 requires that compensation cost relating to share-based payment transactions be

recognized in the financial statements. The cost is measured based on the fair value, at the grant date, of the equity or liability instruments issued and is amortized over the vesting period. Restricted shares issued to the Company's independent directors and partially dedicated personnel are participating securities and receive dividends prior to vesting. Fair value for such awards is based on the closing stock price on the New York Stock Exchange at the grant date. The vesting period for restricted share awards is typically one to two years. Shares issued to the Company's independent directors and partially dedicated personnel are subject to tax withholding upon vesting. The Company's independent directors and partially dedicated personnel are permitted to forfeit a portion of their vested shares to pay such withholding tax. Forfeited shares decrease the total number of shares issued and outstanding and are immediately retired upon settlement.

*(M) Dividends:* Dividends payable are recorded on the declaration date.

*(N) Expenses:* Expenses are recognized as incurred on the Consolidated Statement of Operations.

*(O) Earnings Per Share:* In accordance with the provisions of ASC 260, *Earnings per Share*, the Company calculates basic income (loss) per share by dividing net income (loss) for the period by the weighted average of the Company's common shares outstanding for that period. Diluted income (loss) per share takes into account the effect of dilutive instruments, such as share options and warrants, and uses the average share price for the period in determining the number of incremental shares that are to be added to the weighted average number of shares outstanding.

*(P) Share Repurchases:* Common shares that are repurchased by the Company subsequent to issuance decrease the total number of shares issued and outstanding and are immediately retired upon settlement. The cost of such share repurchases is charged against Additional paid-in-capital on the Company's Consolidated Balance Sheet.

*(Q) Income Taxes:* The Company has elected to be taxed as a REIT under Sections 856 to 860 of the Code. As a REIT, the Company is generally not subject to corporate-level federal and state income tax on net income it distributes to its shareholders. To qualify as a REIT, the Company must meet a number of organizational and operational requirements, including the distribution of at least 90% of its annual taxable income to shareholders. Even if the Company qualifies as a REIT, it may be subject to certain federal, state, local and foreign taxes on its income and property and to federal income and excise taxes on its undistributed taxable income. If the Company fails to qualify as a REIT, and does not qualify for certain statutory relief provisions, it will be subject to U.S. federal, state, and local income taxes and may be precluded from qualifying as a REIT for the four taxable years following the year in which the Company fails to qualify as a REIT.

The Company follows the authoritative guidance on accounting for and disclosure of uncertainty on tax positions, which requires management to determine whether a tax position of the Company is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. For uncertain tax positions, the tax benefit to be recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company did not have any unrecognized tax benefits resulting from tax positions related to the current period or to 2016, 2015, or 2014 (its open tax years). In the normal course of business, the Company may be subject to examination by federal, state, local, and foreign jurisdictions, where applicable, for the current period, 2016, 2015, and 2014 (its open tax years). The Company may take positions with respect to certain tax issues which depend on legal interpretation of facts or applicable tax regulations. Should the relevant tax regulators successfully challenge any of such positions, the Company might be found to have a tax liability that has not been recorded in the accompanying consolidated financial statements. Also, management's conclusions regarding the authoritative guidance may be subject to review and adjustment at a later date based on changing tax laws, regulations, and interpretations thereof. There were no amounts accrued for penalties or interest as of or during the periods presented in these consolidated financial statements.

*(R) Recent Accounting Pronouncements:* In February 2015, the FASB issued ASU 2015-02, *Amendments to the Consolidation Analysis* ("ASU 2015-02"). This amends ASC 810, *Consolidation* (ASC "810"), to improve targeted areas of consolidation guidance by simplifying the requirements of consolidation and placing more emphasis on risk of loss when determining a controlling financial interest. ASU 2015-02 is effective for annual periods beginning after December 15, 2016 and interim periods beginning after December 15, 2017 with early adoption permitted. The adoption of ASU 2015-02 is not expected to have a material impact on the Company's consolidated financial statements.

### 3. Mortgage-Backed Securities

The following tables present details of the Company's mortgage-backed securities portfolio at September 30, 2017 and December 31, 2016, respectively. The Company's Agency RMBS include mortgage pass-through certificates and CMOs representing interests in or obligations backed by pools of residential mortgage loans issued or guaranteed by a U.S. government agency or GSE. The non-Agency RMBS portfolio is not issued or guaranteed by the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, or any agency of the U.S. Government and is therefore subject to greater credit risk.

#### By RMBS Type

##### September 30, 2017:

(\$ in thousands)

	Current Principal	Unamortized Premium (Discount)	Amortized Cost	Gross Unrealized		Fair Value	Weighted Average			
				Gains	Losses		Coupon	Yield	Life (Years) <sup>(1)</sup>	
Agency RMBS:										
15-year fixed-rate mortgages	\$ 177,485	\$ 7,971	\$ 185,456	\$ 461	\$ (649)	\$ 185,268	3.38%	2.32%	4.77	
20-year fixed-rate mortgages	9,280	710	9,990	15	(104)	9,901	4.00%	2.57%	6.08	
30-year fixed-rate mortgages	1,342,918	79,278	1,422,196	5,241	(7,298)	1,420,139	3.95%	3.04%	8.16	
Adjustable rate mortgages	25,967	1,518	27,485	26	(453)	27,058	3.79%	2.56%	4.53	
Reverse mortgages	62,055	6,173	68,228	341	(519)	68,050	4.52%	2.78%	6.17	
Interest only securities	n/a	n/a	12,965	450	(1,364)	12,051	4.27%	8.50%	3.16	
<b>Total Agency RMBS</b>	<b>1,617,705</b>	<b>95,650</b>	<b>1,726,320</b>	<b>6,534</b>	<b>(10,387)</b>	<b>1,722,467</b>	<b>3.93%</b>	<b>2.98%</b>	<b>7.37</b>	
Non-Agency RMBS	25,013	(7,205)	17,808	2,905	(113)	20,600	3.27%	8.07%	7.49	
<b>Total RMBS</b>	<b>\$ 1,642,718</b>	<b>\$ 88,445</b>	<b>\$ 1,744,128</b>	<b>\$ 9,439</b>	<b>\$ (10,500)</b>	<b>\$ 1,743,067</b>	<b>3.92%</b>	<b>3.03%</b>	<b>7.37</b>	

(1) Average lives of RMBS are generally shorter than stated contractual maturities. Average lives are affected by the contractual maturities of the underlying mortgages, scheduled periodic payments of principal, and unscheduled prepayments of principal.

##### December 31, 2016:

(\$ in thousands)

	Current Principal	Unamortized Premium (Discount)	Amortized Cost	Gross Unrealized		Fair Value	Weighted Average			
				Gains	Losses		Coupon	Yield	Life (Years) <sup>(1)</sup>	
Agency RMBS:										
15-year fixed-rate mortgages	\$ 141,829	\$ 7,044	\$ 148,873	\$ 405	\$ (915)	\$ 148,363	3.41%	2.19%	4.75	
20-year fixed-rate mortgages	10,488	787	11,275	25	(115)	11,185	4.00%	2.51%	6.33	
30-year fixed-rate mortgages	888,976	59,181	948,157	3,158	(10,858)	940,457	3.99%	2.81%	8.34	
Adjustable rate mortgages	31,656	1,570	33,226	121	(209)	33,138	3.84%	2.37%	4.63	
Reverse mortgages	57,411	5,703	63,114	100	(1,156)	62,058	4.51%	2.61%	6.07	
Interest only securities	n/a	n/a	11,841	1,465	(959)	12,347	3.97%	2.75%	3.11	
<b>Total Agency RMBS</b>	<b>1,130,360</b>	<b>74,285</b>	<b>1,216,486</b>	<b>5,274</b>	<b>(14,212)</b>	<b>1,207,548</b>	<b>3.94%</b>	<b>2.71%</b>	<b>7.24</b>	
Non-Agency RMBS	27,794	(9,526)	18,268	1,550	(372)	19,446	2.93%	7.82%	7.01	
<b>Total RMBS</b>	<b>\$ 1,158,154</b>	<b>\$ 64,759</b>	<b>\$ 1,234,754</b>	<b>\$ 6,824</b>	<b>\$ (14,584)</b>	<b>\$ 1,226,994</b>	<b>3.92%</b>	<b>2.78%</b>	<b>7.24</b>	

(1) Average lives of RMBS are generally shorter than stated contractual maturities. Average lives are affected by the contractual maturities of the underlying mortgages, scheduled periodic payments of principal, and unscheduled prepayments of principal.

## By Estimated Weighted Average Life

As of September 30, 2017:

(\$ in thousands)

Estimated Weighted Average Life <sup>(1)</sup>	Agency RMBS			Agency Interest Only Securities			Non-Agency RMBS		
	Fair Value	Amortized Cost	Weighted Average Coupon	Fair Value	Amortized Cost	Weighted Average Coupon	Fair Value	Amortized Cost	Weighted Average Coupon
Less than three years	\$ 8,486	\$ 8,475	3.91%	\$ 2,796	\$ 3,734	3.90%	\$ —	\$ —	—%
Greater than three years and less than seven years	491,458	492,162	3.95%	9,255	9,231	4.52%	12,272	11,573	4.41%
Greater than seven years and less than eleven years	1,195,882	1,197,990	3.89%	—	—	—%	5,820	3,725	1.83%
Greater than eleven years	14,590	14,728	4.06%	—	—	—%	2,508	2,510	1.87%
<b>Total</b>	<b>\$ 1,710,416</b>	<b>\$ 1,713,355</b>	<b>3.91%</b>	<b>\$ 12,051</b>	<b>\$ 12,965</b>	<b>4.27%</b>	<b>\$ 20,600</b>	<b>\$ 17,808</b>	<b>3.27%</b>

(1) Average lives of RMBS are generally shorter than stated contractual maturities.

As of December 31, 2016:

(\$ in thousands)

Estimated Weighted Average Life <sup>(1)</sup>	Agency RMBS			Agency Interest Only Securities			Non-Agency RMBS		
	Fair Value	Amortized Cost	Weighted Average Coupon	Fair Value	Amortized Cost	Weighted Average Coupon	Fair Value	Amortized Cost	Weighted Average Coupon
Less than three years	\$ 15,009	\$ 14,956	4.43%	\$ 3,748	\$ 4,289	3.56%	\$ —	\$ —	—%
Greater than three years and less than seven years	286,517	286,984	3.87%	8,599	7,552	4.39%	11,316	11,314	3.90%
Greater than seven years and less than eleven years	890,277	899,220	3.96%	—	—	—%	8,130	6,954	1.95%
Greater than eleven years	3,398	3,485	4.00%	—	—	—%	—	—	—%
<b>Total</b>	<b>\$ 1,195,201</b>	<b>\$ 1,204,645</b>	<b>3.94%</b>	<b>\$ 12,347</b>	<b>\$ 11,841</b>	<b>3.97%</b>	<b>\$ 19,446</b>	<b>\$ 18,268</b>	<b>2.93%</b>

(1) Average lives of RMBS are generally shorter than stated contractual maturities.

The following table reflects the components of interest income on the Company's RMBS for the three and nine month periods ended September 30, 2017 and 2016:

(\$ in thousands)	Three Month Period Ended September 30, 2017			Nine Month Period Ended September 30, 2017		
	Coupon Interest	Net Amortization	Interest Income	Coupon Interest	Net Amortization	Interest Income
Agency RMBS	\$ 16,880	\$ (4,646)	\$ 12,234	\$ 43,373	\$ (8,983)	\$ 34,390
Non-Agency RMBS	186	172	358	593	445	1,038
<b>Total</b>	<b>\$ 17,066</b>	<b>\$ (4,474)</b>	<b>\$ 12,592</b>	<b>\$ 43,966</b>	<b>\$ (8,538)</b>	<b>\$ 35,428</b>

  

(\$ in thousands)	Three Month Period Ended September 30, 2016			Nine Month Period Ended September 30, 2016		
	Coupon Interest	Net Amortization	Interest Income	Coupon Interest	Net Amortization	Interest Income
Agency RMBS	\$ 11,917	\$ (5,413)	\$ 6,504	\$ 35,845	\$ (13,504)	\$ 22,341
Non-Agency RMBS	162	336	498	721	953	1,674
<b>Total</b>	<b>\$ 12,079</b>	<b>\$ (5,077)</b>	<b>\$ 7,002</b>	<b>\$ 36,566</b>	<b>\$ (12,551)</b>	<b>\$ 24,015</b>

For the three month periods ended September 30, 2017 and 2016 the Catch-up Premium Amortization Adjustment was \$(0.7) million and \$(1.4) million, respectively. For the nine month periods ended September 30, 2017 and 2016 the Catch-up Premium Amortization Adjustment was \$1.6 million and \$(2.6) million, respectively.

#### 4. Valuation

The following tables present the Company's financial instruments measured at fair value on:

September 30, 2017:

(In thousands)

Description	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
<b>Mortgage-backed securities, at fair value:</b>				
Agency RMBS:				
15-year fixed-rate mortgages	\$ —	\$ 185,268	\$ —	\$ 185,268
20-year fixed-rate mortgages	—	9,901	—	9,901
30-year fixed-rate mortgages	—	1,420,139	—	1,420,139
Adjustable rate mortgages	—	27,058	—	27,058
Reverse mortgages	—	68,050	—	68,050
Interest only securities	—	9,645	2,406	12,051
Non-Agency RMBS	—	9,316	11,284	20,600
<b>Mortgage-backed securities, at fair value</b>	<b>—</b>	<b>1,729,377</b>	<b>13,690</b>	<b>1,743,067</b>
<b>Financial derivatives—assets, at fair value:</b>				
TBAs	—	1,662	—	1,662
Interest rate swaps	—	3,734	—	3,734
Swaptions	—	212	—	212
Futures	542	—	—	542
<b>Total financial derivatives—assets, at fair value</b>	<b>542</b>	<b>5,608</b>	<b>—</b>	<b>6,150</b>
<b>Total mortgage-backed securities and financial derivatives—assets, at fair value</b>	<b>\$ 542</b>	<b>\$ 1,734,985</b>	<b>\$ 13,690</b>	<b>\$ 1,749,217</b>
<b>Liabilities:</b>				
<b>U.S. Treasury securities sold short, at fair value</b>	<b>\$ —</b>	<b>\$ (56,524)</b>	<b>\$ —</b>	<b>\$ (56,524)</b>
<b>Financial derivatives—liabilities, at fair value:</b>				
TBAs	—	(234)	—	(234)
Interest rate swaps	—	(2,934)	—	(2,934)
<b>Total financial derivatives—liabilities, at fair value</b>	<b>—</b>	<b>(3,168)</b>	<b>—</b>	<b>(3,168)</b>
<b>Total U.S. Treasury securities sold short and financial derivatives—liabilities, at fair value</b>	<b>\$ —</b>	<b>\$ (59,692)</b>	<b>\$ —</b>	<b>\$ (59,692)</b>

**December 31, 2016:**

(In thousands)

Description	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
<b>Mortgage-backed securities, at fair value:</b>				
Agency RMBS:				
15-year fixed-rate mortgages	\$ —	\$ 148,363	\$ —	\$ 148,363
20-year fixed-rate mortgages	—	11,185	—	11,185
30-year fixed-rate mortgages	—	940,457	—	940,457
Adjustable rate mortgages	—	33,138	—	33,138
Reverse mortgages	—	62,058	—	62,058
Interest only securities	—	—	12,347	12,347
Non-Agency RMBS	—	12,948	6,498	19,446
<b>Mortgage-backed securities, at fair value</b>	<b>—</b>	<b>1,208,149</b>	<b>18,845</b>	<b>1,226,994</b>
<b>Financial derivatives—assets, at fair value:</b>				
TBAs	—	1,045	—	1,045
Interest rate swaps	—	4,891	—	4,891
Futures	72	—	—	72
<b>Total financial derivatives—assets, at fair value</b>	<b>72</b>	<b>5,936</b>	<b>—</b>	<b>6,008</b>
<b>Total mortgage-backed securities and financial derivatives—assets, at fair value</b>	<b>\$ 72</b>	<b>\$ 1,214,085</b>	<b>\$ 18,845</b>	<b>\$ 1,233,002</b>
<b>Liabilities:</b>				
<b>U.S. Treasury securities sold short, at fair value</b>	<b>\$ —</b>	<b>\$ (74,194)</b>	<b>\$ —</b>	<b>\$ (74,194)</b>
<b>Financial derivatives—liabilities, at fair value:</b>				
TBAs	—	(554)	—	(554)
Interest rate swaps	—	(1,421)	—	(1,421)
<b>Total financial derivatives—liabilities, at fair value</b>	<b>—</b>	<b>(1,975)</b>	<b>—</b>	<b>(1,975)</b>
<b>Total U.S. Treasury securities sold short and financial derivatives—liabilities, at fair value</b>	<b>\$ —</b>	<b>\$ (76,169)</b>	<b>\$ —</b>	<b>\$ (76,169)</b>

The following tables present additional information about the Company's investments which are measured at fair value for which the Company has utilized Level 3 inputs to determine fair value:

**Three month period ended September 30, 2017:**

(In thousands)

	Non-Agency RMBS	Agency RMBS
<b>Beginning balance as of June 30, 2017</b>	<b>\$ 6,450</b>	<b>\$ 2,525</b>
Purchases	2,508	—
Proceeds from sales	—	—
Principal repayments	(260)	—
(Amortization)/accretion, net	100	(277)
Net realized gains (losses)	4	(106)
Change in net unrealized gains (losses)	82	(13)
Transfers:		
Transfers into level 3	2,400	777
Transfers out of level 3	—	(500)
<b>Ending balance as of September 30, 2017</b>	<b>\$ 11,284</b>	<b>\$ 2,406</b>

All amounts of net realized and changes in net unrealized gains (losses) in the table above are reflected in the accompanying Consolidated Statement of Operations. The table above incorporates changes in net unrealized gains (losses) for both Level 3 financial instruments held by the Company at September 30, 2017, as well as Level 3 financial instruments

disposed of by the Company during the three month period ended September 30, 2017. For Level 3 financial instruments held by the Company as of September 30, 2017, change in net unrealized gains (losses) of \$0.3 million and \$(12) thousand, for the three month period ended September 30, 2017 relate to non-Agency RMBS and Agency RMBS, respectively.

As of June 30, 2017, the Company modified its procedures to determine the level within the hierarchy for certain financial instruments. Under the revised procedure, the Company examines financial instruments individually rather than in cohorts of like instruments as it had previously. As of September 30, 2017, the Company transferred \$0.5 million of RMBS from Level 3 to Level 2 and \$3.2 million from Level 2 to Level 3. Transfers between these hierarchy levels were based on the availability of sufficient observable inputs to meet Level 2 versus Level 3 criteria. The level designation of each financial instrument is reassessed at the end of each period.

### Three month period ended September 30, 2016:

<i>(In thousands)</i>	Non-Agency RMBS	Agency RMBS
<b>Beginning balance as of June 30, 2016</b>	\$ 5,208	\$ 7,631
Purchases	—	—
Proceeds from sales	(1,270)	—
Principal repayments	(629)	—
(Amortization)/accretion, net	258	(921)
Net realized gains (losses)	1,079	(156)
Change in net unrealized gains (losses)	(578)	286
Transfers:		
Transfers into level 3	—	—
Transfers out of level 3	—	—
<b>Ending balance as of September 30, 2016</b>	<b>\$ 4,068</b>	<b>\$ 6,840</b>

All amounts of net realized and changes in net unrealized gains (losses) in the table above are reflected in the accompanying Consolidated Statement of Operations. The table above incorporates changes in net unrealized gains (losses) for both Level 3 financial instruments held by the Company at September 30, 2016, as well as Level 3 financial instruments disposed of by the Company during the three month period ended September 30, 2016. For Level 3 financial instruments held by the Company as of September 30, 2016, change in net unrealized gains (losses) of \$0.5 million and \$0.2 million, for the three month period ended September 30, 2016 relate to non-Agency RMBS and Agency RMBS, respectively.

### Nine month period ended September 30, 2017:

<i>(In thousands)</i>	Non-Agency RMBS	Agency RMBS
<b>Beginning balance as of December 31, 2016</b>	\$ 6,498	\$ 12,347
Purchases	4,324	2,621
Proceeds from sales	(2,866)	—
Principal repayments	(675)	—
(Amortization)/accretion, net	236	(2,469)
Net realized gains (losses)	184	(180)
Change in net unrealized gains (losses)	1,009	(1,369)
Transfers:		
Transfers into level 3	4,414	—
Transfers out of level 3	(1,840)	(8,544)
<b>Ending balance as of September 30, 2017</b>	<b>\$ 11,284</b>	<b>\$ 2,406</b>

All amounts of net realized and changes in net unrealized gains (losses) in the table above are reflected in the accompanying Consolidated Statement of Operations. The table above incorporates changes in net unrealized gains (losses) for both Level 3 financial instruments held by the Company at September 30, 2017, as well as Level 3 financial instruments disposed of by the Company during the nine month period ended September 30, 2017. For Level 3 financial instruments held by the Company as of September 30, 2017, change in net unrealized gains (losses) of \$1.4 million and \$(0.3) million, for the nine month period ended September 30, 2017 relate to non-Agency RMBS and Agency RMBS, respectively.

As of June 30, 2017, the Company modified its procedures to determine the level within the hierarchy for certain financial instruments. Under the revised procedure, the Company examines financial instruments individually rather than in cohorts of like instruments as it had previously. As of September 30, 2017, the Company transferred \$10.4 million of RMBS from Level 3 to Level 2 and \$4.4 million of RMBS from Level 2 to Level 3. Transfers between these hierarchy levels were based on the availability of sufficient observable inputs to meet Level 2 versus Level 3 criteria. The level designation of each financial instrument is reassessed at the end of each period.

**Nine month period ended September 30, 2016:**

<i>(In thousands)</i>	<b>Non-Agency RMBS</b>	<b>Agency RMBS</b>
<b>Beginning balance as of December 31, 2015</b>	\$ 4,020	\$ 7,758
Purchases	—	2,965
Proceeds from sales	(1,270)	—
Principal repayments	(1,040)	—
(Amortization)/accretion, net	361	(2,495)
Net realized gains (losses)	1,080	(230)
Change in net unrealized gains (losses)	(722)	(1,158)
Transfers:		
Transfers into level 3	3,366	—
Transfers out of level 3	(1,727)	—
<b>Ending balance as of September 30, 2016</b>	<u>\$ 4,068</u>	<u>\$ 6,840</u>

All amounts of net realized and changes in net unrealized gains (losses) in the table above are reflected in the accompanying Consolidated Statement of Operations. The table above incorporates changes in net unrealized gains (losses) for both Level 3 financial instruments held by the Company as of September 30, 2016, as well as Level 3 financial instruments disposed of by the Company during the nine month period ended September 30, 2016. For Level 3 financial instruments held by the Company as of September 30, 2016, change in net unrealized gains (losses) of \$0.8 million and \$(1.3) million, for the nine month period ended September 30, 2016 relate to non-Agency RMBS and Agency RMBS, respectively.

During the nine month period ended September 30, 2016, the Company transferred \$1.7 million of RMBS from Level 3 to Level 2. These assets were transferred from Level 3 to Level 2 based on an increased volume of observed trading of these and/or similar assets. This increase in observed trading activity led to greater price transparency for these assets, thereby making a Level 2 designation appropriate in the Company's view.

At September 30, 2016, the Company transferred \$3.4 million of RMBS from Level 2 to Level 3. Since December 31, 2015, these securities exhibited indications of a reduced level of price transparency. Examples of such indications include wider spreads and/or higher delinquencies relative to similar securities and a reduction in observable transactions or executable quotes involving these and similar securities.

There were no transfers of financial instruments between Levels 1 and 2 of the fair value hierarchy during the three or nine month periods ended September 30, 2017 or 2016.

The following tables identify the significant unobservable inputs that affect the valuation of the Company's Level 3 assets and liabilities as of September 30, 2017 and December 31, 2016:

**September 30, 2017:**

Description	Fair Value	Valuation Technique	Significant Unobservable Input	Range		Weighted Average <sup>(1)</sup>
				Min	Max	
<i>(In thousands)</i>						
Non-Agency RMBS	\$ 6,761	Market quotes	Non-Binding Third-Party Valuation	\$ 57.99	\$ 94.56	\$ 82.02
Non-Agency RMBS	4,523	Discounted Cash Flows	Yield	4.4%	5.6%	4.9%
			Projected Collateral Prepayments	19.3%	48.9%	29.0%
			Projected Collateral Losses	1.4%	21.2%	13.4%
			Projected Collateral Recoveries	9.1%	12.7%	12.0%
			Projected Collateral Scheduled Amortization	40.6%	46.7%	45.6%
						100.0%
Agency RMBS–Interest Only Securities	413	Market quotes	Non-Binding Third-Party Valuation	\$ 8.13	\$ 8.13	\$ 8.13
Agency RMBS–Interest Only Securities	1,993	Option Adjusted Spread ("OAS")	LIBOR OAS <sup>(2)</sup>	92	1,637	833
			Projected Collateral Prepayments	52.1%	87.6%	70.7%
			Projected Collateral Scheduled Amortization	12.4%	47.9%	29.3%
						100.0%

(1) Averages are weighted based on the fair value of the related instrument.

(2) Shown in basis points.

**December 31, 2016:**

Description	Fair Value	Valuation Technique	Significant Unobservable Input	Range		Weighted Average <sup>(1)</sup>
				Min	Max	
<i>(In thousands)</i>						
Non-Agency RMBS	\$ 652	Discounted Cash Flows	Yield	30.6%	30.6%	30.6%
Non-Agency RMBS			Projected Collateral Prepayments	49.0%	49.0%	49.0%
			Projected Collateral Losses	1.0%	1.0%	1.0%
			Projected Collateral Recoveries	3.3%	3.3%	3.3%
			Projected Collateral Scheduled Amortization	46.7%	46.7%	46.7%
						100.0%
Non-Agency RMBS	5,846	Market quotes	Non-Binding Third-Party Valuation	\$ 46.40	\$ 63.29	\$ 56.49
Agency RMBS–Interest Only Securities	8,784	Market quotes	Non-Binding Third-Party Valuation	\$ 3.94	\$ 21.56	\$ 13.96
Agency RMBS–Interest Only Securities	3,563	Option Adjusted Spread ("OAS")	LIBOR OAS <sup>(2)</sup>	103	1,147	468
			Projected Collateral Prepayments	51.1%	85.4%	70.9%
			Projected Collateral Scheduled Amortization	14.6%	48.9%	29.1%
						100.0%

- (1) Averages are weighted based on the fair value of the related instrument.  
(2) Shown in basis points.

Third-party non-binding valuations are validated by comparing such valuations to internally generated prices based on the Company's models and to recent trading activity in the same or similar instruments. For those instruments valued using discounted cash flows, collateral prepayments, losses, recoveries, and scheduled amortization are projected over the remaining life of the collateral and expressed as a percentage of the collateral's current principal balance. For those assets valued using the LIBOR Option Adjusted Spread, or "OAS," valuation methodology, cash flows are projected using the Company's models over multiple interest rate scenarios, and these projected cash flows are then discounted using the LIBOR rates implied by each interest rate scenario. The LIBOR OAS of an asset is then computed as the unique constant yield spread that, when added to all LIBOR rates in each interest rate scenario generated by the model, will equate (a) the expected present value of the projected asset cash flows over all model scenarios to (b) the actual current market price of the asset. LIBOR OAS is therefore model-dependent. Generally speaking, LIBOR OAS measures the additional yield spread over LIBOR that an asset provides at its current market price after taking into account any interest rate options embedded in the asset.

Material changes in any of the inputs above in isolation could result in a significant change to reported fair value measurements. Fair value measurements are impacted by the interrelationships of these inputs. For example, a higher expectation of collateral prepayments will generally result in a lower expectation of collateral losses. Conversely, higher losses will generally result in lower prepayments.

The following table summarizes the estimated fair value of all other financial instruments not included in the disclosures above as of September 30, 2017 and December 31, 2016:

<i>(In thousands)</i>	September 30, 2017		December 31, 2016	
	Fair Value	Carrying Value	Fair Value	Carrying Value
<b>Other financial instruments</b>				
<b>Assets:</b>				
Cash and cash equivalents	\$ 50,271	\$ 50,271	\$ 33,504	\$ 33,504
Due from brokers	41,821	41,821	49,518	49,518
Reverse repurchase agreements	56,875	56,875	75,012	75,012
<b>Liabilities:</b>				
Repurchase agreements	1,642,313	1,642,313	1,197,973	1,197,973
Due to brokers	787	787	1,055	1,055

Cash and cash equivalents includes cash held in an interest bearing overnight account for which fair value equals the carrying value and cash held in money market accounts which are liquid in nature and for which fair value equals the carrying value; such assets are considered Level 1 assets. Due from brokers and Due to brokers include collateral transferred to or received from counterparties, along with receivables and payables for open and/or closed derivative positions. These receivables and payables are short term in nature and any collateral transferred consists primarily of cash; fair value of these items approximates carrying value and such items are considered Level 1 assets and liabilities. The Company's repurchase and reverse repurchase agreements are carried at cost, which approximates fair value due to their short term nature. Repurchase agreements and reverse repurchase agreements are classified as Level 2 assets and liabilities based on the adequacy of the collateral and their short term nature.

## 5. Financial Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. Specifically, the Company's primary source of financing is repurchase agreements and the Company enters into financial derivative and other instruments to manage exposure to variable cash flows on portions of its borrowings under those repurchase agreements. Since the interest rates on repurchase agreements typically change with market interest rates such as LIBOR, the Company is exposed to constantly changing interest rates, which accordingly affects cash flows associated with the Company's borrowings. To mitigate the effect of changes in these interest rates and their related cash flows, the Company may enter into a variety of derivative contracts, including interest rate swaps, swaptions, and TBAs. Additionally, from time to time, the Company may use short positions in U.S. Treasury securities to mitigate its interest rate risk.

The following table details the fair value of the Company's holdings of financial derivatives as of September 30, 2017 and December 31, 2016:

	September 30, 2017	December 31, 2016
	<i>(In thousands)</i>	
<b>Financial derivatives—assets, at fair value:</b>		
TBA securities purchase contracts	\$ 29	\$ 96
TBA securities sale contracts	1,633	949
Fixed payer interest rate swaps	3,121	4,198
Fixed receiver interest rate swaps	613	693
Swaptions	212	—
Futures	542	72
<b>Total financial derivatives—assets, at fair value</b>	<b>6,150</b>	<b>6,008</b>
<b>Financial derivatives—liabilities, at fair value:</b>		
TBA securities purchase contracts	(204)	—
TBA securities sale contracts	(30)	(554)
Fixed payer interest rate swaps	(2,934)	(1,421)
<b>Total financial derivatives—liabilities, at fair value</b>	<b>(3,168)</b>	<b>(1,975)</b>
<b>Total</b>	<b>\$ 2,982</b>	<b>\$ 4,033</b>

#### *Interest Rate Swaps*

The following tables provide information about the Company's fixed payer interest rate swaps as of September 30, 2017 and December 31, 2016:

#### **September 30, 2017:**

Maturity	Notional Amount	Fair Value	Weighted Average		Remaining Years to Maturity
			Pay Rate	Receive Rate	
	<i>(In thousands)</i>				
2017	\$ 4,750	\$ (1)	1.11%	1.18%	0.13
2018	65,990	268	0.97	1.31	0.68
2019	19,540	42	1.41	1.33	1.76
2020	119,900	210	1.56	1.30	2.60
2021	131,400	(646)	1.88	1.31	3.66
2022	71,044	(254)	1.95	1.31	4.70
2023	54,200	91	1.93	1.29	5.72
2024	8,900	5	1.99	1.30	6.51
2025	15,322	98	2.04	1.31	7.38
2026	40,885	1,938	1.63	1.31	8.96
2027	73,416	(294)	2.26	1.31	9.70
2043	12,380	(1,270)	2.99	1.24	25.63
<b>Total</b>	<b>\$ 617,727</b>	<b>\$ 187</b>	<b>1.77%</b>	<b>1.30%</b>	<b>4.99</b>

December 31, 2016:

Maturity	Notional Amount	Fair Value	Weighted Average		
			Pay Rate	Receive Rate	Remaining Years to Maturity
<i>(In thousands)</i>					
2017	\$ 74,750	\$ (258)	1.21%	0.92%	0.59
2018	65,990	193	0.97	0.89	1.43
2019	4,200	57	0.96	0.88	2.60
2020	79,500	554	1.48	0.89	3.32
2021	19,300	99	1.83	0.93	4.92
2022	13,044	172	1.75	0.89	5.68
2023	54,200	514	1.93	0.89	6.47
2024	8,900	87	1.99	0.85	7.26
2025	15,322	123	2.04	0.89	8.13
2026	46,435	2,306	1.72	0.91	9.74
2043	12,380	(1,070)	2.99	0.89	26.38
Total	\$ 394,021	\$ 2,777	1.53%	0.90%	4.82

The following tables provide information about the Company's fixed receiver interest rate swaps as of September 30, 2017 and December 31, 2016.

September 30, 2017:

Maturity	Notional Amount	Fair Value	Weighted Average		
			Pay Rate	Receive Rate	Remaining Years to Maturity
<i>(In thousands)</i>					
2025	\$ 9,700	\$ 613	1.30%	3.00%	7.79
Total	\$ 9,700	\$ 613	1.30%	3.00%	7.79

December 31, 2016:

Maturity	Notional Amount	Fair Value	Weighted Average		
			Pay Rate	Receive Rate	Remaining Years to Maturity
<i>(In thousands)</i>					
2025	\$ 9,700	\$ 693	0.88%	3.00%	8.54
Total	\$ 9,700	\$ 693	0.88%	3.00%	8.54

#### Interest Rate Swaptions

The following tables provide information about the Company's swaptions as of September 30, 2017. The Company did not hold any interest rate swaptions as of December 31, 2016.

September 30, 2017:

Type	Option		Underlying Swap			
	Fair Value	Months to Expiration	Notional Amount	Term (Years)	Fixed Rate	
<i>(\$ in thousands)</i>						
Fixed Payer	\$ 212	10.1	\$ 10,000	10	2.40%	

## Futures

The following table provides information about the Company's short positions in futures as of September 30, 2017 and December 31, 2016.

### September 30, 2017:

Description	Notional Amount	Fair Value	Remaining Months to Expiration
<i>(\$ in thousands)</i>			
U.S. Treasury Futures	\$ (25,800)	\$ 542	2.67

### December 31, 2016:

Description	Notional Amount	Fair Value	Remaining Months to Expiration
<i>(\$ in thousands)</i>			
U.S. Treasury Futures	\$ (26,700)	\$ 71	2.70
Eurodollar Futures	(9,000)	1	5.59

## TBAs

The Company transacts in the forward settling TBA market. Pursuant to these TBA transactions, the Company agrees to purchase or sell, for future delivery, Agency RMBS with certain principal and interest terms and certain types of underlying collateral, but the particular Agency RMBS to be delivered is not identified until shortly before the TBA settlement date. TBAs are liquid and have quoted market prices and represent the most actively traded class of MBS. The Company primarily uses TBAs to mitigate interest rate risk, typically in the form of short positions. However, from time to time, the Company also invests in TBAs as a means of acquiring additional exposure to Agency RMBS, or for speculative purposes, including holding long positions. Overall, the Company typically holds a net short position.

The Company does not generally take delivery of TBAs; rather, it settles the associated receivable and payable with its trading counterparties on a net basis. Transactions with the same counterparty for the same TBA that result in a reduction of the position are treated as extinguished.

As of September 30, 2017 and December 31, 2016, the Company had outstanding contracts to purchase ("long positions") and sell ("short positions") TBA securities as follows:

TBA Securities	September 30, 2017				December 31, 2016			
	Notional Amount <sup>(1)</sup>	Cost Basis <sup>(2)</sup>	Market Value <sup>(3)</sup>	Net Carrying Value <sup>(4)</sup>	Notional Amount <sup>(1)</sup>	Cost Basis <sup>(2)</sup>	Market Value <sup>(3)</sup>	Net Carrying Value <sup>(4)</sup>
<i>(In thousands)</i>								
Purchase contracts:								
Assets	\$ 23,549	\$ 25,153	\$ 25,182	\$ 29	\$ 49,138	\$ 49,774	\$ 49,870	\$ 96
Liabilities	82,255	85,698	85,494	(204)	—	—	—	—
	105,804	110,851	110,676	(175)	49,138	49,774	49,870	96
Sale contracts:								
Assets	(607,775)	(634,557)	(632,924)	1,633	(281,655)	(298,807)	(297,858)	949
Liabilities	(93,430)	(99,947)	(99,977)	(30)	(183,381)	(189,694)	(190,248)	(554)
	(701,205)	(734,504)	(732,901)	1,603	(465,036)	(488,501)	(488,106)	395
Total TBA securities, net	\$ (595,401)	\$ (623,653)	\$ (622,225)	\$ 1,428	\$ (415,898)	\$ (438,727)	\$ (438,236)	\$ 491

(1) Notional amount represents the principal balance of the underlying Agency RMBS.

(2) Cost basis represents the forward price to be paid (received) for the underlying Agency RMBS.

(3) Market value represents the current market value of the underlying Agency RMBS (on a forward delivery basis) as of period end.

(4) Net carrying value represents the difference between the market value of the TBA contract as of period end and the cost basis and is reported in Financial derivatives-assets at fair value and Financial derivatives-liabilities at fair value on the Consolidated Balance Sheet.

The tables below details the average notional values of the Company's financial derivatives, using absolute value of month end notional values, for the nine month period ended September 30, 2017 and the year ended December 31, 2016:

Derivative Type	Nine Month Period Ended September 30, 2017		Year Ended December 31, 2016	
	<i>(In thousands)</i>			
Interest rate swaps	\$	526,807	\$	451,847
TBAs		728,336		488,075
Futures		31,380		22,085
Swaptions		3,000		—

Gains and losses on the Company's financial derivatives for the three and nine month periods ended September 30, 2017 and 2016 are summarized in the tables below:

Three Month Period Ended September 30, 2017						
Derivative Type	Net Realized Gains (Losses) on Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) Other Than Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) on Financial Derivatives	Change in Net Unrealized Gains (Losses) on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) Other Than on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) on Financial Derivatives
<i>(In thousands)</i>						
Interest rate swaps	\$ 957	\$ (76)	\$ 881	\$ (1,657)	\$ 808	\$ (849)
Swaptions		—	—		(37)	(37)
TBAs		(3,475)	(3,475)		(179)	(179)
Futures		(387)	(387)		376	376
Total	\$ 957	\$ (3,938)	\$ (2,981)	\$ (1,657)	\$ 968	\$ (689)

Three Month Period Ended September 30, 2016						
Derivative Type	Net Realized Gains (Losses) on Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) Other Than Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) on Financial Derivatives	Change in Net Unrealized Gains (Losses) on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) Other Than on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) on Financial Derivatives
<i>(In thousands)</i>						
Interest rate swaps	\$ (241)	\$ (1,089)	\$ (1,330)	\$ (385)	\$ 3,071	\$ 2,686
TBAs		(2,591)	(2,591)		521	521
Futures		1	1		8	8
Total	\$ (241)	\$ (3,679)	\$ (3,920)	\$ (385)	\$ 3,600	\$ 3,215

Nine Month Period Ended September 30, 2017						
Derivative Type	Net Realized Gains (Losses) on Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) Other Than Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) on Financial Derivatives	Change in Net Unrealized Gains (Losses) on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) Other Than on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) on Financial Derivatives
<i>(In thousands)</i>						
Interest rate swaps	\$ 7	\$ (71)	\$ (64)	\$ (1,801)	\$ (870)	\$ (2,671)
Swaptions		—	—		(37)	(37)
TBAs		(9,363)	(9,363)		936	936
Futures		(1,028)	(1,028)		470	470
Total	\$ 7	\$ (10,462)	\$ (10,455)	\$ (1,801)	\$ 499	\$ (1,302)

**Nine Month Period Ended September 30, 2016**

Derivative Type	Net Realized Gains (Losses) on Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) Other Than Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) on Financial Derivatives	Change in Net Unrealized Gains (Losses) on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) Other Than on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) on Financial Derivatives
<i>(In thousands)</i>						
Interest rate swaps	\$ (3,421)	\$ (10,040)	\$ (13,461)	\$ 336	\$ (5,621)	\$ (5,285)
TBAs		(8,065)	(8,065)		(486)	(486)
Futures		3	3		(21)	(21)
Total	<u>\$ (3,421)</u>	<u>\$ (18,102)</u>	<u>\$ (21,523)</u>	<u>\$ 336</u>	<u>\$ (6,128)</u>	<u>\$ (5,792)</u>

From time to time, the Company uses short positions in U.S. Treasury positions as a component of its interest rate hedging portfolio. As of September 30, 2017, the Company held short positions in U.S. Treasury securities, with a principal amount of \$56.9 million and a fair value of \$56.5 million. As of December 31, 2016, the Company held short positions in U.S. Treasury securities, with a principal amount of \$78.6 million and a fair value of \$74.2 million. Such securities are included on the Company's Consolidated Balance Sheet under the caption U.S. Treasury securities sold short, at fair value.

## 6. Borrowings under Repurchase Agreements

The Company enters into repurchase agreements. A repurchase agreement involves the sale of an asset to a counterparty together with a simultaneous agreement to repurchase the transferred asset or similar asset from such counterparty at a future date. The Company accounts for its repurchase agreements as collateralized borrowings, with the transferred assets effectively serving as collateral for the related borrowing. The Company's repurchase agreements typically range in term from 30 to 180 days. The principal economic terms of each repurchase agreement—such as loan amount, interest rate, and maturity date—are typically negotiated on a transaction-by-transaction basis. Other terms and conditions, such as relating to events of default, are typically governed under the Company's master repurchase agreements. Absent an event of default, the Company maintains beneficial ownership of the transferred securities during the term of the repurchase agreement and receives the related principal and interest payments. Interest rates on these borrowings are generally fixed based on prevailing rates corresponding to the terms of the borrowings, and interest is paid at the termination of the repurchase agreement at which time the Company may enter into a new repurchase agreement at prevailing market rates with the same counterparty, repay that counterparty and possibly negotiate financing terms with a different counterparty, or choose to no longer finance the related asset. In response to a decline in the fair value of the transferred securities, whether as a result of changes in market conditions, security paydowns, or other factors, repurchase agreement counterparties will typically make a margin call, whereby the Company will be required to post additional securities and/or cash as collateral with the counterparty in order to re-establish the agreed-upon collateralization requirements. In the event of increases in fair value of the transferred securities, the Company generally can require the counterparty to post collateral with it in the form of cash or securities. The Company is generally permitted to sell or re-pledge any securities posted by the counterparty as collateral; however, upon termination of the repurchase agreement, or other circumstance in which the counterparty is no longer required to post such margin, the Company must return to the counterparty the same security that had been posted. The contractual amount (loan amount) of the Company's repurchase agreements approximates fair value, based on the short-term nature of the debt and the adequacy of the collateral.

At any given time, the Company seeks to have its outstanding borrowings under repurchase agreements with several different counterparties in order to reduce the exposure to any single counterparty. As of September 30, 2017 and December 31, 2016, the Company had outstanding borrowings under repurchase agreements with fifteen and thirteen counterparties, respectively.

The following table details the Company's outstanding borrowings under repurchase agreements as of September 30, 2017 and December 31, 2016:

Remaining Days to Maturity	September 30, 2017			December 31, 2016		
	Borrowings Outstanding	Weighted Average		Borrowings Outstanding	Weighted Average	
		Interest Rate	Remaining Days to Maturity		Interest Rate	Remaining Days to Maturity
	<i>(In thousands)</i>					
30 days or less	\$ 475,779	1.33%	17	\$ 545,817	0.80%	19
31-60 days	950,188	1.31	45	304,398	0.91	45
61-90 days	212,389	1.36	75	299,081	0.98	74
91-120 days	2,051	1.40	104	1,050	0.88	109
121-150 days	—	—	—	12,428	0.97	135
151-180 days	1,906	1.45	166	35,199	1.05	164
<b>Total</b>	<b>\$ 1,642,313</b>	<b>1.32%</b>	<b>41</b>	<b>\$ 1,197,973</b>	<b>0.88%</b>	<b>45</b>

Repurchase agreements involving underlying investments that the Company sold prior to period end, for settlement following period end, are shown using their original maturity dates even though such repurchase agreements may be expected to be terminated early upon settlement of the sale of the underlying investment.

As of September 30, 2017 and December 31, 2016, the fair value of RMBS transferred as collateral under outstanding borrowings under repurchase agreements was \$1.7 billion and \$1.2 billion, respectively. Collateral transferred under outstanding borrowings as of September 30, 2017 includes RMBS in the amount of \$12.8 million that were sold prior to period end but for which such sale had not yet settled. Collateral transferred under outstanding borrowings as of December 31, 2016 includes RMBS in the amount of \$33.5 million that were sold prior to year end but for which such sale had not yet settled. In addition the Company posted net cash collateral of \$15.0 million and additional securities with a fair value of \$2.6 million as of September 30, 2017 as a result of margin calls from various counterparties. The Company posted net cash collateral of \$42.2 million and additional securities with a fair value of \$0.5 million as of December 31, 2016 as a result of margin calls from various counterparties.

Amount at risk represents the excess, if any, for each counterparty of the fair value of collateral held by such counterparty over the amounts outstanding under repurchase agreements. The following table reflects counterparties for which the amounts at risk relating to our repurchase agreements was greater than 10% of shareholders' equity as of December 31, 2016. There was no counterparty for which the amount at risk was greater than 10% of shareholders' equity as of September 30, 2017.

#### December 31, 2016:

Counterparty	Amount at Risk <sup>(1)</sup>	Weighted Average Remaining Days to Maturity	Percentage of Shareholders' Equity
	<i>(In thousands)</i>		
J.P. Morgan Securities Inc.	\$ 15,077	58	10.6%

(1) Amounts at risk exclude, in aggregate, \$0.6 million of net accrued interest, defined as accrued interest on securities held as collateral less interest payable on cash borrowed.

#### 7. Offsetting of Assets and Liabilities

The Company records financial instruments at fair value as described in Note 2. All financial instruments are recorded on a gross basis on the Consolidated Balance Sheet. In connection with its financial derivatives, repurchase agreements, and related trading agreements, the Company and its counterparties are required to pledge collateral. Cash or other collateral is exchanged as required with each of the Company's counterparties in connection with open derivative positions and repurchase agreements.

The following tables present information about certain assets and liabilities representing financial instruments as of September 30, 2017 and December 31, 2016. The Company has not previously entered into master netting agreements with any of its counterparties. Certain of the Company's repurchase and reverse repurchase agreements and financial derivative transactions are governed by underlying agreements that generally provide a right of offset in the event of default or in the event of a bankruptcy of either party to the transaction.

**September 30, 2017:**

Description	Amount of Assets (Liabilities) Presented in the Consolidated Balance Sheet <sup>(1)</sup>	Financial Instruments Available for Offset	Financial Instruments Transferred or Pledged as Collateral <sup>(2)(3)</sup>	Cash Collateral (Received) Pledged <sup>(2)(3)</sup>	Net Amount
<i>(In thousands)</i>					
<b>Assets:</b>					
Financial derivatives—assets	\$ 6,150	\$ (2,428)	\$ —	\$ (48)	\$ 3,674
Reverse repurchase agreements	56,875	(56,875)	—	—	—
<b>Liabilities:</b>					
Financial derivatives—liabilities	(3,168)	2,428	—	740	—
Repurchase agreements	(1,642,313)	56,875	1,570,452	14,986	—

- (1) In the Company's Consolidated Balance Sheet, all balances associated with the repurchase agreements and financial derivatives are presented on a gross basis.
- (2) For the purpose of this presentation, for each row the total amount of financial instruments transferred or pledged and cash collateral (received) or pledged may not exceed the applicable gross amount of assets or (liabilities) as presented here. Therefore, the Company has reduced the amount of financial instruments transferred or pledged as collateral related to the Company's repurchase agreements and cash collateral pledged on the Company's financial derivative assets and liabilities. Total financial instruments transferred or pledged as collateral on the Company's repurchase agreements as of September 30, 2017 were \$1.71 billion. As of September 30, 2017 total cash collateral on financial derivative assets and liabilities excludes \$25.0 million and \$0.6 million, respectively of net excess cash collateral.
- (3) When collateral is pledged to or pledged by a counterparty, it is often pledged or posted with respect to all positions with such counterparty, and in such cases such collateral cannot be specifically identified as relating to a specific asset or liability. As a result, in preparing the above table, the Company has made assumptions in allocating pledged or posted collateral among the various rows.

**December 31, 2016:**

Description	Amount of Assets (Liabilities) Presented in the Consolidated Balance Sheet <sup>(1)</sup>	Financial Instruments Available for Offset	Financial Instruments Transferred or Pledged as Collateral <sup>(2)(3)</sup>	Cash Collateral (Received) Pledged <sup>(2)(3)</sup>	Net Amount
<i>(In thousands)</i>					
<b>Assets:</b>					
Financial derivatives—assets	\$ 6,008	\$ (1,346)	\$ —	\$ (50)	\$ 4,612
Reverse repurchase agreements	75,012	(75,012)	—	—	—
<b>Liabilities:</b>					
Financial derivatives—liabilities	(1,975)	1,346	—	555	(74)
Repurchase agreements	(1,197,973)	75,012	1,080,786	42,175	—

- (1) In the Company's Consolidated Balance Sheet, all balances associated with the repurchase agreements and financial derivatives are presented on a gross basis.
- (2) For the purpose of this presentation, for each row the total amount of financial instruments transferred or pledged and cash collateral (received) or pledged may not exceed the applicable gross amount of assets or (liabilities) as presented here. Therefore the Company has reduced the amount of financial instruments transferred or pledged as collateral related to the Company's repurchase agreements and cash collateral pledged on the Company's financial derivative assets and liabilities. Total financial instruments transferred or pledged as collateral on the Company's repurchase agreements as of December 31, 2016 were \$1.22 billion. As of December 31, 2016 total cash collateral on financial derivative assets and liabilities excludes \$4.6 million and \$0.1 million, respectively of net excess cash collateral.
- (3) When collateral is pledged to or pledged by a counterparty, it is often pledged or posted with respect to all positions with such counterparty, and in such cases such collateral cannot be specifically identified as relating to a specific asset or liability. As a result, in preparing the above table, the Company has made assumptions in allocating pledged or posted collateral among the various rows.

## 8. Earnings Per Share

Basic earnings per share, or "EPS," is calculated by dividing net income (loss) for the period by the weighted average of the Company's common shares outstanding for the period. Diluted EPS takes into account the effect of outstanding dilutive instruments, such as share options and warrants, if any, and uses the average share price for the period in determining the number of incremental shares that are to be added to the weighted average number of shares outstanding. As of September 30, 2017 and 2016, the Company did not have any dilutive instruments outstanding.

The following table presents a reconciliation of the earnings/(losses) and shares used in calculating basic EPS for the three and nine month periods ended September 30, 2017 and 2016:

<i>(In thousands except for share amounts)</i>	<b>Three Month Period Ended September 30, 2017</b>	<b>Three Month Period Ended September 30, 2016</b>	<b>Nine Month Period Ended September 30, 2017</b>	<b>Nine Month Period Ended September 30, 2016</b>
<b>Numerator:</b>				
Net income	\$ 6,340	\$ 6,626	\$ 9,996	\$ 9,895
<b>Denominator:</b>				
Basic and diluted weighted average shares outstanding	13,136,106	9,119,111	11,017,363	9,119,164
Basic and Diluted Earnings Per Share	\$ 0.48	\$ 0.73	\$ 0.91	\$ 1.09

## 9. Related Party Transactions

### Management Agreement

The Company is party to the Management Agreement, which provided for an initial term through September 24, 2017, and has been, and will continue to be, renewed automatically each year thereafter for an additional one-year period, subject to certain termination rights. The Company is externally managed and advised by the Manager. Pursuant to the terms of the Management Agreement, the Manager provides the Company with its management team, including its officers, and appropriate support personnel. The Company does not have any employees. The Manager is responsible for the day-to-day operations of the Company.

The Manager receives an annual management fee in an amount equal to 1.50% per annum of shareholders' equity (as defined in the Management Agreement) as of the end of each fiscal quarter (before deductions for any management fee with respect to such fiscal period). The management fee is payable quarterly in arrears. For the three month periods ended September 30, 2017 and 2016, the total management fee incurred was \$0.7 million and \$0.5 million, respectively. For the nine month periods ended September 30, 2017 and 2016, the total management fee incurred was \$2.0 million and \$1.6 million.

### Services Agreement

The Manager and EMG are parties to a services agreement, pursuant to which EMG is required to provide to the Manager sufficient personnel, services, and resources to enable the Manager to carry out its obligations and responsibilities under the Management Agreement. The Company is a named third-party beneficiary to the services agreement and, as a result, has, as a non-exclusive remedy, a direct right of action against EMG in the event of any breach by the Manager of any of its duties, obligations, or agreements under the Management Agreement that arise out of or result from any breach by EMG of its obligations under the services agreement. The services agreement will terminate upon the termination of the Management Agreement. Pursuant to the services agreement, the Manager makes certain payments to EMG in connection with the services provided. The Manager and EMG have overlapping ownership and are under common control.

### Expense Reimbursement

Under the terms of the Management Agreement, the Company is required to reimburse the Manager for operating expenses related to the Company that are incurred by the Manager, including expenses relating to legal, accounting, due diligence, other services, and all other costs and expenses. The Company's reimbursement obligation is not subject to any dollar limitation. Expenses will be reimbursed in cash within 60 days following delivery of the expense statement by the Manager; provided, however, that such reimbursement may be offset by the Manager against amounts due to the Company from the Manager. The Company will not reimburse the Manager for the salaries and other compensation of the Manager's personnel except that the Company will be responsible for expenses incurred by the Manager in employing certain dedicated or partially dedicated personnel as further described below.

The Company reimburses the Manager for the allocable share of the compensation, including, without limitation, wages, salaries, and employee benefits paid or reimbursed, as approved by the Compensation Committee of the Board of Trustees, to

certain dedicated or partially dedicated personnel who spend all or a portion of their time managing the Company's affairs, based upon the percentage of time devoted by such personnel to the Company's affairs. In their capacities as officers or personnel of the Manager or its affiliates, such personnel will devote such portion of their time to the Company's affairs as is necessary to enable the Company to operate its business.

For the nine month periods ended September 30, 2017 and 2016 the Company reimbursed the Manager \$1.6 million and \$1.5 million, respectively, for previously incurred operating and compensation expenses.

#### **Termination Fee**

The Management Agreement requires the Company to pay a termination fee to the Manager in the event of (1) the Company's termination or non-renewal of the Management Agreement without cause or (2) the Manager's termination of the Management Agreement upon a default by the Company in the performance of any material term of the Management Agreement. Such termination fee will be equal to 5% of Shareholders' Equity, as defined in the Management Agreement as of the month-end preceding the date of the notice of termination or non-renewal of the Management Agreement.

#### **Registration Rights Agreement**

The Company is a party to a registration rights agreement with an affiliate of EMG and with the Blackstone Tactical Opportunities Funds (the "Blackstone Funds") pursuant to which the Company has granted its initial investors and each of their permitted transferees and other holders of the Company's "registrable common shares" (as such term is defined in the registration rights agreement) who become parties to the registration rights agreement with certain demand and/or piggy-back registration and shelf takedown rights.

### **10. Capital**

The Company has authorized 500,000,000 common shares, \$0.01 par value per share, and 100,000,000 preferred shares, \$0.01 par value per share. The Board of Trustees may authorize the issuance of additional shares of either class. As of September 30, 2017 and December 31, 2016, there were 13,335,804 and 9,130,897 common shares outstanding, respectively. No preferred shares have been issued.

During each of the three month periods ended September 30, 2017 and 2016, the Board of Directors authorized dividends totaling \$0.40 per share. Total dividends declared during the three month periods ended September 30, 2017 and 2016 were \$5.3 million and \$3.7 million, respectively. During the nine month periods ended September 30, 2017 and 2016, the Board of Directors authorized dividends totaling \$1.20 per share and \$1.25 per share, respectively. Total dividends declared during the nine month periods ended September 30, 2017 and 2016 were \$13.9 million, and \$11.4 million, respectively.

On May 15, 2017, the Company completed a follow-on offering of 3,000,000 of its common shares. The offering generated net proceeds, after underwriters' discounts and offering costs, in the amount of \$41.8 million. On June 7, 2017 the Company issued an additional 230,000 common shares in connection with the partial exercise of the underwriters' option to purchase up to 15% of the common shares that the Company issued in the initial offering, which closed on May 15, 2017. The exercise of the underwriters' option resulted in net proceeds to the Company of an additional \$3.2 million, after underwriters' discount and offering costs.

On June 26, 2017, the Company entered into equity distribution agreements with third party sales agents under which the Company is authorized to offer and sell common shares from time to time with a maximum aggregate gross offering price of up to \$100.0 million. During the three month period ended September 30, 2017, the Company issued 958,230 common shares under the agreements, generating net proceeds of \$13.9 million, after third party agent commissions and fees of \$0.2 million. During the nine month period ended September 30, 2017, the Company issued 964,968 common shares under the agreements, generating net proceeds of \$14.0 million, after third party agent commissions and fees of \$0.2 million.

On September 12, 2017, the Company's Board of Trustees authorized the issuance of 9,976 shares to its independent trustees pursuant to director share award agreements. Such shares will vest and become non-forfeitable on September 11, 2018.

Detailed below is a roll forward of the Company's common shares outstanding for the three and nine month periods ended September 30, 2017 and 2016:

	Three Month Period Ended September 30, 2017	Three Month Period Ended September 30, 2016	Nine Month Period Ended September 30, 2017	Nine Month Period Ended September 30, 2016
Common Shares Outstanding (6/30/2017, 6/30/2016, 12/31/2016, and 12/31/2015, respectively)	12,367,598	9,117,183	9,130,897	9,135,103
Share Activity:				
Shares issued	958,230	—	4,194,968	—
Restricted shares issued	9,976	9,856	9,976	9,856
Shares repurchased	—	—	—	(17,920)
Forfeiture of common shares to satisfy tax withholding obligations	—	—	(37)	—
Common Shares Outstanding (9/30/2017, 9/30/2016, 9/30/2017, and 9/30/2016, respectively)	13,335,804	9,127,039	13,335,804	9,127,039
Unvested restricted shares outstanding (9/30/2017, 9/30/2016, 9/30/2017, and 9/30/2016, respectively)	16,515	16,018	16,515	16,018

The below table provides details on the Company's restricted shares granted pursuant to share award agreements which are unvested at September 30, 2017:

Grant Recipient	Number of Restricted Shares Granted	Grant Date	Vesting Date <sup>(1)</sup>
Independent trustees:			
	9,976	September 12, 2017	September 11, 2018
Partially dedicated employees:			
	2,302	December 13, 2016	December 13, 2017
	1,556	December 13, 2016	December 13, 2018
	2,359	December 15, 2015	December 15, 2017
	322	December 15, 2015	December 31, 2017

(1) Date at which such restricted shares will vest and become non-forfeitable.

As of September 30, 2017, there were 344,874 shares available for future issuance under the Company's 2013 Equity Incentive Plan.

On August 13, 2013, the Company's Board of Trustees approved the adoption of a \$10 million share repurchase program. The program, which is open-ended in duration, allows the Company to make repurchases from time to time on the open market or in negotiated transactions, including through Rule 10b5-1 plans. Repurchases are at the Company's discretion, subject to applicable law, share availability, price and the Company's financial performance, among other considerations. During the three and nine month periods ended September 30, 2017, the Company did not purchase any of its common shares. From inception of the share repurchase program through September 30, 2017, the Company has purchased 47,481 of its common shares at an aggregate cost of \$0.6 million, and an average price per share of \$12.03.

#### Distribution Policy

The timing and frequency of distributions will be determined by the Board of Trustees based upon a variety of factors deemed relevant by the Company's trustees, including restrictions under applicable law, capital requirements of the Company, and the REIT requirements of the Code. Distributions to shareholders generally will be taxable as ordinary income, although a portion of such distributions may be designated as long-term capital gain or qualified dividend income, or may constitute a return of capital. The Company will furnish annually to each shareholder a statement setting forth distributions paid or deemed paid during the preceding year and their U.S. federal income tax treatment. It is the intention of the Company to distribute at least 100% of its taxable income, after application of available tax attributes, within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year.

## **11. Commitments and Contingencies**

From time to time, the Company may become involved in various claims and legal actions arising in the ordinary course of business. The Company provides current directors and officers with a limited indemnification against liabilities arising in connection with the performance of their duties to the Company.

In the normal course of business the Company may also enter into contracts that contain a variety of representations, warranties, and general indemnifications. The Company's maximum exposure under these arrangements, including future claims that may be made against the Company that have not yet occurred, is unknown. The Company has not incurred any costs to defend lawsuits or settle claims related to these indemnification agreements. The Company has no liabilities recorded for these agreements as of September 30, 2017 and December 31, 2016 and management is not aware of any significant contingencies at September 30, 2017.

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

*In this Quarterly Report on Form 10-Q, except where the context suggests otherwise, "EARN," "we," "us," and "our" refer to Ellington Residential Mortgage REIT and its subsidiaries, our "Manager" refers to Ellington Residential Mortgage Management LLC, our external manager, and "Ellington" refers to Ellington Management Group, L.L.C. and its affiliated investment advisory firms.*

### SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

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," "project," "plan," "continue," "intend," "should," "would," "could," "goal," "objective," "will," "may," "seek" or similar expressions, are intended to identify "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, or the "Securities Act," and Section 21E of the Securities Exchange Act of 1934, as amended, and, as such, may involve known and unknown risks, uncertainties, and assumptions.

Forward-looking statements are based on our beliefs, assumptions, and expectations of our future performance, taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. The following factors are examples of those that could cause actual results to vary from our forward-looking statements: changes in interest rates and the market value of our securities; our use and dependence on leverage; the impact of Fannie Mae and Freddie Mac being placed into conservatorship and related events, including the lack of certainty as to the future roles and structures of these entities and changes to legislation and regulations affecting these entities; market volatility; changes in the prepayment rates on the mortgage loans underlying the securities we own and intend to acquire; changes in rates of default and/or recovery rates on our non-agency assets; our ability to borrow to finance our assets and the costs of such borrowings; changes in government regulations affecting our business; our ability to maintain our exclusion from registration under the Investment Company Act of 1940, as amended (the "Investment Company Act"); and risks associated with investing in real estate related assets, including changes in business conditions and the general economy. These and other risks, uncertainties and factors, including the risk factors described under Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 as filed with the SEC, 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.

### Executive Summary

We are a Maryland real estate investment trust, or "REIT," formed in August 2012 that specializes in acquiring, investing in, and managing residential mortgage- and real estate-related assets. Our primary objective is to generate attractive current yields and risk-adjusted total returns for our shareholders by making investments that we believe compensate us appropriately for the risks associated with them. We seek to attain this objective by constructing and actively managing a portfolio comprised primarily of residential mortgage-backed securities, or "RMBS," for which the principal and interest payments are guaranteed by a U.S. government agency or a U.S. government-sponsored entity, or "Agency RMBS," and, to a lesser extent, RMBS that do not carry such guarantees, or "non-Agency RMBS," such as RMBS backed by prime jumbo, Alternative A-paper, manufactured housing, and subprime residential mortgage loans. We also may opportunistically acquire and manage other types of residential mortgage-related and real estate-related asset classes, such as residential mortgage loans, and mortgage servicing rights, or "MSRs." We believe that being able to combine Agency RMBS with non-Agency RMBS and other residential mortgage- and real estate-related asset classes enables us to balance a range of mortgage-related risks.

We were formed through an initial strategic venture among affiliates of Ellington, an investment management firm and registered investment adviser with a 22-year history of investing in a broad spectrum of MBS and related derivatives, with an emphasis on the RMBS market, and the Blackstone Tactical Opportunity Funds, or the "Blackstone Funds." As of September 30, 2017, the Blackstone Funds owned approximately 20% of our outstanding common shares. We are externally managed and advised by our Manager, an affiliate of Ellington.

In the second quarter of 2017, we completed a follow-on common share offering whereby we sold 3,230,000 shares for net proceeds of \$45.0 million, after offering costs and underwriters' discounts. We fully deployed the net proceeds from the offering during the second quarter in our targeted assets.

Additionally we commenced an "at-the-market" offering program, or "ATM program," by entering into equity distribution agreements with third party sales agents under which we are authorized to offer and sell common shares from time to time with a maximum aggregate gross offering price of up to \$100.0 million. During the three month period ended September 30, 2017 we issued 958,230 common shares under the ATM program, generating net proceeds of \$13.9 million after third party agent commissions and fees of \$0.2 million. During the nine month period ended September 30, 2017 we issued 964,968 common shares under the ATM program, generating net proceeds of \$14.0 million, after third party agent commissions and fees, of \$0.2 million.

We use leverage in our Agency RMBS strategy and, while we have not done so meaningfully to date, we may use leverage in our non-Agency RMBS strategy as well, although we expect such leverage to be lower. We have financed our purchases of Agency RMBS exclusively through repurchase agreements, which we account for as collateralized borrowings. As of September 30, 2017, we had outstanding borrowings under repurchase agreements in the amount of \$1.6 billion with fifteen counterparties.

We have elected to be taxed as a REIT for U.S. federal income tax purposes. Accordingly, we generally will not be subject to U.S. federal income taxes on our taxable income that we distribute currently to our shareholders as long as we maintain our qualification as a REIT. We intend to conduct our operations so that neither we nor any of our subsidiaries is required to register as an investment company under the Investment Company Act.

As of September 30, 2017, our book value per share was \$14.76 as compared to \$14.71 as of June 30, 2017 and \$15.52 as of December 31, 2016.

### **Trends and Recent Market Developments**

- In October, the Federal Reserve initiated its balance sheet normalization program, and began tapering asset purchases of both U.S. Treasury securities and Agency RMBS. At the November Federal Open Market Committee, or "FOMC," meeting, the Federal Reserve maintained the target range for the federal funds rate at 1.00%–1.25%.
- For the third consecutive quarter, the yield curve flattened. The 2-year U.S. Treasury yield rose 10 basis points to end the quarter at 1.48%, while the 10-year U.S. Treasury yield increased only 3 basis points to 2.33%.
- Despite the rise in U.S. Treasury yields, mortgage rates declined over the course of the third quarter, with the Freddie Mac survey 30-year mortgage rate falling 5 basis points to end the quarter at 3.83%.
- Overall Agency RMBS prepayment rates declined slightly during the quarter. The Mortgage Bankers Association's Refinance Index, which measures refinancing application volumes, increased 2.0% quarter over quarter but remains well below the multi-year high reached in mid-2016.
- Data released by S&P Dow Jones Indices for its S&P CoreLogic Case-Shiller Indices for August showed, on average, a continuation of mid-single-digit home price appreciation nationally, with home prices posting a 5.9% year-over-year increase for its 20-City Composite and a 5.3% year-over-year increase for its 10-City Composite, after seasonal adjustments.
- Data from the Federal Reserve Bank of New York's Quarterly Report on Household Debt and Credit indicated that aggregate household debt balances increased 0.9% to \$12.84 trillion in the second quarter of 2017, and are now \$164 billion higher than the previous peak of \$12.68 trillion reached in the third quarter of 2008. Additionally, in October the University of Michigan's Index of Consumer Sentiment increased 5.9% from the prior month and 15.5% year-over-year, representing its highest monthly level since January 2004.

Volatility remained at historic lows during the third quarter. The Merrill Lynch Option Volatility Estimate Index, or MOVE Index, declined to an all-time low, while the Chicago Board Options Exchange Volatility Index, known as the VIX, dropped to its lowest level in 23 years. U.S. Treasury yields were again range-bound, with the 10-year U.S. Treasury trading within a 35-basis point range during the quarter.

During the quarter, yield spreads across most credit products, including non-Agency RMBS, remained at the tightest points of their trailing two-year ranges. Corporate credit spreads fluctuated intra-quarter but finished the quarter tighter. As in prior quarters, demand remained strong for floating-rate debt instruments, including CLOs and leveraged loans. Finally, damage from recent hurricanes and ongoing negative headlines in retail led to heightened volatility in the CMBS market during the quarter.

Also during the third quarter, Agency RMBS finally participated in the spread tightening that other fixed-income asset classes had already benefited from this year. After the Federal Reserve announced at its September meeting the initiation of its tapering program, the Agency mortgage basis tightened significantly, suggesting that many investors had been waiting for

policy clarity before adding Agency RMBS exposure. As measured by the Bloomberg Barclays U.S. MBS Agency Fixed Rate Index, Agency RMBS generated an excess return over the Bloomberg Barclays U.S. Treasury Index of 48 basis points for the quarter.

Mortgage REIT buying of Agency RMBS was also widespread following a number of equity raises, suggesting that private capital has been willing and able, at least so far, to replace the Federal Reserve's footprint in this market. Year-to-date through October 31, 2017, residential mortgage REITs have raised approximately \$8.1 billion of capital, representing over \$40 billion of Agency RMBS buying power. At the same time, low interest rate volatility and a muted prepayment environment have provided a significant tailwind to the sector.

#### *Portfolio Overview and Outlook*

As of September 30, 2017, our mortgage-backed securities portfolio consisted of \$1.615 billion of fixed-rate Agency "specified pools," \$27.1 million of Agency RMBS backed by adjustable rate mortgages, or "Agency ARMs," \$68.1 million of Agency reverse mortgage pools, \$12.1 million of Agency interest only securities, or "Agency IOs," and \$20.6 million of non-Agency RMBS. Specified pools are fixed-rate Agency pools consisting of mortgages with special characteristics, such as mortgages with low loan balances, mortgages backed by investor properties, mortgages originated through the government-sponsored "Making Homes Affordable" refinancing programs, and mortgages with various other characteristics.

Our overall RMBS portfolio increased by 5.4% to \$1.743 billion as of September 30, 2017, as compared to \$1.653 billion as of June 30, 2017. The increase in the size of our portfolio primarily reflects the investment, on a leveraged basis, of proceeds received from sales of common shares under our ATM program, though overall our debt-to-equity ratio, adjusted for unsettled purchases and sales, decreased to 8.3:1 as of September 30, 2017 from 8.5:1 as of June 30, 2017. Our debt-to-equity ratio may fluctuate period over period based on portfolio management decisions, market conditions, and the timing of security purchase and sale transactions. The majority of the ATM proceeds were invested in fixed-rate specified pools. In addition, separate from the net short TBA portfolio that we hold for hedging purposes, we decreased our long TBA positions that we hold for investment purposes to \$105.8 million in notional amount at September 30, 2017, as compared to \$121.3 million at June 30, 2017.

With the tightening in Agency RMBS yield spreads, our portfolio performed well in the third quarter. We also benefited from the outperformance of specified pools versus TBAs, as we continued to concentrate our long investments in specified pools, and to hold net short positions in TBAs as a significant component of our interest rate hedging strategy. Slightly lower roll costs in higher coupon TBAs and increased investor demand for specified pools were key drivers of the outperformance. Average pay-ups on our specified pools were unchanged at 0.71% as of September 30, 2017, as compared to June 30, 2017. Pay-ups are price premiums for specified pools relative to their TBA counterparts.

Our Agency RMBS portfolio turnover for the quarter was 17% (as measured by sales and excluding paydowns). Our portfolio selection continues to be informed by mortgage industry trends—including significant enhancements in technology that are helping streamline the origination process—and we note that refinancing capacity remains high, with employment in the mortgage industry near a post-financial crisis high.

We expect to continue to target specified pools that, taking into account their particular composition and based on our prepayment projections, should: (1) generate attractive yields relative to other Agency RMBS and U.S. Treasury securities, (2) have less prepayment sensitivity to government policy shocks, and/or (3) create opportunities for trading gains once the market recognizes their value, which for newer pools may come only after several months, when actual prepayment experience can be observed. We believe that our research team, proprietary prepayment models, and extensive databases remain essential tools in our implementation of this strategy.

Our non-Agency RMBS performed well in the third quarter, driven by realized and unrealized gains and interest income. As the case has been for some time, the fundamentals underlying non-Agency RMBS, led by a stable housing market, continue to be strong. During the quarter we sold assets at net gains while also adding to the portfolio. As a result, our total investment in non-Agency RMBS remained unchanged at \$20.6 million as of September 30, 2017 as compared to June 30, 2017. To the extent that more attractive entry points develop in non-Agency RMBS, we may further increase our capital allocation to this sector.

The following table summarizes prepayment rates for our portfolio of fixed-rate specified pools (excluding those backed by reverse mortgages) for the three month periods ended September 30, 2017, June 30, 2017, March 31, 2017, December 31, 2016, and September 30, 2016.

	<b>Three Month Period Ended</b>				
	<b>September 30, 2017</b>	<b>June 30, 2017</b>	<b>March 31, 2017</b>	<b>December 31, 2016</b>	<b>September 30, 2016</b>
Three Month Constant Prepayment Rates <sup>(1)</sup>	9.6%	8.2%	12.7%	15.6%	14.1%

(1) Excludes Agency fixed-rate RMBS without any prepayment history.

The following table provides details about the composition of our portfolio of fixed-rate specified pools (excluding those backed by reverse mortgages) as of September 30, 2017 and June 30, 2017.

	<b>September 30, 2017</b>			<b>June 30, 2017</b>			
	<b>Coupon</b>	<b>Current Principal</b>	<b>Fair Value</b>	<b>Weighted Average Loan Age (Months)</b>	<b>Current Principal</b>	<b>Fair Value</b>	<b>Weighted Average Loan Age (Months)</b>
	<i>(In thousands)</i>			<i>(In thousands)</i>			
<b>Fixed-rate Agency RMBS:</b>							
15-year fixed-rate mortgages:							
	2.50	\$ 637	\$ 643	49	\$ —	\$ —	—
	3.00	52,430	54,011	18	47,786	49,163	16
	3.50	114,586	120,174	21	116,315	121,868	19
	4.00	9,832	10,440	34	10,312	10,901	31
<b>Total 15-year fixed-rate mortgages</b>		<b>177,485</b>	<b>185,268</b>	<b>21</b>	<b>174,413</b>	<b>181,932</b>	<b>19</b>
20-year fixed-rate mortgages	4.00	9,280	9,901	34	9,721	10,359	24
30-year fixed-rate mortgages:							
	2.50	—	—	—	1,587	1,552	8
	3.00	16,660	16,684	27	16,341	16,421	22
	3.03	460	460	63	—	—	—
	3.25	1,105	1,125	9	—	—	—
	3.28	375	376	63	—	—	—
	3.50	455,056	472,261	18	442,995	458,090	16
	3.75	3,337	3,487	2	—	—	—
	4.00	549,245	583,052	15	529,251	560,897	14
	4.25	5,698	6,059	2	—	—	—
	4.50	269,387	290,912	21	238,047	256,911	20
	5.00	39,559	43,449	45	41,977	46,032	42
	5.50	1,295	1,433	128	1,367	1,515	125
	6.00	741	841	132	844	961	129
<b>Total 30-year fixed-rate mortgages</b>		<b>1,342,918</b>	<b>1,420,139</b>	<b>18</b>	<b>1,272,409</b>	<b>1,342,379</b>	<b>17</b>
<b>Total fixed-rate Agency RMBS</b>		<b>\$ 1,529,683</b>	<b>\$ 1,615,308</b>	<b>19</b>	<b>\$ 1,456,543</b>	<b>\$ 1,534,670</b>	<b>17</b>

#### *Earnings and Net Interest Margin*

We had net income of \$6.3 million, or \$0.48 per share, for the quarter ended September 30, 2017, as compared to \$1.6 million, or \$0.15 per share, for the quarter ended June 30, 2017. For the quarter ended September 30, 2017, Core Earnings was \$5.0 million, or \$0.38 per share, as compared to \$4.8 million, or \$0.45 per share, for the quarter ended June 30, 2017. Adjusted

Core Earnings for the quarter ended September 30, 2017 was \$5.6 million, or \$0.43 per share, as compared to \$5.1 million, or \$0.47 per share, for the quarter ended June 30, 2017. Lower Core Earnings and Adjusted Core Earnings per share in the current quarter was mainly due to the quarter-over-quarter decline in net interest margin, largely related to an increase in repo borrowing rates in the third quarter. Core Earnings and Adjusted Core Earnings are non-GAAP financial measures. See "Reconciliation of Core Earnings to Net Income" below for an explanation regarding the calculation of Core Earnings, Adjusted Core Earnings, and the Catch-up Premium Amortization Adjustment.

For the quarter ended September 30, 2017, the weighted average yield of our portfolio of Agency and non-Agency RMBS was 2.86%, while our average cost of funds including interest rate swaps and U.S. Treasury securities was 1.56%, resulting in a net interest margin for the quarter of 1.30%. In comparison, for the quarter ended June 30, 2017, the weighted average yield of our Agency and non-Agency RMBS was 2.94%, while our average cost of funds including interest rate swaps and U.S. Treasury securities was 1.38%, resulting in a net interest margin of 1.56%. For the third and second quarters, excluding the impact of the Catch-up Premium Amortization Adjustment, the weighted average yield of our portfolio remained unchanged at 3.01% and our adjusted net interest margin was 1.45% and 1.63%, respectively.

On a quarter-over-quarter basis, our cost of funds, including the cost of repo, interest rate swaps, and short positions in U.S. Treasury securities, increased to 1.56% from 1.38%. This quarter-over-quarter increase resulted primarily from an increase in our cost of repo, which increased as LIBOR rose. Our average cost of repo increased 22 basis points quarter over quarter to 1.31%, while the cost related to our interest rate swaps and U.S. Treasury securities decreased by 2 and 3 basis points from prior quarter, respectively. The relative make up of our interest rate hedging portfolio can change materially from quarter to quarter.

For the quarter ended September 30, 2017, we had total net realized and unrealized gains of \$3.8 million, or \$0.29 per share, on our aggregate Agency RMBS portfolio. Agency RMBS spread tightening during the period led to the net gains. For the same period we had total net realized and unrealized gains of \$0.7 million, or \$0.06 per share, on our non-Agency RMBS portfolio as underlying fundamentals remained strong.

During the quarter we continued to hedge interest rate risk, primarily through the use of interest rate swaps and short positions in TBAs, and to a lesser extent, short positions in U.S. Treasury securities. For the quarter, we had total net realized and unrealized losses of \$(3.9) million, or \$(0.29) per share, on our interest rate hedging portfolio. In our hedging portfolio, the relative proportion (based on 10-year equivalents<sup>1</sup>) of TBA short positions increased slightly quarter over quarter relative to interest rate swaps.

After giving effect to a third quarter dividend of \$0.40 per share, our book value per share increased to \$14.76 as of September 30, 2017, from \$14.71 as of June 30, 2017, and we had an economic return of 3.1% for the quarter. Economic return is computed by adding back dividends declared to ending book value per share, and comparing that amount to book value per share as of the beginning of the quarter.

Our net Agency premium as a percentage of the fair value of our specified pool holdings is one metric that we use to measure the overall prepayment risk of our specified pool portfolio. Net Agency premium represents the total premium (excess of market value over outstanding principal balance) on our specified pool holdings less the total premium on related net short TBA positions. The lower our net Agency premium, the less we believe that our specified pool portfolio is exposed to market-wide increases in Agency RMBS prepayments. As of September 30, 2017, our net Agency premium as a percentage of fair value of our specified pool holdings was approximately 3.9%, as compared to 3.7% as of June 30, 2017. Excluding TBA positions used to hedge our specified pool holdings, our Agency premium as a percentage of fair value was approximately 5.4% and 5.2% as of September 30, 2017 and June 30, 2017, respectively. Our Agency premium percentage and net Agency premium percentage may fluctuate from period to period based on a variety of factors, including market factors such as interest rates and mortgage rates, and, in the case of our net Agency premium percentage, based on the degree to which we hedge prepayment risk with short TBAs. We believe that our focus on purchasing pools with specific prepayment characteristics provides a measure of protection against prepayments.

We believe that our adaptive and active style of portfolio management is well suited to the current MBS market environment, which continues to be shaped by heightened prepayment risk, shifting central bank and government policies, regulatory changes, and developing technologies.

<sup>1</sup>"10-year equivalents" for a group of positions represent the amount of 10-year U.S. Treasury securities that would experience a similar change in market value under a standard parallel move in interest rates.

## Financing

Over the course of the quarter our cost of repo financing increased as LIBOR increased. Our average borrowing cost for the three month period ended September 30, 2017 was 1.31% as compared to 1.09% for the three month period ended June 30, 2017.

While large banks still dominate the repo market, non-bank firms, not subject to the same regulations as banks, are becoming more active in providing repo financing. The vast majority of our outstanding repo financing is still provided by banks and bank affiliates; however, in limited amounts, we have also entered into repo agreements with non-bank dealers. In general, we continue to see strong appetite and competitive terms from both types of lenders.

Our debt-to-equity ratio was to 8.3:1 as of September 30, 2017 as compared to 9.0:1 as of June 30, 2017. Adjusted for unsettled security purchases and sales, our debt-to-equity ratio was 8.3:1 as of September 30, 2017 and 8.5:1 as of June 30, 2017. Our leverage ratio may fluctuate period over period based on portfolio management decisions, market conditions, and the timing of security purchase and sale transactions.

### Critical Accounting Policies

Our unaudited consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America, or "U.S. GAAP." Entities in which we have a controlling financial interest, through ownership of the majority of the entities' voting equity interests, or through other contractual right that give us control, are consolidated by us. All inter-company balances and transactions have been eliminated.

Certain of our critical accounting policies require management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. We believe that all of the decisions and assessments upon which our consolidated financial statements are based were reasonable at the time made based upon information available to us at that time. We rely on our Manager and Ellington's experience and analysis of historical and current market data in order to arrive at what we believe to be reasonable estimates. See Note 2 of the notes to our consolidated financial statements included in this Quarterly Report on Form 10-Q for a complete discussion of our significant accounting policies. We have identified our most critical accounting policies to be the following:

*Valuation:* For financial instruments that are traded in an "active market," the best measure of fair value is the quoted market price. However, many of our financial instruments are not traded in an active market. Therefore, management generally uses third-party valuations when available. If third-party valuations are not available, management uses other valuation techniques, such as the discounted cash flow methodology. Summary descriptions, for the various categories of financial instruments, of the valuation methodologies management uses in determining fair value of our financial instruments are detailed in Note 2 of the notes to our consolidated financial statements. Management utilizes such methodologies to assign a good faith fair value (the estimated price that, in an orderly transaction at the valuation date, would be received to sell an asset, or paid to transfer a liability, as the case may be) to each such financial instrument.

See the notes to our consolidated financial statements for more information on valuation techniques used by management in the valuation of our assets and liabilities.

*Accounting for Securities:* Investments in mortgage-backed securities are recorded on trade date. We have chosen to make a fair value election pursuant to ASC 825-10, *Financial Instruments*, for our mortgage-backed securities portfolio. Electing the fair value option allows us to record changes in fair value in our Consolidated Statement of Operations, which, in our view, more appropriately reflects the results of our operations for a particular reporting period as all securities activities will be recorded in a similar manner. As such, the mortgage-backed securities are recorded at fair value on our Consolidated Balance Sheet and the period change in fair value is recorded in current period earnings on our Consolidated Statement of Operations as a component of Change in net unrealized gains (losses) on securities.

Realized gains or losses on sales of mortgage-backed securities are included in Net realized gains (losses) on securities on the Consolidated Statement of Operations, and are recorded at the time of disposition. The cost of positions sold is calculated based on identified cost. Principal write-offs are generally treated as realized losses.

*Interest Income:* Coupon interest income on investment securities is accrued based on the outstanding principal balance and the current coupon rate on each security. We amortize purchase premiums and accrete purchase discounts on our fixed income investments using the effective interest method.

Our accretion of discounts and amortization of premiums on securities for U.S. federal and other tax purposes is likely to differ from the accounting treatment under U.S. GAAP of these items as described above.

See the Note 2 of the notes to our consolidated financial statements for more information on the assumptions and methods that we use to amortize purchase premiums and accrete purchase discounts.

*Income Taxes:* We made an election to be taxed as a REIT for U.S. federal income tax purposes. As a REIT, we generally are not subject to corporate-level federal and state income tax on net income we distribute to our shareholders. To qualify as a REIT, we must meet a number of organizational and operational requirements, including a requirement to distribute at least 90% of our taxable income to our shareholders. Even if we qualify as a REIT, we may be subject to certain federal, state, local and foreign taxes on our income and property and to federal income and excise taxes on our undistributed taxable income. If the Company fails to qualify as a REIT, and does not qualify for certain statutory relief provisions, it will be subject to U.S. federal, state, and local income taxes and may be precluded from qualifying as a REIT for the four taxable years following the year in which the Company fails to qualify as a REIT.

We follow the authoritative guidance on accounting for and disclosure of uncertainty on tax positions, which requires management to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. For uncertain tax positions, the tax benefit to be recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company did not have any unrecognized tax benefits resulting from tax positions related to the current period or to 2016, 2015, and 2014 (its open tax years). In the normal course of business, we may be subject to examination by federal, state, local, and foreign jurisdictions, where applicable, for the current period, 2016, 2015, and 2014 (our open tax years). We may take positions with respect to certain tax issues which depend on legal interpretation of facts or applicable tax regulations. Should the relevant tax regulators successfully challenge any such positions; we might be found to have a tax liability that has not been recorded in the accompanying consolidated financial statements. Also, management's conclusions regarding the authoritative guidance may be subject to review and adjustment at a later date based on changing tax laws, regulations, and interpretations thereof. There were no amounts accrued for penalties or interest as of or during the periods presented in the consolidated financial statements included in this Quarterly Report on Form 10-Q.

### **Recent Accounting Pronouncements**

Refer to the notes to our consolidated financial statements for a description of relevant recent accounting pronouncements.

## Financial Condition

### Investment portfolio

The following tables summarize our mortgage-backed securities portfolio of as of September 30, 2017 and December 31, 2016:

(In thousands)	September 30, 2017					December 31, 2016				
	Current Principal	Fair Value	Average Price <sup>(1)</sup>	Cost	Average Cost <sup>(1)</sup>	Current Principal	Fair Value	Average Price <sup>(1)</sup>	Cost	Average Cost <sup>(1)</sup>
Agency RMBS <sup>(2)</sup>										
15-year fixed-rate mortgages	\$ 177,485	\$ 185,268	\$ 104.39	\$ 185,456	\$ 104.49	\$ 141,829	\$ 148,363	\$ 104.61	\$ 148,873	\$ 104.97
20-year fixed-rate mortgages	9,280	9,901	106.69	9,990	107.65	10,488	11,185	106.65	11,275	107.50
30-year fixed-rate mortgages	1,342,918	1,420,139	105.75	1,422,196	105.90	888,976	940,457	105.79	948,157	106.66
ARMs	25,967	27,058	104.20	27,485	105.85	31,656	33,138	104.68	33,226	104.96
Reverse mortgages	62,055	68,050	109.66	68,228	109.95	57,411	62,058	108.09	63,114	109.93
Total Agency RMBS	1,617,705	1,710,416	105.73	1,713,355	105.91	1,130,360	1,195,201	105.74	1,204,645	106.57
Non-Agency RMBS	25,013	20,600	82.36	17,808	71.19	27,794	19,446	69.96	18,268	65.73
Total RMBS <sup>(2)</sup>	1,642,718	1,731,016	105.38	1,731,163	105.38	1,158,154	1,214,647	104.88	1,222,913	105.59
Agency IOs	n/a	12,051	n/a	12,965	n/a	n/a	12,347	n/a	11,841	n/a
Total mortgage-backed securities		1,743,067		1,744,128			1,226,994		1,234,754	
U.S. Treasury securities sold short	(56,876)	(56,524)	99.38	(56,879)	100.01	(78,589)	(74,194)	94.41	(75,465)	96.02
Reverse repurchase agreements	56,875	56,875	100.00	56,875	100.00	75,012	75,012	100.00	75,012	100.00
Total		<u>\$ 1,743,418</u>		<u>\$ 1,744,124</u>			<u>\$ 1,227,812</u>		<u>\$ 1,234,301</u>	

(1) Represents the dollar amount (not shown in thousands) per \$100 of current principal of the price or cost for the security.

(2) Excludes Agency IOs.

The vast majority of our capital is allocated to our Agency RMBS strategy, which includes investments in Agency pools and Agency CMOs. Within this strategy, we generally target Agency RMBS pools that, taking into account their particular composition and based on our prepayment projections: (1) should generate attractive yields relative to other Agency RMBS and U.S. Treasury securities, (2) should have less prepayment sensitivity to government policy shocks and/or (3) should create opportunities for trading gains once the market recognizes their value, which for newer pools may come only after several months when actual prepayment experience can be observed. As of both September 30, 2017 and December 31, 2016, investments in non-Agency RMBS constituted a relatively small portion of our total investments.

Our most prevalent method of financing RMBS is through short-term repurchase agreements, which generally have maturities of 180 days or less. The weighted average lives of the RMBS that we own are generally much longer. Consequently, the weighted average term of our repurchase agreement financings will almost always be substantially shorter than the expected average maturity of our RMBS. This mismatch in maturities, together with the uncertainty of RMBS prepayments, and other potential changes in timing and/or amount of cash flows on our RMBS assets, creates the risk that changes in interest rates will cause our financing costs with respect to our RMBS to increase relative to the income on our RMBS over the term of our investments.

## Financial Derivatives

The following table summarizes our portfolio of financial derivative holdings as of September 30, 2017 and December 31, 2016:

<i>(In thousands)</i>	<b>September 30, 2017</b>	<b>December 31, 2016</b>
<b>Financial derivatives—assets, at fair value:</b>		
TBA securities purchase contracts	\$ 29	\$ 96
TBA securities sale contracts	1,633	949
Fixed payer interest rate swaps	3,121	4,198
Fixed receiver interest rate swaps	613	693
Swaptions	212	—
Futures	542	72
<b>Total financial derivatives—assets, at fair value</b>	<b>6,150</b>	<b>6,008</b>
<b>Financial derivatives—liabilities, at fair value:</b>		
TBA securities purchase contracts	(204)	—
TBA securities sale contracts	(30)	(554)
Fixed payer interest rate swaps	(2,934)	(1,421)
<b>Total financial derivatives—liabilities, at fair value</b>	<b>(3,168)</b>	<b>(1,975)</b>
<b>Total</b>	<b>\$ 2,982</b>	<b>\$ 4,033</b>

Pursuant to our hedging program, we engage in a variety of interest rate hedging activities that are designed to reduce the interest rate risk with respect to the liabilities incurred to acquire or hold RMBS. These interest rate hedges generally seek to reduce the interest rate sensitivity of our liabilities or, in other words, reduce the volatility of our financing cost over time attributable to interest rate changes. Our interest rate hedging transactions may include:

- Interest rate swaps (a contract exchanging a variable rate for a fixed rate, or vice versa);
- Interest rate swaptions (options to enter into interest rate swaps at a future date);
- TBA forward contracts on Agency pass-through certificates;
- Short sales of U.S. Treasury securities;
- Eurodollar and U.S. Treasury futures; and
- Other derivatives.

We generally enter into these transactions to offset the potential adverse effects of rising interest rates on short-term repurchase agreements. Our repurchase agreements generally have maturities of up to 180 days and carry interest rates that are determined by reference to LIBOR or correlated benchmark rates for those same periods. As each then-existing fixed-rate repo borrowing matures, it will generally be replaced with a new fixed-rate repo borrowing based on market interest rates established at that future date.

In the case of interest rate swaps, most of our agreements are structured such that we receive payments based on a variable interest rate and make payments based on a fixed interest rate. The variable interest rate on which payments are received is generally calculated based on various reset mechanisms for LIBOR. To the extent that our future repo borrowing costs continue to be highly correlated with LIBOR, our swap agreements help to reduce the variability of our overall repo borrowing costs, thus reducing risk to the extent we hold fixed-rate assets that are financed with repo borrowings.

In the case of TBAs, most of our positions are short TBA positions with a negative duration, meaning that as interest rates rise, the value of the short position increases, so these positions serve as a hedge against increases in interest rates. In the event that interest rates rise, the increase in value of the short TBA position serves to offset corollary increases in our current and/or future borrowing costs under our repurchase agreements. While we primarily use TBAs to hedge interest rate risk, from time to time we also hold net long positions in certain TBA securities as a means of acquiring exposure to Agency RMBS. Our ability to engage in TBA transactions may be limited by our intention to remain qualified as a REIT.

As of September 30, 2017, as part of our interest rate hedging program, we also held short positions in U.S. Treasury securities, with a total principal amount of \$56.9 million and a fair value of \$56.5 million. As of December 31, 2016, we also held short positions in U.S. Treasury securities, with a total principal amount of \$78.6 million and a fair value of \$74.2 million.

The composition and relative mix of our hedging instruments may vary from period to period given the amount of our liabilities outstanding or anticipated to be entered into, the overall market environment and our view as to which instruments best enable us to execute our hedging goals.

#### Leverage

The following table summarizes our outstanding liabilities under repurchase agreements as of September 30, 2017 and December 31, 2016. We had no other borrowings outstanding.

Remaining Days to Maturity	September 30, 2017			December 31, 2016		
	Borrowings Outstanding	Weighted Average		Borrowings Outstanding	Weighted Average	
		Interest Rate	Remaining Days to Maturity		Interest Rate	Remaining Days to Maturity
	<i>(In thousands)</i>					
30 days or less	\$ 475,779	1.33%	17	\$ 545,817	0.80%	19
31-60 days	950,188	1.31	45	304,398	0.91	45
61-90 days	212,389	1.36	75	299,081	0.98	74
91-120 days	2,051	1.40	104	1,050	0.88	109
121-150 days	—	—	—	12,428	0.97	135
151-180 days	1,906	1.45	166	35,199	1.05	164
Total	\$ 1,642,313	1.32%	41	\$ 1,197,973	0.88%	45

We finance our assets with what we believe to be a prudent amount of leverage, which will vary from time to time based upon the particular characteristics of our portfolio, availability of financing, and market conditions. Because our strategy is flexible, dynamic, and opportunistic, our overall leverage will vary over time. As of September 30, 2017 and December 31, 2016, our total debt-to-equity ratio was 8.3 to 1 and 8.5 to 1, respectively. Collateral transferred with respect to our outstanding repo borrowings as of September 30, 2017 and December 31, 2016 had an aggregate fair value of \$1.7 billion and \$1.2 billion, respectively. Adjusted for unsettled security purchases and sales, our debt-to-equity ratio was 8.3 to 1 as of both September 30, 2017 and December 31, 2016. Our leverage ratio may fluctuate period over period based on portfolio management decisions, market conditions, and the timing of security purchase and sale transactions.

#### Shareholders' Equity

As of September 30, 2017, our shareholders' equity increased to \$196.8 million from \$141.7 million as of December 31, 2016. This increase principally consisted of net proceeds from the issuance of common shares of approximately \$59.1 million, after underwriters' discount and third party agent commissions, and net income of \$10.0 million, partially offset by dividends declared of \$13.9 million. Our common share issuances during the nine-month period included our May 2017 follow-on common share offering, the underwriters' subsequent partial exercise of their option to purchase additional common shares, and issuances under our ATM program. As of September 30, 2017, our book value per share was \$14.76 as compared to \$15.52 as of December 31, 2016.

## Results of Operations for the Three and Nine Month Periods Ended September 30, 2017 and 2016

The following table summarizes our results of operations for the three and nine month periods ended September 30, 2017 and 2016:

<i>(In thousands except for per share amounts)</i>	Three Month Period Ended September 30, 2017	Three Month Period Ended September 30, 2016	Nine Month Period Ended September 30, 2017	Nine Month Period Ended September 30, 2016
<b>Net Interest Income</b>				
Net interest income	\$ 7,148	\$ 4,817	\$ 23,161	\$ 17,696
<b>Expenses</b>				
Management fees to affiliate	741	539	1,953	1,596
Other operating expenses	740	715	2,237	2,281
<b>Total expenses</b>	<b>1,481</b>	<b>1,254</b>	<b>4,190</b>	<b>3,877</b>
<b>Other Income (Loss)</b>				
Net realized and change in net unrealized gains (losses) on securities	4,343	3,768	2,782	23,391
Net realized and change in net unrealized gains (losses) on financial derivatives	(3,670)	(705)	(11,757)	(27,315)
<b>Total Other Income (Loss)</b>	<b>673</b>	<b>3,063</b>	<b>(8,975)</b>	<b>(3,924)</b>
<b>Net Income</b>	<b>\$ 6,340</b>	<b>\$ 6,626</b>	<b>\$ 9,996</b>	<b>\$ 9,895</b>
<b>Net Income Per Common Share</b>	<b>\$ 0.48</b>	<b>\$ 0.73</b>	<b>\$ 0.91</b>	<b>\$ 1.09</b>

### Core Earnings

Core Earnings consists of net income (loss), excluding realized and change in net unrealized gains and (losses) on securities and financial derivatives, and, if applicable, items of income or loss that are of a non-recurring nature. Core Earnings includes net realized and change in net unrealized gains (losses) associated with payments and accruals of periodic payments on interest rate swaps. Our interest income is subject to fluctuations based on adjustments to premium amortization as a result of changes in prepayments of our Agency RMBS (accompanied by a corresponding offsetting adjustment to realized and unrealized gains and losses). We refer to this adjustment as a "Catch-up Premium Amortization Adjustment." Adjusted Core Earnings represents Core Earnings excluding the effect of the Catch-up Premium Amortization Adjustment on interest income. Core Earnings and Adjusted Core Earnings are supplemental non-GAAP financial measures. We believe that Core Earnings and Adjusted Core Earnings provide information useful to investors because they are metrics that we use to assess our performance and to evaluate the effective net yield provided by the portfolio. Moreover, one of our objectives is to generate income from the net interest margin on the portfolio, and Core Earnings and Adjusted Core Earnings are used to help measure the extent to which this objective is being achieved. However, because Core Earnings and Adjusted Core Earnings are incomplete measures of our financial results and differ from net income (loss) computed in accordance with U.S. GAAP, they should be considered as supplementary to, and not as substitutes for, net income (loss) computed in accordance with U.S. GAAP.

The table below reconciles Core Earnings and Adjusted Core Earnings for the three and nine month periods ended September 30, 2017 and 2016 to the line, Net Income, on our Consolidated Statement of Operations, which we believe is the most directly comparable U.S. GAAP measure:

<i>(In thousands except for share amounts)</i>	Three Month Period Ended September 30, 2017	Three Month Period Ended September 30, 2016	Nine Month Period Ended September 30, 2017	Nine Month Period Ended September 30, 2016
<b>Net Income</b>	\$ 6,340	\$ 6,626	\$ 9,996	\$ 9,895
<b>Less:</b>				
Net realized gains (losses) on securities	349	3,892	(3,001)	9,003
Net realized losses on financial derivatives, excluding periodic payments <sup>(1)</sup>	(3,938)	(3,679)	(10,462)	(18,102)
Change in net unrealized gains (losses) on securities	3,994	(124)	5,783	14,388
Change in net unrealized gains (losses) on financial derivatives, excluding accrued periodic payments <sup>(2)</sup>	968	3,600	499	(6,128)
Subtotal	1,373	3,689	(7,181)	(839)
<b>Core Earnings</b>	\$ 4,967	\$ 2,937	\$ 17,177	\$ 10,734
Catch-up Premium Amortization Adjustment	(667)	(1,448)	1,644	(2,648)
<b>Adjusted Core Earnings</b>	5,634	4,385	15,533	13,382
<b>Weighted Average Shares Outstanding</b>	13,136,106	9,119,111	11,017,363	9,119,164
<b>Core Earnings Per Share</b>	\$ 0.38	\$ 0.32	\$ 1.56	\$ 1.18
<b>Adjusted Core Earnings Per Share</b>	\$ 0.43	\$ 0.48	\$ 1.41	\$ 1.47

- (1) For the three month period ended September 30, 2017, represents Net realized gains (losses) on financial derivatives of \$(2,981) less Net realized gains (losses) on periodic settlements of interest rate swaps of \$957. For the three month period ended September 30, 2016, represents Net realized gains (losses) on financial derivatives of \$(3,920) less Net realized gains (losses) on periodic settlements of interest rate swaps of \$(241). For the nine month period ended September 30, 2017, represents Net realized gains (losses) on financial derivatives of \$(10,455) less Net realized gains (losses) on periodic settlements of interest rate swaps of \$7. For the nine month period ended September 30, 2016, represents Net realized gains (losses) on financial derivatives of \$(21,523) less Net realized gains (losses) on periodic settlements of interest rate swaps of \$(3,421).
- (2) For the three month period ended September 30, 2017, represents Change in net unrealized gains (losses) on financial derivatives of \$(689) less Change in net unrealized gains (losses) on accrued periodic settlements of interest rate swaps of \$(1,657). For the three month period ended September 30, 2016, represents Change in net unrealized gains (losses) on financial derivatives of \$3,215 less Change in net unrealized gains (losses) on accrued periodic settlements of interest rate swaps of \$(385). For the nine month period ended September 30, 2017, represents Change in net unrealized gains (losses) on financial derivatives of \$(1,302) less Change in net unrealized gains (losses) on accrued periodic settlements of interest rate swaps of \$(1,801). For the nine month period ended September 30, 2016, represents Change in net unrealized gains (losses) on financial derivatives of \$(5,792) less Change in net unrealized gains (losses) on accrued periodic settlements of interest rate swaps of \$336.

## Results of Operations for the Three Month Periods Ended September 30, 2017 and 2016

### Net Income

Although net income decreased only slightly period over period, net income per common share was significantly lower for the three month period ended September 30, 2017 as compared to the same period of 2016. Average shares outstanding for the three month period ended September 30, 2017 includes the impact of shares issued under our follow-on equity offering as well as our ATM program. While our results for both three month periods benefited from higher asset prices, we had much higher hedging costs in the three month period ended September 30, 2017 as compared to the same period of 2016. Higher asset prices during the three month period ended September 30, 2016, fueled by increasing investor demand for high credit quality and attractive yielding assets, led to meaningful net realized and unrealized gains on our portfolio. At the same time, in each period our net income more than covered our quarterly dividend.

### Interest Income

Our portfolio as of each of September 30, 2017 and 2016 consisted primarily of Agency RMBS, and to a lesser extent, non-Agency RMBS. Before interest expense, we earned approximately \$12.6 million and \$7.0 million in interest income on these securities for the three month periods ended September 30, 2017 and 2016, respectively. The period-over-period increase in interest income resulted from higher average holdings and a higher weighted average yield on our Agency RMBS. Our average holdings increased following the leveraged deployment of capital raised through our second quarter equity offering and our ATM program. Some of the variability in our interest income and portfolio yields is due to Catch-up Premium Amortization Adjustment. The adjustment is calculated as of the beginning of each quarter based on our then assumptions about cashflows and prepayments, and can vary significantly from quarter to quarter. For the third quarter of 2017, we had a negative Catch-up

Premium Amortization Adjustment of approximately \$(0.7) million, which decreased our interest income. Excluding the Catch-up Premium Amortization Adjustment, the weighted average yield of our portfolio was 3.01% for the third quarter of 2017. By comparison, for the third quarter of 2016 the Catch-up Premium Amortization Adjustment decreased interest income by approximately \$(1.4) million. Excluding this Catch-up Premium Amortization Adjustment, the weighted average yield on our portfolio for the third quarter of 2016 would have been 2.78%.

The following table details our interest income, average holdings of yield-bearing assets, and weighted average yield based on amortized cost for the three month periods ended September 30, 2017 and 2016:

<i>(In thousands)</i>	Non-Agency <sup>(1)</sup>			Agency <sup>(1)</sup>			Total <sup>(1)</sup>		
	Interest Income	Average Holdings	Yield	Interest Income	Average Holdings	Yield	Interest Income	Average Holdings	Yield
Three month period ended September 30, 2017	\$ 358	\$ 16,850	8.50%	\$ 12,234	\$ 1,745,537	2.80%	\$ 12,592	\$ 1,762,387	2.86%
Three month period ended September 30, 2016	\$ 498	\$ 19,124	10.42%	\$ 6,504	\$ 1,195,150	2.18%	\$ 7,002	\$ 1,214,274	2.31%

(1) Amounts exclude interest income on cash and cash equivalents (including when posted as margin) and long U.S. Treasury securities.

### Interest Expense

For each of the three month periods ended September 30, 2017 and 2016, the majority of interest expense that we incurred was related to our repo borrowings, which we use to finance our assets. We also incur interest expense in connection with our short positions in U.S. Treasury securities. Our total interest expense for the three month period ended September 30, 2017 was \$5.7 million, of which \$5.4 million represented interest expense on our repo and approximately \$0.3 million represented interest expense related primarily to our short positions in U.S. Treasury securities. Our total interest expense for the three month period ended September 30, 2016 was \$2.3 million, of which \$2.0 million represented interest expense on our repo borrowings and approximately \$0.3 million represented interest expense related primarily to our short positions in U.S. Treasury securities. The period-over-period increase in our total interest expense resulted mainly from higher rates on our repo borrowings stemming from the increase in short-term interest rates, as well as an increase in our average borrowings as a result of our larger asset base. Our average outstanding repo borrowings for the three month period ended September 30, 2017 was \$1.6 billion, resulting in an average cost of funds of 1.31%. Our average outstanding repo borrowings for the three month period ended September 30, 2016 was \$1.1 billion, resulting in an average cost of funds of 0.71%.

The following table shows information related to our average cost of funds for the three month periods ended September 30, 2017 and 2016.

<i>(\$ in thousands)</i>	Average Borrowed Funds	Interest Expense	Average Cost of Funds	Average One-Month LIBOR	Average Six-Month LIBOR
Three Month Period Ended September 30, 2017	\$ 1,633,746	\$ 5,382	1.31%	1.23%	1.46%
Three Month Period Ended September 30, 2016	\$ 1,138,439	\$ 2,030	0.71%	0.51%	1.15%

As an alternative cost of funds measure, we add to our repo borrowing cost the net periodic amounts paid or payable by us on our interest rate swaps and the interest expense we incur on our short positions in U.S. Treasury securities, and express the total as an annualized percentage of our average outstanding borrowings. The total of our net periodic expense paid or payable under our interest rate swaps and our interest expense on our short positions in U.S. Treasury securities was \$1.0 million for the three month period ended September 30, 2017, or 0.25% of our average outstanding repo borrowings, on an annualized basis, thereby resulting in an average cost of funds including interest rate swaps and short positions in U.S. Treasury securities of 1.56%. The total of our net periodic expense paid or payable under our interest rate swaps was \$0.9 million for the three month period ended September 30, 2016, or 0.30% of our average outstanding borrowings, on an annualized basis, thereby resulting in an average cost of funds including interest rate swaps and short positions in U.S. Treasury securities of 1.01%. This metric does not take into account other instruments that we use to hedge interest rate risk, such as TBAs, swaptions, and futures.

### Management Fees

For the three month periods ended September 30, 2017 and 2016, our management fee expense was approximately \$0.7 million and \$0.5 million, respectively. The period-over-period increase was due to our higher capital base in the later period,

which resulted from our follow-on equity offering as well as our ATM program. Management fees are calculated based on our shareholders' equity at the end of the quarter.

### **Other Operating Expenses**

Other operating expenses, as presented above, include professional fees, compensation expense, and various other expenses incurred in connection with the operation of our business. Other operating expenses for both the three month periods ended September 30, 2017 and 2016 were approximately \$0.7 million. Our expense ratio, which represents our annualized management fees and other operating expenses as a percentage of our average shareholders' equity, was 3.0% and 3.5% for the three month periods ended September 30, 2017 and 2016, respectively. The decrease in our expense ratio was primarily due to an increase in our average shareholders' equity for the three month period ended September 30, 2017 as compared to the three month period ended September 30, 2016, resulting from our follow-on equity offering and sales of shares under our ATM program that occurred during 2017.

### **Other Income (Loss)**

Other income (loss) consists of net realized and net change in unrealized gain (losses) on securities and financial derivatives. For the three month period ended September 30, 2017, other income was \$0.7 million, and consisted of net realized and change in net unrealized gains of \$4.3 million on our securities, primarily our Agency RMBS, partially offset by net realized and change in net unrealized losses of \$(3.7) million on our financial derivatives. The three month period ended September 30, 2017 included increases in asset valuations, mainly on our Agency RMBS, as prices of fixed-rate Agency RMBS generally increased. Our interest rate hedges, which primarily include interest rate swaps, short positions in TBAs, and U.S. Treasury securities, generated net losses during the three month period ended September 30, 2017.

Other income (loss) for the three month period ended September 30, 2016 was \$3.1 million and consisted of net realized and change in net unrealized gains of approximately \$3.8 million on our securities, primarily our Agency RMBS, partially offset by realized and change in net unrealized losses of \$(0.7) million on our financial derivatives. Demand for Agency RMBS increased over the quarter, providing support to prices and yield spreads.

## **Results of Operations for the Nine Month Periods Ended September 30, 2017 and 2016**

### **Net Income**

While net income increased slightly period over period, net income per common share was lower for the nine month period ended September 30, 2017 as compared to the same period of 2016. Average outstanding shares for the nine month period ended September 30, 2017 include the impact of shares issued under our follow-on equity offering as well as our ATM program. For the nine month period ended September 30, 2017, the cost of our interest rate hedges exceeded the net appreciation on our assets, thereby dampening our results relative to the same period of 2016.

### **Interest Income**

Our portfolio as of each of September 30, 2017 and 2016 consisted primarily of Agency RMBS, and to a lesser extent, non-Agency RMBS. Before interest expense, we earned approximately \$35.4 million and \$24.0 million in interest income on these securities for the nine month periods ended September 30, 2017 and 2016, respectively. The period-over-period increase in interest income resulted from higher average holdings and higher weighted average yields on our Agency RMBS. Our average holdings increased following the leveraged deployment, in Agency RMBS, of capital raised through our equity offering and ATM program. Some of the variability in our interest income and portfolio yields is due to Catch-up Premium Amortization Adjustment. For the nine month period ended September 30, 2017, we had a positive Catch-up Premium Amortization Adjustment of approximately \$1.6 million, which increased our interest income. Excluding the Catch-up Premium Amortization Adjustment, the weighted average yield of our portfolio was 3.00% for the nine month period ended September 30, 2017. By comparison, for the nine month period ended September 30, 2016 the Catch-up Premium Amortization Adjustment decreased interest income by approximately \$2.6 million. Excluding this Catch-up Premium Amortization Adjustment, the weighted average yield on our portfolio for the nine month period ended September 30, 2016 would have been 2.92%.

The following table details our interest income, average holdings of yield-bearing assets, and weighted average yield based on amortized cost for the nine month periods ended September 30, 2017 and 2016:

<i>(In thousands)</i>	Non-Agency <sup>(1)</sup>			Agency <sup>(1)</sup>			Total <sup>(1)</sup>		
	Interest Income	Average Holdings	Yield	Interest Income	Average Holdings	Yield	Interest Income	Average Holdings	Yield
Nine month period ended September 30, 2017	\$ 1,038	\$ 16,350	8.46%	\$ 34,390	\$ 1,482,809	3.09%	\$ 35,428	\$ 1,499,159	3.15%
Nine month period ended September 30, 2016	\$ 1,674	\$ 23,740	9.40%	\$ 22,341	\$ 1,193,564	2.50%	\$ 24,015	\$ 1,217,304	2.63%

(1) Amounts exclude interest income on cash and cash equivalents (including when posted as margin) and long U.S. Treasury securities.

### Interest Expense

For the nine month periods ended September 30, 2017 and 2016, the majority of interest expense that we incurred was related to our repo borrowings, which we use to finance our assets. We also incur interest expense in connection with our short positions in U.S. Treasury securities. Our total interest expense for the nine month period ended September 30, 2017 was \$12.9 million, of which \$11.8 million represented interest expense on our repo and approximately \$1.1 million represented interest expense related primarily to our short positions in U.S. Treasury securities. Our total interest expense for the nine month period ended September 30, 2016 was \$6.6 million, of which \$5.8 million represented interest expense on our repo borrowings and approximately \$0.8 million represented interest expense related primarily to our short positions in U.S. Treasury securities. The period-over-period increase in our total interest expense resulted mainly from higher rates on our repo borrowings stemming from the increase in short-term interest rates, as well as an increase in average borrowings as a result of our larger asset base. Our average outstanding repo borrowings for the nine month period ended September 30, 2017 was \$1.39 billion, resulting in an average cost of funds of 1.13%. Our average outstanding repo borrowings for the nine month period ended September 30, 2016 was \$1.14 billion, resulting in an average cost of funds of 0.68%.

The following table shows information related to our average cost of funds for the nine month periods ended September 30, 2017 and 2016.

<i>(\$ in thousands)</i>	Average Borrowed Funds	Interest Expense	Average Cost of Funds	Average One-Month LIBOR	Average Six-Month LIBOR
Nine Month Period Ended September 30, 2017	\$ 1,390,900	\$ 11,797	1.13%	1.04%	1.42%
Nine Month Period Ended September 30, 2016	\$ 1,137,711	\$ 5,762	0.68%	0.46%	0.99%

As an alternative cost of funds measure, we add to our repo borrowing cost the net periodic amounts paid or payable by us on our interest rate swaps and the interest expense we incur on our short positions in U.S. Treasury securities, and express the total as an annualized percentage of our average outstanding borrowings. The total of our net periodic expense paid or payable under our interest rate swaps and our interest expense on our short positions in U.S. Treasury securities was \$2.9 million for the nine month period ended September 30, 2017, or 0.28% of our average outstanding repo borrowings, on an annualized basis, thereby resulting in an average cost of funds including interest rate swaps and short positions in U.S. Treasury securities of 1.41%. The total of our net periodic expense paid or payable under our interest rate swaps was \$3.9 million for the nine month period ended September 30, 2016, or 0.46% of our average outstanding borrowings, on an annualized basis, thereby resulting in an average cost of funds including interest rate swaps and short positions in U.S. Treasury securities of 1.13%. This metric does not take into account other instruments that we use to hedge interest rate risk, such as TBAs, swaptions, and futures.

### Management Fees

For the nine month periods ended September 30, 2017 and 2016, our management fee expense was approximately \$2.0 million and \$1.6 million, respectively. The period-over-period increase was due to our higher capital base in the later period, which resulted from our follow-on equity offering as well as our ATM program. Management fees are calculated based on our shareholders' equity at the end of the quarter.

### Other Operating Expenses

Other operating expenses, as presented above, include professional fees, compensation expense, and various other expenses incurred in connection with the operation of our business. Other operating expenses for the nine month periods ended

September 30, 2017 and 2016 were approximately \$2.2 million and \$2.3 million, respectively. Our expense ratio, which represents our annualized management fees and other operating expenses as a percentage of our average shareholders' equity, was 3.4% for the nine month period ended September 30, 2017, as compared to 3.6% for the nine month period ended September 30, 2016. The decrease in our expense ratio was primarily due to an increase in our average shareholders' equity for the nine month period ended September 30, 2017 as compared to the nine month period ended September 30, 2016, as a result of our follow-on equity offering and sales of shares under our ATM program that occurred during 2017. We also had a decrease in administration and professional fees for the nine month period ended September 30, 2017 as compared to the nine month period ended September 30, 2016.

#### **Other Income (Loss)**

Other income (loss) consists of net realized and net change in unrealized gain (losses) on securities and financial derivatives. For the nine month period ended September 30, 2017, other loss was \$(9.0) million, and consisted of net realized and change in net unrealized losses of \$(11.8) million on our financial derivatives partially offset by net realized and change in net unrealized gains of \$2.8 million on our securities, primarily our Agency RMBS. During the nine month period ended September 30, 2017, short-term interest rates rose, longer-term interest rates fluctuated but decreased somewhat overall, and Agency RMBS yield spreads widened in the first two quarters, based on market concerns around the eventual tapering of Agency RMBS purchases by the Federal Reserve, but tightened significantly in the third quarter. The modest gains in our Agency RMBS portfolio reflected the net effect of all these movements. We had net losses on our interest rate hedges as longer-term interest rates decreased over the period, and as fluctuations in interest rates throughout the year led to "delta-hedging" losses, as we actively adjusted our hedging portfolio following significant interest rate movements. To the extent that our hedging portfolio includes interest rate swaps, futures, and/or U.S. Treasury securities, our delta-hedging losses can be significant in fluctuating markets, and can lead to volatility in our results. Firm dollar roll prices led to net losses on our TBA hedges. Because we use short TBAs as a major component of our interest rate hedging portfolio, the relative underperformance of specified pools in comparison to TBAs also dampened our overall results for the period. For the nine month period ended September 30, 2017, as measured by sales and excluding paydowns, we turned over approximately 86% of our Agency RMBS portfolio and, as a result, we generated net realized losses of \$(3.1) million on our Agency RMBS portfolio.

Other income (loss) for the nine month period ended September 30, 2016 was \$(3.9) million and consisted of net realized and change in net unrealized losses of \$(27.3) million on our financial derivatives partially offset by net realized and change in net unrealized gains of approximately \$23.4 million on our securities, primarily our Agency RMBS. Overall, interest rates declined over the course of the nine month period which was marked by significant interest rate volatility, and both prices and pay-ups on our specified Agency pools increased.

#### **Liquidity and Capital Resources**

Liquidity refers to our ability to meet our cash needs, including repaying our borrowings, funding and maintaining RMBS and other assets, paying dividends, and other general business needs. Our short-term (one year or less) and long-term liquidity requirements include acquisition costs for assets we acquire, payment of our management fee, compliance with margin requirements under our repurchase agreements, TBA and other financial derivative contracts, repayment of repurchase agreement borrowings to the extent we are unable or unwilling to extend our repurchase agreements, the payment of dividends, and payment of our general operating expenses. Our capital resources primarily include cash on hand, cash flow from our investments (including monthly principal and interest payments received on our RMBS and proceeds from the sale of RMBS), borrowings under repurchase agreements, and proceeds from equity offerings. We expect that these sources of funds will be sufficient to meet our short-term and long-term liquidity needs.

We borrow funds in the form of repurchase agreements. The terms of our repo borrowings are predominantly governed by Master Repurchase Agreements, or "MRAs," which generally conform to the terms in the standard master repurchase agreement as published by the Securities Industry and Financial Markets Association as to repayment and margin requirements. In addition, each lender may require that we include supplemental terms and conditions to the standard master repurchase agreement. Typical supplemental terms and conditions include the addition of or changes to provisions relating to margin calls, net asset value requirements, cross default provisions, certain key person events, changes in corporate structure, and requirements that all controversies related to the repurchase agreement be litigated in a particular jurisdiction. These provisions may differ for each of our lenders.

As of September 30, 2017 and December 31, 2016, we had \$1.6 billion and \$1.2 billion, respectively, outstanding under our repurchase agreements. As of September 30, 2017, our outstanding repurchase agreements were with fifteen counterparties.

Amount at risk represents the excess, if any, for each counterparty of the fair value of collateral held by such counterparty over the amounts outstanding under repurchase agreements. The following table reflects counterparties for which the amounts at risk relating to our repurchase agreements was greater than 5% of shareholders' equity as of September 30, 2017 and December 31, 2016.

**September 30, 2017:**

Counterparty	Amount at Risk <sup>(1)</sup>	Weighted Average Remaining Days to Maturity	Percentage of Shareholders' Equity
	<i>(In thousands)</i>		
Wells Fargo Bank, N.A.	\$ 18,403	37	9.4%
RBC Capital Markets LLC	15,499	47	7.9%
J.P. Morgan Securities Inc.	13,077	40	6.6%
Deutsche Bank Securities	10,915	43	5.5%

(1) Amounts at risk exclude, in aggregate, \$1.9 million of net accrued interest, defined as accrued interest on securities held as collateral less interest payable on cash borrowed.

**December 31, 2016:**

Counterparty	Amount at Risk <sup>(1)</sup>	Weighted Average Remaining Days to Maturity	Percentage of Shareholders' Equity
	<i>(In thousands)</i>		
J.P. Morgan Securities Inc.	\$ 15,077	58	10.6%
Deutsche Bank Securities	11,778	36	8.3%
Wells Fargo Bank, N.A.	11,533	38	8.1%
RBC Capital Markets LLC	11,506	34	8.1%

(1) Amounts at risk exclude, in aggregate, \$1.6 million of net accrued interest, defined as accrued interest on securities held as collateral less interest payable on cash borrowed.

The amounts borrowed under our repurchase agreements are generally subject to the application of "haircuts." A haircut is the percentage discount that a repo lender applies to the market value of an asset serving as collateral for a repo borrowing, for the purpose of determining whether such repo borrowing is adequately collateralized. As of September 30, 2017 and December 31, 2016, the weighted average contractual haircut applicable to the assets that serve as collateral for our outstanding repo borrowings was 4.9% and 4.8%, respectively.

The following table details total outstanding borrowings, average outstanding borrowings, and the maximum outstanding borrowings at any month end for each quarter under repurchase agreements for the past twelve quarters.

Quarter Ended	Borrowings Outstanding at Quarter End	Average Borrowings Outstanding	Maximum Borrowings Outstanding at Any Month End
<i>(In thousands)</i>			
September 30, 2017	\$ 1,642,313	\$ 1,633,746	\$ 1,650,729
June 30, 2017 <sup>(1)</sup>	1,628,450	1,339,806	1,628,450
March 31, 2017	1,178,285	1,194,321	1,199,860
December 31, 2016	1,197,973	1,170,091	1,197,973
September 30, 2016	1,158,962	1,138,439	1,158,962
June 30, 2016	1,205,987	1,132,184	1,205,987
March 31, 2016	1,133,841	1,142,501	1,175,531
December 31, 2015	1,222,719	1,228,964	1,286,274
September 30, 2015	1,225,905	1,242,650	1,248,604
June 30, 2015	1,264,479	1,247,617	1,269,551
March 31, 2015	1,211,110	1,239,167	1,255,568
December 31, 2014	1,323,080	1,275,874	1,323,080
September 30, 2014	1,233,333	1,251,296	1,275,122

(1) For the quarter ended June 30, 2017 the significant increase between average borrowings outstanding and total borrowings as of June 30, 2017 was the result of our deployment of the proceeds from our follow-on offering of common shares during the quarter. Based on our higher equity base, we increased our repo borrowings so as to maintain our desired debt-to-equity ratio.

We held cash and cash equivalents of approximately \$50.3 million and \$33.5 million as of September 30, 2017 and December 31, 2016, respectively.

We may declare dividends based on, among other things, our earnings, our financial condition, the REIT qualification requirements of the Internal Revenue Code of 1986, as amended, our working capital needs and new opportunities. The declaration of dividends to our shareholders and the amount of such dividends are at the discretion of our Board of Trustees. The following table sets forth the dividend distributions authorized by the Board of Trustees for the periods indicated below:

*Nine Month Period Ended September 30, 2017*

	Dividend Per Share	Dividend Amount	Declaration Date	Record Date	Payment Date
<i>(In thousands)</i>					
First Quarter	\$ 0.40	\$ 3,652	March 6, 2017	March 31, 2017	April 25, 2017
Second Quarter	\$ 0.40	\$ 4,947	June 13, 2017	June 30, 2017	July 25, 2017
Third Quarter	\$ 0.40	\$ 5,334	September 12, 2017	September 29, 2017	October 25, 2017

*Nine Month Period Ended September 30, 2016*

	Dividend Per Share	Dividend Amount	Declaration Date	Record Date	Payment Date
<i>(In thousands)</i>					
First Quarter	\$ 0.45	\$ 4,103	March 8, 2016	March 31, 2016	April 25, 2016
Second Quarter	\$ 0.40	\$ 3,647	June 14, 2016	June 30, 2016	July 27, 2016
Third Quarter	\$ 0.40	\$ 3,651	September 13, 2016	September 30, 2016	October 25, 2016

For the nine month period ended September 30, 2017, our operating activities provided net cash of \$35.4 million and our investing activities used net cash of \$509.5 million. Our repo activity used to finance our purchase of securities (including repayments, in conjunction with the sales of securities, of amounts borrowed under our repurchase agreements) provided net cash of \$444.3 million. Thus our operating and investing activities, when combined with our net repo financing activities, used net cash of \$29.8 million. We received net proceeds from the issuance of common shares of \$59.1 million, after underwriters'

discounts and third party agent commissions. We used \$12.3 million to pay dividends and \$0.3 million to pay offering costs. As a result of these activities, there was an increase in our cash holdings of \$16.8 million from \$33.5 million as of December 31, 2016 to \$50.3 million as of September 30, 2017.

For the nine month period ended September 30, 2016, our operating activities provided net cash of \$26.5 million and our investing activities provided net cash of \$52.2 million. Our repo activity used to finance our purchase of securities (including repayments, in conjunction with the sales of securities, of amounts borrowed under our repurchase agreements) used net cash of \$63.8 million. Thus our operating and investing activities, when combined with our net repo financing activities, provided net cash of \$14.9 million. We used \$11.9 million to pay dividends and \$0.2 million for the repurchase of common shares. As a result of these activities, there was an increase in our cash holdings of \$2.9 million from \$40.2 million as of December 31, 2015 to \$43.0 million as of September 30, 2016.

On August 13, 2013, our Board of Trustees approved the adoption of a \$10 million share repurchase program. The program, which is open-ended in duration, allows us to make repurchases from time to time on the open market or in negotiated transactions. Repurchases are at our discretion, subject to applicable law, share availability, price and our financial performance, among other considerations. During the three and nine month periods ended September 30, 2017, we did not purchase any of our common shares.

In addition to completing an equity offering during the three month period ended June 30, 2017, we also entered into equity distribution agreements for an ATM program whereby we are able to sell shares from time to time in the open market or in negotiated transactions. Under the program, which is open-ended in duration, we can sell shares with a value of up to \$100 million. As of September 30, 2017, we sold 964,968 shares at an average price of \$14.49 under the offering program, for net proceeds of \$14.0 million after third party agent commissions and fees of \$0.2 million.

Based on our current portfolio, amount of free cash on hand, debt-to-equity ratio and current and anticipated availability of credit, we believe that our capital resources will be sufficient to enable us to meet anticipated short-term and long-term liquidity requirements.

We are not required by our investment guidelines to maintain any specific debt-to-equity ratio, and we believe that the appropriate leverage for the particular assets we hold depends on the credit quality and risk of those assets, as well as the general availability and terms of stable and reliable financing for those assets.

### **Contractual Obligations and Commitments**

We are a party to a management agreement with our Manager. Pursuant to that agreement, our Manager is entitled to receive a management fee based on shareholders' equity, reimbursement of certain expenses and, in certain circumstances, a termination fee. Such fees and expenses do not have fixed and determinable payments. For a description of the management agreement provisions, see Note 9 to our consolidated financial statements.

We enter into repurchase agreements with third-party broker-dealers whereby we sell securities to such broker-dealers at agreed-upon purchase prices at the initiation of the repurchase agreements and agree to repurchase such securities at predetermined repurchase prices and termination dates, thus providing the broker-dealers with an implied interest rate on the funds initially transferred to us by the broker-dealers. We may enter into reverse repurchase agreements with third-party broker-dealers whereby we purchase securities under agreements to resell at an agreed-upon price and date. In general, we most often will enter into reverse repurchase agreement transactions in order to effectively borrow securities that we can then deliver to counterparties to whom we have made short sales of the same securities. The implied interest rates on the repurchase agreements and reverse repurchase agreements we enter into are based upon competitive market rates at the time of initiation. Repurchase agreements and reverse repurchase agreements that are conducted with the same counterparty may be reported on a net basis if they meet the requirements of ASC 210-20, *Balance Sheet, Offsetting*. As of September 30, 2017 and December 31, 2016, there were no repurchase agreements and reverse repurchase agreements reported on a net basis on the Consolidated Balance Sheet.

As of September 30, 2017 we had \$1.6 billion of outstanding borrowings with fifteen counterparties.

### **Off-Balance Sheet Arrangements**

As of September 30, 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 entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Further, we have not guaranteed any obligations of unconsolidated entities nor do we have any commitment or intent to provide funding to any such entities. As such, we are not materially exposed to any market, credit, liquidity, or financing risk that could arise if we had

engaged in such relationships.

## 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 so than does inflation. Changes in interest rates do not necessarily correlate with inflation rates or changes in inflation rates. Our activities and balance sheet are measured with reference to historical cost and/or fair market value without considering inflation.

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

The primary components of our market risk are related to interest rate risk, prepayment risk, and credit risk. We seek to actively manage these and other risks and to acquire and hold assets that we believe justify bearing those risks, and to maintain capital levels consistent with those risks.

#### Interest Rate Risk

Interest rates are highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations, and other factors beyond our control. We are subject to interest rate risk in connection with most of our assets and liabilities. For some securities in our portfolio, the coupon interest rates on, and therefore also the values of, such securities are highly sensitive to interest rate movements, such as inverse floating rate RMBS, which benefit from falling interest rates. Our repurchase agreements generally have maturities of up to 180 days and carry interest rates that are determined by reference to LIBOR or similar short-term benchmark rates for those same periods. Whenever one of our fixed-rate repo borrowings matures, it will generally be replaced with a new fixed-rate repo borrowing based on market interest rates prevailing at such time. Subject to qualifying and maintaining our qualification as a REIT and our exclusion from registration under the Investment Company Act, we opportunistically hedge our interest rate risk by entering into interest rate swaps, TBAs, U.S. Treasury securities, Eurodollar and U.S. Treasury futures, and other instruments. In general, such hedging instruments are used to offset the large majority of the interest rate risk we estimate to arise from our repurchase agreement indebtedness generally associated with our Agency RMBS positions. Hedging instruments may also be used to offset a portion of the interest rate risk arising from our repurchase agreement liabilities associated with non-Agency RMBS positions, if any.

In addition to measuring and mitigating the risk related to changes in interest rates with respect to the generally shorter-term liabilities we incur to acquire and hold generally longer-lived RMBS, we also monitor the effect of changes in interest rates on the discounted present value of our portfolio of assets and liabilities. The following sensitivity analysis table shows the estimated impact on the fair value of our portfolio segregated by certain identified categories as of September 30, 2017, assuming a static portfolio and immediate and parallel shifts in interest rates from current levels as indicated below.

<i>(In thousands)</i>	Estimated Change for a Decrease in Interest Rates				Estimated Change for an Increase in Interest Rates			
	by				by			
	50 Basis Points		100 Basis Points		50 Basis Points		100 Basis Points	
Category of Instruments	Market Value	% of Total Equity	Market Value	% of Total Equity	Market Value	% of Total Equity	Market Value	% of Total Equity
Agency RMBS, excluding TBAs	\$ 24,276	12.34 %	\$ 38,026	19.32 %	\$ (34,805)	(17.69)%	\$ (80,135)	(40.72)%
TBAs	(9,257)	(4.71)%	(13,982)	(7.11)%	13,789	7.01 %	32,110	16.32 %
Non-Agency RMBS	354	0.18 %	685	0.35 %	(375)	(0.19)%	(773)	(0.40)%
U.S. Treasury Securities, Interest Rate Swaps, and Futures	(16,910)	(8.59)%	(34,309)	(17.43)%	16,421	8.34 %	32,353	16.44 %
Repurchase and Reverse Repurchase Agreements	(962)	(0.49)%	(1,924)	(0.98)%	962	0.49 %	1,923	0.98 %
<b>Total</b>	<b>\$ (2,499)</b>	<b>(1.27)%</b>	<b>\$ (11,504)</b>	<b>(5.85)%</b>	<b>\$ (4,008)</b>	<b>(2.04)%</b>	<b>\$ (14,522)</b>	<b>(7.38)%</b>

Our analysis of interest rate risk is derived from Ellington's proprietary models as well as third-party information and analytics. Many assumptions have been made in connection with the calculations set forth in the table above and, as such, there can be no assurance that assumed events will occur or that other events will not occur that would affect the outcomes. For example, for each hypothetical immediate shift in interest rates, assumptions have been made as to the response of mortgage

prepayment rates, the shape of the yield curve, and market volatilities of interest rates; each of the foregoing factors can significantly and adversely affect the fair value of our interest rate sensitive instruments.

The above analysis utilizes assumptions and estimates based on management's judgment and experience, and relies on financial models, which are inherently imperfect; in fact, different models can produce different results for the same securities. While the table above reflects the estimated impacts of immediate parallel interest rate increases and decreases on specific categories of instruments in our portfolio, we intend to actively trade many of the instruments in our portfolio and intend to diversify our portfolio to reflect a portfolio comprised primarily of Agency RMBS, and, to a lesser extent, non-Agency RMBS and mortgage-related assets. Therefore, our current or future portfolios may have risks that differ significantly from those of our September 30, 2017 portfolio estimated above. Moreover, the impact of changing interest rates on fair value can change significantly when interest rates change by a greater amount than the hypothetical shifts assumed above. Furthermore, our portfolio is subject to many risks other than interest rate risks, and these additional risks may or may not be correlated with changes in interest rates. For all of the foregoing reasons and others, the table above is for illustrative purposes only and actual changes in interest rates would likely cause changes in the actual fair value of our portfolio that would differ from those presented above, and such differences might be significant and adverse. See "*Special Note Regarding Forward-Looking Statements.*"

### ***Prepayment Risk***

Prepayment risk is the risk of change, whether an increase or a decrease, in the rate at which principal is returned in respect to mortgage loans underlying RMBS, including both through voluntary prepayments and through liquidations due to defaults and foreclosures. This rate of prepayment is affected by a variety of factors, including the prevailing level of interest rates as well as economic, demographic, tax, social, legal, and other factors. Changes in prepayment rates will have varying effects on the different types of securities in our portfolio, and we attempt to take these effects into account in making asset management decisions. Additionally, increases in prepayment rates may cause us to experience losses on our investment in interest-only securities, or "IOs," and inverse interest only securities, or "IIOs," as these securities are extremely sensitive to prepayment rates. Finally, prepayment rates, besides being subject to interest rates and borrower behavior, are also substantially affected by government policy and regulation.

### ***Credit Risk***

We are subject to credit risk in connection with our assets, especially our non-Agency RMBS. Credit losses on real estate loans underlying our non-Agency RMBS can occur for many reasons, including, but not limited to, poor origination practices, fraud, faulty appraisals, documentation errors, poor underwriting, legal errors, poor servicing practices, weak economic conditions, decline in the value of homes, special hazards, earthquakes and other natural events, over-leveraging of the borrower on the property, reduction in market rents and occupancies and poor property management services in the case of rented homes, changes in legal protections for lenders, reduction in personal income, job loss, and personal events such as divorce or health problems. Property values are subject to volatility and may be affected adversely by a number of factors, including, but not limited to, national, regional, and local economic conditions (which may be adversely affected by industry slowdowns and other factors), local real estate conditions (such as an oversupply of housing), changes or continued weakness in specific industry segments, construction quality, age and design, demographic factors, and retroactive changes to building or similar codes. For mortgage-related instruments, the two primary components of credit risk are default risk and severity risk.

### ***Default Risk***

Default risk is the risk that borrowers will fail to make principal and interest payments on their mortgage loans. Subject to qualifying and maintaining our qualification as a REIT and our exclusion from registration under the Investment Company Act, we may selectively attempt to mitigate our default risk by, among other things, opportunistically entering into credit default swaps and total return swaps. These instruments can reference various RMBS indices, corporate bond indices, or corporate entities, such as publicly traded REITs. We also rely on third-party mortgage servicers to mitigate our default risk, but such third-party mortgage servicers may have little or no economic incentive to mitigate loan default rates.

### ***Severity Risk***

Severity risk is the risk of loss upon a borrower default on a mortgage loan underlying our RMBS. Severity risk includes the risk of loss of value of the property underlying the mortgage loan as well as the risk of loss associated with taking over the property, including foreclosure costs. We rely on third-party mortgage servicers to mitigate our severity risk, but such third-party mortgage servicers may have little or no economic incentive to mitigate loan loss severities. Such mitigation efforts may include loan modification programs and prompt foreclosure and property liquidation following a default.

## **Item 4. Controls and Procedures**

### **Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed 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 rules and forms of the SEC, and that such information is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosures. An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of September 30, 2017. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2017.

### **Internal Control Over Financial Reporting**

There have been no changes in our internal control over financial reporting that occurred during the three month period ended September 30, 2017 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**

Neither we nor Ellington nor its affiliates (including our Manager) are currently subject to any legal proceedings that we or our Manager consider material. Nevertheless, we and Ellington and its affiliates operate in highly regulated markets that currently are under intense regulatory scrutiny, and Ellington and its affiliates have received, and we expect in the future that we and they may receive, inquiries and requests for documents and information from various federal, state and foreign regulators. For example, in January 2017, an affiliate of Ellington received a subpoena from the SEC requesting documents, communications, and other information relating primarily to a loan originator and the loans originated by such originator, such affiliate's analyses of such loans, the purchases and securitizations of such loans by such affiliate and by certain third parties, and the servicing of such loans. Ellington's affiliate has responded to the subpoena and intends to cooperate with any further requests. Ellington has advised us that, at the present time, it is not aware that any material legal proceeding against us or Ellington or its affiliates is contemplated in connection with any such inquiries or requests. We and Ellington cannot provide any assurance that these or any future such inquiries and requests will not result in further investigation of or the initiation of a proceeding against us or Ellington or its affiliates or that, if any such investigation or proceeding were to arise, it would not materially adversely affect us. For a discussion of certain risks to which we or Ellington or its affiliates could be exposed as a result of inquiries or requests for documents and information received by us or Ellington or its affiliates, see "Risk Factors—We or Ellington or its affiliates may be subject to regulatory inquiries or proceedings" included in Part 1A of our Annual Report on Form 10-K for the year ended December 31, 2016.

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

For information regarding factors that could affect our results of operations, financial condition, and liquidity, see the risk factors discussed under "*Risk Factors*" in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2016. There have been no material changes from these previously disclosed risk factors. See also "*Special Note Regarding Forward-Looking Statements*," included in Part I, Item 2 of this Quarterly Report on Form 10-Q.

## Item 6. Exhibits

<u>Exhibit</u>	<u>Description</u>
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes – Oxley Act of 2002</a>
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes – Oxley Act of 2002</a>
32.1*	<a href="#">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</a>
32.2*	<a href="#">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</a>
101	The following financial information from Ellington Residential Mortgage REIT's Quarterly Report on Form 10-Q for the nine month period ended September 30, 2017, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheet, (ii) Consolidated Statement of Operations, (iii) Consolidated Statement of Shareholders' Equity, (iv) Consolidated Statement of Cash Flows and (v) Notes to Consolidated Financial Statements.
*	Furnished herewith. These certifications are not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

**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.

Date: November 8, 2017

ELLINGTON RESIDENTIAL MORTGAGE REIT  
By: /s/ LAURENCE PENN  
\_\_\_\_\_  
Laurence Penn  
Chief Executive Officer  
(Principal Executive Officer)

Date: November 8, 2017

ELLINGTON RESIDENTIAL MORTGAGE REIT  
By: /s/ LISA MUMFORD  
\_\_\_\_\_  
Lisa Mumford  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

## EXHIBIT INDEX

<b>Exhibit</b>	<b>Description</b>
31.1	<a href="#"><u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes – Oxley Act of 2002</u></a>
31.2	<a href="#"><u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes – Oxley Act of 2002</u></a>
32.1*	<a href="#"><u>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</u></a>
32.2*	<a href="#"><u>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</u></a>
101	The following financial information from Ellington Residential Mortgage REIT's Quarterly Report on Form 10-Q for the nine month period ended September 30, 2017, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheet, (ii) Consolidated Statement of Operations, (iii) Consolidated Statement of Shareholders' Equity, (iv) Consolidated Statement of Cash Flows and (v) Notes to Consolidated Financial Statements.
*	Furnished herewith. These certifications are not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Laurence Penn, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ellington Residential Mortgage REIT;

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

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

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

- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2017

/s/ Laurence Penn

---

Laurence Penn  
Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Lisa Mumford, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ellington Residential Mortgage REIT;

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

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

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

- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2017

/s/ Lisa Mumford

\_\_\_\_\_  
Lisa Mumford

Chief Financial Officer

(Principal Financial and Accounting Officer)

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

In connection with the Quarterly Report of Ellington Residential Mortgage REIT (the "Company") on Form 10-Q for the quarter ended September 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Laurence Penn, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

Date: November 8, 2017

/s/ Laurence Penn

---

Laurence Penn  
Chief Executive Officer  
(Principal Executive Officer)

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

In connection with the Quarterly Report of Ellington Residential Mortgage REIT (the "Company") on Form 10-Q for the quarter ended September 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lisa Mumford, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

Date: November 8, 2017

/s/ Lisa Mumford

---

Lisa Mumford  
Chief Financial Officer  
(Principal Financial and Accounting Officer)