

MFA FINANCIAL, INC.  
Form 10-Q  
August 02, 2017  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q  
(Mark One)

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

For the quarterly period ended June 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: 1-13991

MFA FINANCIAL, INC.  
(Exact name of registrant as specified in its charter)

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Maryland (State or other jurisdiction of incorporation or organization)	13-3974868 (I.R.S. Employer Identification No.)
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350 Park Avenue, 20th Floor, New York, New York (Address of principal executive offices)	10022 (Zip Code)
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(212) 207-6400  
(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last period)

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Yes  No

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

396,326,125 shares of the registrant’s common stock, \$0.01 par value, were outstanding as of July 27, 2017.

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Signatures

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CONSOLIDATED BALANCE SHEET

(In Thousands Except Per Share Amounts)	June 30, 2017 (Unaudited)	December 31, 2016
<b>Assets:</b>		
Mortgage-backed securities (“MBS”) and credit risk transfer (“CRT”) securities:		
Agency MBS, at fair value (\$3,125,864 and \$3,540,401 pledged as collateral, respectively)	\$3,248,007	\$3,738,497
Non-Agency MBS, at fair value (\$3,548,633 and \$4,892,399 pledged as collateral, respectively) (1)	4,592,275	5,825,816
CRT securities, at fair value (\$517,067 and \$357,488 pledged as collateral, respectively)	636,315	404,850
Securities obtained and pledged as collateral, at fair value	370,837	510,767
Residential whole loans, at carrying value (\$270,553 and \$427,880 pledged as collateral, respectively) (2)	661,319	590,540
Residential whole loans, at fair value (\$671,106 and \$734,331 pledged as collateral, respectively) (2)	983,270	814,682
Cash and cash equivalents	745,480	260,112
Restricted cash	11,843	58,463
Other assets	287,470	280,295
<b>Total Assets</b>	<b>\$11,536,816</b>	<b>\$12,484,022</b>
<b>Liabilities:</b>		
Repurchase agreements and other advances	\$7,040,844	\$8,687,268
Obligation to return securities obtained as collateral, at fair value	510,237	510,767
8% Senior Notes due 2042 (“Senior Notes”)	96,753	96,733
Payable for unsettled MBS and residential whole loans purchases	364,389	—
Other liabilities	249,949	155,352
<b>Total Liabilities</b>	<b>\$8,262,172</b>	<b>\$9,450,120</b>
Commitments and contingencies (See Note 11)		
<b>Stockholders’ Equity:</b>		
Preferred stock, \$.01 par value; 7.50% Series B cumulative redeemable; 8,050 shares authorized;	\$80	\$80
8,000 shares issued and outstanding (\$200,000 aggregate liquidation preference)		
Common stock, \$.01 par value; 886,950 shares authorized; 396,311 and 371,854 shares issued and outstanding, respectively	3,963	3,719
Additional paid-in capital, in excess of par	3,214,701	3,029,062
Accumulated deficit	(576,482)	(572,641)
Accumulated other comprehensive income	632,382	573,682
<b>Total Stockholders’ Equity</b>	<b>\$3,274,644</b>	<b>\$3,033,902</b>

Total Liabilities and Stockholders' Equity	\$11,536,816	\$12,484,022
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(1) Includes approximately \$174.4 million of Non-Agency MBS transferred to consolidated VIEs at December 31, 2016. Such assets can be used only to settle the obligations of each respective VIE.

(2) Includes approximately \$134.1 million of Residential whole loans, at carrying value and \$42.2 million of Residential whole loans, at fair value transferred to a consolidated VIE at June 30, 2017. Such assets can be used only to settle the obligations of the VIE.

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

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CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)

(In Thousands, Except Per Share Amounts)	Three Months Ended		Six Months Ended	
	June 30,	June 30,	June 30,	June 30,
	2017	2016	2017	2016
Interest Income:				
Agency MBS	\$16,587	\$21,592	\$34,481	\$45,589
Non-Agency MBS	74,217	83,765	156,460	169,917
CRT securities	7,846	3,222	14,222	5,914
Residential whole loans held at carrying value	8,503	5,758	17,193	10,195
Other interest-earning investments	1,957	—	3,656	—
Cash and cash equivalent investments	1,047	170	1,402	310
Interest Income	\$110,157	\$114,507	\$227,414	\$231,925
Interest Expense:				
Repurchase agreements and other advances	\$46,802	\$45,574	\$95,141	\$90,969
Senior Notes and other interest expense	2,220	2,146	4,230	4,351
Interest Expense	\$49,022	\$47,720	\$99,371	\$95,320
Net Interest Income	\$61,135	\$66,787	\$128,043	\$136,605
Other-Than-Temporary Impairments:				
Total other-than-temporary impairment losses	\$—	\$—	\$(63)	\$—
Portion of loss reclassified from other comprehensive income	(618)	) —	(969)	) —
Net Impairment Losses Recognized in Earnings	\$(618)	) \$—	\$(1,032)	) \$—
Other Income, net:				
Net gain on residential whole loans held at fair value	\$16,208	\$15,742	\$29,981	\$28,090
Net gain on sales of MBS and U.S. Treasury securities	5,889	9,241	15,597	18,986
Other, net	14,847	2,047	19,359	2,665
Other Income, net	\$36,944	\$27,030	\$64,937	\$49,741
Operating and Other Expense:				
Compensation and benefits	\$7,573	\$7,022	\$15,366	\$14,429
Other general and administrative expense	5,754	4,881	9,979	8,799
Loan servicing and other related operating expenses	4,199	2,964	8,608	6,098
Operating and Other Expense	\$17,526	\$14,867	\$33,953	\$29,326
Net Income	\$79,935	\$78,950	\$157,995	\$157,020
Less Preferred Stock Dividends	3,750	3,750	7,500	7,500
Net Income Available to Common Stock and Participating Securities	\$76,185	\$75,200	\$150,495	\$149,520
Earnings per Common Share - Basic and Diluted	\$0.20	\$0.20	\$0.39	\$0.40
Dividends Declared per Share of Common Stock	\$0.20	\$0.20	\$0.40	\$0.40

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





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MFA FINANCIAL, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)

(UNAUDITED)

(In Thousands)	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Net income	\$79,935	\$78,950	\$157,995	\$157,020
Other Comprehensive Income/(Loss):				
Unrealized (loss)/gain on Agency MBS, net	(11,157 )	11,572	(19,209 )	24,798
Unrealized gain on Non-Agency MBS, net	56,167	93,662	83,663	35,300
Reclassification adjustment for MBS sales included in net income	(5,656 )	(8,688 )	(15,602 )	(19,651 )
Reclassification adjustment for other-than-temporary impairments included in net income	(618 )	—	(1,032 )	—
Derivative hedging instrument fair value changes, net	(1,017 )	(13,230 )	10,880	(62,572 )
Other Comprehensive Income/(Loss)	37,719	83,316	58,700	(22,125 )
Comprehensive income before preferred stock dividends	\$117,654	\$162,266	\$216,695	\$134,895
Dividends declared on preferred stock	(3,750 )	(3,750 )	(7,500 )	(7,500 )
Comprehensive Income Available to Common Stock and Participating Securities	\$113,904	\$158,516	\$209,195	\$127,395

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

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MFA FINANCIAL, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
(UNAUDITED)

(In Thousands, Except Per Share Amounts)	Six Months Ended June 30, 2017							
	Preferred Stock 7.50% Series B Cumulative Redeemable Liquidation Preference \$25.00 per Share	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total	
Balance at December 31, 2016	8,000 \$ 80	371,854	\$ 3,719	\$ 3,029,062	\$ (572,641 )	\$ 573,682	\$ 3,033,902	
Net income	—	—	—	—	157,995	—	157,995	
Issuance of common stock, net of expenses (1)	—	24,953	244	186,006	—	—	186,250	
Repurchase of shares of common stock (1)	—	(496 )	—	(3,892 )	—	—	(3,892 )	
Equity based compensation expense	—	—	—	3,300	—	—	3,300	
Accrued dividends attributable to stock-based awards	—	—	—	225	—	—	225	
Dividends declared on common stock	—	—	—	—	(153,855 )	—	(153,855 )	
Dividends declared on preferred stock	—	—	—	—	(7,500 )	—	(7,500 )	
Dividends attributable to dividend equivalents	—	—	—	—	(481 )	—	(481 )	
Change in unrealized gains on MBS, net	—	—	—	—	—	47,820	47,820	
Derivative hedging instrument fair value changes, net	—	—	—	—	—	10,880	10,880	
Balance at June 30, 2017	8,000 \$ 80	396,311	\$ 3,963	\$ 3,214,701	\$ (576,482 )	\$ 632,382	\$ 3,274,644	
	Six Months Ended June 30, 2016							
(In Thousands, Except Per Share Amounts)	Preferred Stock 7.50% Series B Cumulative Redeemable Liquidation Preference	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total	

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\$25.00 per  
Share

	2017	2016	2015	2014	2013	2012	2011	2010
Balance at December 31, 2015	8,000	\$ 80	370,584	\$ 3,706	\$3,019,956	\$(572,332 )	\$ 515,851	\$2,967,261
Net income	—	—	—	—	—	157,020	—	157,020
Issuance of common stock, net of expenses (1)	—	—	647	4	596	—	—	600
Repurchase of shares of common stock (1)	—	—	(204 )	—	(1,384 )	—	—	(1,384 )
Equity based compensation expense	—	—	—	—	3,038	—	—	3,038
Accrued dividends attributable to stock-based awards	—	—	—	—	(345 )	—	—	(345 )
Dividends declared on common stock	—	—	—	—	—	(148,438 )	—	(148,438 )
Dividends declared on preferred stock	—	—	—	—	—	(7,500 )	—	(7,500 )
Dividends attributable to dividend equivalents	—	—	—	—	—	(459 )	—	(459 )
Change in unrealized losses on MBS, net	—	—	—	—	—	—	40,447	40,447
Derivative hedging instruments fair value changes, net	—	—	—	—	—	—	(62,572 )	(62,572 )
Balance at June 30, 2016	8,000	\$ 80	371,027	\$ 3,710	\$3,021,861	\$(571,709 )	\$ 493,726	\$2,947,668

(1) For the six months ended June 30, 2017 and 2016, includes approximately \$3.9 million (496,325 shares) and \$1.4 million (204,451 shares), respectively surrendered for tax purposes related to equity-based compensation awards.

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MFA FINANCIAL, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

(In Thousands)	Six Months Ended	
	June 30, 2017	2016
Cash Flows From Operating Activities:		
Net income	\$ 157,995	\$ 157,020
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on sales of MBS and U.S. Treasury securities	(15,597)	(18,986)
Gain on sales of real estate owned	(2,039)	(1,107)
Gain on liquidation of residential whole loans	(2,059)	—
Other-than-temporary impairment charges	1,032	—
Accretion of purchase discounts on MBS and CRT securities and residential whole loans	(46,179)	(42,738)
Amortization of purchase premiums on MBS and CRT securities	16,002	17,417
Depreciation and amortization on real estate, fixed assets and other assets	439	565
Equity-based compensation expense	3,459	3,042
Unrealized gain on residential whole loans at fair value	(7,209)	(14,616)
Decrease/(increase) in other assets and other	960	(73,632)
(Decrease)/increase in other liabilities	(10,660)	9,141
Net cash provided by operating activities	\$96,144	\$36,106
Cash Flows From Investing Activities:		
Principal payments on MBS and CRT securities and other investments	\$2,461,731	\$1,631,361
Proceeds from sales of MBS and U.S. Treasury securities	177,625	51,819
Purchases of MBS and CRT securities and other investments	(888,736)	(924,705)
Purchases of residential whole loans and capitalized advances	(9,408)	(256,299)
Principal payments on residential whole loans	69,615	47,104
Proceeds from sales of real estate owned	30,459	16,133
Redemption of Federal Home Loan Bank stock	10,422	36,395
Additions to leasehold improvements, furniture and fixtures	(333)	(247)
Net cash provided by investing activities	\$1,851,375	\$601,561
Cash Flows From Financing Activities:		
Principal payments on repurchase agreements and other advances	\$(39,588,099)	\$(40,222,753)
Proceeds from borrowings under repurchase agreements and other advances	37,941,405	39,872,388
Proceeds from issuance of securitized debt	147,847	—
Principal payments on securitized debt	(2,652)	(22,057)
Payments made for securitization related costs	(1,008)	—
Payments made for margin calls and settlements on repurchase agreements and interest rate swap agreements (“Swaps”)	(40,478)	(181,400)
Proceeds from reverse margin calls and settlements on repurchase agreements and Swaps	51,517	89,700
Proceeds from issuances of common stock	186,250	600
Dividends paid on preferred stock	(7,500)	(7,500)
Dividends paid on common stock and dividend equivalents	(149,433)	(148,887)
Net cash used in financing activities	\$(1,462,151)	\$(619,909)
Net increase in cash and cash equivalents	\$485,368	\$17,758

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Cash and cash equivalents at beginning of period	\$260,112	\$165,007
Cash and cash equivalents at end of period	\$745,480	\$182,765
Non-cash Investing and Financing Activities:		
Net decrease in securities obtained as collateral/obligation to return securities obtained as collateral	\$(2,782)	\$(11,675)
Transfer from residential whole loans to real estate owned	\$58,444	\$44,991
Dividends and dividend equivalents declared and unpaid	\$79,559	\$74,584

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

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MFA FINANCIAL, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2017

1. Organization

MFA Financial, Inc. (the “Company”) was incorporated in Maryland on July 24, 1997 and began operations on April 10, 1998. The Company has elected to be treated as a real estate investment trust (“REIT”) for U.S. federal income tax purposes. In order to maintain its qualification as a REIT, the Company must comply with a number of requirements under federal tax law, including that it must distribute at least 90% of its annual REIT taxable income to its stockholders. The Company has elected to treat certain of its subsidiaries as a taxable REIT subsidiary (“TRS”). In general, a TRS may hold assets and engage in activities that the Company cannot hold or engage in directly and generally may engage in any real estate or non-real estate related business. (See Notes 2(o) and 12)

2. Summary of Significant Accounting Policies

(a) Basis of Presentation and Consolidation

The interim unaudited consolidated financial statements of the Company have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and note disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) have been condensed or omitted according to these SEC rules and regulations. Management believes that the disclosures included in these interim unaudited consolidated financial statements are adequate to make the information presented not misleading. The accompanying unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016. In the opinion of management, all normal and recurring adjustments necessary to present fairly the financial condition of the Company at June 30, 2017 and results of operations for all periods presented have been made. The results of operations for the three and six months ended June 30, 2017 should not be construed as indicative of the results to be expected for the full year.

The accompanying consolidated financial statements of the Company have been prepared on the accrual basis of accounting in accordance with GAAP. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although the Company’s estimates contemplate current conditions and how it expects them to change in the future, it is reasonably possible that actual conditions could differ from those estimates, which could materially impact the Company’s results of operations and its financial condition. Management has made significant estimates in several areas, including other-than-temporary impairment (“OTTI”) on MBS (See Note 3), valuation of MBS and CRT securities (See Notes 3 and 15), income recognition and valuation of residential whole loans (See Notes 4 and 15), valuation of derivative instruments (See Notes 5(c) and 15) and income recognition on certain Non-Agency MBS (defined below) purchased at a discount. (See Note 3) In addition, estimates are used in the determination of taxable income used in the assessment of REIT compliance and contingent liabilities for related taxes, penalties and interest. (See Note 2(o)) Actual results could differ from those estimates.

The Company has one reportable segment as it manages its business and analyzes and reports its results of operations on the basis of one operating segment; investing, on a leveraged basis, in residential mortgage assets.

The consolidated financial statements of the Company include the accounts of all subsidiaries; all intercompany accounts and transactions have been eliminated. In addition, the Company consolidates entities established to facilitate its loan securitization transaction as well as related to the acquisition of residential whole loans. Certain prior period amounts have been reclassified to conform to the current period presentation.

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MFA FINANCIAL, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2017

(b) MBS (including Non-Agency MBS transferred to consolidated VIEs) and CRT Securities

The Company has investments in residential MBS that are issued or guaranteed as to principal and/or interest by a federally chartered corporation, such as the Federal National Mortgage Association (“Fannie Mae”) or the Federal Home Loan Mortgage Corporation (“Freddie Mac”), or an agency of the U.S. Government, such as the Government National Mortgage Association (“Ginnie Mae”) (collectively, “Agency MBS”), and residential MBS that are not guaranteed by any agency of the U.S. Government or any federally chartered corporation (“Non-Agency MBS”). In addition, the Company has investments in CRT securities that are issued by Fannie Mae and Freddie Mac. The coupon payments on CRT securities are paid by Fannie Mae and Freddie Mac and the principal payments received are based on the performance of loans in a reference pool of previously securitized MBS. As the loans in the underlying reference pool are paid, the principal balance of the CRT securities is paid. As an investor in a CRT security, the Company may incur a loss if certain defined credit events occur, including, for certain CRT securities, if the loans in the reference pool experience delinquencies exceeding specified thresholds.

Designation

The Company generally intends to hold its MBS until maturity; however, from time to time, it may sell any of its securities as part of the overall management of its business. As a result, all of the Company’s MBS are designated as “available-for-sale” (“AFS”) and, accordingly, are carried at their fair value with unrealized gains and losses excluded from earnings (except when an OTTI is recognized, as discussed below) and reported in Accumulated other comprehensive income/(loss) (“AOCI”), a component of Stockholders’ Equity.

Upon the sale of an AFS security, any unrealized gain or loss is reclassified out of AOCI to earnings as a realized gain or loss using the specific identification method.

The Company has elected the fair value option for certain of its CRT securities as it considers this method of accounting to more appropriately reflect the risk sharing structure of these securities. Such securities are carried at their fair value with changes in fair value included in earnings for the period and reported in Other Income, net on the Company’s consolidated statement of operations.

Revenue Recognition, Premium Amortization and Discount Accretion

Interest income on securities is accrued based on the outstanding principal balance and their contractual terms. Premiums and discounts associated with Agency MBS and Non-Agency MBS assessed as high credit quality at the time of purchase are amortized into interest income over the life of such securities using the effective yield method. Adjustments to premium amortization are made for actual prepayment activity.

Interest income on the Non-Agency MBS that were purchased at a discount to par value and/or are considered to be of less than high credit quality is recognized based on the security’s effective interest rate which is the security’s internal rate of return (“IRR”). The IRR is determined using management’s estimate of the projected cash flows for each security, which are based on the Company’s observation of current information and events and include assumptions related to fluctuations in interest rates, prepayment speeds and the timing and amount of credit losses. On at least a quarterly basis, the Company reviews and, if appropriate, makes adjustments to its cash flow projections based on input and analysis received from external sources, internal models, and its judgment about interest rates, prepayment rates, the



timing and amount of credit losses, and other factors. Changes in cash flows from those originally projected, or from those estimated at the last evaluation, may result in a prospective change in the IRR/ interest income recognized on these securities or in the recognition of OTTIs. (See Note 3)

Based on the projected cash flows from the Company's Non-Agency MBS purchased at a discount to par value, a portion of the purchase discount may be designated as non-accretable purchase discount ("Credit Reserve"), which effectively mitigates the Company's risk of loss on the mortgages collateralizing such MBS and is not expected to be accreted into interest income. The amount designated as Credit Reserve may be adjusted over time, based on the actual performance of the security, its underlying collateral, actual and projected cash flow from such collateral, economic conditions and other factors. If the performance of a security with a Credit Reserve is more favorable than forecasted, a portion of the amount designated as Credit Reserve may be reallocated to accretable discount and recognized into interest income over time. Conversely, if the performance of a security with a Credit Reserve is less favorable than forecasted, the amount designated as Credit Reserve may be increased, or impairment charges and write-downs of such securities to a new cost basis could result.

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MFA FINANCIAL, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2017

Determination of Fair Value for MBS and CRT Securities

In determining the fair value of the Company's MBS and CRT securities, management considers a number of observable market data points, including prices obtained from pricing services, brokers and repurchase agreement counterparties, dialogue with market participants, as well as management's observations of market activity. (See Note 15)

Impairments/OTTI

When the fair value of an AFS security is less than its amortized cost at the balance sheet date, the security is considered impaired. The Company assesses its impaired securities on at least a quarterly basis and designates such impairments as either "temporary" or "other-than-temporary." If the Company intends to sell an impaired security, or it is more likely than not that it will be required to sell the impaired security before its anticipated recovery, then the Company must recognize an OTTI through charges to earnings equal to the entire difference between the investment's amortized cost and its fair value at the balance sheet date. If the Company does not expect to sell an other-than-temporarily impaired security, only the portion of the OTTI related to credit losses is recognized through charges to earnings with the remainder recognized through AOCI on the consolidated balance sheets. Impairments recognized through other comprehensive income/(loss) ("OCI") do not impact earnings. Following the recognition of an OTTI through earnings, a new cost basis is established for the security and may not be adjusted for subsequent recoveries in fair value through earnings. However, OTTIs recognized through charges to earnings may be accreted back to the amortized cost basis of the security on a prospective basis through interest income. The determination as to whether an OTTI exists and, if so, the amount of credit impairment recognized in earnings is subjective, as such determinations are based on factual information available at the time of assessment as well as the Company's estimates of the future performance and cash flow projections. As a result, the timing and amount of OTTIs constitute material estimates that are susceptible to significant change. (See Note 3)

Non-Agency MBS that are assessed to be of less than high credit quality and on which impairments are recognized have experienced, or are expected to experience, credit-related adverse cash flow changes. The Company's estimate of cash flows for its Non-Agency MBS is based on its review of the underlying mortgage loans securing the MBS. The Company considers information available about the past and expected future performance of underlying mortgage loans, including timing of expected future cash flows, prepayment rates, default rates, loss severities, delinquency rates, percentage of non-performing loans, Fair Isaac Corporation ("FICO") scores at loan origination, year of origination, loan-to-value ratios ("LTVs"), geographic concentrations, as well as reports by credit rating agencies, such as Moody's Investors Services, Inc. ("Moody's"), Standard & Poor's Corporation ("S&P") or Fitch, Inc. (collectively with Moody's and S&P, "Rating Agencies"), general market assessments, and dialogue with market participants. As a result, significant judgment is used in the Company's analysis to determine the expected cash flows for its Non-Agency MBS. In determining the OTTI related to credit losses for securities that were purchased at significant discounts to par and/or are considered to be of less than high credit quality, the Company compares the present value of the remaining cash flows expected to be collected at the purchase date (or last date previously revised) against the present value of the cash flows expected to be collected at the current financial reporting date. The discount rate used to calculate the present value of expected future cash flows is the current yield used for income recognition purposes. Impairment assessment for Non-Agency MBS and CRT Securities that were purchased at prices close to par and/or are otherwise considered to be of high credit quality involves comparing the present value of the remaining cash flows expected to be collected against the amortized cost of the security at the assessment date. The discount rate used to

calculate the present value of the expected future cash flows is based on the instrument's IRR.

#### Balance Sheet Presentation

The Company's MBS and CRT Securities pledged as collateral against repurchase agreements, Federal Home Loan Bank advances and Swaps are included on the consolidated balance sheets with the fair value of the securities pledged disclosed parenthetically. Purchases and sales of securities are recorded on the trade date.

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(c) Securities Obtained and Pledged as Collateral/Obligation to Return Securities Obtained as Collateral

The Company has obtained securities as collateral under collateralized financing arrangements in connection with its financing strategy for Non-Agency MBS. Securities obtained as collateral in connection with these transactions are recorded on the Company's consolidated balance sheets as an asset along with a liability representing the obligation to return the collateral obtained, at fair value. While beneficial ownership of securities obtained remains with the counterparty, the Company has the right to transfer the collateral obtained or to pledge it as part of a subsequent collateralized financing transaction. (See Note 2(k) for Repurchase Agreements and Reverse Repurchase Agreements)

(d) Residential Whole Loans (including Residential Whole Loans transferred to consolidated VIEs)

Residential whole loans included in the Company's consolidated balance sheets are comprised of pools of fixed and adjustable rate residential mortgage loans acquired through consolidated trusts in secondary market transactions generally at discounted purchase prices. The accounting model utilized by the Company is determined at the time each loan package is initially acquired and is generally based on the delinquency status of the majority of the underlying borrowers in the package at acquisition. The accounting model described below under "Residential Whole Loans at Carrying Value" is typically utilized by the Company for loans where the underlying borrower has a delinquency status of less than 60 days at the acquisition date. The accounting model described below under "Residential Whole Loans at Fair Value" is typically utilized by the Company for loans where the underlying borrower has a delinquency status of 60 days or more at the acquisition date. The accounting model initially applied is not subsequently changed.

The Company's residential whole loans pledged as collateral against repurchase agreements are included in the consolidated balance sheets with amounts pledged disclosed parenthetically. Purchases and sales of residential whole loans are recorded on the trade date, with amounts recorded reflecting management's current estimate of assets that will be acquired or disposed at the closing of the transaction. This estimate is subject to revision at the closing of the transaction, pending the outcome of due diligence performed prior to closing. Recorded amounts of residential whole loans for which the closing of the purchase transaction is yet to occur are not eligible to be pledged as collateral against any repurchase agreement financing until the closing of the purchase transaction. (See Notes 4, 7, 15 and 16)

Residential Whole Loans at Carrying Value

Notwithstanding that the majority of these loans are considered to be performing substantially in accordance with their current contractual terms and conditions, the Company has elected to account for these loans as credit impaired as they were acquired at discounted prices that reflect, in part, the impaired credit history of the borrower. Substantially all of the borrowers have previously experienced payment delinquencies and the amount owed on the mortgage loan may exceed the value of the property pledged as collateral. Consequently, the Company has assessed that these loans have a higher likelihood of default than newly originated mortgage loans with LTVs of 80% or less to creditworthy borrowers. The Company believes that amounts paid to acquire these loans represent fair market value at the date of acquisition. Such loans are initially recorded at the purchase price with no allowance for loan losses. Subsequent to acquisition, the recorded amount reflects the original investment amount, plus accretion of interest income, less principal and interest cash flows received. These loans are presented on the Company's consolidated balance sheets at carrying value, which reflects the recorded amount reduced by any allowance for loan losses established subsequent to acquisition.

Under the application of this accounting model the Company may aggregate into pools loans acquired in the same fiscal quarter that are assessed as having similar risk characteristics. For each pool established, or on an individual loans basis for loans not aggregated into pools, the Company estimates at acquisition and periodically on at least a quarterly basis, the principal and interest cash flows expected to be collected. The difference between the cash flows expected to be collected and the carrying amount of the loans is referred to as the “accretable yield.” This amount is accreted as interest income over the life of the loans using an effective interest rate (level yield) methodology. Interest income recorded each period reflects the amount of accretable yield recognized and not the coupon interest payments received on the underlying loans. The difference between contractually required principal and interest payments and the cash flows expected to be collected is referred to as the “non-accretable difference,” and includes estimates of both the effect of prepayments and expected credit losses over the life of the underlying loans.

A decrease in expected cash flows in subsequent periods may indicate impairment at the pool and/or individual loan level, thus requiring the establishment of an allowance for loan losses by a charge to the provision for loan losses. The allowance for loan losses represents the present value of cash flows expected at acquisition, adjusted for any increases due to changes in estimated cash flows, that are subsequently no longer expected to be received at the relevant measurement date. A significant increase in

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expected cash flows in subsequent periods first reduces any previously recognized allowance for loan losses and then will result in a recalculation in the amount of accretable yield. The adjustment of accretable yield due to a significant increase in expected cash flows is accounted for prospectively as a change in estimate and results in reclassification from nonaccretable difference to accretable yield.

Residential Whole Loans at Fair Value

Certain of the Company's residential whole loans are presented at fair value on its consolidated balance sheets as a result of a fair value election made at time of acquisition. Given the significant uncertainty associated with estimating the timing of and amount of cash flows associated with these loans that will be collected, and that the cash flows ultimately collected may be dependent on the value of the property securing the loan, the Company considers that accounting for these loans at fair value should result in a better reflection over time of the economic returns from these loans. The Company determines the fair value of its residential whole loans held at fair value after considering portfolio valuations obtained from a third-party who specializes in providing valuations of residential mortgage loans and trading activity observed in the market place. Subsequent changes in fair value are reported in current period earnings and presented in Net gain on residential whole loans held at fair value on the Company's consolidated statements of operations.

Cash received reflecting coupon payments on residential whole loans held at fair value is not included in Interest Income, but rather is presented in Net gain on residential whole loans held at fair value on the Company's consolidated statements of operations. Cash outflows associated with loan-related advances made by the Company on behalf of the borrower are included in the basis of the loan and are reflected in Net gain on residential whole loans held at fair value.

(e) Cash and Cash Equivalents

Cash and cash equivalents include cash on deposit with financial institutions and investments in money market funds, all of which have original maturities of three months or less. Cash and cash equivalents may also include cash pledged as collateral to the Company by its repurchase agreement and/or Swap counterparties as a result of reverse margin calls (i.e., margin calls made by the Company). The Company did not hold any cash pledged by its counterparties at June 30, 2017 or December 31, 2016. The Company's investments in overnight money market funds, which are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency, were \$700.3 million and \$208.9 million at June 30, 2017 and December 31, 2016, respectively. (See Notes 7 and 15)

(f) Restricted Cash

Restricted cash represents the Company's cash held by its counterparties in connection with certain of the Company's Swaps and/or repurchase agreements that is not available to the Company for general corporate purposes. Restricted cash may be applied against amounts due to repurchase agreement and/or Swap counterparties, or may be returned to the Company when the related collateral requirements are exceeded or at the maturity of the Swap or repurchase agreement. The Company had aggregate restricted cash held as collateral or otherwise in connection with its Swaps and repurchase agreements of \$11.8 million and \$58.5 million at June 30, 2017 and December 31, 2016, respectively. (See Notes 5(c), 6, 7 and 15)

(g) Goodwill

At June 30, 2017 and December 31, 2016, the Company had goodwill of \$7.2 million, which represents the unamortized portion of the excess of the fair value of its common stock issued over the fair value of net assets acquired in connection with its formation in 1998. Goodwill is tested for impairment at least annually, or more frequently under certain circumstances, at the entity level. Through June 30, 2017, the Company had not recognized any impairment against its goodwill. Goodwill is included in Other assets on the Company's consolidated balance sheets.

(h) Real Estate Owned ("REO")

REO represents real estate acquired by the Company, including through foreclosure, deed in lieu of foreclosure, or purchased in connection with the acquisition of residential whole loans. REO acquired through foreclosure or deed in lieu of foreclosure is initially recorded at fair value less estimated selling costs. REO acquired in connection with the acquisition of residential whole loans is initially recorded at its purchase price. Subsequent to acquisition, REO is reported, at each reporting date, at the lower of the current carrying amount or fair value less estimated selling costs and for presentation purposes is included in Other assets on

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the Company's consolidated balance sheets. Changes in fair value that result in an adjustment to the reported amount of an REO property that has a fair value at or below its carrying amount are reported in Other Income, net on the Company's consolidated statements of operations. (See Note 5(a))

(i) Depreciation

Leasehold Improvements and Other Depreciable Assets

Depreciation is computed on the straight-line method over the estimated useful life of the related assets or, in the case of leasehold improvements, over the shorter of the useful life or the lease term. Furniture, fixtures, computers and related hardware have estimated useful lives ranging from five to eight years at the time of purchase.

(j) MBS Resecuritization, Loan Securitization and Other Debt Issuance Costs

MBS resecuritization and loan securitization related costs are costs associated with the issuance of beneficial interests by consolidated VIEs and incurred by the Company in connection with various MBS resecuritization and loan securitization transactions completed by the Company. Other debt issuance and related costs include costs incurred by the Company in connection with issuing Senior Notes and certain other repurchase agreement financings. These costs may include underwriting, rating agency, legal, accounting and other fees. Such costs, which reflect deferred charges, are included on the Company's consolidated balance sheets as a direct deduction from the corresponding debt liability. These deferred charges are amortized as an adjustment to interest expense using the effective interest method. For Senior Notes and other repurchase agreement financings, such costs are amortized over the shorter of the period to the expected or stated legal maturity of the debt instruments. The Company periodically reviews the recoverability of these deferred costs and in the event an impairment charge is required, such amount will be included in Operating and Other Expense on the Company's consolidated statements of operations.

(k) Repurchase Agreements and Other Advances

Repurchase Agreements

The Company finances the holdings of a significant portion of its residential mortgage assets with repurchase agreements. Under repurchase agreements, the Company sells securities to a lender and agrees to repurchase the same securities in the future for a price that is higher than the original sale price. The difference between the sale price that the Company receives and the repurchase price that the Company pays represents interest paid to the lender. Although legally structured as sale and repurchase transactions, the Company accounts for repurchase agreements as secured borrowings. Under its repurchase agreements, the Company pledges its securities as collateral to secure the borrowing, which is equal in value to a specified percentage of the fair value of the pledged collateral, while the Company retains beneficial ownership of the pledged collateral. At the maturity of a repurchase financing, unless the repurchase financing is renewed with the same counterparty, the Company is required to repay the loan including any accrued interest and concurrently receives back its pledged collateral from the lender. With the consent of the lender, the Company may renew a repurchase financing at the then prevailing financing terms. Margin calls, whereby a lender requires that the Company pledge additional securities or cash as collateral to secure borrowings under its repurchase financing with such lender, are routinely experienced by the Company when the value of the MBS pledged as collateral declines as a result of principal amortization and prepayments or due to changes in market interest rates,



spreads or other market conditions. The Company also may make margin calls on counterparties when collateral values increase.

The Company's repurchase financings typically have terms ranging from one month to six months at inception, but may also have longer or shorter terms. Should a counterparty decide not to renew a repurchase financing at maturity, the Company must either refinance elsewhere or be in a position to satisfy the obligation. If, during the term of a repurchase financing, a lender should default on its obligation, the Company might experience difficulty recovering its pledged assets which could result in an unsecured claim against the lender for the difference between the amount loaned to the Company plus interest due to the counterparty and the fair value of the collateral pledged by the Company to such lender, including accrued interest receivable or such collateral. (See Notes 6, 7 and 15)

In addition to the repurchase agreement financing arrangements discussed above, as part of its financing strategy for Non-Agency MBS, the Company has entered into contemporaneous repurchase and reverse repurchase agreements with a single counterparty. Under a typical reverse repurchase agreement, the Company buys securities from a borrower for cash and agrees to sell the same securities in the future for a price that is higher than the original purchase price. The difference between the

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purchase price the Company originally paid and the sale price represents interest received from the borrower. In contrast, the contemporaneous repurchase and reverse repurchase transactions effectively resulted in the Company pledging Non-Agency MBS as collateral to the counterparty in connection with the repurchase agreement financing and obtaining U.S. Treasury securities as collateral from the same counterparty in connection with the reverse repurchase agreement. No net cash was exchanged between the Company and counterparty at the inception of the transactions. Securities obtained and pledged as collateral are recorded as an asset on the Company's consolidated balance sheets. Interest income is recorded on the reverse repurchase agreement and interest expense is recorded on the repurchase agreement on an accrual basis. Both the Company and the counterparty have the right to make daily margin calls based on changes in the value of the collateral obtained and/or pledged. The Company's liability to the counterparty in connection with this financing arrangement is recorded on the Company's consolidated balance sheets and disclosed as "Obligation to return securities obtained as collateral, at fair value." (See Note 2(c))

Federal Home Loan Bank ("FHLB") Advances

In January 2016, the Federal Housing Finance Agency (the "FHFA") released its final rule amending its regulation on FHLB membership, which, among other things, provided termination rules for then current captive insurance members. As a result of such regulation, the Company's wholly-owned subsidiary, MFA Insurance, Inc. ("MFA Insurance") was required to repay all of its outstanding FHLB advances by February 19, 2017 and its FHLB membership was terminated on such date. FHLB advances were secured financing transactions and were carried at their contractual amounts. Accrued interest payable on FHLB advances is included in Other liabilities on the Company's consolidated balance sheet at December 31, 2016. (See Notes 6, 7 and 15)

(l) Equity-Based Compensation

Compensation expense for equity-based awards that are subject to vesting conditions, is recognized ratably over the vesting period of such awards, based upon the fair value of such awards at the grant date. For certain awards granted prior to January 1, 2017, compensation expense recognized included the impact of estimated forfeitures, with any changes in estimated forfeiture rates accounted for as a change in estimate. Upon adoption of new accounting guidance that was effective for the Company on January 1, 2017, the Company made a policy election to account for forfeitures as they occur. (See Note 2(t))

From 2011 through 2013, the Company granted certain restricted stock units ("RSUs") that vested annually over a one or three-year period, provided that certain criteria were met, which were based on a formula tied to the Company's achievement of average total stockholder return during that three-year period. Starting in 2014, the Company has made annual grants of RSUs certain of which cliff vest after a three-year period and others of which cliff vest after a three-year period, subject to the achievement of certain performance criteria based on a formula tied to the Company's achievement of average total stockholder return during that three-year period. The features in these awards related to the attainment of total stockholder return over a specified period constitute a "market condition" which impacts the amount of compensation expense recognized for these awards. Specifically, the uncertainty regarding the achievement of the market condition was reflected in the grant date fair valuation of the RSUs, which is recognized as compensation expense over the relevant vesting period. The amount of compensation expense recognized is not dependent on whether the market condition was or will be achieved.

The Company has awarded dividend equivalents in connection with its equity-based awards. Payments pursuant to dividend equivalents are generally charged to Stockholders' Equity to the extent that the attached equity awards are expected to vest. Compensation expense is recognized for payments made for dividend equivalents to the extent that the attached equity awards do not or are not expected to vest and grantees are not required to return payments of dividends or dividend equivalents to the Company. (See Notes 2(m) and 14)

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(m) Earnings per Common Share (“EPS”)

Basic EPS is computed using the two-class method, which includes the weighted-average number of shares of common stock outstanding during the period and an estimate of other securities that participate in dividends, such as the Company’s unvested restricted stock and RSUs that have non-forfeitable rights to dividends and dividend equivalents attached to/associated with RSUs and vested stock options to arrive at total common equivalent shares. In applying the two-class method, earnings are allocated to both shares of common stock and estimated securities that participate in dividends based on their respective weighted-average shares outstanding for the period. For the diluted EPS calculation, common equivalent shares are further adjusted for the effect of dilutive unexercised stock options and RSUs outstanding that are unvested and have dividends that are subject to forfeiture using the treasury stock method. Under the treasury stock method, common equivalent shares are calculated assuming that all dilutive common stock equivalents are exercised and the proceeds, along with future compensation expenses associated with such instruments, are used to repurchase shares of the Company’s outstanding common stock at the average market price during the reported period. (See Note 13)

(n) Comprehensive Income/(Loss)

The Company’s comprehensive income/(loss) available to common stock and participating securities includes net income, the change in net unrealized gains/(losses) on its AFS securities and derivative hedging instruments, (to the extent that such changes are not recorded in earnings), adjusted by realized net gains/(losses) reclassified out of AOCI for sold AFS securities and is reduced by dividends declared on the Company’s preferred stock and issuance costs of redeemed preferred stock.

(o) U.S. Federal Income Taxes

The Company has elected to be taxed as a REIT under the provisions of the Internal Revenue Code of 1986, as amended, (the “Code”) and the corresponding provisions of state law. The Company expects to operate in a manner that will enable it to satisfy the various requirements to maintain its status as a REIT for federal income tax purposes. In order to maintain its status as a REIT, the Company must, among other things, distribute at least 90% of its REIT taxable income (excluding net long-term capital gains) to stockholders in the timeframe permitted by the Code. As long as the Company maintains its status as a REIT, the Company will not be subject to regular federal income tax to the extent that it distributes 100% of its REIT taxable income (including net long-term capital gains) to its stockholders within the permitted timeframe. Should this not occur, the Company would be subject to federal taxes at prevailing corporate tax rates on the difference between its REIT taxable income and the amounts deemed to be distributed for that tax year. As the Company’s objective is to distribute 100% of its REIT taxable income to its stockholders within the permitted timeframe, no provision for current or deferred income taxes has been made in the accompanying consolidated financial statements. Should the Company incur a liability for corporate income tax, such amounts would be recorded as REIT income tax expense on the Company’s consolidated statements of operations. Furthermore, if the Company fails to distribute during each calendar year, or by the end of January following the calendar year in the case of distributions with declaration and record dates falling in the last three months of the calendar year, at least the sum of (i) 85% its REIT ordinary income for such year, (ii) 95% of its REIT capital gain income for such year, and (iii) any undistributed taxable income from prior periods, the Company would be subject to a 4% nondeductible excise tax on the excess of the required distribution over the amounts actually distributed. To the extent that the Company incurs interest, penalties or related excise taxes in connection with its tax obligations,

including as a result of its assessment of uncertain tax positions, such amounts will be included in Operating and Other Expense on the Company's consolidated statements of operations.

In addition, the Company has elected to treat certain of its subsidiaries as a TRS. In general, a TRS may hold assets and engage in activities that the Company cannot hold or engage in directly and generally may engage in any real estate or non-real estate-related business. Generally, a TRS is subject to U.S. federal, state and local corporate income taxes. Since a portion of the Company's business may be conducted through one or more TRS, its income earned by TRS may be subject to corporate income taxation. To maintain the Company's REIT election, no more than 25% (or, for 2018 and subsequent taxable years, 20%) of the value of a REIT's assets at the end of each calendar quarter may consist of stock or securities in TRS. For purposes of the determination of U.S. federal and state income taxes, the Company's subsidiaries that elected to be treated as a TRS record current or deferred income taxes based on differences (both permanent and timing) between the determination of their taxable income and net income under GAAP. No deferred tax benefit was recorded by the Company for the six months ended June 30, 2017 and 2016, as a valuation allowance for the full amount of the associated deferred tax asset was recognized as its recovery is not considered more likely than not.

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Based on its analysis of any potential uncertain tax positions, the Company concluded that it does not have any material uncertain tax positions that meet the relevant recognition or measurement criteria as of June 30, 2017, December 31, 2016, or June 30, 2016. The Company filed its 2015 tax return prior to September 15, 2016. The Company's tax returns for tax years 2011 and 2013 through 2015 are open to examination.

(p) Derivative Financial Instruments

The Company may use a variety of derivative instruments to economically hedge a portion of its exposure to market risks, including interest rate risk and prepayment risk. The objective of the Company's risk management strategy is to reduce fluctuations in net book value over a range of interest rate scenarios. In particular, the Company attempts to mitigate the risk of the cost of its variable rate liabilities increasing during a period of rising interest rates. The Company's derivative instruments are currently comprised of Swaps, which are designated as cash flow hedges against the interest rate risk associated with its borrowings.

Swaps

The Company documents its risk-management policies, including objectives and strategies, as they relate to its hedging activities and the relationship between the hedging instrument and the hedged liability for all Swaps designated as hedging transactions. The Company assesses, both at inception of a hedge and on a quarterly basis thereafter, whether or not the hedge is "highly effective."

Swaps are carried on the Company's consolidated balance sheets at fair value, in Other assets, if their fair value is positive, or in Other liabilities, if their fair value is negative. Beginning in January 2017, variation margin payments on the Company's Swaps that have been novated to a clearing house are treated as a legal settlement of the exposure under the Swap contract. Previously such payments were treated as collateral pledged against the exposure under the Swap contract. The effect of this change is to reduce what would have otherwise been reported as fair value of the Swap. Changes in the fair value of the Company's Swaps designated in hedging transactions are recorded in OCI provided that the hedge remains effective. Changes in fair value for any ineffective amount of a Swap are recognized in earnings. The Company has not recognized any change in the value of its existing Swaps designated as hedges through earnings as a result of hedge ineffectiveness.

The Company discontinues hedge accounting on a prospective basis and recognizes changes in fair value through earnings when: (i) it is determined that the derivative is no longer effective in offsetting cash flows of a hedged item (including forecasted transactions); (ii) it is no longer probable that the forecasted transaction will occur; or (iii) it is determined that designating the derivative as a hedge is no longer appropriate.

As of June 30, 2017, all of the Company's Swaps have been novated to a central clearing house. (See Notes 5(c), 7 and 15)

(q) Fair Value Measurements and the Fair Value Option for Financial Assets and Financial Liabilities

The Company's presentation of fair value for its financial assets and liabilities is determined within a framework that stipulates that the fair value of a financial asset or liability is an exchange price in an orderly transaction between market participants to sell the asset or transfer the liability in the market in which the reporting entity would transact

for the asset or liability, that is, the principal or most advantageous market for the asset or liability. The transaction to sell the asset or transfer the liability is a hypothetical transaction at the measurement date, considered from the perspective of a market participant that holds the asset or owes the liability. This definition of fair value focuses on exit price and prioritizes the use of market-based inputs over entity-specific inputs when determining fair value. In addition, the framework for measuring fair value establishes a three-level hierarchy for fair value measurements based upon the observability of inputs to the valuation of an asset or liability as of the measurement date.

In addition to the financial instruments that it is required to report at fair value, the Company has elected the fair value option for certain of its residential whole loans and CRT securities at time of acquisition. Subsequent changes in the fair value of these loans and CRT securities are reported in Net gain on residential whole loans held at fair value and Other income, net respectively on the Company's consolidated statements of operations. A decision to elect the fair value option for an eligible financial instrument, which may be made on an instrument by instrument basis, is irrevocable. (See Notes 2(d), 4 and 15)

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(r) Variable Interest Entities

An entity is referred to as a VIE if it meets at least one of the following criteria: (i) the entity has equity that is insufficient to permit the entity to finance its activities without additional subordinated financial support of other parties; or (ii) as a group, the holders of the equity investment at risk lack (a) the power to direct the activities of an entity that most significantly impact the entity's economic performance; (b) the obligation to absorb the expected losses; or (c) the right to receive the expected residual returns; or (iii) have disproportional voting rights and the entity's activities are conducted on behalf of the investor that has disproportionately few voting rights.

The Company consolidates a VIE when it has both the power to direct the activities that most significantly impact the economic performance of the VIE and a right to receive benefits or absorb losses of the entity that could be potentially significant to the VIE. The Company is required to reconsider its evaluation of whether to consolidate a VIE each reporting period, based upon changes in the facts and circumstances pertaining to the VIE.

The Company has in prior years entered into several MBS securitization transactions and during the second quarter of 2017, completed a loan securitization transaction which resulted in the Company consolidating the VIEs that were created to facilitate these transactions. In determining the accounting treatment to be applied to these transactions, the Company concluded that the entities used to facilitate these transactions were VIEs and that they should be consolidated. If the Company had determined that consolidation was not required, it would have then assessed whether the transfers of the underlying assets would qualify as sales or should be accounted for as secured financings under GAAP. (See Note 16)

The Company also includes on its consolidated balance sheets certain financial assets and liabilities that are acquired/issued by trusts and/or other special purpose entities that have been evaluated as being required to be consolidated by the Company under the applicable accounting guidance.

(s) Offering Costs Related to Issuance and Redemption of Preferred Stock

Offering costs related to issuance of preferred stock are recorded as a reduction in Additional paid-in capital, a component of Stockholders' Equity, at the time such preferred stock is issued. On redemption of preferred stock, any excess of the fair value of the consideration transferred to the holders of the preferred stock over the carrying amount of the preferred stock in the Company's consolidated balance sheets is included in the determination of Net Income Available to Common Stock and Participating Securities in the calculation of EPS.

(t) New Accounting Standards and Interpretations

Accounting Standards Adopted in 2017

Compensation - Stock Compensation - Improvements to Employee Share-Based Payment Accounting

In March 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-09, Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"). The amendments of this ASU require all income tax effects of awards to be recognized in the income statement when the awards vest or are settled. ASU 2016-09 also allows an employer to repurchase more of an employee's shares than it could prior to adoption of this ASU for tax withholding



purposes without triggering liability accounting and to make a policy election to account for forfeitures as they occur. ASU 2016-09 was effective for the Company for annual periods, and interim periods within those annual periods, beginning after December 15, 2016. The Company's adoption of ASU 2016-09 did not have a significant impact on its financial position or financial statement disclosures.

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3. MBS and CRT Securities

Agency and Non-Agency MBS

The Company's MBS are comprised of Agency MBS and Non-Agency MBS which include MBS issued prior to 2008 ("Legacy Non-Agency MBS"). These MBS are secured by: (i) hybrid mortgages ("Hybrids"), which have interest rates that are fixed for a specified period of time and, thereafter, generally adjust annually to an increment over a specified interest rate index; (ii) adjustable-rate mortgages ("ARMs"); (iii) mortgages that have interest rates that reset more frequently (collectively, "ARM-MBS"); and (iv) 15 year and longer-term fixed rate mortgages. In addition, the Company also holds MBS that are structured with a contractual coupon step-up feature where the coupon increases up to 300 basis points at 36 months from issuance or sooner ("3 Year Step-up securities"). The majority of the Company's 3 Year Step-up securities are backed by securitized re-performing and non-performing loans and the cash flows of the bond may not reflect the contractual cash flows of the underlying collateral. The Company pledges a significant portion of its MBS as collateral against its borrowings under repurchase agreements and Swaps. (See Note 7)

Agency MBS: Agency MBS are guaranteed as to principal and/or interest by a federally chartered corporation, such as Fannie Mae or Freddie Mac, or an agency of the U.S. Government, such as Ginnie Mae. The payment of principal and/or interest on Ginnie Mae MBS is explicitly backed by the full faith and credit of the U.S. Government. Since the third quarter of 2008, Fannie Mae and Freddie Mac have been under the conservatorship of the Federal Housing Finance Agency, which significantly strengthened the backing for these government-sponsored entities.

Non-Agency MBS (including Non-Agency MBS transferred to consolidated VIEs): The Company's Non-Agency MBS are primarily secured by pools of residential mortgages, which are not guaranteed by an agency of the U.S. Government or any federally chartered corporation. Credit risk associated with Non-Agency MBS is regularly assessed as new information regarding the underlying collateral becomes available and based on updated estimates of cash flows generated by the underlying collateral.

CRT Securities

CRT securities are debt obligations issued by Fannie Mae and Freddie Mac. While the coupon payments are paid by Fannie Mae or Freddie Mac on a monthly basis, the payment of principal is dependent on the performance of loans in a reference pool of MBS securitized by Fannie Mae or Freddie Mac. As principal on loans in the reference pool are paid, principal payments on the securities are made and the principal balances of the securities are reduced. Consequently, CRT securities mirror the payment and prepayment behavior of the mortgage loans in the reference pool. As an investor in a CRT security, the Company may incur a loss if certain defined credit events occur, including, for certain CRT securities, if the loans in the reference pool experience delinquencies exceeding specified thresholds. The Company assesses the credit risk associated with CRT securities by assessing the current and expected future performance of the associated reference pool. The Company pledges a significant portion of its CRT securities as collateral against its borrowings under repurchase agreements. (See Note 7)

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The following tables present certain information about the Company's MBS and CRT securities at June 30, 2017 and December 31, 2016:

June 30, 2017

(In Thousands)	Principal/ Current Face	Purchase Premiums	Accretable Purchase Discounts	Discount Designated as Credit Reserve and OTTI (1)	Amortized Cost (2)	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Net Unrealized Gain/(Loss)
Agency MBS:									
Fannie Mae	\$2,493,469	\$94,298	\$(46)	\$—	\$2,587,721	\$2,598,146	\$32,459	\$(22,034)	\$10,425
Freddie Mac	627,249	24,183	—	—	653,044	642,758	2,971	(13,257)	(10,286)
Ginnie Mae	6,867	124	—	—	6,991	7,103	112	—	112
Total Agency MBS	3,127,585	118,605	(46)	—	3,247,756	3,248,007	35,542	(35,291)	251
Non-Agency MBS:									
Expected to Recover Par (3)(4)	1,903,483	53	(26,737)	—	1,876,799	1,907,798	31,286	(287)	30,999
Expected to Recover Less than Par (3)	2,921,366	—	(231,230)	(626,498)	2,063,638	2,684,477	621,057	(218)	620,839
Total Non-Agency MBS (5)	4,824,849	53	(257,967)	(626,498)	3,940,437	4,592,275	652,343	(505)	651,838
Total MBS	7,952,434	118,658	(258,013)	(626,498)	7,188,193	7,840,282	687,885	(35,796)	652,089
CRT securities (6)	584,711	7,617	(4,281)	—	588,047	636,315	48,268	—	48,268
Total MBS and CRT securities	\$8,537,145	\$126,275	\$(262,294)	\$(626,498)	\$7,776,240	\$8,476,597	\$736,153	\$(35,796)	\$700,357

December 31, 2016

(In Thousands)	Principal/ Current Face	Purchase Premiums	Accretable Purchase Discounts	Discount Designated as Credit Reserve and OTTI (1)	Amortized Cost (2)	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Net Unrealized Gain/(Loss)
Agency MBS:									
Fannie Mae	\$2,879,807	\$108,310	\$(51)	\$—	\$2,988,066	\$3,014,464	\$45,706	\$(19,308)	\$26,398
Freddie Mac	693,945	26,736	—	—	723,285	716,209	4,809	(11,885)	(7,076)
Ginnie Mae	7,550	136	—	—	7,686	7,824	138	—	138

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Total Agency MBS	3,581,302	135,182	(51 )	—	3,719,037	3,738,497	50,653	(31,193 )	19,460
Non-Agency MBS:									
Expected to Recover Par (3)(4)	2,847,398	57	(24,273 )	—	2,823,182	2,847,291	26,477	(2,368 )	24,109
Expected to Recover Less than Par (3)	3,359,200	—	(253,918 )	(694,241 )	2,411,041	2,978,525	570,318	(2,834 )	567,484
Total Non-Agency MBS (5)	6,206,598	57	(278,191 )	(694,241 )	5,234,223	5,825,816	596,795	(5,202 )	591,593
Total MBS	9,787,900	135,239	(278,242 )	(694,241 )	8,953,260	9,564,313	647,448	(36,395 )	611,053
CRT securities (6)	384,993	3,312	(5,557 )	—	382,748	404,850	22,105	(3 )	22,102
Total MBS and CRT securities	\$10,172,893	\$138,551	\$(283,799)	\$(694,241)	\$9,336,008	\$9,969,163	\$669,553	\$(36,398)	\$633,155

(1) Discount designated as Credit Reserve and amounts related to OTTI are generally not expected to be accreted into interest income. Amounts disclosed at June 30, 2017 reflect Credit Reserve of \$611.2 million and OTTI of \$15.3 million. Amounts disclosed at December 31, 2016 reflect Credit Reserve of \$675.6 million and OTTI of \$18.6 million.

(2) Includes principal payments receivable of \$1.6 million and \$2.6 million at June 30, 2017 and December 31, 2016, respectively, which are not included in the Principal/Current Face.

(3) Based on management's current estimates of future principal cash flows expected to be received.

(4) Includes 3 Year Step-up securities, which at June 30, 2017 had a \$1.7 billion Principal/Current face, \$1.7 billion amortized cost and \$1.7 billion fair value. At December 31, 2016, 3 Year Step-up securities had a \$2.7 billion Principal/Current face, \$2.7 billion amortized cost and \$2.7 billion fair value.

(5) At June 30, 2017 and December 31, 2016, the Company expected to recover approximately 87% and 89%, respectively, of the then-current face amount of Non-Agency MBS.

(6) Amounts disclosed at June 30, 2017 includes CRT securities with a fair value of \$497.0 million for which the fair value option has been elected. Such securities had gross unrealized gains of approximately \$32.1 million at June 30, 2017. Amounts disclosed at December 31, 2016 includes CRT securities with a fair value of \$271.2 million for which the fair value option has been elected. Such securities had gross unrealized gains of approximately \$12.7 million and net unrealized losses of approximately \$3,000 at December 31, 2016.

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## Unrealized Losses on MBS and CRT Securities

The following table presents information about the Company's MBS and CRT securities that were in an unrealized loss position at June 30, 2017:

## Unrealized Loss Position For:

(Dollars in Thousands)	Less than 12 Months			12 Months or more			Total	
	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
Agency MBS:								
Fannie Mae	\$455,698	\$ 3,956	103	\$809,588	\$ 18,078	157	\$1,265,286	\$ 22,034
Freddie Mac	258,941	5,648	49	226,159	7,609	65	485,100	13,257
Total Agency MBS	714,639	9,604	152	1,035,747	25,687	222	1,750,386	35,291
Non-Agency MBS:								
Expected to Recover Par (1)	—	—	—	13,871	287	9	13,871	287
Expected to Recover Less than Par (1)	3,318	112	1	7,860	106	1	11,178	218
Total Non-Agency MBS	3,318	112	1	21,731	393	10	25,049	505
Total MBS	717,957	9,716	153	1,057,478	26,080	232	1,775,435	35,796
CRT securities	—	—	—	—	—	—	—	—
Total MBS and CRT securities	\$717,957	\$ 9,716	153	\$1,057,478	\$ 26,080	232	\$1,775,435	\$ 35,796

(1)Based on management's current estimates of future principal cash flows expected to be received.

At June 30, 2017, the Company did not intend to sell any of its investments that were in an unrealized loss position, and it is "more likely than not" that the Company will not be required to sell these securities before recovery of their amortized cost basis, which may be at their maturity.

Gross unrealized losses on the Company's Agency MBS were \$35.3 million at June 30, 2017. Agency MBS are issued by Government Sponsored Entities ("GSEs") and enjoy either the implicit or explicit backing of the full faith and credit of the U.S. Government. While the Company's Agency MBS are not rated by any rating agency, they are currently perceived by market participants to be of high credit quality, with risk of default limited to the unlikely event that the U.S. Government would not continue to support the GSEs. Given the credit quality inherent in Agency MBS, the Company does not consider any of the current impairments on its Agency MBS to be credit related. In assessing whether it is more likely than not that it will be required to sell any impaired security before its anticipated recovery, which may be at its maturity, the Company considers for each impaired security, the significance of each investment, the amount of impairment, the projected future performance of such impaired securities, as well as the Company's current and anticipated leverage capacity and liquidity position. Based on these analyses, the Company determined that at June 30, 2017 any unrealized losses on its Agency MBS were temporary.

Gross unrealized losses on the Company's Non-Agency MBS were \$505,000 at June 30, 2017. Based upon the most recent evaluation, the Company does not consider these unrealized losses to be indicative of OTTI and does not believe that these unrealized losses are credit related, but are rather a reflection of current market yields and/or

marketplace bid-ask spreads. The Company has reviewed its Non-Agency MBS that are in an unrealized loss position to identify those securities with losses that are other-than-temporary based on an assessment of changes in expected cash flows for such securities, which considers recent bond performance and, where possible, expected future performance of the underlying collateral.

The Company recognized credit-related OTTI losses through earnings related to its Non-Agency MBS of \$618,000 and \$1.0 million during the three and six months ended June 30, 2017, respectively. The Company did not recognize any credit-related OTTI losses through earnings related to its investments during the three and six ended June 30, 2016.

Non-Agency MBS on which OTTI is recognized have experienced, or are expected to experience, credit-related adverse cash flow changes. The Company's estimate of cash flows for these Non-Agency MBS is based on its review of the underlying mortgage loans securing these MBS. The Company considers information available about the structure of the securitization, including structural credit enhancement, if any, and the past and expected future performance of underlying mortgage loans, including timing

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of expected future cash flows, prepayment rates, default rates, loss severities, delinquency rates, percentage of non-performing loans, FICO scores at loan origination, year of origination, LTVs, geographic concentrations, as well as Rating Agency reports, general market assessments, and dialogue with market participants. Changes in the Company's evaluation of each of these factors impacts the cash flows expected to be collected at the OTTI assessment date. For Non-Agency MBS purchased at a discount to par that were assessed for and had no OTTI recorded this period, such cash flow estimates indicated that the amount of expected losses decreased compared to the previous OTTI assessment date. These positive cash flow changes are primarily driven by recent improvements in LTVs due to loan amortization and home price appreciation, which, in turn, positively impacts the Company's estimates of default rates and loss severities for the underlying collateral. In addition, voluntary prepayments (i.e., loans that prepay in full with no loss) have generally trended higher for these MBS which also positively impacts the Company's estimate of expected loss. Overall, the combination of higher voluntary prepayments and lower LTVs supports the Company's assessment that such MBS are not other-than-temporarily impaired.

The following table presents the composition of OTTI charges recorded by the Company for the three and six months ended June 30, 2017 and 2016:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands)	2017	2016	2017	2016
Total OTTI losses	\$—	\$ —	—\$(63 )	\$ —
OTTI reclassified from OCI	(618 )	—	(969 )	—
OTTI recognized in earnings	\$(618)	\$ —	—\$(1,032)	\$ —

The following table presents a roll-forward of the credit loss component of OTTI on the Company's Non-Agency MBS for which a non-credit component of OTTI was previously recognized in OCI. Changes in the credit loss component of OTTI are presented based upon whether the current period is the first time OTTI was recorded on a security or a subsequent OTTI charge was recorded.

	Three Months Ended June 30, 2017	Six Months Ended June 30, 2017
(In Thousands)		
Credit loss component of OTTI at beginning of period	\$37,719	\$37,305
Additions for credit related OTTI not previously recognized	—	63
Subsequent additional credit related OTTI recorded	618	969
Credit loss component of OTTI at end of period	\$38,337	\$38,337

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## Purchase Discounts on Non-Agency MBS

The following tables present the changes in the components of the Company's purchase discount on its Non-Agency MBS between purchase discount designated as Credit Reserve and OTTI and accretable purchase discount for the three and six months ended June 30, 2017 and 2016:

(In Thousands)	Three Months Ended June 30, 2017		Three Months Ended June 30, 2016	
	Discount Designated as Credit Reserve and OTTI	Accretable Discount (1)	Discount Designated as Credit Reserve and OTTI	Accretable Discount (1)
Balance at beginning of period	\$(653,337)	\$(269,724)	\$(757,564)	\$(281,331)
Impact of RMBS Issuer Settlement (2)	—	—	—	(52,881 )
Accretion of discount	—	20,223	—	19,511
Realized credit losses	13,139	—	15,729	—
Purchases	(484 )	(1,520 )	(6,581 )	1,774
Sales	5,037	2,819	1,863	9,734
Net impairment losses recognized in earnings	(618 )	—	—	—
Transfers/release of credit reserve	9,765	(9,765 )	22,355	(22,355 )
Balance at end of period	\$(626,498)	\$(257,967)	\$(724,198)	\$(325,548)

(In Thousands)	Six Months Ended June 30, 2017		Six Months Ended June 30, 2016	
	Discount Designated as Credit Reserve and OTTI	Accretable Discount (1)	Discount Designated as Credit Reserve and OTTI	Accretable Discount (1)
Balance at beginning of period	\$(694,241)	\$(278,191)	\$(787,541)	\$(312,182)
Impact of RMBS Issuer Settlement (2)	—	—	—	(52,881 )
Accretion of discount	—	41,840	—	40,917
Realized credit losses	25,463	—	33,779	—
Purchases	(484 )	(1,520 )	(10,875 )	3,380
Sales	24,778	(1,078 )	13,883	21,774
Net impairment losses recognized in earnings	(1,032 )	—	—	—
Transfers/release of credit reserve	19,018	(19,018 )	26,556	(26,556 )
Balance at end of period	\$(626,498)	\$(257,967)	\$(724,198)	\$(325,548)



(1) Together with coupon interest, accretable purchase discount is recognized as interest income over the life of the security.

(2) Includes the impact of approximately \$61.8 million of cash proceeds (a one-time payment) received by the Company during the three months ended June 30, 2016 in connection with the settlement of litigation related to certain Countrywide-sponsored residential mortgage backed securitization trusts.

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## Impact of AFS Securities on AOCI

The following table presents the impact of the Company's AFS securities on its AOCI for the three and six months ended June 30, 2017 and 2016:

(In Thousands)	Three Months Ended		Six Months Ended	
	June 30, 2017	2016	June 30, 2017	2016
AOCI from AFS securities:				
Unrealized gain on AFS securities at beginning of period	\$629,487	\$529,151	\$620,403	\$585,250
Unrealized (loss)/gain on Agency MBS, net	(11,157 )	11,572	(19,209 )	24,798
Unrealized gain on Non-Agency MBS, net	56,167	93,662	83,663	35,300
Reclassification adjustment for MBS sales included in net income	(5,656 )	(8,688 )	(15,602 )	(19,651 )
Reclassification adjustment for OTTI included in net income	(618 )	—	(1,032 )	—
Change in AOCI from AFS securities	38,736	96,546	47,820	40,447
Balance at end of period	\$668,223	\$625,697	\$668,223	\$625,697

## Sales of MBS

During the three and six months ended June 30, 2017, the Company sold certain Non-Agency MBS for \$16.9 million and \$38.5 million, realizing gross gains of \$5.9 million and \$15.6 million, respectively. During the three and six months ended June 30, 2016, the Company sold certain Non-Agency MBS for \$19.8 million and \$51.8 million, realizing gross gains of \$9.2 million and \$19.0 million, respectively. The Company has no continuing involvement with any of the sold MBS.

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## Interest Income on MBS and CRT Securities

The following table presents the components of interest income on the Company's MBS and CRT securities for the three and six months ended June 30, 2017 and 2016:

(In Thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
<b>Agency MBS</b>				
Coupon interest	\$24,904	\$30,848	\$51,117	\$62,980
Effective yield adjustment (1)	(8,317 )	(9,256 )	(16,636 )	(17,391 )
Interest income	\$16,587	\$21,592	\$34,481	\$45,589
<b>Legacy Non-Agency MBS</b>				
Coupon interest	\$32,444	\$39,549	\$67,108	\$79,858
Effective yield adjustment (2)	19,586	19,302	41,028	39,216
Interest income	\$52,030	\$58,851	\$108,136	\$119,074
<b>3 Year Step-up securities</b>				
Coupon interest	\$21,549	\$24,773	\$47,512	\$49,142
Effective yield adjustment (1)	638	141	812	1,701
Interest income	\$22,187	\$24,914	\$48,324	\$50,843
<b>CRT securities</b>				
Coupon interest	\$6,586	\$2,807	\$11,843	\$5,163
Effective yield adjustment (2)	1,260	415	2,379	751
Interest income	\$7,846	\$3,222	\$14,222	\$5,914

(1) Includes amortization of premium paid net of accretion of purchase discount. For Agency MBS and 3 Year Step-up securities, interest income is recorded at an effective yield, which reflects net premium amortization/accretion based on actual prepayment activity.

(2) The effective yield adjustment is the difference between the net income calculated using the net yield, which is based on management's estimates of the amount and timing of future cash flows, less the current coupon yield.

## 4. Residential Whole Loans

Included on the Company's consolidated balance sheets at June 30, 2017 and December 31, 2016 are approximately \$1.6 billion and \$1.4 billion, respectively, of residential whole loans arising from the Company's interests in certain entities established to acquire the loans and entities in connection with its loan securitization transaction. The Company has assessed that these entities are required to be consolidated.

## Residential Whole Loans, at Carrying Value

Residential whole loans, at carrying value totaled approximately \$661.3 million and \$590.5 million at June 30, 2017 and December 31, 2016, respectively. The carrying value reflects the original investment amount, plus accretion of

interest income, less principal and interest cash flows received. The carrying value is reduced by any allowance for loan losses established subsequent to acquisition. The Company had approximately 3,800 and 3,200 Residential whole loans held at carrying value at June 30, 2017 and December 31, 2016, respectively.

As of June 30, 2017 the Company had established an allowance for loan losses of approximately \$375,000 on its residential whole loan pools held at carrying value. For the three and six months ended June 30, 2017, a net reversal of provision for loan losses of approximately \$394,000 and \$615,000 was recorded, respectively, which is included in Operating and Other Expense on the Company's consolidated statement of operations. For the three and six months ended June 30, 2016, a net reversal of provision for loan losses of approximately \$105,000 and \$142,000 was recorded, respectively.

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The following table presents the activity in the Company's allowance for loan losses on its residential whole loan pools held at carrying value for the three and six months ended June 30, 2017 and 2016:

(In Thousands)	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2017	2016	2017	2016
Balance at the beginning of period	\$769	\$1,128	\$990	\$1,165
Reversal of provisions for loan losses	(394 )	(105 )	(615 )	(142 )
Balance at the end of period	\$375	\$1,023	\$375	\$1,023

The following table presents information regarding estimates of the contractually required payments, the cash flows expected to be collected, and the estimated fair value of the residential whole loans held at carrying value acquired by the Company for the three and six months ended June 30, 2017 and 2016:

(In Thousands)	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2017	2016	2017	2016
	(1)	(1)	(1)	(1)
Contractually required principal and interest	\$-42,234	\$-241,326		
Contractual cash flows not expected to be collected (non-accretable yield)	—(6,374 )	—(35,037 )		
Expected cash flows to be collected	—35,860	—206,289		
Interest component of expected cash flows (accretable yield)	—(11,240 )	—(69,749 )		
Fair value at the date of acquisition	\$-24,620	\$-136,540		

(1) Excluded from the table above are approximately \$101.4 million of residential whole loans held at carrying value for which the closing of the purchase transaction had not occurred as of June 30, 2017.

The following table presents accretable yield activity for the Company's residential whole loans held at carrying value for the three and six months ended June 30, 2017 and 2016:

(In Thousands)	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017 (1)	2016	2017 (1)	2016
Balance at beginning of period	\$325,551	\$229,408	\$334,379	\$175,271
Additions	—	11,240	—	69,749
Accretion	(8,503 )	(5,758 )	(17,193 )	(10,195 )
Reclassifications from/(to) non-accretable difference, net	1,077	(363 )	939	(298 )
Balance at end of period	\$318,125	\$234,527	\$318,125	\$234,527

(1) Excluded from the table above are approximately \$101.4 million of residential whole loans held at carrying value for which the closing of the purchase transaction had not occurred as of June 30, 2017.

Accretable yield for residential whole loans is the excess of loan cash flows expected to be collected over the purchase price. The cash flows expected to be collected represent the Company's estimate of the amount and timing of undiscounted principal and interest cash flows. Additions include accretable yield estimates for purchases made during the period and reclassification to accretable yield from non-accretable yield. Accretable yield is reduced by accretion during the period. The reclassifications between accretable and non-accretable yield and the accretion of interest income are based on changes in estimates regarding loan performance and the value of the underlying real estate securing the loans. In future periods, as the Company updates estimates of cash flows expected to be collected from the loans and the underlying collateral, the accretable yield may change. Therefore, the amount of accretable income recorded during the three and six months ended June 30, 2017 is not necessarily indicative of future results.

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## Residential Whole Loans, at Fair Value

Certain of the Company's residential whole loans are presented at fair value on its consolidated balance sheets as a result of a fair value election made at time of acquisition. Subsequent changes in fair value are reported in current period earnings and presented in Net gain on residential whole loans held at fair value on the Company's consolidated statements of operations.

The following table presents information regarding the Company's residential whole loans held at fair value at June 30, 2017 and December 31, 2016:

(Dollars in Thousands)	June 30, 2017 (1)	December 31, 2016
Outstanding principal balance	\$860,902	\$966,174
Aggregate fair value	\$744,072	\$814,682
Number of loans	3,335	3,812

(1) Excluded from the table above are approximately \$239.2 million of residential whole loans held at fair value for which the closing of the purchase transaction had not occurred as of June 30, 2017.

During the three and six months ended June 30, 2017, the Company recorded net gains on residential whole loans held at fair value of \$16.2 million and \$30.0 million, respectively. During the three and six months ended June 30, 2016, the Company recorded net gains on residential whole loans held at fair value of \$15.7 million and \$28.1 million, respectively.

The following table presents the components of Net gain on residential whole loans held at fair value for the three and six months ended June 30, 2017 and 2016:

(In Thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Coupon payments and other income received	\$9,974	\$5,333	\$18,148	\$9,734
Net unrealized gains	4,262	8,390	7,209	14,616
Net gain on payoff/liquidation of loans	752	747	1,619	2,001
Net gain on transfer to REO	1,220	1,272	3,005	1,739
Total	\$16,208	\$15,742	\$29,981	\$28,090

## 5. Other Assets

The following table presents the components of the Company's Other assets at June 30, 2017 and December 31, 2016:

(In Thousands)	June 30, 2017	December 31, 2016
REO	\$104,443	\$80,503
Corporate loan	100,201	85,800
Interest receivable	26,669	27,795

Swaps, at fair value	—	233
Goodwill	7,189	7,189
Prepaid and other assets	48,968	78,775
Total Other Assets	\$287,470	\$ 280,295

(a) Real Estate Owned

At June 30, 2017, the Company had 564 REO properties with an aggregate carrying value of \$104.4 million. At December 31, 2016, the Company had 447 REO properties with an aggregate carrying value of \$80.5 million.



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During the three and six months ended June 30, 2017, the Company reclassified 168 and 347 mortgage loans to REO at an aggregate estimated fair value less estimated selling costs of \$27.3 million and \$58.4 million, respectively, at the time of transfer. During the three and six months ended June 30, 2016, the Company reclassified 128 and 266 mortgage loans to REO at an aggregate estimated fair value less estimated selling costs of \$22.7 million and \$45.0 million, respectively, at the time of transfer. Such transfers occur when the Company takes possession of the property by foreclosing on the borrower or completes a “deed-in-lieu of foreclosure” transaction.

At June 30, 2017, \$104.1 million of residential real estate property was held by the Company that was acquired either through a completed foreclosure proceeding or from completion of a deed-in-lieu of foreclosure or similar legal agreement. In addition, formal foreclosure proceedings were in process with respect to \$30.6 million of residential whole loans held at carrying value and \$438.1 million of residential whole loans held at fair value at June 30, 2017.

During the three and six months ended June 30, 2017, the Company sold 145 and 229 REO properties for consideration of \$21.8 million and \$34.5 million, realizing net gains of approximately \$1.2 million and \$2.0 million, respectively. During the three and six months ended June 30, 2016, the Company sold 72 and 122 REO properties for consideration of \$10.0 million and \$16.2 million, realizing net gains of approximately \$598,000 and \$1.1 million, respectively. These amounts are included in Other, net on the Company’s consolidated statements of operations. In addition, following an updated assessment of liquidation amounts expected to be realized that was performed on all REO held at the end of the second quarters of 2017 and 2016, downward adjustments of approximately \$2.4 million and \$1.2 million were recorded to reflect certain REO properties at the lower of cost or estimated fair value as of June 30, 2017 and 2016, respectively.

The following table presents the activity in the Company’s REO for the three and six months ended June 30, 2017 and 2016:

(In Thousands)	Three Months Ended		Six Months Ended	
	June 30, 2017	2016	June 30, 2017	2016
Balance at beginning of period	\$98,708	\$43,291	\$80,503	\$28,026
Adjustments to record at lower of cost or fair value	(2,354 )	(1,219 )	(4,177 )	(2,996 )
Transfer from residential whole loans (1)	27,345	22,711	58,444	44,991
Purchases and capital improvements	1,109	1,379	1,882	1,789
Disposals	(20,365 )	(9,378 )	(32,209 )	(15,026 )
Balance at end of period	\$104,443	\$56,784	\$104,443	\$56,784

(1) Includes net gain recorded on transfer of approximately \$1.1 million and \$1.3 million for the three months ended June 30, 2017 and 2016, respectively; and approximately \$2.5 million and \$1.7 million for the six months ended June 30, 2017 and 2016, respectively.

## (b) Corporate Loan

The Company has entered into a loan agreement with an entity that originates loans and owns the related mortgage servicing rights (“MSRs”). The loan is secured by certain Government, Agency and Private-Label MSRs, as well as other unencumbered assets owned by the borrower. Under the terms of the loan agreement, the Company has committed to lend \$130.0 million of which approximately \$101.1 million was drawn at June 30, 2017. At June 30,

2017, the coupon paid by the borrower on the drawn amount is 7.73%, the remaining term associated with the loan is 3.0 years and remaining commitment period on any undrawn amount is 1.0 year. During the commitment period, the Company receives a commitment fee of 1% of the undrawn amount.

The term loan is recorded on the Company's balance sheet at the drawn amount, with interest income recognized on an accrual basis. Commitment fees received are deferred and recognized as interest income over the remaining loan term at the time of draw. At the end of the commitment period, any remaining deferred commitment fees will be recorded as Other income. The Company evaluates the recoverability of the loan on a quarterly basis by considering various factors, including the current status of the loan, changes in fair value of the MSRs that secure the loan and the recent financial performance of the borrower. At June 30, 2017, no allowance for loan loss was recorded in relation to this loan.

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## (c) Derivative Instruments

The Company's derivative instruments are currently comprised of Swaps, which are designated as cash flow hedges against the interest rate risk associated with its borrowings. The following table presents the fair value of the Company's derivative instruments and their balance sheet location at June 30, 2017 and December 31, 2016:

Derivative Instrument	Designation	Balance Sheet Location	June 30, 2017		December 31, 2016	
			Notional Amount	Fair Value	Notional Amount	Fair Value
(In Thousands)						
Non-cleared legacy Swaps (1)	Hedging	Assets	\$—	\$	—\$350,000	\$233
Cleared Swaps (2)	Hedging	Liabilities	\$2,550,000	\$	—\$2,550,000	\$(46,954)

(1) Non-cleared legacy Swaps include Swaps executed and settled bilaterally with counterparties without the use of an organized exchange or central clearing house. The Company's final non-cleared legacy Swaps expired during the three months ended June 30, 2017.

(2) Cleared Swaps include Swaps executed bilaterally with a counterparty in the over-the-counter market but then novated to a central clearing house, whereby the central clearing house becomes the counterparty to both of the original counterparties. As of June 30, 2017, all of the Company's Swaps have been novated to and are cleared by a central clearing house are subject to initial margin requirements. Beginning in January 2017, variation margin payments on the Company's cleared Swaps are treated as a legal settlement of the exposure under the Swap contract. Previously such payments were treated as collateral pledged against the exposure under the Swap contract. The effect of this change is to reduce what would have otherwise been reported as fair value of the Swap.

## Swaps

The following table presents the assets pledged as collateral against the Company's Swap contracts at June 30, 2017 and December 31, 2016:

(In Thousands)	June 30, December	
	2017	31, 2016
Agency MBS, at fair value	\$24,432	\$32,468
Restricted cash	5,039	53,849
Total assets pledged against Swaps	\$29,471	\$86,317

The Company's derivative hedging instruments, or a portion thereof, could become ineffective in the future if the associated repurchase agreements that such derivatives hedge fail to exist or fail to have terms that match those of the derivatives that hedge such borrowings. At June 30, 2017, all of the Company's derivatives were deemed effective for hedging purposes and no derivatives were terminated during the three and six months ended June 30, 2017 and 2016.

The Company's Swaps designated as hedging transactions have the effect of modifying the repricing characteristics of the Company's repurchase agreements and cash flows for such liabilities. To date, no cost has been incurred at the inception of a Swap (except for certain transaction fees related to entering into Swaps cleared through a central clearing house), pursuant to which the Company agrees to pay a fixed rate of interest and receive a variable interest rate,

generally based on one-month or three-month London Interbank Offered Rate (“LIBOR”), on the notional amount of the Swap. The Company did not recognize any change in the value of its existing Swaps designated as hedges through earnings as a result of hedge ineffectiveness during the three and six months ended June 30, 2017 and 2016.

At June 30, 2017, the Company had Swaps designated in hedging relationships with an aggregate notional amount of \$2.6 billion and extended 33 months on average with a maximum term of approximately 74 months.

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The following table presents certain information with respect to the Company's Swap activity during the three and six months ended June 30, 2017:

(Dollars in Thousands)	Three Months Ended June 30, 2017	Six Months Ended June 30, 2017
New Swaps:		
Number of new Swaps	—	—
Aggregate notional amount	\$—	\$—
Swaps amortized/expired:		
Aggregate notional amount	\$300,000	\$350,000
Weighted average fixed-pay rate	0.57	% 0.58 %

The following table presents information about the Company's Swaps at June 30, 2017 and December 31, 2016:

Maturity (1)	June 30, 2017				December 31, 2016					
	Notional Amount	Weighted Average Fixed-Pay Interest Rate	Weighted Average Variable Interest Rate (2)	Notional Amount	Weighted Average Fixed-Pay Interest Rate	Weighted Average Variable Interest Rate (2)	Notional Amount	Weighted Average Fixed-Pay Interest Rate	Weighted Average Variable Interest Rate (2)	
(Dollars in Thousands)										
Within 30 days	\$—	—	%	—	%	\$—	—	%	—	%
Over 30 days to 3 months	—	—		—		50,000	0.67		0.64	
Over 3 months to 6 months	—	—		—		300,000	0.57		0.66	
Over 6 months to 12 months	50,000	1.45		1.22		—	—		—	
Over 12 months to 24 months	700,000	1.56		1.18		550,000	1.49		0.71	
Over 24 months to 36 months	200,000	2.05		1.22		200,000	1.71		0.76	
Over 36 months to 48 months	1,500,000	2.24		1.20		1,500,000	2.22		0.74	
Over 48 months to 60 months	—	—		—		200,000	2.20		0.75	
Over 60 months to 72 months	—	—		—		—	—		—	
Over 72 months to 84 months (3)	100,000	2.75		1.21		100,000	2.75		0.74	
Total Swaps	\$2,550,000	2.04	%	1.20	%	\$2,900,000	1.87	%	0.72	%

(1) Each maturity category reflects contractual amortization and/or maturity of notional amounts.

(2) Reflects the benchmark variable rate due from the counterparty at the date presented, which rate adjusts monthly or quarterly based on one-month or three-month LIBOR, respectively.

(3) Reflects one Swap with a maturity date of July 2023.

The following table presents the net impact of the Company's derivative hedging instruments on its interest expense and the weighted average interest rate paid and received for such Swaps for the three and six months ended June 30, 2017 and 2016:

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(Dollars in Thousands)	Three Months Ended June 30,		Six Months Ended June 30,		
	2017	2016	2017	2016	
Interest expense attributable to Swaps	\$6,488	\$10,459	\$14,297	\$21,109	
Weighted average Swap rate paid	1.98	% 1.82	% 1.93	% 1.82	%
Weighted average Swap rate received	1.01	% 0.44	% 0.90	% 0.43	%

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## Impact of Derivative Hedging Instruments on AOCI

The following table presents the impact of the Company's derivative hedging instruments on its AOCI for the three and six months ended June 30, 2017 and 2016:

(In Thousands)	Three Months Ended		Six Months Ended	
	June 30,	2016	June 30,	2016
AOCI from derivative hedging instruments:				
Balance at beginning of period	\$(34,824)	\$(118,741)	\$(46,721)	\$(69,399 )
Net (loss)/gain on Swaps	(1,017 )	(13,230 )	10,880	(62,572 )
Balance at end of period	\$(35,841)	\$(131,971)	\$(35,841)	\$(131,971)

## 6. Repurchase Agreements and Other Advances

## Repurchase Agreements

The Company's repurchase agreements are accounted for as secured borrowings and bear interest that is generally LIBOR-based. (See Notes 2(k) and 7) At June 30, 2017, the Company's borrowings under repurchase agreements had a weighted average remaining term-to-interest rate reset of 18 days and an effective repricing period of one month, including the impact of related Swaps. At December 31, 2016, the Company's borrowings under repurchase agreements had a weighted average remaining term-to-interest rate reset of 19 days and an effective repricing period of 12 months, including the impact of related Swaps.

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The following table presents information with respect to the Company's borrowings under repurchase agreements and associated assets pledged as collateral at June 30, 2017 and December 31, 2016:

(Dollars in Thousands)	June 30, 2017	December 31, 2016
Repurchase agreement borrowings secured by Agency MBS	\$2,882,272	\$3,095,020
Fair value of Agency MBS pledged as collateral under repurchase agreements	\$3,101,432	\$3,280,689
Weighted average haircut on Agency MBS (1)	4.56	% 4.67
Repurchase agreement borrowings secured by Legacy Non-Agency MBS	\$1,464,693	\$1,690,937
Fair value of Legacy Non-Agency MBS pledged as collateral under repurchase agreements (2)	\$1,980,719	\$2,317,708
Weighted average haircut on Legacy Non-Agency MBS (1)	22.52	% 24.01
Repurchase agreement borrowings secured by 3 Year Step-up securities	\$1,217,086	\$2,035,351
Fair value of 3 Year Step-up securities pledged as collateral under repurchase agreements	\$1,567,914	\$2,574,691
Weighted average haircut on 3 Year Step-up securities (1)	22.68	% 21.70
Repurchase agreements secured by U.S. Treasuries	\$368,877	\$504,572
Fair value of U.S. Treasuries pledged as collateral under repurchase agreements	\$370,837	\$510,767
Weighted average haircut on U.S. Treasuries (1)	1.59	% 1.60
Repurchase agreements secured by CRT securities	\$400,813	\$271,205
Fair value of CRT securities pledged as collateral under repurchase agreements	\$517,067	\$357,488
Weighted average haircut on CRT securities (1)	22.12	% 23.22
Repurchase agreements secured by residential whole loans (3)	\$656,914	\$832,060
Fair value of residential whole loans pledged as collateral under repurchase agreements	\$960,218	\$1,175,088
Weighted average haircut on residential whole loans (1)	26.26	% 25.03
Repurchase agreements secured by other investments	\$50,556	\$43,333
Fair value of other investments pledged as collateral under repurchase agreements	\$100,201	\$85,800
Weighted average haircut on other investments (1)	50.00	% 50.00

(1) Haircut represents the percentage amount by which the collateral value is contractually required to exceed the loan amount.

(2) Includes \$172.4 million of Legacy Non-Agency MBS acquired from consolidated VIEs that are eliminated from the Company's consolidated balance sheets at December 31, 2016.

(3) Excludes \$367,000 and \$210,000 of unamortized debt issuance costs at June 30, 2017 and December 31, 2016, respectively.

The following table presents repricing information about the Company's borrowings under repurchase agreements, which does not reflect the impact of associated derivative hedging instruments, at June 30, 2017 and December 31, 2016:

Time Until Interest Rate Reset	June 30, 2017		December 31, 2016	
	Balance	Weighted Average Interest	Balance	Weighted Average Interest



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	Rate		Rate	
(Dollars in Thousands)				
Within 30 days	\$6,569,128	2.09 %	\$7,284,062	1.77 %
Over 30 days to 3 months	472,083	2.54	1,188,416	1.91
Total repurchase agreements	7,041,211	2.12 %	8,472,478	1.79 %
Less debt issuance costs	367		210	
Total repurchase agreements less debt issuance costs	\$7,040,844		\$8,472,268	

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The following table presents contractual maturity information about the Company's borrowings under repurchase agreements, all of which are accounted for as secured borrowings, at June 30, 2017, and does not reflect the impact of derivative contracts that hedge such repurchase agreements:

Contractual Maturity	June 30, 2017					Total	
	Overnight	Within 30 Days	Over 30 Days to 3 Months	Over 3 Months to 12 Months	Over 12 months		
(Dollars in Thousands)							
Agency MBS	\$—	\$2,882,272	\$—	\$—	\$—	\$2,882,272	
Legacy Non-Agency MBS	—	840,386	330,789	293,518	—	1,464,693	
3 Year Step-up securities	—	703,932	96,754	416,400	—	1,217,086	
U.S. Treasuries	—	368,877	—	—	—	368,877	
CRT securities	—	356,273	44,540	—	—	400,813	
Residential whole loans	—	—	131,599	497,370	27,945	656,914	
Other investments	—	50,556	—	—	—	50,556	
Total (1)	\$—	\$5,202,296	\$603,682	\$1,207,288	\$27,945	\$7,041,211	
Weighted Average Interest Rate	—%	1.83	% 2.82	% 2.98	% 3.60	% 2.12	%
Gross amount of recognized liabilities for repurchase agreements in Note 8						\$7,041,211	
Amounts related to repurchase agreements not included in offsetting disclosure in Note 8						\$—	

(1) Excludes \$367,000 of unamortized debt issuance costs at June 30, 2017.

The Company had repurchase agreements with 32 and 31 counterparties at June 30, 2017 and December 31, 2016, respectively. The following table presents information with respect to each counterparty under repurchase agreements for which the Company had greater than 5% of stockholders' equity at risk in the aggregate at June 30, 2017:

Counterparty	June 30, 2017			Percent of Stockholders' Equity
	Counterparty Rating (1)	Amount at Risk (2)	Weighted Average Months to Maturity for Repurchase Agreements	
(Dollars in Thousands)				
Wells Fargo (3)	AA-/Aa2/AA	\$224,842	6	6.9 %
Credit Suisse (4)	BBB+/Aa2/A-	217,279	3	6.6
UBS (5)	A+/A1/A+	167,384	11	5.1

(1) As rated at June 30, 2017 by S&P, Moody's and Fitch, Inc., respectively. The counterparty rating presented is the lowest published for these entities.

(2) The amount at risk reflects the difference between (a) the amount loaned to the Company through repurchase agreements, including interest payable, and (b) the cash and the fair value of the securities pledged by the Company as collateral, including accrued interest receivable on such securities.

- (3) Includes \$212.3 million at risk with Wells Fargo Bank, NA and \$12.6 million at risk with Wells Fargo Securities LLC.
- (4) Includes \$9.9 million at risk with Credit Suisse AG, Cayman Islands and \$207.3 million at risk with Credit Suisse. Counterparty ratings are not published for Credit Suisse AG, Cayman Islands.
- (5) Includes Non-Agency MBS pledged as collateral with contemporaneous repurchase and reverse repurchase agreements.

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FHLB Advances

In January 2016, the FHFA released its final rule amending its regulation on FHLB membership, which, among other things, provided termination rules for then current captive insurance members. As a result of such regulation, MFA Insurance was required to repay all of its outstanding FHLB advances by February 19, 2017 and its FHLB membership was terminated on such date. At December 31, 2016, MFA Insurance had \$215.0 million in outstanding long-term secured FHLB advances with a weighted average borrowing rate of 0.78%. Interest payable on outstanding FHLB advances at December 31, 2016 totaled approximately \$42,000 and was included in Other liabilities on the Company's consolidated balance sheets.

7. Collateral Positions

The Company pledges securities or cash as collateral to its counterparties pursuant to its borrowings under repurchase agreements and for initial margin payments on centrally cleared Swaps. In addition, the Company receives securities or cash as collateral pursuant to financing provided under reverse repurchase agreements. The Company exchanges collateral with its counterparties based on changes in the fair value, notional amount and term of the associated repurchase agreements and Swap contracts, as applicable. In connection with these margining practices, either the Company or its counterparty may be required to pledge cash or securities as collateral. When the Company's pledged collateral exceeds the required margin, the Company may initiate a reverse margin call, at which time the counterparty may either return the excess collateral or provide collateral to the Company in the form of cash or equivalent securities.

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The following table summarizes the fair value of the Company's collateral positions, which includes collateral pledged and collateral held, with respect to its borrowings under repurchase agreements, reverse repurchase agreements, derivative hedging instruments and FHLB advances at June 30, 2017 and December 31, 2016:

(In Thousands)	June 30, 2017		December 31, 2016	
	Assets Pledged	Collateral Held	Assets Pledged	Collateral Held
<b>Derivative Hedging Instruments:</b>				
Agency MBS	\$24,432	\$ —	\$32,468	\$ —
Cash (1)	5,039	—	53,849	—
	29,471	—	86,317	—
<b>Repurchase Agreement Borrowings:</b>				
Agency MBS	3,101,432	—	3,280,689	—
Legacy Non-Agency MBS (2)(3)	1,980,719	—	2,317,708	—
3 Year Step-up securities	1,567,914	—	2,574,691	—
U.S. Treasury securities	370,837	—	510,767	—
CRT securities	517,067	—	357,488	—
Residential whole loans	960,218	—	1,175,088	—
Other investments	100,201	—	85,800	—
Cash (1)	6,804	—	4,614	—
	8,605,192	—	10,306,845	—
<b>FHLB Advances:</b>				
Agency MBS	—	—	227,244	—
	—	—	227,244	—
<b>Reverse Repurchase Agreements:</b>				
U.S. Treasury securities	—	510,237	—	510,767
	—	510,237	—	510,767
<b>Total</b>	<b>\$8,634,663</b>	<b>\$ 510,237</b>	<b>\$10,620,406</b>	<b>\$ 510,767</b>

(1) Cash pledged as collateral is reported as "Restricted cash" on the Company's consolidated balance sheets.

(2) Includes \$172.4 million of Legacy Non-Agency MBS acquired in connection with resecuritization transactions from consolidated VIEs that are eliminated from the Company's consolidated balance sheets at December 31, 2016.

(3) In addition, at June 30, 2017 and December 31, 2016, \$692.0 million and \$688.2 million of Legacy Non-Agency MBS, respectively, are pledged as collateral in connection with contemporaneous repurchase and reverse repurchase agreements entered into with a single counterparty.

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The following table presents detailed information about the Company's assets pledged as collateral pursuant to its borrowings under repurchase agreements and derivative hedging instruments at June 30, 2017:

(In Thousands)	June 30, 2017			June 30, 2017			Total Fair Value of Assets Pledged and Accrued Interest
	Assets Pledged Under Repurchase Agreements			Assets Pledged Against Derivative Hedging Instruments			
	Fair Value	Amortized Cost	Accrued Interest on Pledged Assets	Fair Value/ Carrying Value	Amortized Cost	Accrued Interest on Pledged Assets	
Agency MBS	\$3,101,432	\$3,100,753	\$ 7,916	\$ 24,432	\$ 25,096	\$ 50	\$3,133,830
Legacy Non-Agency MBS (1)	1,980,719	1,550,498	7,236	—	—	—	1,987,955
3 Year Step-up securities	1,567,914	1,563,770	1,174	—	—	—	1,569,088
U.S. Treasuries	370,837	373,713	—	—	—	—	370,837
CRT securities	517,067	473,421	323	—	—	—	517,390
Residential whole loans (2)	960,218	941,659	2,645	—	—	—	962,863
Other investments	100,201	100,201	636	—	—	—	100,837
Cash (3)	6,804	6,804	—	5,039	5,039	—	11,843
Total	\$8,605,192	\$8,110,819	\$ 19,930	\$ 29,471	\$ 30,135	\$ 50	\$8,654,643

(1) In addition, at June 30, 2017, \$692.0 million of Legacy Non-Agency MBS are pledged as collateral in connection with contemporaneous repurchase and reverse repurchase agreements entered into with a single counterparty.

Includes residential whole loans held at carrying value with an aggregate fair value of \$289.1 million and aggregate (2) amortized cost of \$270.6 million and residential whole loans held at fair value with an aggregate fair value and amortized cost of \$671.1 million.

(3) Cash pledged as collateral is reported as "Restricted cash" on the Company's consolidated balance sheets.

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## 8. Offsetting Assets and Liabilities

The following tables present information about certain assets and liabilities that are subject to master netting arrangements (or similar agreements) and may potentially be offset on the Company's consolidated balance sheets at June 30, 2017 and December 31, 2016:

## Offsetting of Financial Assets and Derivative Assets

(In Thousands)	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Assets Presented in the Consolidated Balance Sheets	Gross Amounts of Financial Instruments	Gross Amounts Not Offset in the Consolidated Balance Sheets	Cash Collateral Received	Net Amount
June 30, 2017							
Swaps, at fair value	\$ —	\$ —	\$ —	\$ —		\$ —	\$ —
Total	\$ —	\$ —	\$ —	\$ —		\$ —	\$ —
December 31, 2016							
Swaps, at fair value	\$ 233	\$ —	\$ 233	\$ (233)	)	\$ —	\$ —
Total	\$ 233	\$ —	\$ 233	\$ (233)	)	\$ —	\$ —

## Offsetting of Financial Liabilities and Derivative Liabilities

(In Thousands)	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Liabilities Presented in the Consolidated Balance Sheets	Gross Amounts of Financial Instruments (1)	Gross Amounts Not Offset in the Consolidated Balance Sheets	Cash Collateral Pledged (1)	Net Amount
June 30, 2017							
Swaps, at fair value (2)	\$ —	\$ —	\$ —	\$ —		\$ —	\$ —
Repurchase agreements and other advances (3)(4)	7,041,211	—	7,041,211	(7,034,407)	)	(6,804)	—
Total	\$ 7,041,211	\$ —	\$ 7,041,211	\$ (7,034,407)	)	\$ (6,804)	\$ —
December 31, 2016							
Swaps, at fair value (2)	\$ 46,954	\$ —	\$ 46,954	\$ —		\$ (46,954)	\$ —
Repurchase agreements and other advances (3)(4)	8,687,478	—	8,687,478	(8,682,864)	)	(4,614)	—
Total	\$ 8,734,432	\$ —	\$ 8,734,432	\$ (8,682,864)	)	\$ (51,568)	\$ —

(1) Amounts disclosed in the Financial Instruments column of the table above represent collateral pledged that is available to be offset against liability balances associated with repurchase agreements and other advances, and derivative transactions. Amounts disclosed in the Cash Collateral Pledged column of the table above represent amounts pledged as collateral against derivative transactions and repurchase agreements, and exclude excess collateral

of \$5.0 million and \$6.9 million at June 30, 2017 and December 31, 2016, respectively.

(2) The fair value of securities pledged against the Company's Swaps was \$24.4 million and \$32.5 million at June 30, 2017 and December 31, 2016, respectively. Beginning in January 2017, variation margin payments on the Company's cleared Swaps are treated as a legal settlement of the exposure under the Swap contract. Previously such payments were treated as collateral pledged against the exposure under the Swap contract. The effect of this change is to reduce what would have otherwise been reported as fair value of the Swap.

(3) The fair value of financial instruments pledged against the Company's repurchase agreements and other advances was \$8.6 billion and \$10.5 billion at June 30, 2017 and December 31, 2016, respectively.

(4) Excludes \$367,000 and \$210,000 of unamortized debt issuance costs at June 30, 2017 and December 31, 2016, respectively.



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## Nature of Setoff Rights

In the Company's consolidated balance sheets, all balances associated with the repurchase agreement and Swap transactions that are not centrally cleared are presented on a gross basis.

Certain of the Company's repurchase agreement and derivative transactions are governed by underlying agreements that generally provide for a right of setoff in the event of default or in the event of a bankruptcy of either party to the transaction. For one repurchase agreement counterparty, the underlying agreements provide for an unconditional right of setoff.

## 9. Senior Notes

On April 11, 2012, the Company issued \$100.0 million in aggregate principal amount of its Senior Notes in an underwritten public offering. The total net proceeds to the Company from the offering of the Senior Notes were approximately \$96.6 million, after deducting offering expenses and the underwriting discount. The Senior Notes bear interest at a fixed rate of 8.00% per year, paid quarterly in arrears on January 15, April 15, July 15 and October 15 of each year and will mature on April 15, 2042. The Senior Notes have an effective interest rate, including the impact of amortization to interest expense of debt issuance costs, of 8.31%. The Company may redeem the Senior Notes, in whole or in part, at any time on or after April 15, 2017, at a redemption price equal to 100% of the principal amount redeemed plus accrued and unpaid interest to, but not excluding, the redemption date.

The Senior Notes are the Company's senior unsecured obligations and are subordinate to all of the Company's secured indebtedness, which includes the Company's repurchase agreements, obligation to return securities obtained as collateral and other financing arrangements, to the extent of the value of the collateral securing such indebtedness.

## 10. Other Liabilities

The following table presents the components of the Company's Other liabilities at June 30, 2017 and December 31, 2016:

(In Thousands)	June 30, 2017	December 31, 2016
Securitized debt (1)	\$143,698	\$ —
Dividends and dividend equivalents payable	79,559	74,657
Accrued interest payable	11,629	14,129
Swaps, at fair value (2)	—	46,954
Accrued expenses and other liabilities	15,063	19,612
Total Other Liabilities	\$249,949	\$ 155,352

Securitized debt represents third-party liabilities of consolidated VIEs and excludes liabilities of the VIEs acquired (1) by the Company that are eliminated on consolidation. The third-party beneficial interest holders in the VIEs have no recourse to the general credit of the Company. (See Notes 11 and 16 for further discussion.)

(2) Beginning in January 2017, variation margin payments on the Company's cleared Swaps are treated as a legal settlement of the exposure under the Swap contract. Previously such payments were treated as collateral pledged

against the exposure under the Swap contract. The effect of this change is to reduce what would have otherwise been reported as fair value of the Swap.

## 11. Commitments and Contingencies

### (a) Lease Commitments

The Company pays monthly rent pursuant to two operating leases. The lease term for the Company's headquarters in New York, New York extends through June 30, 2020. The lease provides for aggregate cash payments ranging over time of approximately \$2.5 million per year, paid on a monthly basis, exclusive of escalation charges. In addition, as part of this lease agreement, the Company has provided the landlord a \$785,000 irrevocable standby letter of credit fully collateralized by cash. The letter of credit may be drawn upon by the landlord in the event that the Company defaults under certain terms of the lease. In addition, the

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Company has a lease through December 31, 2021 for its off-site back-up facility located in Rockville Centre, New York, which provides for, among other things, lease payments totaling \$32,000, annually.

(b) Corporate Loan

The Company has entered into a loan agreement with an entity that originates loans and owns MSR. The loan is secured by certain Government, Agency and Private-Label MSRs, as well as other unencumbered assets owned by the borrower. Under the terms of the loan agreement, the Company has committed to lend \$130.0 million of which approximately \$101.1 million was drawn at June 30, 2017.

(c) Representations and Warranties in Connection with Loan Securitization Transaction

In connection with the loan securitization transaction entered into by the Company in June 2017 (See Note 16 for further discussion), the Company has the obligation under certain circumstances to repurchase assets previously transferred to a securitization vehicle upon breach of certain representations and warranties. As of June 30, 2017, the Company had no reserve established for repurchases of loans and was not aware of any repurchase claims that would require the establishment of such a reserve.

(d) MBS Purchase Commitment

At June 30, 2017, the Company had a commitment to purchase Non-Agency MBS at an estimated price of \$23.8 million. The expected settlement amount is included in the Non-Agency MBS balances presented at fair value on the Company's consolidated balance sheets, with a corresponding liability included in Payable for unsettled MBS and residential whole loan purchases.

(e) Residential Whole Loan Purchase Commitments

At June 30, 2017, the Company has agreed, subject to the completion of due diligence, and customary closing conditions, to purchase residential whole loans at an aggregate estimated purchase price of \$340.6 million, including \$101.4 million of Residential whole loans, at carrying value and \$239.2 million of Residential whole loans, at fair value. The expected settlement amounts are included in the Company's consolidated balance sheets in Residential whole loans, at carrying value and Residential whole loans, at fair value, with a corresponding liability included in Payable for unsettled MBS and residential whole loan purchases.

12. Stockholders' Equity

(a) Preferred Stock

Issuance of 7.50% Series B Cumulative Redeemable Preferred Stock ("Series B Preferred Stock")

On April 15, 2013, the Company completed the issuance of 8.0 million shares of its Series B Preferred Stock with a par value of \$0.01 per share, and a liquidation preference of \$25.00 per share plus accrued and unpaid dividends, in an underwritten public offering. The Company's Series B Preferred Stock is entitled to receive a dividend at a rate of

7.50% per year on the \$25.00 liquidation preference before the Company's common stock is paid any dividends and is senior to the Company's common stock with respect to distributions upon liquidation, dissolution or winding up. Dividends on the Series B Preferred Stock are payable quarterly in arrears on or about March 31, June 30, September 30 and December 31 of each year. The Series B Preferred Stock is redeemable at \$25.00 per share plus accrued and unpaid dividends (whether or not authorized or declared) exclusively at the Company's option commencing on April 15, 2018 (subject to the Company's right, under limited circumstances, to redeem the Series B Preferred Stock prior to that date in order to preserve its qualification as a REIT) and upon certain specified change in control transactions in which the Company's common stock and the acquiring or surviving entity common securities would not be listed on the New York Stock Exchange (the "NYSE"), the NYSE MKT or NASDAQ, or any successor exchange. The Series B Preferred Stock generally does not have any voting rights, subject to an exception in the event the Company fails to pay dividends on such stock for six or more quarterly periods (whether or not consecutive). Under such circumstances, the Series B Preferred Stock will be entitled to vote to elect two additional directors to the Company's Board of Directors (the "Board"), until all unpaid dividends have been paid or declared and set apart for payment. In addition, certain material and adverse changes to the terms of the Series B Preferred Stock cannot be made without the affirmative vote of holders of at least 66 2/3% of the outstanding shares of Series B Preferred Stock.

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The following table presents cash dividends declared by the Company on its Series B Preferred Stock from January 1, 2017 through June 30, 2017:

Declaration Date	Record Date	Payment Date	Dividend Per Share
May 16, 2017	June 2, 2017	June 30, 2017	\$ 0.46875
February 17, 2017	March 6, 2017	March 31, 2017	0.46875

## (b) Dividends on Common Stock

The following table presents cash dividends declared by the Company on its common stock from January 1, 2017 through June 30, 2017:

Declaration Date (1)	Record Date	Payment Date	Dividend Per Share
June 12, 2017	June 29, 2017	July 28, 2017	\$ 0.20 (1)
March 8, 2017	March 29, 2017	April 28, 2017	0.20

(1) At June 30, 2017, the Company had accrued dividends and dividend equivalents payable of \$79.6 million related to the common stock dividend declared on June 12, 2017.

## (c) Public Offering of Common Stock

The table below presents information with respect to shares of the Company's common stock issued through public offerings during the three and six months ended June 30, 2017. The Company did not issue any common stock through public offerings during the three and six months ended June 30, 2016.

Share Issue Date	Shares Issued	Gross Proceeds Per Share	Gross Proceeds
(In Thousands, Except Per Share Amounts)			
May 10, 2017	23,000	\$ 7.85	\$ 180,550(1)

(1) The Company incurred approximately \$411,000 of expenses in connection with this equity offering.

## (d) Discount Waiver, Direct Stock Purchase and Dividend Reinvestment Plan ("DRSPP")

On September 16, 2016, the Company filed a shelf registration statement on Form S-3 with the SEC under the Securities Act of 1933, as amended (the "1933 Act"), for the purpose of registering additional common stock for sale through its DRSPP. Pursuant to Rule 462(e) of the 1933 Act, this shelf registration statement became effective automatically upon filing with the SEC and, when combined with the unused portion of the Company's previous DRSPP shelf registration statements, registered an aggregate of 15 million shares of common stock. The Company's DRSPP is designed to provide existing stockholders and new investors with a convenient and economical way to purchase shares of common stock through the automatic reinvestment of dividends and/or optional cash investments. At June 30, 2017, 13.5 million shares of common stock remained available for issuance pursuant to the DRSPP shelf registration statement.

During the three and six months ended June 30, 2017, the Company issued 488,474 and 1,002,798 shares of common stock through the DRSP, raising net proceeds of approximately \$4.0 million and \$7.9 million, respectively. From the inception of the DRSP in September 2003 through June 30, 2017, the Company issued 32,385,583 shares pursuant to the DRSP, raising net proceeds of \$270.9 million.

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## (e) Stock Repurchase Program

As previously disclosed, in August 2005, the Company's Board authorized a stock repurchase program (the "Repurchase Program") to repurchase up to 4.0 million shares of its outstanding common stock. The Board reaffirmed such authorization in May 2010. In December 2013, the Board increased the number of shares authorized under the Repurchase Program to an aggregate of 10.0 million. Such authorization does not have an expiration date and, at present, there is no intention to modify or otherwise rescind such authorization. Subject to applicable securities laws, repurchases of common stock under the Repurchase Program are made at times and in amounts as the Company deems appropriate, (including, in our discretion, through the use of one or more plans adopted under Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended (the "1934 Act")) using available cash resources. Shares of common stock repurchased by the Company under the Repurchase Program are cancelled and, until reissued by the Company, are deemed to be authorized but unissued shares of the Company's common stock. The Repurchase Program may be suspended or discontinued by the Company at any time and without prior notice. The Company did not repurchase any shares of its common stock during the six months ended June 30, 2017. At June 30, 2017, 6,616,355 shares remained authorized for repurchase under the Repurchase Program.

## (f) Accumulated Other Comprehensive Income/(Loss)

The following table presents changes in the balances of each component of the Company's AOCI for the three and six months ended June 30, 2017:

(In Thousands)	Three Months Ended June 30, 2017			Six Months Ended June 30, 2017		
	Net Unrealized Net Gain/(Loss) <del>(Loss)</del> /Gain		Total AOCI	Net Unrealized Net Gain/(Loss) <del>(Loss)</del> /Gain		Total AOCI
	AFS Securities	on Swaps		AFS Securities	on Swaps	
Balance at beginning of period	\$629,487	\$(34,824)	\$594,663	\$620,403	\$(46,721)	\$573,682
OCI before reclassifications	45,010	(1,017)	43,993	64,454	10,880	75,334
Amounts reclassified from AOCI (1)	(6,274)	—	(6,274)	(16,634)	—	(16,634)
Net OCI during the period (2)	38,736	(1,017)	37,719	47,820	10,880	58,700
Balance at end of period	\$668,223	\$(35,841)	\$632,382	\$668,223	\$(35,841)	\$632,382

(1) See separate table below for details about these reclassifications.

(2) For further information regarding changes in OCI, see the Company's consolidated statements of comprehensive income/(loss).

The following table presents changes in the balances of each component of the Company's AOCI for the three and six months ended June 30, 2016:

(In Thousands)	Three Months Ended June 30, 2016			Six Months Ended June 30, 2016		
	Net Unrealized	Net (Loss)/Gain	Total AOCI	Net Unrealized	Net (Loss)/Gain	Total AOCI

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	Gain/(Loss) on Swaps			Gain/(Loss) on Swaps		
	AFS			AFS		
	Securities			Securities		
Balance at beginning of period	\$529,151	\$(118,741)	\$410,410	\$585,250	\$(69,399)	\$515,851
OCI before reclassifications	105,234	(13,230)	92,004	60,098	(62,572)	(2,474)
Amounts reclassified from AOCI (1)	(8,688)	—	(8,688)	(19,651)	—	(19,651)
Net OCI during the period (2)	96,546	(13,230)	83,316	40,447	(62,572)	(22,125)
Balance at end of period	\$625,697	\$(131,971)	\$493,726	\$625,697	\$(131,971)	\$493,726

(1) See separate table below for details about these reclassifications.

(2) For further information regarding changes in OCI, see the Company's consolidated statements of comprehensive income/(loss).



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The following table presents information about the significant amounts reclassified out of the Company's AOCI for the three and six months ended June 30, 2017:

Details about AOCI Components	Three	Six	Affected Line Item in the Statement Where Net Income is Presented
	Months	Months	
	Ended	Ended	
	June 30,	June 30,	
	2017	2017	
	Amounts		
	Reclassified		
	from AOCI		
(In Thousands)			
AFS Securities:			
Realized gain on sale of securities	\$(5,656)	\$(15,602)	Net gain on sales of MBS and U.S. Treasury securities
OTTI recognized in earnings	(618 )	(1,032 )	Net impairment losses recognized in earnings
Total AFS Securities	\$(6,274)	\$(16,634)	
Total reclassifications for period	\$(6,274)	\$(16,634)	

The following table presents information about the significant amounts reclassified out of the Company's AOCI for the three and six months ended June 30, 2016:

Details about AOCI Components	Three	Six	Affected Line Item in the Statement Where Net Income is Presented
	Months	Months	
	Ended	Ended	
	June 30,	June 30,	
	2016	2016	
	Amounts		
	Reclassified		
	from AOCI		
(In Thousands)			
AFS Securities:			
Realized gain on sale of securities	\$(8,688)	\$(19,651)	Net gain on sales of MBS and U.S. Treasury securities
Total AFS Securities	\$(8,688)	\$(19,651)	
Total reclassifications for period	\$(8,688)	\$(19,651)	

At June 30, 2017 and December 31, 2016, the Company had unrealized losses recorded in AOCI of approximately \$106,000 and \$1.7 million, respectively, on securities for which OTTI had been recognized in earnings in prior periods.

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## 13. EPS Calculation

The following table presents a reconciliation of the earnings and shares used in calculating basic and diluted EPS for the three and six months ended June 30, 2017 and 2016:

(In Thousands, Except Per Share Amounts)	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Numerator:				
Net income	\$79,935	\$78,950	\$157,995	\$157,020
Dividends declared on preferred stock	(3,750 )	(3,750 )	(7,500 )	(7,500 )
Dividends, dividend equivalents and undistributed earnings allocated to participating securities	(459 )	(421 )	(890 )	(814 )
Net income to common stockholders - basic and diluted	\$75,726	\$74,779	\$149,605	\$148,706
Denominator:				
Weighted average common shares for basic and diluted earnings per share (1)	386,303	373,023	379,479	372,946
Basic and diluted earnings per share	\$0.20	\$0.20	\$0.39	\$0.40

(1) At June 30, 2017, the Company had an aggregate of 2.5 million equity instruments outstanding that were not included in the calculation of diluted EPS for the three and six months ended June 30, 2017, as their inclusion would have been anti-dilutive. These equity instruments were comprised of approximately 14,000 shares of restricted common stock with a weighted average grant date fair value of \$7.12 and approximately 2.5 million RSUs (based on current estimate of expected share settlement amount) with a weighted average grant date fair value of \$6.59. These equity instruments may have a dilutive impact on future EPS.

## 14. Equity Compensation, Employment Agreements and Other Benefit Plans

## (a) Equity Compensation Plan

In accordance with the terms of the Company's Equity Compensation Plan (the "Equity Plan"), which was adopted by the Company's stockholders on May 21, 2015 (and which amended and restated the Company's 2010 Equity Compensation Plan), directors, officers and employees of the Company and any of its subsidiaries and other persons expected to provide significant services for the Company and any of its subsidiaries are eligible to receive grants of stock options ("Options"), restricted stock, RSUs, dividend equivalent rights and other stock-based awards under the Equity Plan.

Subject to certain exceptions, stock-based awards relating to a maximum of 12.0 million shares of common stock may be granted under the Equity Plan; forfeitures and/or awards that expire unexercised do not count towards this limit. At June 30, 2017, approximately 6.9 million shares of common stock remained available for grant in connection with stock-based awards under the Equity Plan. A participant may generally not receive stock-based awards in excess of

1.5 million shares of common stock in any one year and no award may be granted to any person who, assuming exercise of all Options and payment of all awards held by such person, would own or be deemed to own more than 9.8% of the outstanding shares of the Company's common stock. Unless previously terminated by the Board, awards may be granted under the Equity Plan until May 20, 2025.

#### Restricted Stock Units

Under the terms of the Equity Plan, RSUs are instruments that provide the holder with the right to receive, subject to the satisfaction of conditions set by the Compensation Committee of the Board (the "Compensation Committee") at the time of grant, a payment of a specified value, which may be a share of the Company's common stock, the fair market value of a share of the Company's common stock, or such fair market value to the extent in excess of an established base value, on the applicable settlement date. Although the Equity Plan permits the Company to issue RSUs that can settle in cash, all of the Company's outstanding RSUs as of June 30, 2017 are designated to be settled in shares of the Company's common stock. The Company granted 140,195 and 898,945 RSUs during three and six months ended June 30, 2017, respectively, and granted 113,195 and 728,195 RSUs during the three and six months ended June 30, 2016, respectively. There were no RSUs forfeited during the six months ended June 30, 2017.

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During the six months ended June 30, 2016 an aggregate of 10,000 RSUs were forfeited. All RSUs outstanding at June 30, 2017 may be entitled to receive dividend equivalent payments depending on the terms and conditions of the award either in cash at the time dividends are paid by the Company, or for certain performance-based RSU awards, as a grant of stock at the time such awards are settled. At June 30, 2017 and December 31, 2016, the Company had unrecognized compensation expense of \$6.9 million and \$3.6 million, respectively, related to RSUs. The unrecognized compensation expense at June 30, 2017 is expected to be recognized over a weighted average period of 2.1 years.

## Restricted Stock

The Company did not award any shares of restricted common stock during the six months ended June 30, 2017 and 2016. At June 30, 2017 and December 31, 2016, the Company had unrecognized compensation expense of approximately \$102,000 and \$203,000, respectively, related to the unvested shares of restricted common stock. The Company had accrued dividends payable of approximately \$43,000 and \$55,000 on unvested shares of restricted stock at June 30, 2017 and December 31, 2016, respectively. The unrecognized compensation expense at June 30, 2017 is expected to be recognized over a weighted average period of six months.

## Dividend Equivalents

A dividend equivalent is a right to receive a distribution equal to the dividend distributions that would be paid on a share of the Company's common stock. Dividend equivalents may be granted as a separate instrument or may be a right associated with the grant of another award (e.g., an RSU) under the Equity Plan, and they are paid in cash or other consideration at such times and in accordance with such rules, as the Compensation Committee shall determine in its discretion. Payments made on the Company's outstanding dividend equivalent rights that have been granted as a separate instrument are charged to Stockholders' Equity when common stock dividends are declared to the extent that such equivalents are expected to vest. The Company did not make any payments in respect of such instruments during the six months ended June 30, 2017 and made payments of approximately \$2,000 and \$3,000 in respect of such separate instruments during the three and six months ended June 30, 2016, respectively. At June 30, 2017, there were no dividend equivalent rights outstanding, which had been awarded separately from, but in connection with, grants of RSUs made in prior years.

## Options

The Company did not grant any stock options during the six months ended June 30, 2017 and 2016. At June 30, 2017, the Company had no stock options outstanding.

## Expense Recognized for Equity-Based Compensation Instruments

The following table presents the Company's expenses related to its equity-based compensation instruments for the three and six months ended June 30, 2017 and 2016:

	Three Months		Six Months	
	Ended		Ended	
	June 30,		June 30,	
(In Thousands)	2017	2016	2017	2016

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RSUs	\$2,302	\$1,734	\$3,358	\$2,694
Restricted shares of common stock	51	152	101	304
Dividend equivalent rights	—	22	—	44
Total	\$2,353	\$1,908	\$3,459	\$3,042

(b) Employment Agreements

At June 30, 2017, the Company had employment agreements with four of its officers, with varying terms that provide for, among other things, base salary, bonus and change-in-control payments upon the occurrence of certain triggering events.

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## (c) Deferred Compensation Plans

The Company administers deferred compensation plans for its senior officers and non-employee directors (collectively, the “Deferred Plans”), pursuant to which participants may elect to defer up to 100% of certain cash compensation. The Deferred Plans are designed to align participants’ interests with those of the Company’s stockholders.

Amounts deferred under the Deferred Plans are considered to be converted into “stock units” of the Company. Stock units do not represent stock of the Company, but rather are a liability of the Company that changes in value as would equivalent shares of the Company’s common stock. Deferred compensation liabilities are settled in cash at the termination of the deferral period, based on the value of the stock units at that time. The Deferred Plans are non-qualified plans under the Employee Retirement Income Security Act of 1974 and, as such, are not funded. Prior to the time that the deferred accounts are settled, participants are unsecured creditors of the Company.

The Company’s liability for stock units in the Deferred Plans is based on the market price of the Company’s common stock at the measurement date. The following table presents the Company’s expenses related to its Deferred Plans for its non-employee directors and senior officers for the three and six months ended June 30, 2017 and 2016:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands)	2017	2016	2017	2016
Non-employee directors	\$100	\$72	\$214	\$121
Total	\$100	\$72	\$214	\$121

The following table presents the aggregate amount of income deferred by participants of the Deferred Plans through June 30, 2017 and December 31, 2016 that had not been distributed and the Company’s associated liability for such deferrals at June 30, 2017 and December 31, 2016:

	June 30, 2017		December 31, 2016	
(In Thousands)	Undistributed Income Deferred	Liability Under Deferred Plans (1)	Undistributed Income Deferred (1)	Liability Under Deferred Plans
Non-employee directors	\$1,366	\$1,776	\$1,066	\$1,263
Total	\$1,366	\$1,776	\$1,066	\$1,263

(1) Represents the cumulative amounts that were deferred by participants through June 30, 2017 and December 31, 2016, which had not been distributed through such respective date.

## (d) Savings Plan

The Company sponsors a tax-qualified employee savings plan (the “Savings Plan”) in accordance with Section 401(k) of the Code. Subject to certain restrictions, all of the Company’s employees are eligible to make tax-deferred contributions to the Savings Plan subject to limitations under applicable law. Participant’s accounts are self-directed and the Company bears the costs of administering the Savings Plan. The Company matches 100% of the first 3% of eligible compensation deferred by employees and 50% of the next 2%, subject to a maximum as provided by the Code. The Company has elected to operate the Savings Plan under the applicable safe harbor provisions of the Code, whereby among other things, the Company must make contributions for all participating employees and all matches contributed by the Company immediately vest 100%. For the three months ended June 30, 2017 and 2016, the Company recognized expenses for matching contributions of \$87,500 and \$86,000, respectively, and \$175,000 and \$173,000 and for the six months ended June 30, 2017 and 2016, respectively.

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15. Fair Value of Financial Instruments

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of valuation hierarchy are defined as follows:

Level 1 — Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

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

Level 3 — Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following describes the valuation methodologies used for the Company's financial instruments measured at fair value on a recurring basis, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Securities Obtained and Pledged as Collateral/Obligation to Return Securities Obtained as Collateral

The fair value of U.S. Treasury securities obtained as collateral and the associated obligation to return securities obtained as collateral are based upon prices obtained from a third-party pricing service, which are indicative of market activity. Securities obtained as collateral are classified as Level 1 in the fair value hierarchy.

MBS and CRT Securities

The Company determines the fair value of its Agency MBS, based upon prices obtained from third-party pricing services, which are indicative of market activity and repurchase agreement counterparties.

For Agency MBS, the valuation methodology of the Company's third-party pricing services incorporate commonly used market pricing methods, trading activity observed in the marketplace and other data inputs. The methodology also considers the underlying characteristics of each security, which are also observable inputs, including: collateral vintage, coupon, maturity date, loan age, reset date, collateral type, periodic and life cap, geography, and prepayment speeds. Management analyzes pricing data received from third-party pricing services and compares it to other indications of fair value including data received from repurchase agreement counterparties and its own observations of trading activity observed in the marketplace.

In determining the fair value of its Non-Agency MBS and CRT securities, management considers a number of observable market data points, including prices obtained from pricing services and brokers as well as dialogue with market participants. In valuing Non-Agency MBS, the Company understands that pricing services use observable inputs that include, in addition to trading activity observed in the marketplace, loan delinquency data, credit enhancement levels and vintage, which are taken into account to assign pricing factors such as spread and prepayment assumptions. For tranches of Legacy Non-Agency MBS that are cross-collateralized, performance of all collateral groups involved in the tranche are considered. The Company collects and considers current market intelligence on all major markets, including benchmark security evaluations and bid-lists from various sources, when available.



The Company's Legacy Non-Agency MBS, 3 Year Step-up securities backed by re-performing and non-performing loans and CRT securities are valued using various market data points as described above, which management considers directly or indirectly observable parameters. Accordingly, these securities are classified as Level 2 in the fair value hierarchy. The Company's 3 Year Step-up securities reflecting investments in term notes backed by MSR-related collateral are valued using a similar process to Non-Agency MBS and CRT Securities. However, as the valuation of these securities requires certain significant unobservable inputs, the securities are classified as Level 3 in the fair value hierarchy.

#### Residential Whole Loans, at Fair Value

The Company determines the fair value of its residential whole loans held at fair value after considering valuations obtained from a third-party who specializes in providing valuations of residential mortgage loans trading activity observed in the marketplace. The Company's residential whole loans held at fair value are classified as Level 3 in the fair value hierarchy.

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## Swaps

As of June 30, 2017, all of the Company's Swaps are cleared by a central clearing house. Valuations provided by the clearing house are used for purposes of determining the fair value of the Company's Swaps. Such valuations obtained are tested with internally developed models that apply readily observable market parameters. As the Company's Swaps as of June 30, 2017 are subject to the clearing house's margin requirements, no credit valuation adjustment was considered necessary in determining the fair value of such instruments. Beginning in January 2017, variation margin payments on the Company's cleared Swaps are treated as a legal settlement of the exposure under the Swap contract. Previously such payments were treated as collateral pledged against the exposure under the Swap contract. The effect of this change is to reduce what would have otherwise been reported as fair value of the Swap. Swaps are classified as Level 2 in the fair value hierarchy.

The following tables present the Company's financial instruments carried at fair value on a recurring basis as of June 30, 2017 and December 31, 2016, on the consolidated balance sheets by the valuation hierarchy, as previously described:

## Fair Value at June 30, 2017

(In Thousands)	Level 1	Level 2	Level 3	Total
Assets:				
Agency MBS	\$—	\$3,248,007	\$—	\$3,248,007
Non-Agency MBS	—	4,318,314	273,961	4,592,275
CRT securities	—	636,315	—	636,315
Securities obtained and pledged as collateral	370,837	—	—	370,837
Residential whole loans, at fair value	—	—	983,270	983,270
Total assets carried at fair value	\$370,837	\$8,202,636	\$1,257,231	\$9,830,704
Liabilities:				
Swaps	\$—	\$—	\$—	\$—
Obligation to return securities obtained as collateral	510,237	—	—	510,237
Total liabilities carried at fair value	\$510,237	\$—	\$—	\$510,237

## Fair Value at December 31, 2016

(In Thousands)	Level 1	Level 2	Level 3	Total
Assets:				
Agency MBS	\$—	\$3,738,497	\$—	\$3,738,497
Non-Agency MBS, including MBS transferred to consolidated VIEs	—	5,825,816	—	5,825,816
CRT securities	—	404,850	—	404,850
Securities obtained and pledged as collateral	510,767	—	—	510,767
Residential whole loans, at fair value	—	—	814,682	814,682
Swaps	—	233	—	233
Total assets carried at fair value	\$510,767	\$9,969,396	\$814,682	\$11,294,845
Liabilities:				

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Swaps	\$—	\$46,954	\$—	\$46,954
Obligation to return securities obtained as collateral	510,767	—	—	510,767
Total liabilities carried at fair value	\$510,767	\$46,954	\$—	\$557,721

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MFA FINANCIAL, INC.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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## Changes in Level 3 Assets Measured at Fair Value on a Recurring Basis

The following table presents additional information for the three and six months ended June 30, 2017 and 2016 about the Company's Residential whole loans, at fair value, which are classified as Level 3 and measured at fair value on a recurring basis:

(In Thousands)	Residential Whole Loans, at Fair Value (1)			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Balance at beginning of period	\$775,152	\$647,360	\$814,682	\$623,276
Purchases and capitalized advances	4,831	66,169	10,164	119,759
Changes in fair value recorded in Net gain on residential whole loans held at fair value	4,262	8,390	7,209	14,616
Collection of principal, net of liquidation gains/losses	(15,652 )	(16,187 )	(35,695 )	(30,789 )
Repurchases	(450 )	—	(756 )	—
Transfer to REO	(24,071 )	(21,149 )	(51,532 )	(42,279 )
Balance at end of period	\$744,072	\$684,583	\$744,072	\$684,583

(1) Excludes approximately \$239.2 million of residential whole loans held at fair value for which the closing of the purchase transaction had not occurred as of June 30, 2017.

The following table presents additional information for the three and six months ended June 30, 2017 and 2016 about the Company's investments in term notes backed by MSR-related collateral held at fair value, which are classified as Level 3 and measured at fair value on a recurring basis:

(In Thousands)	Term Notes Backed by MSR-Related Collateral			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017 (1)	2016
Balance at beginning of period	\$282,332	\$ —	\$ —	\$ —
Purchases	—	—	150,000	—
Collection of principal	(8,371 )	—	(17,019 )	—
Transfers from Level 2 to Level 3 (1)	—	—	140,980	—
Balance at end of period	\$273,961	\$ —	—	\$ —

(1) Investments in term notes backed by MSR-related collateral were transferred from Level 2 to Level 3 during the six months ended June 30, 2017 as there has been very limited secondary market trading in these securities since issuance. Transfers between levels are deemed to take place on the first day of the reporting period in which the transfer has taken place.

The Company did not transfer any assets or liabilities from one level to another during the three months ended June 30, 2017 and three and six months ended June 30, 2016.



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JUNE 30, 2017

## Fair Value Methodology for Level 3 Financial Instruments

## Residential Whole Loans, at Fair Value

The following table presents a summary of quantitative information about the significant unobservable inputs used in the fair value measurement of the Company's residential whole loans held at fair value for which it has utilized Level 3 inputs to determine fair value as of June 30, 2017 and December 31, 2016:

(Dollars in Thousands)	June 30, 2017		Unobservable Input	Weighted	
	Fair Value (1)	Valuation Technique		Average (2)	Range
Residential whole loans, at fair value	\$286,039	Discounted cash flow	Discount rate	6.2	% 5.0-7.1%
			Prepayment rate	7.9	% 0.0-13.2%
			Default rate	3.8	% 0.0-9.4%
			Loss severity	12.5	% 0.0-77.0%
	\$458,033	Liquidation model	Discount rate	7.7	% 6.8-26.9%
			Annual change in home prices	1.8	% (1.8)-9.8%
			Liquidation timeline (in years)	1.5	0.1-4.4
			Current value of underlying properties (3)	\$ 660	\$15-\$4,900
Total	\$744,072				
(Dollars in Thousands)	December 31, 2016		Unobservable Input	Weighted	
	Fair Value (1)	Valuation Technique		Average (2)	Range
Residential whole loans, at fair value	\$253,287	Discounted cash flow	Discount rate	6.6	% 5.0-7.7%
			Prepayment rate	7.6	% 0.0-12.0%
			Default rate	2.9	% 0.0-9.7%
			Loss severity	13.0	% 0.0-77.5%
	\$516,014	Liquidation model	Discount rate	7.7	% 6.8-26.9%
			Annual change in home prices	1.7	% (9.2)-7.7%
			Liquidation timeline (in years)	1.6	0.1-4.4
			Current value of underlying properties (3)	\$ 634	\$5-\$4,900

Total \$769,301

(1) Excludes approximately \$239.2 million and \$45.4 million of loans for which management considers the purchase price continues to reflect the fair value of such loans at June 30, 2017 and December 31, 2016, respectively.

(2) Amounts are weighted based on the fair value of the underlying loan.

(3) The simple average value of the properties underlying residential whole loans held at fair value valued via a liquidation model was approximately \$354,000 and \$320,000 as of June 30, 2017 and December 31, 2016, respectively.

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The following table presents the difference between the fair value and the aggregate unpaid principal balance of the Company's residential whole loans for which the fair value option was elected, at June 30, 2017 and December 31, 2016:

(In Thousands)	June 30, 2017			December 31, 2016		
	Fair Value	Unpaid Principal Balance	Difference	Fair Value	Unpaid Principal Balance	Difference
Residential whole loans, at fair value						
Total loans	\$744,072	\$860,902	\$(116,830)	\$814,682	\$966,174	\$(151,492)
Loans 90 days or more past due	\$481,310	\$571,791	\$(90,481)	\$570,025	\$695,282	\$(125,257)

(1) Excludes approximately \$239.2 million of residential whole loans held at fair value for which the closing of the purchase transaction had not occurred as of June 30, 2017.

## Term Notes Backed by MSR-Related Collateral

The Company's valuation process for term notes backed by MSR-related collateral considers a number of factors, including a comparable bond analysis performed by a third-party pricing service which involves determining a pricing spread at issuance of the term note. The pricing spread is used at each subsequent valuation date to determine an implied yield to maturity of the term note, which is used to derive an indicative market value for the security. This indicative market value is further reviewed by the Company and may be adjusted to ensure it reflects a realistic exit price at the valuation date given the structural features of these securities. At June 30, 2017, the indicative implied yields used in the valuation of these securities ranged from 3.3% to 6.1%. The weighted average indicative yield to maturity was 4.68%. Other factors taken into consideration include indicative values provided by repurchase agreement counterparties, estimated changes in fair value of the related underlying MSR collateral and the financial performance of the ultimate parent or sponsoring entity of the issuer, who has provided a guarantee that is intended to provide for payment of interest and principal to the holders of the term notes should cash flows generated by the related underlying MSR collateral be insufficient.

Changes to the valuation methodologies used with respect to the Company's financial instruments are reviewed by management to ensure any such changes result in appropriate exit price valuations. The Company will refine its valuation methodologies as markets and products develop and pricing methodologies evolve. The methods described above may produce fair value estimates that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with those used by market participants, the use of different methodologies, or assumptions, to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. The Company uses inputs that are current as of the measurement date, which may include periods of market dislocation, during which price transparency may be reduced. The Company reviews the classification of its financial instruments within the fair value hierarchy on a quarterly basis, and management may conclude that its financial instruments should be reclassified to a different level in the future.





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NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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The following table presents the carrying values and estimated fair values of the Company's financial instruments at June 30, 2017 and December 31, 2016:

(In Thousands)	June 30, 2017		December 31, 2016	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
<b>Financial Assets:</b>				
Agency MBS	\$3,248,007	\$3,248,007	\$3,738,497	\$3,738,497
Non-Agency MBS, including MBS transferred to consolidated VIEs	4,592,275	4,592,275	5,825,816	5,825,816
CRT securities	636,315	636,315	404,850	404,850
Securities obtained and pledged as collateral	370,837	370,837	510,767	510,767
Residential whole loans, at carrying value	661,319	711,044	590,540	621,548
Residential whole loans, at fair value	983,270	983,270	814,682	814,682
Cash and cash equivalents	745,480	745,480	260,112	260,112
Restricted cash	11,843	11,843	58,463	58,463
Corporate loan	100,201	100,201	85,800	85,800
Swaps	—	—	233	233
<b>Financial Liabilities (1):</b>				
Repurchase agreements	7,040,844	7,041,043	8,472,268	8,472,078
FHLB advances	—	—	215,000	215,000
Obligation to return securities obtained as collateral	510,237	510,237	510,767	510,767
Securitized debt	143,698	145,193	—	—
Senior Notes	96,753	100,315	96,733	101,111
Swaps	—	—	46,954	46,954

(1) Carrying value of securitized debt, Senior Notes and certain repurchase agreements is net of associated debt issuance costs.

In addition to the methodologies used to determine the fair value of the Company's financial assets and liabilities reported at fair value on a recurring basis discussed on pages 43-47, the following methods and assumptions were used by the Company in arriving at the fair value of the Company's other financial instruments presented in the above table that are not reported at fair value on a recurring basis:

**Residential Whole Loans, at Carrying Value:** The Company determines the fair value of its residential whole loans held at carrying value after considering portfolio valuations obtained from a third-party who specializes in providing valuations of residential mortgage loans and trading activity observed in the market place. The Company's residential whole loans held at carrying value are classified as Level 3 in the fair value hierarchy.

**Cash and Cash Equivalents and Restricted Cash:** Cash and cash equivalents and restricted cash are comprised of cash held in overnight money market investments and demand deposit accounts. At June 30, 2017 and December 31, 2016, the Company's money market funds were invested in securities issued by the U.S. Government, or its agencies, instrumentalities, and sponsored entities, and repurchase agreements involving the securities described above. Given the overnight term and assessed credit risk, the Company's investments in money market funds are determined to have a fair value equal to their carrying value.

Corporate Loan: The Company determines the fair value of this loan after considering recent past and expected future loan performance, recent financial performance of the borrower and estimates of the current value of the underlying collateral, which includes certain MSRs and other assets of the borrower that are pledged to secure the borrowing. The Company's investment in this term loan is classified as Level 3 in the fair value hierarchy.

Repurchase Agreements: The fair value of repurchase agreements reflects the present value of the contractual cash flows discounted at market interest rates at the valuation date for repurchase agreements with a term equivalent to the remaining term

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NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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to interest rate repricing, which may be at maturity. Such interest rates are estimated based on LIBOR rates observed in the market. The Company's repurchase agreements are classified as Level 2 in the fair value hierarchy.

FHLB Advances: As previously discussed, the Company did not have any FHLB advances as of June 30, 2017. FHLB advances at December 31, 2016 reflected collateralized borrowings at variable market interest rates that reset on a monthly basis. Accordingly, the carrying amount of FHLB advances were considered to approximate fair value. The Company's FHLB advances at December 31, 2016 were classified as Level 2 in the fair value hierarchy.

Securitized Debt: In determining the fair value of securitized debt, management considers a number of observable market data points, including prices obtained from pricing services and brokers as well as dialogue with market participants. Accordingly, the Company's securitized debt is classified as Level 2 in the fair value hierarchy.

Senior Notes: The fair value of the Senior Notes is determined using the end of day market price quoted on the NYSE at the reporting date. The Company's Senior Notes are classified as Level 1 in the fair value hierarchy.

The Company holds REO at the lower of the current carrying amount or fair value less estimated selling costs. At June 30, 2017 and December 31, 2016, the Company's REO had an aggregate carrying value of \$104.4 million and \$80.5 million, and an aggregate estimated fair value of \$119.2 million and \$91.1 million, respectively. The Company's REO is classified as Level 3 in the fair value hierarchy.

#### 16. Use of Special Purpose Entities and Variable Interest Entities

A Special Purpose Entity ("SPE") is an entity designed to fulfill a specific limited need of the company that organized it. SPEs are often used to facilitate transactions that involve securitizing financial assets or resecuritizing previously securitized financial assets. The objective of such transactions may include obtaining non-recourse financing, obtaining liquidity or refinancing the underlying financial assets on improved terms. Securitization involves transferring assets to a SPE to convert all or a portion of those assets into cash before they would have been realized in the normal course of business, through the SPE's issuance of debt or equity instruments. Investors in an SPE usually have recourse only to the assets in the SPE and, depending on the overall structure of the transaction, may benefit from various forms of credit enhancement such as over-collateralization in the form of excess assets in the SPE, priority with respect to receipt of cash flows relative to holders of other debt or equity instruments issued by the SPE, or a line of credit or other form of liquidity agreement that is designed with the objective of ensuring that investors receive principal and/or interest cash flow on the investment in accordance with the terms of their investment agreement.

The Company has in prior years entered into several MBS resecuritization transactions and during the second quarter of 2017, a loan securitization transaction that resulted in the Company consolidating as VIEs the SPEs that were created to facilitate these transactions. See Note 2(r) for a discussion of the accounting policies applied to the consolidation of VIEs and transfers of financial assets in connection with securitization and resecuritization transactions.

The Company has engaged in loan securitization and MBS resecuritization transactions primarily for the purpose of obtaining improved overall financing terms as well as non-recourse financing on a portion of its residential whole loan and Non-Agency MBS portfolios. Notwithstanding the Company's participation in these transactions, the risks facing

the Company are largely unchanged as the Company remains economically exposed to the first loss position on the underlying assets transferred to the VIEs.

#### Loan Securitization Transaction

In June 2017, as part of a loan securitization transaction, the Company sold residential whole loans with an aggregate unpaid principal balance of approximately \$219.8 million, comprised of approximately \$137.0 million Residential whole loans, at carrying value (with unpaid principal balance of \$176.6 million) and approximately \$44.4 million of Residential whole loans, at fair value (with unpaid principal balance of \$43.2 million) to MFA 2017-RPL1 Trust, which the Company consolidates as a VIE. In connection with this transaction, third-party investors purchased \$147.8 million face amount of fixed-rate, sequential senior and mezzanine bonds (“Sold Bonds”) issued by the VIE at a weighted average fixed-rate of 2.753% and the Company acquired \$72.0 million face amount of four classes of rated and non-rated certificates issued by this trust, which together provide credit support to the Sold Bonds, and received \$147.8 million in cash, excluding expenses, accrued interest and underwriting fees. The Company also acquired two non-rated, variable-rate interest-only certificates issued by the trust, each with a notional amount of \$219.8 million in connection with the transaction.

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As of June 30, 2017, as a result of the transaction described above, securitized loans with a carrying value of approximately \$134.1 million are included in “Residential whole loans, at carrying value” and securitized loans with a fair value of approximately \$42.2 million are included in “Residential whole loans, at fair value,” on the Company’s consolidated balance sheets. As of June 30, 2017, the aggregate carrying value of Sold Bonds issued by consolidated VIEs was \$143.7 million. These Sold Bonds are disclosed as “Securitized debt” and are included in Other liabilities on the Company’s consolidated balance sheets. The holders of the Sold Bonds have no recourse to the general credit of the Company, but the Company does have the obligation, under certain circumstances to repurchase assets from the VIE upon the breach of certain representations and warranties in relation to the residential whole loans sold to the VIE. In the absence of such a breach, the Company has no obligation to provide any other explicit or implicit support to any VIE.

Resecuritization Transactions

During the first quarter of 2017, the Company entered into a transaction to exchange the remaining beneficial interests issued by the WFMLT 2012-RR1 (the “Trust”) and held by the Company for the underlying securities that had previously been transferred to and held by the Trust. Following the completion of this transaction, the remaining beneficial interests were cancelled and the Trust was terminated.

For financial reporting purposes, the exchange transaction and termination of this financing structure did not result in any gain or loss to the Company as this resecuritization was accounted for as a financing transaction. However, for purposes of determining REIT taxable income, this resecuritization transaction was originally accounted for as a sale of the underlying securities to the Trust and acquisition of beneficial interests issued by the Trust. Because the fair value of the underlying securities received exceeded the Company’s tax basis in the remaining beneficial interests at the exchange date, the unwind of this resecuritization structure resulted in the Company recognizing taxable income currently estimated to be approximately \$47.1 million, or \$0.12 per common share. In addition, the underlying securities originally transferred as part of this resecuritization are reported as Non-Agency MBS in the Company’s consolidated balance sheets at June 30, 2017 and interest income from the underlying securities from the date of exchange transaction through June 30, 2017 is reported as Interest income from Non-Agency MBS in the Company’s consolidated statements of operations.

As of June 30, 2017 the Company did not have any Non-Agency MBS that were resecuritized as described above. At December 31, 2016, the aggregate fair value of the Non-Agency MBS that were resecuritized as described above was \$174.4 million. These assets were included in the Company’s consolidated balance sheets and disclosed as “Non-Agency MBS transferred to consolidated VIEs, at fair value.”

The Company concluded that the entities created to facilitate these MBS resecuritization and loan securitization transactions are VIEs. The Company then completed an analysis of whether each VIE created to facilitate the securitization and resecuritization transactions should be consolidated by the Company, based on consideration of its involvement in each VIE, including the design and purpose of the SPE, and whether its involvement reflected a controlling financial interest that resulted in the Company being deemed the primary beneficiary of each VIE. In determining whether the Company would be considered the primary beneficiary, the following factors were assessed:

-

whether the Company has both the power to direct the activities that most significantly impact the economic performance of the VIE; and

• whether the Company has a right to receive benefits or absorb losses of the entity that could be potentially significant to the VIE.

Based on its evaluation of the factors discussed above, including its involvement in the purpose and design of the entity, the Company determined that it was required to consolidate each VIE created to facilitate these loan securitization and MBS resecuritization transactions.

Prior to the completion of the Company's first MBS resecuritization transaction in October 2010, the Company had not transferred assets to VIEs or QSPEs and other than acquiring MBS issued by such entities, had no other involvement with VIEs or QSPEs.

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Residential Whole Loans (including Residential Whole Loans transferred to consolidated VIEs)

Included on the Company's consolidated balance sheets as of June 30, 2017 and December 31, 2016 are a total of \$1.6 billion and \$1.4 billion of residential whole loans, of which approximately \$661.3 million and \$590.5 million are reported at carrying value and \$983.3 million and \$814.7 million are reported at fair value, respectively. The inclusion of these assets arises from the Company's interests in certain entities established to acquire the loans and entities in connection with its loan securitization transaction. The Company has assessed that these entities are required to be consolidated. During the three and six months ended June 30, 2017, the Company recognized interest income from residential whole loans reported at carrying value of approximately \$8.5 million and \$17.2 million, respectively. During the three and six months ended June 30, 2016, the Company recognized interest income from residential whole loans reported at carrying value of approximately \$5.8 million and \$10.2 million, respectively. These amounts are included in Interest Income on the Company's consolidated statements of operations. In addition, the Company recognized net gains on residential whole loans held at fair value during the three and six months ended June 30, 2017 of approximately \$16.2 million and \$30.0 million, respectively. During the three and six months ended June 30, 2016, the Company recognized net gains on residential whole loans held at fair value of \$15.7 million and \$28.1 million, respectively. These amounts are included in Other Income, net on the Company's consolidated statement of operations. (See Note 4)



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

In this Quarterly Report on Form 10-Q, we refer to MFA Financial, Inc. and its subsidiaries as "the Company," "MFA," "we," "us," or "our," unless we specifically state otherwise or the context otherwise indicates.

The following discussion should be read in conjunction with our financial statements and accompanying notes included in Item 1 of this Quarterly Report on Form 10-Q as well as our Annual Report on Form 10-K for the year ended December 31, 2016.

Forward Looking Statements

When used in this Quarterly Report on Form 10-Q, in future filings with the SEC or in press releases or other written or oral communications, statements which are not historical in nature, including those containing words such as "will," "believe," "expect," "anticipate," "estimate," "plan," "continue," "intend," "should," "could," "would," "may" the negative of similar expressions, are intended to identify "forward-looking statements" within the meaning of Section 27A of the 1933 Act and Section 21E of the 1934 Act and, as such, may involve known and unknown risks, uncertainties and assumptions.

These forward-looking statements include information about possible or assumed future results with respect to our business, financial condition, liquidity, results of operations, plans and objectives. Statements regarding the following subjects, among others, may be forward-looking: changes in interest rates and the market value of our MBS; changes in the prepayment rates on the mortgage loans securing our MBS, an increase of which could result in a reduction of the yield on MBS in our portfolio and an increase of which could require us to reinvest the proceeds received by us as a result of such prepayments in MBS with lower coupons; credit risks underlying our assets, including changes in the default rates and management's assumptions regarding default rates on the mortgage loans securing our Non-Agency MBS and relating to our residential whole loan portfolio; our ability to borrow to finance our assets and the terms, including the cost, maturity and other terms, of any such borrowings; implementation of or changes in government regulations or programs affecting our business; our estimates regarding taxable income the actual amount of which is dependent on a number of factors, including, but not limited to, changes in the amount of interest income and financing costs, the method elected by us to accrete the market discount on Non-Agency MBS and residential whole loans and the extent of prepayments, realized losses and changes in the composition of our Agency MBS, Non-Agency MBS and residential whole loan portfolios that may occur during the applicable tax period, including gain or loss on any MBS disposals and whole loan modification foreclosure and liquidation; the timing and amount of distributions to stockholders, which are declared and paid at the discretion of our Board and will depend on, among other things, our taxable income, our financial results and overall financial condition and liquidity, maintenance of our REIT qualification and such other factors as the Board deems relevant; our ability to maintain our qualification as a REIT for federal income tax purposes; our ability to maintain our exemption from registration under the Investment Company Act of 1940, as amended (or the Investment Company Act), including statements regarding the concept release issued by the SEC relating to interpretive issues under the Investment Company Act with respect to the status under the Investment Company Act of certain companies that are engaged in the business of acquiring mortgages and mortgage-related interests; our ability to successfully implement our strategy to grow our residential whole loan portfolio, which is dependent on, among other things, the supply of loans offered for sale in the market; expected returns on our investments in nonperforming loans (or NPLs), which are affected by, among other things, the length of time required to foreclose upon, sell, liquidate or otherwise reach a resolution of the property underlying the NPL, home price values, amounts advanced to carry the asset (e.g., taxes, insurance, maintenance expenses, etc. on the underlying property) and the amount ultimately realized upon resolution of the asset; and risks associated with investing in real estate assets, including changes in business conditions and the general economy. These and other risks, uncertainties and factors, including those described in the annual, quarterly and current reports that we file 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 are based on beliefs, assumptions and expectations of our future performance, taking into account all information currently available. Readers are cautioned not to place undue reliance on these forward-looking statements, which 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.

#### Business/General

We are a REIT primarily engaged in the business of investing, on a leveraged basis, in residential mortgage assets, including Agency MBS, Non-Agency MBS, residential whole loans and CRT securities. Our principal business objective is to deliver shareholder value through the generation of distributable income and through asset performance linked to residential mortgage

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credit fundamentals. We selectively invest in residential mortgage assets with a focus on credit analysis, projected prepayment rates, interest rate sensitivity and expected return.

At June 30, 2017, we had total assets of approximately \$11.5 billion, of which \$7.8 billion, or 68%, represented our MBS portfolio. At such date, our MBS portfolio was comprised of \$3.2 billion of Agency MBS and \$4.6 billion of Non-Agency MBS which includes \$2.9 billion of Legacy Non-Agency MBS and \$1.7 billion of MBS that are primarily structured with a contractual coupon step-up feature where the coupon increases up to 300 basis points at 36 months from issuance or sooner (or 3 Year Step-up securities). These 3 Year Step-up securities are primarily backed by securitized re-performing and non-performing loans. In addition, at June 30, 2017, we had approximately \$1.6 billion in residential whole loans acquired through our consolidated trusts, which represented approximately 14.3% of our total assets. Our remaining investment-related assets were primarily comprised of collateral obtained in connection with reverse repurchase agreements, cash and cash equivalents (including restricted cash), CRT securities, REO and MBS-related receivables.

The results of our business operations are affected by a number of factors, many of which are beyond our control, and primarily depend on, among other things, the level of our net interest income, the market value of our assets, which is driven by numerous factors, including the supply and demand for residential mortgage assets in the marketplace, the terms and availability of adequate financing, general economic and real estate conditions (both on a national and local level), the impact of government actions in the real estate and mortgage sector, and the credit performance of our credit sensitive residential mortgage assets. Our net interest income varies primarily as a result of changes in interest rates, the slope of the yield curve (i.e., the differential between long-term and short-term interest rates), borrowing costs (i.e., our interest expense) and prepayment speeds on our MBS, the behavior of which involves various risks and uncertainties. Interest rates and conditional prepayment rates (or CPRs) (which measure the amount of unscheduled principal prepayment on a bond as a percentage of the bond balance), vary according to the type of investment, conditions in the financial markets, competition and other factors, none of which can be predicted with any certainty.

With respect to our business operations, increases in interest rates, in general, may over time cause: (i) the interest expense associated with our borrowings to increase; (ii) the value of our MBS portfolio and, correspondingly, our stockholders' equity to decline; (iii) coupons on our ARM-MBS to reset, on a delayed basis, to higher interest rates; (iv) prepayments on our MBS to decline, thereby slowing the amortization of our MBS purchase premiums and the accretion of our purchase discounts; and (v) the value of our derivative hedging instruments and, correspondingly, our stockholders' equity to increase. Conversely, decreases in interest rates, in general, may over time cause: (i) the interest expense associated with our borrowings to decrease; (ii) the value of our MBS portfolio and, correspondingly, our stockholders' equity to increase; (iii) coupons on our ARM-MBS to reset, on a delayed basis, to lower interest rates; (iv) prepayments on our MBS to increase, thereby accelerating the amortization of our MBS purchase premiums and the accretion of our purchase discounts; and (v) the value of our derivative hedging instruments and, correspondingly, our stockholders' equity to decrease. In addition, our borrowing costs and credit lines are further affected by the type of collateral we pledge and general conditions in the credit market.

Our investments in residential mortgage assets expose us to credit risk, generally meaning that we are subject to credit losses due to the risk of delinquency, default and foreclosure on the underlying real estate collateral. We believe the discounted purchase prices paid on certain of these investments mitigate our risk of loss in the event that, as we expect on most such investments, we receive less than 100% of the par value of these investments. Our investment process for credit sensitive assets focuses primarily on quantifying and pricing credit risk.

As of June 30, 2017, approximately \$4.4 billion, or 58.1%, of our MBS portfolio was in its contractual fixed-rate period or were fixed-rate MBS and approximately \$3.2 billion, or 41.9%, was in its contractual adjustable-rate period, or were floating rate MBS with interest rates that reset monthly. Our ARM-MBS in their contractual adjustable-rate period primarily include MBS collateralized by Hybrids for which the initial fixed-rate period has elapsed, such that

the interest rate will typically adjust on an annual or semiannual basis.

Premiums arise when we acquire MBS at a price in excess of the principal balance of the mortgages securing such MBS (i.e., par value). Conversely, discounts arise when we acquire MBS at a price below the principal balance of the mortgages securing such MBS or acquire residential whole loans at a price below the principal balance of the mortgage. Premiums paid on our MBS are amortized against interest income and accretable purchase discounts on these investments are accreted to interest income. Purchase premiums, which are primarily carried on our Agency MBS and certain CRT securities, are amortized against interest income over the life of each security using the effective yield method, adjusted for actual prepayment activity. An increase in the prepayment rate, as measured by the CPR, will typically accelerate the amortization of purchase premiums, thereby reducing the IRR/interest income earned on such assets.

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CPR levels are impacted by, among other things, conditions in the housing market, new regulations, government and private sector initiatives, interest rates, availability of credit to home borrowers, underwriting standards and the economy in general. In particular, CPR reflects the conditional repayment rate (or CRR), which measures voluntary prepayments of mortgages collateralizing a particular MBS, and the conditional default rate (or CDR), which measures involuntary prepayments resulting from defaults. CPRs on Agency MBS and Legacy Non-Agency MBS may differ significantly. For the three months ended June 30, 2017, our Agency MBS portfolio experienced a weighted average CPR of 16.3%, and our Legacy Non-Agency MBS portfolio experienced a weighted average CPR of 18.2%. Over the last consecutive eight quarters, ending with June 30, 2017, the monthly weighted average CPR on our Agency and Legacy Non-Agency MBS portfolios ranged from a high of 17.7% experienced during the month ended April 30, 2017 to a low of 11.3%, experienced during the month ended February 29, 2016, with an average CPR over such quarters of 15.2%.

Our method of accounting for Non-Agency MBS purchased at significant discounts to par value, requires us to make assumptions with respect to each security. These assumptions include, but are not limited to, future interest rates, voluntary prepayment rates, default rates, mortgage modifications and loss severities. As part of our Non-Agency MBS surveillance process, we track and compare each security's actual performance over time to the performance expected at the time of purchase or, if we have modified our original purchase assumptions, to our revised performance expectations. To the extent that actual performance or our expectation of future performance of our Non-Agency MBS deviates materially from our expected performance parameters, we may revise our performance expectations, such that the amount of purchase discount designated as credit discount may be increased or decreased over time. Nevertheless, credit losses greater than those anticipated or in excess of the recorded purchase discount could occur, which could materially adversely impact our operating results.

It is our business strategy to hold our residential mortgage assets as long-term investments. On at least a quarterly basis, excluding investments for which the fair value option has been elected or for which specialized loan accounting is otherwise applied, we assess our ability and intent to continue to hold each asset and, as part of this process, we monitor our MBS and CRT securities for other-than-temporary impairment. A change in our ability and/or intent to continue to hold any of these securities that are in an unrealized loss position, or a deterioration in the underlying characteristics of these securities, could result in our recognizing future impairment charges or a loss upon the sale of any such security. At June 30, 2017, we had net unrealized gains of \$251,000 on our Agency MBS, comprised of gross unrealized gains of \$35.5 million and gross unrealized losses of \$35.3 million and net unrealized gains on our Non-Agency MBS of \$651.8 million, comprised of gross unrealized gains of \$652.3 million and gross unrealized losses of \$505,000. At June 30, 2017, we did not intend to sell any of our MBS or CRT securities that were in an unrealized loss position, and we believe it is more likely than not that we will not be required to sell those securities before recovery of their amortized cost basis, which may be at their maturity.

We rely primarily on borrowings under repurchase agreements to finance our residential mortgage assets. Our residential mortgage investments have longer-term contractual maturities than our borrowings under repurchase agreements. Even though the majority of our investments have interest rates that adjust over time based on short-term changes in corresponding interest rate indices (typically following an initial fixed-rate period for our Hybrids), the interest rates we pay on our borrowings will typically change at a faster pace than the interest rates we earn on our investments. In order to reduce this interest rate risk exposure, we may enter into derivative instruments, which at June 30, 2017 were comprised of Swaps.

Our Swap derivative instruments are designated as cash-flow hedges against a portion of our current and forecasted LIBOR-based repurchase agreements. Our Swaps do not extend the maturities of our repurchase agreements; they do, however, lock in a fixed rate of interest over their term for the notional amount of the Swap corresponding to the hedged item. During the six months ended June 30, 2017, we did not enter into any new Swaps and had Swaps with an aggregate notional amount of \$350.0 million and a weighted average fixed-pay rate of 0.58% amortize and/or

expire. At June 30, 2017, we had Swaps designated in hedging relationships with an aggregate notional amount of \$2.6 billion with a weighted average fixed-pay rate of 2.04% and a weighted average variable interest rate received of 1.20%.

#### Recent Market Conditions and Our Strategy

During the second quarter of 2017, we continued to invest in residential mortgage assets, primarily 3 Year Step-up securities, residential whole loans and CRT securities. At June 30, 2017, our MBS portfolio was approximately \$7.8 billion compared to \$9.6 billion at December 31, 2016. At June 30, 2017, our total investment in residential whole loans was \$1.6 billion compared to \$1.4 billion at December 31, 2016.

At June 30, 2017, \$4.6 billion, or 58.6% of our MBS portfolio, was invested in Non-Agency MBS. During the three months ended June 30, 2017, the fair value of our Non-Agency MBS holdings decreased by \$875.9 million. The primary components of the change during the quarter in these Non-Agency MBS include \$1.5 billion of principal repayments and other principal reductions

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and the sale of Non-Agency MBS with a fair value of \$16.9 million partially offset by \$535.1 million of purchases (at a weighted average purchase price of 99.6%), and an increase reflecting Non-Agency MBS price changes of \$70.9 million.

At June 30, 2017, \$3.2 billion, or 41.4% of our MBS portfolio, was invested in Agency MBS. During the three months ended June 30, 2017, the fair value of our Agency MBS decreased by \$246.6 million. This was due to \$230.3 million of principal repayments, \$8.3 million of premium amortization, an \$11.2 million decrease in net unrealized gains partially offset by the addition of \$3.2 million of newly acquired assets.

In this low interest rate environment, we continue to invest in more credit sensitive, less interest sensitive residential mortgage assets. During the three months ended June 30, 2017, we purchased or committed to purchase, through consolidated trusts, approximately \$340.6 million of residential whole loans with an unpaid principal balance of approximately \$428.5 million. At June 30, 2017, our total recorded investment in residential whole loans was \$1.6 billion. Of this amount, \$661.3 million is presented as Residential whole loans, at carrying value and \$983.3 million as Residential whole loans, at fair value in our consolidated balance sheets. For the three months ended June 30, 2017, we recognized approximately \$8.5 million of income on residential whole loans held at carrying value in Interest Income on our consolidated statements of operations, representing an effective yield of 5.99% (excluding servicing costs). In addition, we recorded a net gain on residential whole loans held at fair value of \$16.2 million in Other Income, net in our consolidated statements of operations for the three months ended June 30, 2017.

During the three months ended June 30, 2017, as part of a loan securitization transaction, we sold residential whole loans an aggregate unpaid principal balance of approximately \$219.8 million, comprised of approximately \$137.0 million Residential whole loans, at carrying value (with unpaid principal balance of \$176.6 million) and approximately \$44.4 million of Residential whole loans, at fair value (with unpaid principal balance of \$43.2 million) to MFA 2017-RPL1 Trust, which we consolidate as a VIE. In connection with this transaction, third-party investors purchased \$147.8 million face amount of fixed-rate, sequential senior and mezzanine bonds (or Sold Bonds) issued by the VIE at a weighted average fixed-rate of 2.753% and we acquired \$72.0 million face amount of four classes of rated and non-rated certificates issued by this trust, which together provide credit support to the Sold Bonds, and received \$147.8 million in cash, excluding expenses, accrued interest and underwriting fees. We also acquired two non-rated, variable-rate interest-only certificates issued by the trust, each with a notional amount of \$219.8 million in connection with the transaction.

During the three months ended June 30, 2017 we purchased \$122.4 million of CRT securities, which are debt obligations issued by Fannie Mae and Freddie Mac. At June 30, 2017, our investments in these securities totaled \$636.3 million.

We currently expect to continue to seek more credit sensitive, less interest rate sensitive residential mortgage assets during the remainder of 2017, including residential whole loans, Non-Agency MBS and CRT securities. During the second quarter of 2017, while we successfully purchased (or committed to purchase) over \$1.0 billion of investments in 3 Year Step-up securities, credit sensitive residential whole loans and CRT securities, we also experienced an elevated level of runoff in 3 Year Step-up securities as issuers called a number of deals and refinanced at lower coupons.

Our book value per common share was \$7.76 as of June 30, 2017. Book value per common share increased from \$7.66 as of March 31, 2017 due primarily to the impact of fair value changes of Legacy Non-Agency MBS, partially offset by a decline in fair value changes on our Agency MBS and the impact of discount accretion income on Legacy Non-Agency MBS that was recognized and declared as dividends during the quarter.

At the end of the second quarter of 2017, the average coupon on mortgages underlying our Agency MBS was higher compared to the end of the second quarter of 2016, due to upward resets on Hybrid and ARM-MBS within the portfolio. As a result, the coupon yield on our Agency MBS portfolio increased to 2.94% for the three months ended June 30, 2017, from 2.80% for the three months ended June 30, 2016. The net Agency MBS yield remained unchanged at 1.96% primarily as a result of higher CPRs experienced for the three months ended June 30, 2017 compared to the three months ended June 30, 2016. The net yield for our Legacy Non-Agency MBS portfolio was 8.85% for the three months ended June 30, 2017 compared to 7.72% for the three months ended June 30, 2016. The increase in the net yield on our Legacy Non-Agency MBS portfolio reflects the impact of the cash proceeds received during 2016 in connection with the settlement of litigation related to certain Countrywide and Citigroup sponsored residential mortgage backed securitization trusts, the improved performance of loans underlying the Legacy Non-Agency MBS portfolio, which has resulted in credit reserve releases and the impact of redemptions during 2017 of certain securities that had been previously purchased at a discount. The net yield for our 3 Year Step-up securities portfolio was 4.38% for the three months ended June 30, 2017 compared to 3.83% for the three months ended June 30, 2016. The increase in the net yield reflects an increase in the average coupon yield to 4.25% for the three months ended June 30, 2017 from 3.81% for the three months ended June 30, 2016 and higher accretion income recognized in the current quarter due to the impact of redemptions of certain securities that had been previously purchased at a discount.



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We believe that our \$626.5 million Credit Reserve and OTTI appropriately factors in remaining uncertainties regarding underlying mortgage performance and the potential impact on future cash flows for our existing Legacy Non-Agency MBS portfolio. In addition, while the majority of our Legacy Non-Agency MBS will not return their full face value due to loan defaults, we believe that they will deliver attractive loss adjusted yields due to our discounted amortized cost of 72% of face value at June 30, 2017. Home price appreciation and underlying mortgage loan amortization have decreased the LTV for many of the mortgages underlying our Legacy Non-Agency portfolio. Home price appreciation during the past few years has generally been driven by a combination of limited housing supply, low mortgage rates and demographic-driven U.S. household formation. Lower LTVs lessen the likelihood of defaults and simultaneously decrease loss severities. Further, during 2016 and the six months ended June 30, 2017, we have also observed faster voluntary prepayment (i.e., prepayment of loans in full with no loss) speeds than originally projected. The yields on our Legacy Non-Agency MBS that were purchased at a discount are generally positively impacted if prepayment rates on these securities exceed our prepayment assumptions. Based on these current conditions, we have reduced estimated future losses within our Legacy Non-Agency portfolio. As a result, during the three months ended June 30, 2017, \$9.8 million was transferred from Credit Reserve to accretable discount. This increase in accretable discount is expected to increase the interest income realized over the remaining life of our Legacy Non-Agency MBS. The remaining average contractual life of such assets is approximately 19 years, but based on scheduled loan amortization and prepayments (both voluntary and involuntary), loan balances will decline substantially over time. Consequently, we believe that the majority of the impact on interest income from the reduction in Credit Reserve will occur over the next ten years.

At June 30, 2017, we have access to various sources of liquidity which we estimate to be in excess of \$1.3 billion. This amount includes (i) \$745.5 million of cash and cash equivalents; (ii) \$193.6 million in estimated financing available from unpledged Agency MBS and from other Agency MBS collateral that is currently pledged in excess of contractual requirements; and (iii) \$313.0 million in estimated financing available from unpledged Non-Agency MBS. Our sources of liquidity do not include restricted cash. We believe that we are positioned to continue to take advantage of investment opportunities within the residential mortgage marketplace.

Repurchase agreement funding for our residential mortgage investments continued to be available to us from multiple counterparties during the second quarter of 2017. Typically, repurchase agreement funding involving credit-sensitive investments is available at terms requiring higher collateralization and higher interest rates, than for repurchase agreement funding involving Agency MBS. At June 30, 2017, our debt consisted of borrowings under repurchase agreements with 32 counterparties, securitized debt, Senior Notes outstanding and obligation to return securities obtained as collateral, resulting in a debt-to-equity multiple of 2.5 times. (See table on page 74 under Results of Operations that presents our quarterly leverage multiples since June 30, 2016.)

## Information About Our Assets

The tables below present certain information about our asset allocation at June 30, 2017:

## ASSET ALLOCATION

	Agency MBS	Legacy Non-Agency MBS	3 Year Step-up Securities (1)	Credit Risk Transfer Securities	Residential Whole Loans, at Carrying Value (2)	Residential Whole Loans, at Fair Value	Other, net (3)	Total
(Dollars in Millions)								
Fair Value/Carrying Value	\$3,248	\$ 2,897	\$ 1,695	\$ 636	\$ 662	\$ 983	\$799	\$10,920
Less Payable for Unsettled Purchases	—	—	(24 )	—	(101 )	(239 )	—	(364 )

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Less Repurchase Agreements	(2,882 )	(1,833 )	(1,217 )	(401 )	(205 )	(452 )	(51 )	(7,041 )
Less Senior Notes	—	—	—	—	—	—	(97 )	(97 )
Less Securitized Debt	—	—	—	—	(115 )	(28 )	—	(143 )
Net Equity Allocated	\$366	\$ 1,064	\$ 454	\$ 235	\$ 241	\$ 264	\$651	\$3,275
Debt/Net Equity Ratio (4)	7.9	x 1.7	x 2.7	x 1.7	x 1.7	x 2.7	x	2.5 x

- 3 Year Step-up securities are MBS that are backed primarily by securitized re-performing and non-performing (1) loans. The securities are structured such that the coupon increases up to 300 basis points at 36 months from issuance or sooner. Included with the balance of Non-Agency MBS reported on our consolidated balance sheets. The carrying value of such loans reflects the purchase price, accretion of income, cash received and provision for (2) loan losses since acquisition. At June 30, 2017, the fair value of such loans is estimated to be approximately \$711.0 million.
- (3) Includes cash and cash equivalents and restricted cash, securities obtained and pledged as collateral, other assets, obligation to return securities obtained as collateral and other liabilities.
- Represents the sum of borrowings under repurchase agreements, securitized debt and payable for unsettled (4) purchases as a multiple of net equity allocated. The numerator of our Total Debt/Net Equity Ratio also includes the obligation to return securities obtained as collateral of \$510.2 million and Senior Notes.

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## Agency MBS

The following table presents certain information regarding the composition of our Agency MBS portfolio as of June 30, 2017 and December 31, 2016:

## June 30, 2017

(Dollars in Thousands)	Current Face	Weighted Average Purchase Price	Weighted Average Market Price	Fair Value (1)	Weighted Average Loan Age (Months) (2)	Weighted Average Coupon (2)	3 Month Average CPR
<b>15-Year Fixed Rate:</b>							
Low Loan Balance (3)	\$1,057,307	104.3 %	102.4 %	\$1,082,418	61	2.96 %	10.2 %
HARP (4)	103,074	104.7	102.5	105,628	60	2.95	11.4
Other (Post June 2009) (5)	93,365	104.0	105.3	98,327	81	4.14	11.5
Other (Pre June 2009) (6)	378	104.9	105.4	398	97	4.50	2.6
<b>Total 15-Year Fixed Rate</b>	<b>\$1,254,124</b>	<b>104.3 %</b>	<b>102.6 %</b>	<b>\$1,286,771</b>	<b>62</b>	<b>3.04 %</b>	<b>10.4 %</b>
<b>Hybrid:</b>							
Other (Post June 2009) (5)	\$1,181,165	104.4 %	104.4 %	\$1,233,272	73	3.11 %	20.5 %
Other (Pre June 2009) (6)	605,716	101.7	105.2	637,081	126	3.28	20.8
<b>Total Hybrid</b>	<b>\$1,786,881</b>	<b>103.5 %</b>	<b>104.7 %</b>	<b>\$1,870,353</b>	<b>91</b>	<b>3.17 %</b>	<b>20.6 %</b>
CMO/Other	\$86,580	102.5 %	103.1 %	\$89,271	193	2.93 %	12.5 %
<b>Total Portfolio</b>	<b>\$3,127,585</b>	<b>103.8 %</b>	<b>103.8 %</b>	<b>\$3,246,395</b>	<b>82</b>	<b>3.11 %</b>	<b>16.3 %</b>

## December 31, 2016

(Dollars in Thousands)	Current Face	Weighted Average Purchase Price	Weighted Average Market Price	Fair Value (1)	Weighted Average Loan Age (Months) (2)	Weighted Average Coupon (2)	3 Month Average CPR
<b>15-Year Fixed Rate:</b>							
Low Loan Balance (3)	\$1,170,788	104.3 %	103.0 %	\$1,206,174	55	2.97 %	11.2 %
HARP (4)	116,790	104.7	103.0	120,290	54	2.96	12.1
Other (Post June 2009) (5)	106,343	104.0	105.7	112,400	75	4.14	14.3
Other (Pre June 2009) (6)	564	104.9	105.9	597	91	4.50	28.8
<b>Total 15-Year Fixed Rate</b>	<b>\$1,394,485</b>	<b>104.3 %</b>	<b>103.2 %</b>	<b>\$1,439,461</b>	<b>57</b>	<b>3.06 %</b>	<b>11.5 %</b>
<b>Hybrid:</b>							
Other (Post June 2009) (5)	\$1,370,019	104.4 %	104.8 %	\$1,436,184	67	2.99 %	19.9 %
Other (Pre June 2009) (6)	720,419	101.7	105.6	761,052	120	3.03	17.0
<b>Total Hybrid</b>	<b>\$2,090,438</b>	<b>103.5 %</b>	<b>105.1 %</b>	<b>\$2,197,236</b>	<b>86</b>	<b>3.01 %</b>	<b>18.9 %</b>
CMO/Other	\$96,379	102.5 %	102.9 %	\$99,196	187	2.81 %	14.7 %
<b>Total Portfolio</b>	<b>\$3,581,302</b>	<b>103.8 %</b>	<b>104.3 %</b>	<b>\$3,735,893</b>	<b>77</b>	<b>3.02 %</b>	<b>15.9 %</b>

(1) Does not include principal payments receivable of \$1.6 million and \$2.6 million at June 30, 2017 and December 31, 2016, respectively.

(2) Weighted average is based on MBS current face at June 30, 2017 and December 31, 2016, respectively.

(3) Low loan balance represents MBS collateralized by mortgages with an original loan balance of less than or equal to \$175,000.

- (4) Home Affordable Refinance Program (or HARP) MBS are backed by refinanced loans with LTVs greater than or equal to 80% at origination.
- (5) MBS issued in June 2009 or later. Majority of underlying loans are ineligible to refinance through the HARP program.
- (6) MBS issued before June 2009.

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The following table presents certain information regarding our 15-year fixed-rate Agency MBS as of June 30, 2017 and December 31, 2016:

June 30, 2017

Coupon	Current Face	Weighted Average Purchase Price	Weighted Average Market Price	Fair Value (1)	Weighted Average Loan Age (Months) (2)	Weighted Average Loan Rate	Low Loan Balance and/or HARP (3)	3 Month Average CPR
(Dollars in Thousands)								
15-Year Fixed Rate:								
2.5%	\$641,065	104.0 %	101.1 %	\$647,866	54	3.04 %	100 %	8.9 %
3.0%	257,929	105.9	102.9	265,396	60	3.49	100	11.2
3.5%	6,219	103.5	104.1	6,475	80	4.18	100	13.4
4.0%	301,333	103.5	105.0	316,539	79	4.40	80	12.0
4.5%	47,578	105.2	106.1	50,495	83	4.88	34	14.9
Total 15-Year Fixed Rate	\$1,254,124	104.3 %	102.6 %	\$1,286,771	62	3.53 %	93 %	10.4 %

December 31, 2016

Coupon	Current Face	Weighted Average Purchase Price	Weighted Average Market Price	Fair Value (1)	Weighted Average Loan Age (Months) (2)	Weighted Average Loan Rate	Low Loan Balance and/or HARP (3)	3 Month Average CPR
(Dollars in Thousands)								
15-Year Fixed Rate:								
2.5%	\$700,388	104.0 %	101.6 %	\$711,696	48	3.04 %	100 %	9.9 %
3.0%	288,648	105.9	103.3	298,311	54	3.49	100	11.3
3.5%	7,244	103.5	104.6	7,576	74	4.18	100	15.7
4.0%	343,105	103.5	105.9	363,258	73	4.40	80	14.2
4.5%	55,100	105.2	106.4	58,620	77	4.88	34	14.5
Total 15-Year Fixed Rate	\$1,394,485	104.3 %	103.2 %	\$1,439,461	57	3.54 %	92 %	11.5 %

(1) Does not include principal payments receivable of \$1.6 million and \$2.6 million at June 30, 2017 and December 31, 2016, respectively.

(2) Weighted average is based on MBS current face at June 30, 2017 and December 31, 2016, respectively.

(3) Low Loan Balance represents MBS collateralized by mortgages with an original loan balance less than or equal to \$175,000. HARP MBS are backed by refinanced loans with LTVs greater than or equal to 80% at origination.

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The following table presents certain information regarding our Hybrid Agency MBS as of June 30, 2017 and December 31, 2016:

June 30, 2017

(Dollars in Thousands)	Current Face	Weighted Average Purchase Price	Weighted Average Market Price	Fair Value (1)	Weighted Average Coupon (2)	Weighted Average Loan Age (Months) (2)	Weighted Average Months to Reset (3)	Interest Only (4)	3 Month Average CPR
Hybrid Post June 2009:									
Agency 5/1	\$466,514	104.3 %	105.2 %	\$490,630	3.29 %	82	7	26 %	23.8 %
Agency 7/1	525,574	104.5	104.0	546,836	2.96	68	16	25	21.6
Agency 10/1	189,077	104.6	103.6	195,806	3.09	62	57	63	8.9
Total Hybrids Post June 2009	\$1,181,165	104.4 %	104.4 %	\$1,233,272	3.11 %	73	19	32 %	20.5 %
Hybrid Pre June 2009:									
Coupon < 4.5% (5)	\$585,272	101.7 %	105.2 %	\$615,657	3.20 %	127	5	28 %	20.9 %
Coupon >= 4.5% (6)	20,444	101.4	104.8	21,424	5.60	117	4	58	18.6
Total Hybrids Pre June 2009	\$605,716	101.7 %	105.2 %	\$637,081	3.28 %	126	5	29 %	20.8 %
Total Hybrids	\$1,786,881	103.5 %	104.7 %	\$1,870,353	3.17 %	91	14	31 %	20.6 %

December 31, 2016

(Dollars in Thousands)	Current Face	Weighted Average Purchase Price	Weighted Average Market Price	Fair Value (1)	Weighted Average Coupon (2)	Weighted Average Loan Age (Months) (2)	Weighted Average Months to Reset (3)	Interest Only (4)	3 Month Average CPR
Hybrid Post June 2009:									
Agency 5/1	\$551,736	104.3 %	105.7 %	\$583,318	2.93 %	76	6	25 %	17.7 %
Agency 7/1	618,414	104.5	104.3	645,200	3.00	62	21	24	22.8
Agency 10/1	199,869	104.7	103.9	207,666	3.13	58	61	64	17.1
Total Hybrids Post June 2009	\$1,370,019	104.4 %	104.8 %	\$1,436,184	2.99 %	67	21	30 %	19.9 %
Hybrid Pre June 2009:									
Coupon < 4.5% (5)	\$691,572	101.7 %	105.6 %	\$730,626	2.92 %	121	6	33 %	16.9 %
Coupon >= 4.5% (6)	28,847	101.4	105.5	30,426	5.71	112	7	69	18.1
Total Hybrids Pre June 2009	\$720,419	101.7 %	105.6 %	\$761,052	3.03 %	120	6	34 %	17.0 %
Total Hybrids	\$2,090,438	103.5 %	105.1 %	\$2,197,236	3.01 %	86	15	32 %	18.9 %

(1) Does not include principal payments receivable of \$1.6 million and \$2.6 million at June 30, 2017 and December 31, 2016, respectively.

(2) Weighted average is based on MBS current face at June 30, 2017 and December 31, 2016, respectively.

(3) Weighted average months to reset is the number of months remaining before the coupon interest rate resets. At reset, the MBS coupon will adjust based upon the underlying benchmark interest rate index, margin and periodic or lifetime caps. The months to reset do not reflect scheduled amortization or prepayments.

- (4) Interest only represents MBS backed by mortgages currently in their interest-only period. Percentage is based on MBS current face at June 30, 2017 and December 31, 2016, respectively.
- (5) Agency 3/1, 5/1, 7/1 and 10/1 Hybrid ARM-MBS with coupon less than 4.5%.
- (6) Agency 3/1, 5/1, 7/1 and 10/1 Hybrid ARM-MBS with coupon greater than or equal to 4.5%.

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## Non-Agency MBS

The following table presents information with respect to our Non-Agency MBS at June 30, 2017 and December 31, 2016:

(In Thousands)	June 30, 2017	December 31, 2016
Non-Agency MBS		
Face/Par	\$4,824,849	\$6,206,598
Fair Value	4,592,275	5,825,816
Amortized Cost	3,940,437	5,234,223
Purchase Discount Designated as Credit Reserve and OTTI	(626,498 )	(1)(694,241 )(2)
Purchase Discount Designated as Accretable	(257,967 )	(278,191 )
Purchase Premiums	53	57

(1) Includes discount designated as Credit Reserve of \$611.2 million and OTTI of \$15.3 million.

(2) Includes discount designated as Credit Reserve of \$675.6 million and OTTI of \$18.6 million.



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## Purchase Discounts on Non-Agency MBS

The following table presents the changes in the components of purchase discount on Non-Agency MBS with respect to purchase discount designated as Credit Reserve and OTTI, and accretable purchase discount, for the three and six months ended June 30, 2017 and 2016:

(In Thousands)	Three Months Ended June 30, 2017		Three Months Ended June 30, 2016	
	Discount Designated as Credit Reserve and OTTI	Accretable Discount (1)	Discount Designated as Credit Reserve and OTTI	Accretable Discount (1)
Balance at beginning of period	\$(653,337)	\$(269,724)	\$(757,564)	\$(281,331)
Impact of RMBS Issuer Settlement (2)	—	—	—	(52,881 )
Accretion of discount	—	20,223	—	19,511
Realized credit losses	13,139	—	15,729	—
Purchases	(484 )	(1,520 )	(6,581 )	1,774
Sales	5,037	2,819	1,863	9,734
Net impairment losses recognized in earnings	(618 )	—	—	—
Transfers/release of credit reserve	9,765	(9,765 )	22,355	(22,355 )
Balance at end of period	\$(626,498)	\$(257,967)	\$(724,198)	\$(325,548)

(In Thousands)	Six Months Ended June 30, 2017		Six Months Ended June 30, 2016	
	Discount Designated as Credit Reserve and OTTI	Accretable Discount (1)	Discount Designated as Credit Reserve and OTTI	Accretable Discount (1)
Balance at beginning of period	\$(694,241)	\$(278,191)	\$(787,541)	\$(312,182)
Impact of RMBS Issuer Settlement (2)	—	—	—	(52,881 )
Accretion of discount	—	41,840	—	40,917
Realized credit losses	25,463	—	33,779	—
Purchases	(484 )	(1,520 )	(10,875 )	3,380
Sales	24,778	(1,078 )	13,883	21,774
Net impairment losses recognized in earnings	(1,032 )	—	—	—
Transfers/release of credit reserve	19,018	(19,018 )	26,556	(26,556 )
Balance at end of period	\$(626,498)	\$(257,967)	\$(724,198)	\$(325,548)

(1) Together with coupon interest, accretable purchase discount is recognized as interest income over the life of the security.

(2) Includes the impact of approximately \$61.8 million of cash proceeds (a one-time payment) received by the Company during the three months ended June 30, 2016 in connection with the settlement of litigation related to certain Countrywide sponsored residential mortgage backed securitization trusts.



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The following table presents information with respect to the yield components of our Non-Agency MBS for the three months ended June 30, 2017 and 2016:

	Three Months Ended June 30, 2017			Three Months Ended June 30, 2016		
	Legacy 3 Year Non-Agency MBS	3 Year Step-up Securities		Legacy 3 Year Non-Agency MBS	3 Year Step-up Securities	
Non-Agency MBS						
Coupon Yield (1)	5.52%	4.25 %		5.19%	3.81 %	
Effective Yield Adjustment (2)	3.33	0.13		2.53	0.02	
Net Yield	8.85%	4.38 %		7.72%	3.83 %	

(1) Reflects the annualized coupon interest income divided by the average amortized cost. The discounted purchase price on Legacy Non-Agency MBS causes the coupon yield to be higher than the pass-through coupon interest rate.  
 (2) The effective yield adjustment is the difference between the net yield, calculated utilizing management's estimates of timing and amount of future cash flows for Legacy Non-Agency MBS and 3 Year Step-up securities, less the current coupon yield.

Actual maturities of MBS are generally shorter than stated contractual maturities because actual maturities of MBS are affected by the contractual lives of the underlying mortgage loans, periodic payments of principal and prepayments of principal. The following table presents certain information regarding the amortized costs, weighted average yields and contractual maturities of our MBS at June 30, 2017 and does not reflect the effect of prepayments or scheduled principal amortization on our MBS:

(Dollars in Thousands)	Within				Total MBS		Total Fair Value	Weighted Average Yield	
	One Year	One to Five Years	Five to Ten Years	Over Ten Years	Total Amortized Cost	Total Amortized Cost			
	Weighted Average Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost		
Agency MBS:									
Fannie Mae	\$—	2.28 %	\$357,380	2.74 %	\$2,230,081	1.82 %	\$2,587,721	\$2,598,146	1.95 %
Freddie Mac	—	—	126,554	2.66	526,490				