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FORM 10-K

Arlington Asset Investment Corp. - AI

Filed: February 19, 2019 (period: December 31, 2018)

Annual report with a comprehensive overview of the company

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2018

OR

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

For the transition period from _____ to _____

Commission File Number: 001-34374

ARLINGTON ASSET INVESTMENT CORP.

(Exact name of registrant as specified in its charter)

Virginia
(State or Other Jurisdiction of
Incorporation or Organization)

54-1873198
(I.R.S. Employer
Identification No.)

1001 Nineteenth Street North,
Arlington, VA 22209
(Address of Principal Executive Offices) (Zip Code)
(703) 373-0200
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class of Securities	Name of Each Exchange on Which Registered
Class A Common Stock, Par Value \$0.01	New York Stock Exchange
7.00% Series B Cumulative Perpetual Redeemable Preferred Stock	New York Stock Exchange
6.625% Senior Notes due 2023	New York Stock Exchange
6.75% Senior Notes due 2025	New York Stock Exchange

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

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

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Small reporting company
Emerging growth company

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

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

The aggregate market value of the registrant's Class A common stock held by non-affiliates computed by reference to the last reported price at which the registrant's Class A common stock was sold on the New York Stock Exchange on June 30, 2018 was \$285 million.

As of January 31, 2019, there were 30,572,617 shares of the registrant's Class A common stock outstanding and no shares of the registrant's Class B common stock outstanding.

Documents incorporated by reference: Portions of the registrant's Definitive Proxy Statement for the 2019 Annual Meeting of Shareholders (to be filed with the Securities and Exchange Commission no later than 120 days after the end of the registrant's fiscal year end) are incorporated by reference in this Annual Report on Form 10-K in response to Part II, Item 5 and Part III, Items 10, 11, 12, 13 and 14.

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CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING INFORMATION

When used in this Annual Report on Form 10-K, in future filings with the Securities and Exchange Commission (“SEC”) or in press releases or other written or oral communications, statements which are not historical in nature, including those containing words such as “believe,” “expect,” “anticipate,” “estimate,” “plan,” “continue,” “intend,” “should,” “may” or similar expressions, are intended to identify “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and, as such, may involve known and unknown risks, uncertainties and assumptions. The forward-looking statements we make in this Annual Report on Form 10-K include, but are not limited to, statements about the following:

- the availability and terms of, and our ability to deploy, capital and our ability to grow our business through our current strategy focused on acquiring primarily residential mortgage-backed securities (“MBS”) that are either issued by U.S. government agencies or guaranteed as to principal and interest by U.S. government agencies or U.S. government sponsored agencies (“agency MBS”), and MBS issued by private organizations (“private-label MBS”);
- our ability to qualify and maintain our qualification as a real estate investment trust (“REIT”);
- our ability to forecast our tax attributes, which are based upon various facts and assumptions, and our ability to protect and use our net operating losses (“NOLs”) and net capital losses (“NCLs”) to offset future taxable income, including whether our shareholder rights plan (“Rights Plan”) will be effective in preventing an ownership change that would significantly limit our ability to utilize such losses;
- our business, acquisition, leverage, asset allocation, operational, investment, hedging and financing strategies and the success of, or changes in, these strategies;
- the effect of changes in prepayment rates, interest rates and default rates on our portfolio;
- the effect of governmental regulation and actions on our business, including, without limitation, changes to monetary and fiscal policy and tax laws;
- our ability to quantify and manage risk;
- our ability to roll our repurchase agreements on favorable terms, if at all;
- our liquidity;
- our asset valuation policies;
- our decisions with respect to, and ability to make, future dividends;
- investing in assets other than MBS or pursuing business activities other than investing in MBS;
- our ability to successfully operate our business as a REIT;
- our ability to maintain our exclusion from the definition of “investment company” under the Investment Company Act of 1940, as amended (the “1940 Act”); and
- the effect of general economic conditions on our business.

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

- the overall environment for interest rates, changes in interest rates, interest rate spreads, the yield curve and prepayment rates, including the timing of increases in the Federal Funds rate by the U.S. Federal Reserve;
- current conditions and further adverse developments in the residential mortgage market and the overall economy;
- potential risk attributable to our mortgage-related portfolios, including changes in fair value;
- our use of leverage and our dependence on repurchase agreements and other short-term borrowings to finance our mortgage-related holdings;
- the availability of certain short-term liquidity sources;
- competition for investment opportunities;

- the U.S. Federal Reserve's balance sheet normalization program of gradually reducing its reinvestment of principal payments of U.S. Treasury securities and agency MBS;
- the federal conservatorship of the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac") and related efforts, along with any changes in laws and regulations affecting the relationship between Fannie Mae and Freddie Mac and the federal government;
- mortgage loan prepayment activity, modification programs and future legislative action;
- changes in, and success of, our acquisition, hedging and leverage strategies, changes in our asset allocation and changes in our operational policies, all of which may be changed by us without shareholder approval;
- failure of sovereign or municipal entities to meet their debt obligations or a downgrade in the credit rating of such debt obligations;
- fluctuations of the value of our hedge instruments;
- fluctuating quarterly operating results;
- changes in laws and regulations and industry practices that may adversely affect our business;
- volatility of the securities markets and activity in the secondary securities markets in the United States and elsewhere;
- our ability to qualify and maintain our qualification as a REIT for federal income tax purposes;
- our ability to successfully expand our business into areas other than investing in MBS and our expectations of the returns of expanding into any such areas; and
- the other important factors identified in this Annual Report on Form 10-K under the caption "Item 1A - Risk Factors."

These and other risks, uncertainties and factors, including those described elsewhere in this Annual Report on Form 10-K, could cause our actual results to differ materially from those projected in any forward-looking statements we make. All forward-looking statements speak only as of the date on which they are made. New risks and uncertainties arise over time and it is not possible to predict those events or how they may affect us. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

ITEM 1. BUSINESS

Unless the context otherwise requires or indicates, all references in this Annual Report on Form 10-K to “Arlington Asset” refer to Arlington Asset Investment Corp., and all references to “we,” “us,” “our,” and the “Company,” refer to Arlington Asset Investment Corp. and its consolidated subsidiaries.

Our Company

We are an investment firm that focuses on acquiring and holding a levered portfolio of residential mortgage-backed securities (“MBS”), consisting of agency MBS and private-label MBS. Agency MBS include residential mortgage pass-through certificates for which the principal and interest payments are guaranteed by either a U.S. government sponsored enterprise (“GSE”), such as the Federal National Mortgage Association (“Fannie Mae”) and the Federal Home Loan Mortgage Corporation (“Freddie Mac”), or by a U.S. government agency, such as the Government National Mortgage Association (“Ginnie Mae”). Private-label MBS, or non-agency MBS, include residential MBS that are not guaranteed by a GSE or the U.S. government. As of December 31, 2018, nearly all of our investment capital was allocated to agency MBS.

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

For our tax years ended December 31, 2018 and earlier, we were taxed as a C corporation for U.S. federal tax purposes. Commencing with our taxable year ending December 31, 2019, we intend to elect to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). As a REIT we will be required to distribute annually 90% of our REIT taxable income (subject to certain adjustments). So long as we continue to qualify as a REIT, we will generally not be subject to U.S. Federal or state corporate income taxes on our taxable income that we distribute to our shareholders on a timely basis. At present, it is our intention to distribute 100% of our taxable income, although we will not be required to do so. We intend to make distributions of our taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year.

We are a Virginia corporation that is internally managed and do not have an external investment advisor.

Investment Strategy

We manage our investment portfolio with the goal of obtaining a high risk-adjusted return on capital. We evaluate the rates of return that can be achieved in each asset class and for each individual security within an asset class in which we invest. We then evaluate opportunities against the returns available in each of our investment alternatives and attempt to allocate our assets and capital with an emphasis toward what we believe to be the highest risk-adjusted return available. We expect this strategy will cause us to have different allocations of capital and leverage in different market environments.

Based on current market conditions, we believe investment opportunities in agency MBS provides us with higher relative risk-adjusted rates of return than most other investment opportunities we have evaluated. Consequently, we have allocated nearly all of our investment capital in agency MBS as of December 31, 2018. We continue to analyze other investment opportunities relative to risk-adjusted returns available on agency MBS investments.

In the future, we may invest in other types of residential mortgage assets such as residential mortgage loans, mortgage servicing rights and GSE credit risk transfer securities, as well as other types of assets, including commercial MBS, asset backed securities, other structured securities, commercial mortgage loans, commercial loans, and other real estate-related loans and securities. In addition, we also may pursue other business activities that would utilize our experience in analyzing investment opportunities and applying similar portfolio management skills. However, investing in other asset classes or pursuing other business activities may be limited by our desire to continue to qualify as a REIT. We may change our investment strategy at any time without the consent of our shareholders; accordingly, in the future, we could make investments or enter into hedging transactions that are different from, and possibly riskier than, the investments and associated hedging transactions described in this Annual Report on Form 10-K.

MBS Portfolio

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

	December 31, 2018	December 31, 2017
Specified agency MBS	\$ 3,982,106	\$ 4,054,424
Net long agency TBA dollar roll positions (1)	—	1,296,978
Total agency investment portfolio	3,982,106	5,351,402
Private-label interest-only MBS	24	76
Total MBS investment portfolio	\$ 3,982,130	\$ 5,351,478

- (1) Represents the fair value of the agency MBS which underlie our TBA forward purchase and sale commitments executed as dollar roll transactions. In accordance with GAAP, our TBA forward purchase and sale commitments are reflected on the consolidated balance sheets as a component of “derivative assets, at fair value” and “derivative liabilities, at fair value,” with a collective net asset carrying value of \$438 and \$609 as of December 31, 2018 and 2017, respectively.

Agency MBS

Agency MBS consist of residential pass-through certificates that are securities representing undivided interests in “pools” of mortgage loans secured by residential real property. The monthly payments of both principal and interest of the securities are guaranteed by a U.S. government agency or GSE to holders of the securities, in effect “passing through” the monthly payments made by the individual borrowers on the mortgage loans that underlie the securities plus “guarantee payments” made in the event of any defaults on such mortgage loans, net of fees paid to the issuer/guarantor and servicers of the underlying mortgage loans, to the holders of the securities. Mortgage pass-through certificates distribute cash flows from the underlying collateral on a pro rata basis among the holders of the securities. Although the principal and interest payments are guaranteed by a U.S. government agency or GSE to the security holder, the market value of the agency MBS is not guaranteed by a U.S. government agency or GSE.

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

We also invest in agency MBS issued by Ginnie Mae. Ginnie Mae is a wholly-owned corporate instrumentality of the United States within HUD. Ginnie Mae guarantees the timely payment of the principal and interest on certificates that represent an interest in a pool of mortgages insured by the Federal Housing Administration (“FHA”), or partially guaranteed by the Department of Veterans Affairs and other loans eligible for inclusion in mortgage pools underlying Ginnie Mae certificates. Section 306(g) of the Housing Act provides that the full faith and credit of the United States is pledged to the payment of all amounts which may be required to be paid under any guaranty by Ginnie Mae.

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

Agency MBS differ from other forms of traditional fixed-income securities which normally provide for periodic payments of interest in fixed amounts with principal payments at maturity. Instead, agency MBS provide for a monthly payment that consists of both interest and principal. In addition, outstanding principal on the agency MBS may be prepaid, without penalty, at par at any time due to prepayments on the underlying mortgage loans. These differences can result in significantly greater price and yield volatility than is the case with more traditional fixed-income securities.

As of December 31, 2018, the Company's agency MBS portfolio was generally comprised of securities collateralized by pools of fixed rate mortgages that have original terms to maturity of 30 years. In the future, we may also invest in agency MBS collateralized by adjustable-rate mortgage loans ("ARMs"), hybrid ARMs, or loans with original terms to maturity of 15 or 20 years.

We may also invest in agency MBS through agency collateralized mortgage obligations ("CMO"), which are structured securities representing divided interests in the cash flows of underlying agency residential pass-through certificates. Agency CMOs consist of multiple classes of securities, called tranches, which have different maturities, coupon rates, and payment priorities designed to meet the risk and yield appetites of various classes of investors. CMOs also include "stripped" securities, whereby certain tranche holders receive only interest payments from the underlying securities while other tranche holders receive only principal payments.

We purchase agency MBS either in initial offerings or in the secondary market through broker-dealers or similar entities. We may also utilize to-be-announced ("TBA") forward contracts in order to invest in agency MBS or to hedge our investments. A TBA security is a forward contract for the purchase or the sale of agency securities at a predetermined price, face amount, issuer, coupon and stated maturity on an agreed-upon future date, but the particular agency securities to be delivered are not identified until shortly before the TBA settlement date. We may also choose, prior to settlement, to move the settlement of these securities out to a later date by entering into an offsetting position (referred to as a "pair off"), net settling the paired off positions for cash, and simultaneously entering into a similar TBA contract for a later settlement date, which is commonly collectively referred to as a "dollar roll" transaction.

Private-Label MBS

We have and, depending upon market conditions, may in the future invest in private-label MBS, which are residential MBS that are not issued or guaranteed by a U.S. government agency or a GSE. Private-label MBS are often referred to as non-agency MBS. The private-label MBS in which we may invest are generally backed by a pool of single-family residential mortgage loans. These certificates are issued by originators of, investors in, and other owners of residential mortgage loans, including savings and loan associations, savings banks, commercial banks, mortgage banks, investment banks and special purpose "conduit" subsidiaries of these institutions. Private-label MBS can carry a significantly higher level of credit exposure relative to the credit exposure of agency MBS. The private-label MBS in which we may invest are generally non-investment grade or not rated by major rating agencies.

While agency MBS are backed by the express obligation or guarantee of a U.S. government agency or GSE as described above, private-label MBS are generally only supported by one or more forms of private (*i.e.*, non-governmental) credit enhancement. These credit enhancements provide an extra layer of loss coverage in the event that losses are incurred upon foreclosure sales or other liquidations of underlying mortgaged properties in amounts that exceed the equity holder's equity interest in the property. Forms of credit enhancement include limited issuer guarantees, reserve funds, private mortgage guaranty pool insurance, overcollateralization and subordination. Subordination is a form of credit enhancement frequently used and involves the issuance of classes of MBS that are subordinate to senior class MBS and, accordingly, are the first to absorb credit losses realized on the underlying mortgage loans. In addition, private-label MBS are generally purchased at a discount to par value, which may provide further protection to credit losses of the underlying residential mortgage loan collateral.

Private-label MBS are backed by pools of residential mortgages that can be composed of prime or non-prime mortgage loans. Prime mortgage loans are residential mortgage loans that generally conform to the underwriting guidelines of a U.S. government agency or a GSE but that do not carry any credit guarantee from either a U.S. government agency or a GSE. Jumbo prime mortgage loans are prime mortgage loans that conform to such underwriting guidelines except with respect to maximum loan size. Non-prime mortgage loans are residential mortgage loans that do not meet all of the underwriting guidelines of a U.S. government agency or a GSE. Consequently, these loans may carry higher credit risk than prime mortgage loans. Non-prime mortgage loans may have been originated through programs that allow borrowers to qualify for a mortgage loan with reduced or alternative forms of documentation. Non-prime mortgage loans include loans commonly referred to as alternative A-paper ("Alt-A") or as subprime. Alt-A mortgage loans are generally considered riskier than prime mortgage loans and less risky than subprime mortgage loans. Alt-A mortgage loans are typically characterized by borrowers with less than full documentation, lower credit scores and higher loan-to-value ratios and include a higher percentage of investment properties as collateral. Subprime mortgage loans are considered to be of the lowest credit quality. These loans may also include "option-ARM" loans, which contain a feature providing the borrower the option, within certain constraints, to make lesser payments than otherwise required by the stated interest rate for a number of years, leading to negative amortization and increased loan balances.

In addition to being categorized as either prime or non-prime mortgage loans, residential mortgage loans included in private-label MBS may also be classified as being either a qualified or non-qualified mortgage. A qualified mortgage is a mortgage that meets certain requirements for lender protection and secondary trading under the Dodd-Frank Wall Street Reform and Consumer Protection Act. In general, a qualified mortgage (i) contains less risky loan features, such as interest-only periods, negative amortization or balloon payments, (ii) has debt-to-income ratio limits, (iii) has limits on origination points and fees, and (iv) has certain legal

protections for lenders. Qualified mortgages may or may not meet the underwriting standards of a U.S. government agency or GSE. In general, non-qualified mortgage loans carry a higher credit risk than qualified mortgage loans.

Private-label MBS are generally issued by a securitization trust referred to as a Real Estate Mortgage Investment Conduit (“REMIC”). The securitization trust will generally issue both senior and subordinated interests. Senior securities are those interests in a securitization that have the first right to cash flows and are last in line to absorb losses, and, therefore, have the least credit risk in a securitization transaction. In general, most, if not all, principal collected from the underlying mortgage loan pool is used to pay down the senior securities until certain performance tests are satisfied. If certain performance tests are satisfied, principal payments are allocated, generally on a pro rata basis, between the senior securities and the subordinated securities. Conversely, the most subordinate securities are those interests in a securitization that have the last right to cash flows and are first in line to absorb losses. Subordinate securities absorb the initial credit losses from a securitization structure, thus protecting the senior securities. Subordinate securities generally receive interest payments even if they do not receive principal payments.

In addition, private-label MBS also may include a re-securitization of MBS which is also referred to as a “re-REMIC” security. For example, a re-REMIC security may consist of re-securitized senior classes of REMIC securities. In turn, the collateral of these senior class REMIC securities consists of the underlying residential mortgage loans. The re-REMIC securitization trust will generally issue both senior and subordinated interests similar to a REMIC securitization trust. A subordinated interest in a re-securitized senior class of REMIC securities may also be referred to as a “mezzanine” interest.

Financing Strategy

We use leverage to finance a portion of our MBS portfolio and to seek to increase potential returns to our shareholders. To the extent that revenue derived from our MBS portfolio exceeds our interest expense and other costs of the financing, our net income will be greater than if we had not borrowed funds and had not invested in the assets. Conversely, if the revenue from our MBS portfolio does not sufficiently cover the interest expense and other costs of the financing, our net income will be less or our net loss will be greater than if we had not borrowed funds.

Because of the interest rate risk inherent to our agency MBS investment strategy and, to extent we invest in private-label MBS, the credit risks inherent to such investment strategy, we closely monitor the leverage (debt-to-equity ratio) of our MBS portfolio. Our leverage may vary from time to time depending upon several factors, including changes in the value of the underlying MBS and hedge portfolio, changes in investment allocation between agency MBS and private-label MBS, the timing and amount of investment purchases or sales, and our assessment of risk and returns.

We finance our investments in MBS using short-term secured borrowings, which primarily consist of repurchase agreements. We have also issued, and may issue in the future, long-term unsecured notes as an additional source of financing.

When we engage in a repurchase transaction, we initially sell securities to the counterparty under a master repurchase agreement in exchange for cash from the counterparty. The counterparty is obligated to resell the same securities back to us at the end of the term of the repurchase agreement, which typically is 30 to 60 days, but may have maturities as short as one day or as long as one year. Amounts available to be borrowed under our repurchase agreements are dependent upon lender collateral requirements and the lender’s determination of the fair value of the securities pledged as collateral, which fluctuates with changes in interest rates, credit quality and liquidity conditions within the investment banking, mortgage finance and real estate industries. In addition, our counterparties apply a “haircut” to our pledged collateral, which means our collateral is valued, for the purposes of the repurchase transaction, at less than market value. Under our repurchase agreements, we typically pay a floating rate based on the London Interbank Offered Rate (“LIBOR”), plus or minus a fixed spread. These transactions are accounted for as secured financings, and we present the investment securities and related funding on our consolidated balance sheets.

We may also seek to obtain other sources of financing depending on market conditions. We may finance the acquisition of agency MBS by entering into TBA dollar roll transactions in which we would sell a TBA contract for current month settlement and simultaneously purchase from the same counterparty a similar TBA contract for a forward settlement date. Prior to the forward settlement date, we may choose to roll the position out to a later date by entering into an offsetting TBA position, net settling the paired off positions for cash, and simultaneously entering into a similar TBA contract for a later settlement date. In such transactions, the TBA contract purchased for a forward settlement date is priced at a discount to the TBA contract sold for settlement/pair-off in the current month. This difference (or discount) is referred to as the “price drop.” As discussed in Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations— “Non-GAAP Core Operating Income,” we believe this price drop is the economic equivalent of net interest carry income (interest income less implied financing cost) earned from the underlying agency MBS over the roll period, which is commonly referred to as “dollar roll income.” Consequently, dollar roll transactions represent a form of off-balance sheet financing. In evaluating our overall leverage at risk, we consider both our on-balance and off-balance sheet financing.

Risk Management Strategy

In conducting our business, we are exposed to market risks, including interest rate, prepayment, extension, spread, credit, liquidity and regulatory risks. We use a variety of strategies to manage a portion of our exposure to these risks to the extent we believe to be prudent, taking into account our investment strategy and the cost of any hedging transactions. As a result, we may not hedge certain interest rate, prepayment, extension, or credit risks if we believe that bearing such risks enhances our return relative to our risk/return profile. Our hedging instruments are generally not designed to protect our net book value from “spread risk” (also referred to as “basis risk”), which is the risk of an increase of the spread between the market yield on our agency MBS and the benchmark yield on U.S. Treasury securities or interest rate swaps.

- **Interest Rate Risk**

We hedge some of our exposure to potential interest rate mismatches between the interest we earn on our long-term investments and the interest we pay on our short-term borrowings. We enter into various hedging transactions to mitigate the interest rate sensitivity of our cost of borrowing and the value of our MBS portfolio. Because a majority of our funding is in the form of repurchase agreements, our financing costs fluctuate based on short-term interest rate indices, such as LIBOR. Because the vast majority of our investments are assets that have fixed rates of interest and generally mature in up to 30 years, the interest we earn on these assets generally does not move in tandem with the interest rates that we pay on our repurchase agreements, which generally have a maturity of less than 60 days. In addition, as interest rates rise, the fair value of our fixed-rate agency MBS may be expected to decline. We may experience reduced income, losses, or a significant reduction in our book value due to adverse interest rate movements. In order to attempt to mitigate a portion of such risk, we utilize certain hedging techniques to attempt to economically “lock in” a portion of the net spread between the interest we earn on our assets and the interest we pay on our financing costs and to protect our net book value.

Additionally, because prepayments on residential mortgages generally accelerate when interest rates decrease and slow when interest rates increase, mortgage securities typically exhibit “negative convexity”. In other words, certain mortgage securities in which we invest may increase in value to a lesser degree than similar duration bonds, or even fall in value, as interest rates decline. Conversely, certain mortgage securities in which we invest may decrease in value to a greater degree than similar duration bonds as interest rates increase. In order to manage this risk, we monitor, among other things, the “duration gap” between our mortgage assets and our hedge portfolio as well as our convexity exposure. Duration is an estimate of the relative expected percentage change in market value of our mortgage assets or our hedge portfolio that would be caused by a parallel change in short and long-term interest rates. Convexity exposure relates to the way the duration of our mortgage assets or our hedge portfolio changes when the interest rate or prepayment environment changes.

The value of our mortgage assets may also be adversely impacted by fluctuations in the shape of the yield curve or by changes in the market's expectation about the volatility of future interest rates. We analyze our exposure to non-parallel changes in interest rates and to changes in the market's expectation of future interest rate volatility and take actions to attempt to mitigate these exposures.

- **Prepayment Risk**

Because residential borrowers have the option to prepay their mortgage loans at par at any time, we face the risk that we will experience a return of principal on our investments more quickly than anticipated, which we refer to as prepayment risk. Prepayment risk generally increases when interest rates decline. In this scenario, our financial results may be adversely affected as we may have to re-invest that principal at potentially lower yields.

We may purchase securities that have a higher interest rate than the then-prevailing market interest rate. In exchange for this higher interest rate, we may pay a premium to par value to acquire such securities. In accordance with GAAP, we amortize this premium as a reduction to interest income under the contractual effective interest method such that a proportional amount of the unamortized premium is amortized as principal prepayments occur. If a security is prepaid in whole or in part at a faster rate than originally expected, we will amortize the purchase premium at a faster pace, resulting in a lower effective return on our investment than originally expected.

We also may purchase securities that have a lower interest rate than the then-prevailing market interest rate. In exchange for this lower interest rate, we may pay a discount to par value to acquire such securities. In accordance with GAAP, we accrete this discount as an increase to interest income under the contractual effective interest method such that a proportional amount of the unamortized discount is accreted as principal prepayments occur. If a security is prepaid in whole or in part at a slower rate than originally expected, we will accrete the purchased discount at a slower pace resulting in a lower effective return on our investment than originally expected.

- **Extension Risk**

Because residential borrowers have the option to make only scheduled payments on their mortgage loans, rather than prepay their mortgage loans, we face the risk that a return of capital on our investment will occur more slowly than anticipated, which we refer to as extension risk. Extension risk generally increases when interest rates rise. In this scenario, our financial results may be adversely affected as we may have to finance our investments at potentially higher costs without the ability to reinvest principal into higher yielding securities.

- **Spread Risk**

Because the spread between the market yield on our investments and benchmark interest rates, such as U.S. Treasury rates and interest rate swap rates, may vary, we are exposed to spread risk. The inherent spread risk associated with our agency MBS and the resulting fluctuations in fair value of these securities can occur independent of interest rates and may relate to other factors impacting the mortgage and fixed income markets, such as actual or anticipated monetary policy actions by the U.S. Federal Reserve, liquidity, or changes in market participants' required rates of return on different assets. Consequently, while we use interest rate derivative instruments to attempt to protect our net book value against changes in benchmark interest rates, such instruments typically will not mitigate spread risk and, therefore, the value of our agency MBS and our net book value could decline. We generally do not hedge the spread risk inherent in our agency MBS investment strategy.

- **Credit Risk**

To the extent we invest in private-label MBS, we accept mortgage credit exposure at levels we deem prudent within the context of our overall investment strategy. We may retain all or a portion of the credit risk on the loans underlying private-label MBS in which we may invest. We seek to manage this risk through prudent asset selection, pre-acquisition due diligence, post-acquisition performance monitoring, and the sale of assets for which we identify negative credit trends. Additionally, we vary the percentage mix of our private-label and agency MBS investments in an effort to actively adjust our credit exposure and to improve the risk/return profile of our investment portfolio.

- **Liquidity Risk**

Liquidity risk is the risk that we may be unable to meet our obligations as they come due because of our inability to liquidate assets or obtain funding. Upon the maturity of our repurchase agreement financing, we may be unable to obtain repurchase agreement funding and may be required to sell assets, potentially at a loss.

Liquidity risk also includes the risk that we are unable to fund daily margin requirements under our repurchase agreement financing or hedging instruments. Repurchase agreements contain provisions that require us to pledge additional assets daily to the repurchase agreement counterparty in the event the estimated fair value of the existing pledged collateral declines and such lender demands additional collateral, which may take the form of additional securities or cash. Interest rate hedging instruments also contain provisions that require us to exchange daily cash variation margin with the counterparty based upon daily changes in the fair value of the interest rate hedging instruments.

- **Regulatory Risk**

Regulatory risk is the risk of loss, including fines, penalties or restrictions in our activities from failing to comply with current or future federal, state or local laws (including federal and state securities laws), and rules and regulations pertaining to financial services activities, including the loss of our exclusion from regulation as an investment company under the 1940 Act.

We attempt to manage the above risks through the use of interest rate hedging instruments, asset selection and monitoring our overall leverage levels.

One of the principal instruments that we use to hedge a portion of our exposure to interest rate, prepayment and extension risks are interest rate hedging instruments primarily consisting of interest rate swaps, U.S. Treasury note futures, options on U.S. Treasury note futures and options on agency MBS. We also may use other interest rate hedging instruments such as Eurodollar futures, interest rate swap futures, interest rate swaptions, and short TBA positions, from time to time.

In addition to the hedging instruments discussed above, we also manage our exposure to interest rate, prepayment and extension risk through asset selection. Agency MBS with different original maturities, coupons, vintage and loan collateral characteristics will generally perform differently in various economic and interest rate environments. We generally seek to invest in agency MBS that are specifically selected for their relatively lower propensity for prepayment. The pools of residential mortgage loans securing these agency MBS are commonly referred to as "specified pools." These specified pools may include mortgage loans that (i) have low loan

balances, (ii) are originated through the Home Affordable Refinance Program (“HARP”) or some other government program, (iii) are originated in certain states or geographic areas, (iv) have high loan-to-value ratios, (v) are the obligations of borrowers with credit scores that fall toward the lower end of the range of GSEs’ underwriting standards, or (vi) are secured by investor properties. The borrowers of these mortgage loans are believed to have less incentive to refinance. Accordingly, agency MBS collateralized by mortgage loans with these characteristics are believed to be better “protected” from prepayment risk than agency MBS collateralized by more generic pools of mortgage loans. In general, agency MBS backed by specified pools trade at a price premium over generic agency TBA securities. As of December 31, 2018, our on-balance sheet agency MBS portfolio is comprised primarily of securities backed by specified pools selected for their lower prepayment characteristics.

To the extent that we employ greater leverage in our investment strategy, our exposure to the above market risks will generally be greater. Accordingly, we carefully monitor our overall leverage levels to manage our exposure to interest rate, prepayment, extension and spread risks.

The risk management actions we take may lower our earnings and dividends in the short term to further our objective of maintaining attractive levels of earnings and dividends over the long term. In addition, some of our hedges are intended to provide protection against larger rate moves and, as a result, may be relatively ineffective for smaller changes in interest rates. There can be no certainty that our projections of our exposures to interest rate, prepayment, extension, credit or other risks will be accurate or that our hedging activities will be effective and, therefore, actual results could differ materially.

Other Business Ventures

We formed a wholly-owned subsidiary, Rock Creek Investment Advisors, LLC (“Rock Creek”), which was approved as a registered investment adviser and is regulated under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), in the fourth quarter of 2018 and commenced operations in December 2018. Rock Creek provides investment advisory services to institutional clients on a separate account basis by investing primarily in agency MBS. Rock Creek earns investment management fee income based upon a percentage of the capital funded by a client to its separate managed account. As of December 31, 2018, Rock Creek had assets under management of \$50 million.

Competition

Our success depends, in large part, on our ability to acquire MBS at favorable spreads over our borrowing costs. In acquiring these assets, we compete with mortgage finance and specialty finance companies, savings and loan associations, banks, mortgage bankers, insurance companies, mutual funds, institutional investors, mortgage real estate investment trusts, investment banking firms, other lenders, the U.S. Treasury, Fannie Mae, Freddie Mac, other governmental bodies, and other entities. In addition, there are numerous entities with similar asset acquisition objectives and others may be organized in the future which may increase competition for the available supply of MBS that meet our investment objectives. Additionally, our investment strategy is dependent on the amount of financing available to us in the repurchase agreement market, which may also be impacted by competing borrowers. Our investment strategy will be adversely impacted if we are not able to secure financing on favorable terms, if at all. In addition, competition is intense for the recruitment and retention of qualified professionals. Our ability to continue to compete effectively in our businesses will depend upon our continued ability to attract new professionals and retain and motivate our existing professionals. For a further discussion of the competitive factors affecting our business, see “Item 1A - Risk Factors” in this Annual Report on Form 10-K.

Our Tax Status

For our tax years ended December 31, 2018 and earlier, we were taxed as a C corporation for U.S. federal tax purposes. Commencing with our taxable year ending December 31, 2019, we intend to elect to be taxed as a REIT under the Internal Revenue Code. As a REIT, we will be required to distribute annually 90% of our REIT taxable income (subject to certain adjustments). So long as we continue to qualify as a REIT, we will generally not be subject to U.S. Federal or state corporate income taxes on our taxable income that we distribute to our shareholders on a timely basis. Any amounts not distributed are subject to U.S. federal and state corporate taxes. At present, it is our intention to distribute 100% of our taxable income, although we will not be required to do so. We intend to make distributions of our taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year.

Qualification and taxation as a REIT depends upon our ability to continually meet requirements imposed upon REITs by the Internal Revenue Code, including satisfying certain organizational requirements, an annual distribution requirement and quarterly asset and annual income tests. The REIT asset and income tests are significant to our operations as they restrict the extent to which we can invest in certain types of securities and conduct certain hedging activities within the REIT.

Income Tests

To qualify as a REIT, we must satisfy two gross income requirements on an annual basis:

1. At least 75% of our gross income for each taxable year generally must be derived from investments in real property or mortgages on real property.
2. At least 95% of our gross income for each taxable year generally must be derived from some combination of income that qualifies under the 75% gross income test described above, as well as other dividends, interest, gains from the sale or disposition of stock or securities, which need not have any relation to real property.

Interest income and gains from the disposition of obligations secured by mortgages on real property, such as agency MBS, constitute qualifying income for purposes of the 75% gross income test described above. There is no direct authority with respect to the qualification of income or gains from TBAs for the 75% gross income test; however, we treat income and gains from commitments to purchase TBAs as qualifying income under the 75% gross income test based on an opinion of legal counsel.

Income earned by a taxable REIT subsidiary (“TRS”) is not attributable to the REIT. As a result, income that might not be qualifying income for the purpose of the income tests applicable to a REIT could be earned by a TRS without affecting our status as a REIT. A TRS is an entity that is taxable as a corporation in which we directly or indirectly own the stock and that elects with us to be treated as a TRS.

Income and gains from instruments that we use to hedge the interest rate risk associated with our borrowings incurred, or to be incurred, to acquire real estate assets will generally be excluded from both gross income tests, provided that specified requirements are met. To the extent that we enter into hedging instruments that are not a hedge of our interest rate risk associated with our borrowings incurred to acquire real estate assets or are not properly designated as such, the gross income and gains from such hedging transactions will likely be treated as nonqualifying income for purposes of the 75% gross income test and may also be treated as nonqualifying income for purposes of the 95% gross income test. However, we may conduct such hedging activities through a TRS, the income of which may be subject to income tax rather than participating in the arrangements directly through the REIT.

Asset Tests

At the close of each calendar quarter, we must satisfy five gross asset tests relating to the nature of our assets:

1. At least 75% of the value of our assets must be represented by some combination of real estate assets, cash, cash items, U.S. Government securities, stock in other REITs and debt instruments of publicly offered REITs, and, under some circumstances, temporary investments in stock or debt instruments purchased with new capital. For this purpose, interests in mortgage loans secured by real property such as agency MBS are treated as real estate assets. Assets that do not qualify for purposes of the 75% asset test are subject to the additional tests described below.
2. The value of any one issuer’s securities that we own may not exceed 5% of the value of our total assets.
3. We may not own more than 10% of any issuer’s outstanding securities, as measured by either voting power or value. The 5% and 10% asset tests do not apply to securities of TRSs and qualified REIT subsidiaries and the 10% test does not apply to “straight debt” having specified characteristics and to certain other securities.
4. The aggregate value of all securities of all TRSs that we hold may not exceed 20% of the value of our total assets.
5. No more than 25% of the total value of our assets may be represented by certain non-mortgage debt instruments issued by publicly offered REITs.

If we should fail to satisfy the income or asset tests, such a failure would not cause us to lose our REIT qualification if we were able to eliminate the discrepancy within a specified cure period, in the case of the asset tests, satisfy certain relief provisions and pay any applicable penalty taxes and other fines. Please refer to the “Risks Related to Taxation” in “Item 1A Risk Factors” of this Form 10-K for further discussion of REIT qualification requirements and related items.

Net Operating Loss and Net Capital Loss Carryforwards

As of December 31, 2018, we had estimated net operating loss (“NOL”) carryforwards of \$15 million that can be used to reduce our future distribution requirements. Our NOL carryforwards expire in 2028. As of December 31, 2018, we also had estimated net capital loss (“NCL”) carryforwards of \$424 million that can be used to offset future net capital gains. The scheduled expirations of our NCL carryforwards are \$137 million in 2019, \$103 million in 2020, \$70 million in 2021, \$4 million in 2022 and \$110 million in 2023. As of December 31, 2018, we also had AMT credit carryforwards of \$9 million that can be used to offset future regular tax liabilities.

For the tax years 2018, 2019 and 2020, to the extent that AMT credit carryovers exceed the regular tax liability, 50% of the excess AMT credit carryforwards would be refundable in that year with any remaining AMT credit carryforwards fully refundable in 2021.

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

Our Exclusion from Regulation as an Investment Company

We intend to operate so as to be excluded from regulation under the 1940 Act. We rely on Section 3(c)(5)(C) of the 1940 Act, which provides an exclusion for entities that are “primarily engaged in purchasing or otherwise acquiring . . . interests in real estate.” Section 3(c)(5)(C) as interpreted by the staff of the SEC provides an exclusion from registration for a company if at least 55% of its assets, on an unconsolidated basis, consist of qualified assets such as whole loans and whole pool agency certificates, and if at least 80% of its assets, on an unconsolidated basis, are real estate related assets. We will need to ensure not only that we qualify for an exclusion or exemption from regulation under the 1940 Act, but also that each of our subsidiaries qualifies for such an exclusion or exemption. We intend to maintain our exclusion by monitoring the value of our interests in our subsidiaries. We may not be successful in this regard.

If we fail to maintain our exclusion or secure a different exclusion or exemption if necessary, we may be required to register as an investment company, or we may be required to acquire or dispose of assets in order to meet our exemption. Any such asset acquisitions or dispositions may include assets that we would not acquire or dispose of in the ordinary course of business, may be at unfavorable prices and result in a decline in the price of our common stock. If we are required to register under the 1940 Act, we would become subject to substantial regulation with respect to our capital structure (including our ability to use leverage), management, operations, transactions with affiliated persons (as defined in the 1940 Act), and portfolio composition, including restrictions with respect to diversification and industry concentration and other matters. Accordingly, registration under the 1940 Act could limit our ability to follow our current investment and financing strategies and result in a decline in the price of our common stock.

Available Information

Our SEC filings are available to the public from commercial document retrieval services and at the internet website maintained by the SEC at <http://www.sec.gov>. These SEC filings may also be inspected at the offices of the New York Stock Exchange (NYSE), which is located at 20 Broad Street, New York, New York 10005.

Our website address is <http://www.arlingtonasset.com>. We make available free of charge through our website this Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as well as the annual report to shareholders and Section 16 reports on Forms 3, 4 and 5 as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the SEC. In addition, our Bylaws, Statement of Business Principles (our code of ethics), Corporate Governance Guidelines, and the charters of our Audit, Compensation, and Nominating and Governance Committees are available on our website and are available in print, without charge, to any shareholder upon written request in writing c/o our Secretary at 1001 Nineteenth Street North, Arlington, Virginia 22209. Information on our website should not be deemed to be a part of this report or incorporated into any other filings we make with the SEC.

Employees

As of December 31, 2018, we had 12 employees. Our employees are not subject to any collective bargaining agreement, and we believe that we have good relations with our employees.

ITEM 1A. RISK FACTORS

Investing in our company involves various risks, including the risk that you might lose your entire investment. Our results of operations depend upon many factors including our ability to implement our business strategy, the availability of opportunities to acquire assets, the level and volatility of interest rates, the cost and availability of short- and long-term credit, financial market conditions and general economic conditions.

The following discussion concerns the material risks associated with our business. These risks are interrelated, and you should consider them as a whole. Additional risks and uncertainties not presently known to us may also materially and adversely affect the value of our capital stock and our ability to pay dividends to our shareholders. In connection with the forward-looking statements that appear in this Annual Report on Form 10-K, including these risk factors and elsewhere, you should carefully review the section entitled "Cautionary Statement About Forward-Looking Information."

Risks Related to our Investing and Financing Activities

Changes in interest rates and adverse market conditions could negatively affect the value of our MBS investments and increase the cost of our borrowings, which could result in reduced earnings or losses and negatively affect the cash available for distribution to our shareholders.

Our investment portfolio consists primarily of fixed-rate agency MBS with long-term maturities. The majority of our funding is in the form of repurchase agreements with short-term maturities with a floating interest rate based on LIBOR. We are exposed to interest rate risk that fluctuates based on changes in the level or volatility of interest rates and in the shape and slope of the yield curve. Under a normal yield curve, long-term interest rates are higher relative to short-term interest rates. In certain instances, the yield curve can become inverted when the short-term interest rates are higher than the long-term interest rates.

A significant risk associated with our portfolio of mortgage-related assets is the risk that both long-term and short-term interest rates will increase significantly. If long-term rates were to increase significantly, the market value of fixed-rate agency MBS would decline and the duration and weighted average life of these MBS would increase. We could realize a loss in the future if the agency MBS in our portfolio are sold. If short-term interest rates were to increase, the financing costs on the repurchase agreements we enter into in order to finance the purchase of MBS would increase, thereby decreasing net interest margin if all other factors remain constant.

Hedging against interest rate exposure may not completely insulate us from interest rate risk and may adversely affect our earnings, which could adversely affect cash available for distribution to our shareholders.

We engage in certain hedging transactions to limit our exposure from the adverse effects of changes in interest rates on the borrowing costs of our short-term financing agreements and the value of our fixed-rate agency MBS investment portfolio, and therefore may expose our company to the risks associated with such transactions. We have historically entered into and may enter into interest rate swap agreements, U.S. Treasury note futures, Eurodollar futures, interest rate swap futures, options on U.S. Treasury note futures, options on agency MBS, TBAs or may pursue other hedging strategies. Our hedging activities are generally designed to limit certain exposures and not to eliminate them. Hedging against a decline in the values of our portfolio positions does not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline. Such hedging transactions may also limit the opportunity for gain if the values of the portfolio positions should increase. Moreover, it may not be possible to hedge against an interest rate fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at an acceptable price.

There are no perfect hedging strategies, and interest rate hedging may fail to protect us from loss. The success of our hedging transactions depends on our ability to accurately predict movements of interest rates and credit spreads. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, we may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss. Furthermore, our hedging strategies may adversely affect us because hedging activities involve costs that we incur regardless of the effectiveness of the hedging activity, which may decrease our net interest margin. Our hedging activity will vary in scope based on the level and volatility of interest rates and principal prepayments, the amount of leverage, the type of MBS held, and other changing market conditions.

Interest rate hedging may fail to protect or could adversely affect us because, among other things:

- interest rate hedging can be expensive, particularly during periods of rising and volatile interest rates;
- available interest rate hedging may not correspond directly with the interest rate risk for which protection is sought;

- the duration of the hedge may not match the duration of the related asset or liability;
- the amount of income that a REIT may earn from hedging transactions other than hedging transactions that satisfy certain requirements of the Internal Revenue Code or that are done through a TRS is limited by Federal tax provisions governing REITs;
- the value of our interest rate hedges declines due to interest rate fluctuations, lapse of time or other factors; and
- the party owing money in the hedging transaction may default on its obligation to pay.

Our hedging activity may adversely affect our earnings and result in volatile fluctuations in the fair value of our hedges, net income and book value per share, which could adversely affect cash available for distribution to our shareholders and the value of your investment in our securities.

Our hedging strategies are generally not designed to mitigate spread risk.

When the market spread widens between the yield on our mortgage assets and benchmark interest rates, our net book value could decline if the fair value of our mortgage assets falls by more than the offsetting fair value increases on our hedging instruments tied to the underlying benchmark interest rates or if the fair value of our mortgage assets do not increase as much as the fair value decreases on our hedging instruments. We refer to this scenario as an example of “spread risk” or “basis risk.” The spread risk associated with our mortgage assets and the resulting fluctuations in fair value of these securities can occur independently of changes in benchmark interest rates and may relate to other factors impacting the mortgage and fixed income markets, such as actual or anticipated monetary policy actions by the Federal Reserve, market liquidity, or changes in required rates of return on different assets. Consequently, while we use various interest rate hedging instruments to attempt to protect against moves in interest rates, such instruments typically will not protect our net book value against spread risk, which could adversely affect our financial condition and results of operations.

Declines in the market values of our MBS portfolio may adversely affect our financial condition, results of operations, and market price of our Class A common stock, Series B Preferred Stock or Senior Notes.

Our MBS investments are recorded at fair value with changes in fair value reported in net income. As a result, a decline in the fair value of our investments would reduce our net income and book value per share. Fair values for our MBS investments can be volatile. The fair values can change rapidly and significantly, and changes can result from various factors, including changes in interest rates, actual and perceived risk, supply, demand, expected prepayment rates, and actual and projected credit performance. Declines in the market values of our MBS portfolio would adversely affect our financial condition, results of operations, and market price of our Class A common stock, Series B Preferred Stock or Senior Notes.

Our mortgage investing strategy involves significant leverage, which could adversely affect our operations and negatively affect cash available for distribution to our shareholders.

We may increase our investment exposure in MBS or other investment opportunities by funding a portion of those acquisitions with repurchase agreements or other borrowing arrangements. To the extent that revenue derived from such levered assets exceeds our interest expense, hedging expense and other costs of the financing, our net income will be greater than if we had not borrowed funds and had not invested in such assets on a leveraged basis. Conversely, if the revenue from our MBS does not sufficiently cover the interest expense, hedging expense and other costs of the financing, our net income will be less or our net loss will be greater than if we had not borrowed funds. Because of the credit and interest rate risks inherent in our strategy, we closely monitor the leverage of our MBS portfolio. From time to time, our leverage ratio may increase or decrease due to several factors, including changes in the value of the underlying portfolio, changes in investment allocations and the timing and amount of acquisitions.

An increase in our borrowing costs relative to the interest we receive on our assets may impair our profitability and thus our cash available for distribution to our shareholders.

As our repurchase agreements and other short-term borrowings mature, we must either enter into new borrowings or liquidate certain of our investments at times when we might not otherwise choose to do so. Lenders may also seek to use a maturity date as an opportune time to demand additional terms or increased collateral requirements that could be adverse to us and harm our operations. Due to the short-term nature of our repurchase agreements used to finance our MBS investments, our borrowing costs are particularly sensitive to changes in short-term interest rates. An increase in short-term interest rates when we seek new borrowings would reduce the spread between our returns on our assets and the cost of our borrowings. This would reduce the returns on our assets, which might reduce earnings and in turn cash available for distribution to our shareholders.

Differences in the stated maturity of our fixed-rate assets and short-term borrowings may adversely affect our profitability.

We rely primarily on short-term, variable rate borrowings to acquire fixed-rate securities with long-term maturities. The relationship between short-term and longer-term interest rates is often referred to as the “yield curve.” Ordinarily, short-term interest rates are lower than longer-term interest rates. If short-term interest rates rise disproportionately relative to longer-term interest rates, resulting in a “flattening” of the yield curve, our borrowing costs may increase more rapidly than the interest income earned on our assets. Because our investments generally bear interest at longer-term rates than we pay on our borrowings under our repurchase agreements, a flattening of the yield curve would tend to decrease our net interest income and the market value of our investment portfolio. Additionally, to the extent cash flows from investments that return scheduled and unscheduled principal are reinvested, the spread between the yields on the new investments and available borrowing rates may decline, which would likely decrease our net income. It is also possible that short-term interest rates may exceed longer-term interest rates (a yield curve “inversion”), in which event, our borrowing costs may exceed our interest income and we could incur operating losses and our ability to make distributions to our shareholders could be hindered.

Our lenders may require us to provide additional collateral, especially when the market values for our investments decline, which may restrict us from leveraging our assets as fully as desired, and reduce or eliminate our liquidity, earnings and cash available for distribution to our shareholders.

We currently use repurchase agreements to finance our investments in residential MBS. Our repurchase agreements allow the lenders, to varying degrees, to determine a new market value of the collateral to reflect current market conditions. If the market value of the securities pledged or sold by us to a funding source declines in value, we may be required by the lender to provide additional collateral or pay down a portion of the funds advanced on minimal notice, which is known as a margin call. Posting additional collateral will reduce our liquidity and limit our ability to leverage our assets, which could adversely affect our business. Additionally, in order to satisfy a margin call, we may be required to liquidate assets at a disadvantageous time, which could cause us to incur further losses and adversely affect our results of operations and financial condition, and may impair our ability to make distributions to our shareholders. In the event we do not have sufficient liquidity to satisfy these margin calls, lending institutions can accelerate our indebtedness, increase our borrowing rates, liquidate our collateral and terminate our ability to borrow. Such a situation would likely result in a rapid deterioration of our financial condition and possibly necessitate a filing for protection under the bankruptcy code.

Clearing facilities or exchanges upon which some of our hedging instruments are traded may increase margin requirements on our hedging instruments in the event of adverse economic developments.

Our interest rate hedging agreements typically require that we pledge collateral on such agreements. We exchange collateral with the counterparties to our interest rate hedging instruments at least on a daily basis based upon daily changes in fair value (also known as “variation margin”) as measured by the central clearinghouse through which those instruments are cleared. In addition, the central clearinghouse requires market participants to deposit and maintain an “initial margin” amount which is determined by the clearinghouse and is generally intended to be set at a level sufficient to protect the clearinghouse from the maximum estimated single-day price movement in that market participant’s contracts. The clearing exchanges have the sole discretion to determine the value of the instruments. In the event of a margin call, we must generally provide additional collateral on the same business day. In response to events having or expected to have adverse economic consequences or which create market uncertainty, clearing facilities or exchanges upon which our hedging instruments are traded may require us to pledge additional collateral against our hedging instruments. In the event that future adverse economic developments or market uncertainty result in increased margin requirements for our hedging instruments, it could materially adversely affect our liquidity position, business, financial condition and results of operations.

If we fail to maintain adequate financing through repurchase agreements or to renew or replace existing borrowings upon maturity, we will be limited in our ability to implement our investing activities, which will adversely affect our results of operations and may, in turn, negatively affect the market value of our Class A common stock, Series B Preferred Stock or Senior Notes and our ability to make dividends to our shareholders.

We depend upon repurchase agreement financing to purchase our target assets and reach our target leverage ratio. We cannot assure you that sufficient repurchase agreement financing will be available to us in the future on terms that are acceptable to us. Our lenders also may revise their eligibility requirements for the types of assets they are willing to finance or the terms of such financings based on, among other factors, the regulatory environment and their perceived risk. If we fail to obtain adequate funding or to renew or replace existing funding upon maturity, we will be limited in our ability to implement our business strategy, which will adversely affect our results of operations and may, in turn, negatively affect the market value of our Class A common stock, Series B Preferred Stock or Senior Notes and our ability to make dividends to our shareholders.

New assets we acquire may not generate yields as attractive as yields on our current assets, resulting in a decline in our earnings over time.

We receive monthly cash flows consisting of principal and interest payments from many of our assets. Principal payments reduce the size of our current portfolio (i.e., reduce the amount of our long-term assets) and generate cash for us. We may also sell assets from time to time as part of our portfolio management and capital reallocation strategies. In order to maintain and grow our portfolio size and our earnings, we must reinvest in new assets a portion of the cash flows we receive from principal repayments and asset sales. New investment opportunities may not generate the same investment returns as our current investment portfolio. If the assets we acquire in the future earn lower returns than the assets we currently own, our reported earnings will likely decline over time as the older assets pay down, are called, or are sold.

Our agency MBS investments that are guaranteed by Fannie Mae and Freddie Mac are subject to the risk that these GSEs may not be fully able to satisfy their guarantee obligations or that these guarantee obligations may be repudiated, which would adversely affect the value of our investment portfolio and our ability to sell or finance these securities.

All of the agency MBS in which we invest depend on a steady stream of payments on the mortgages underlying the MBS. The interest and principal payments we receive on agency MBS issued by Fannie Mae or Freddie Mac are guaranteed by these GSEs, but are not guaranteed by the U.S. government. To the extent these GSEs are not able to fully satisfy their guarantee obligations or that these guarantee obligations are repudiated or otherwise defaulted upon, the value of our investment portfolio and our ability to sell or finance these securities would be adversely affected.

The conservatorship of Fannie Mae and Freddie Mac and related efforts, along with any changes in laws and regulations affecting the relationship between Fannie Mae and Freddie Mac and the federal government, may adversely affect our business.

The interest and principal payments we receive on agency MBS issued by Fannie Mae or Freddie Mac are guaranteed by these GSEs and not guaranteed by the full faith and credit of the U.S. government. Fannie Mae and Freddie Mac are currently regulated by the FHFA, HUD, SEC and U.S. Treasury, and are currently operating under the conservatorship of the FHFA, which is a statutory process pursuant to which the FHFA operates Fannie Mae and Freddie Mac in an effort to stabilize the entities. As part of these actions, the U.S. Treasury has agreed to support the continuing operations of Fannie Mae and Freddie Mac with any necessary capital contributions up to a maximum capital commitment to each GSE while in conservatorship. Although the U.S. Treasury has committed to support the positive net worth of Fannie Mae and Freddie Mac, the two GSEs could default on their guarantee obligations, which would materially and adversely affect the value of our agency MBS.

In addition, the future roles of Fannie Mae and Freddie Mac could be significantly reduced or eliminated and the nature of their guarantees could be eliminated or considerably limited relative to historical measurements. Any changes to the nature of the guarantees provided by Fannie Mae and Freddie Mac could redefine what constitutes agency MBS, have broad adverse market implications and negatively impact us. The FHFA and both houses of Congress have each discussed and considered separate measures intended to restructure the U.S. housing finance system and the operations of Fannie Mae and Freddie Mac. The passage of any additional new legislation affecting Fannie Mae and Freddie Mac may create market uncertainty and reduce the actual or perceived credit quality of securities issued or guaranteed by the U.S. government through a new or existing successor entity to Fannie Mae and Freddie Mac. If the charters of Fannie Mae and Freddie Mac were revoked, it is unclear what effect, if any, this would have on the value of the existing Fannie Mae and Freddie Mac agency MBS. We anticipate debate and discussion on residential housing and mortgage reform to continue throughout 2019; however, we cannot be certain if any housing and/or mortgage-related legislation will emerge from committee, be approved by Congress, or be affected by any executive actions and, if so, what the effect will be on our business.

The impact to the agency MBS market of the implementation of a common securitization platform for agency securities is uncertain.

The FHFA established a goal of developing a new secondary mortgage infrastructure for Fannie Mae and Freddie Mac referred to as the common securitization platform ("CSP"). To achieve this strategic goal, Fannie Mae and Freddie Mac formed a joint venture, Common Securitization Solutions, LLC ("CSS"), to develop and operate a CSP that will support the GSE's single-family mortgage securitization activities, including the issuance by both GSEs of a single, common security called the uniform mortgage-backed security ("UMBS"). The UMBS would finance the same types of fixed-rate mortgages that currently back agency MBS eligible for delivery into the TBA market. The two principal objectives of the FHFA of undertaking this initiative are to establish a single, liquid market for agency MBS issued by both GSEs that are backed by fixed-rate loans and to maintain the liquidity of this market over time, including reducing the trading value disparities between Fannie Mae and Freddie Mac agency MBS. CSS is currently in the process of developing the CSP and UMBS. The GSEs and CSS expect to complete the UMBS initiative and issue the first UMBS on June 3, 2019 with the impact on forward trading in the TBA market to commence in the first quarter of 2019. Prior to the implementation of the UMBS initiative, we will need to plan and prepare our internal operational and investment procedures to

accommodate the new UMBS. If the objectives of the UMBS initiative is fully realized, it is uncertain what the effects might be on the agency MBS market and its impact on our investments in agency MBS.

Market conditions may disrupt the historical relationship between interest rate changes and prepayment trends, which would make it more difficult for us to analyze our investment portfolio.

Our success depends on our ability to analyze the relationship of changing interest rates on prepayments of the mortgage loans that underlie our MBS. Changes in interest rates and prepayments affect the market price of MBS that we intend to purchase and any MBS that we hold at a given time. As part of our overall portfolio risk management, we analyze interest rate changes and prepayment trends separately and collectively to assess their effects on our investment portfolio. In conducting our analysis, we depend on certain assumptions based upon historical trends with respect to the relationship between interest rates and prepayments under normal market conditions. Dislocations in the residential mortgage market and other developments may change the way that prepayment trends have historically responded to interest rate changes and, consequently, may negatively impact our ability to (i) assess the impact of future changes in interest rates and prepayments on the market value of our investment portfolio, (ii) implement our hedging strategies, and (iii) implement techniques to reduce our prepayment rate volatility would be significantly affected. If we are unable to accurately forecast interest and prepayment rates, our financial position and results of operations could be materially adversely affected.

Changes in prepayment rates may adversely affect our profitability and are difficult to predict.

Our investment portfolio includes securities backed by pools of residential mortgage loans. For securities backed by pools of residential mortgage loans, we receive income, generally, from the payments that are made by the borrowers of the underlying mortgage loans. When borrowers prepay their mortgage loans at rates that are faster or slower than expected, it results in prepayments that are faster or slower than expected on our investments. These faster or slower than expected payments may adversely affect our profitability.

We may purchase securities that have a higher interest rate than the then-prevailing market interest rate. In exchange for this higher interest rate, we may pay a premium to par value to acquire such securities. In accordance with GAAP, we amortize this premium as a reduction to interest income under the contractual interest method so that a proportional amount of the unamortized premium is amortized as principal prepayments occur. If a security is prepaid in whole or in part at a faster rate than originally expected, we will amortize the purchased premium at a faster pace resulting in a lower effective return on our investment than originally expected.

We also may purchase securities that have a lower interest rate than the then-prevailing market interest rate. In exchange for this lower interest rate, we may pay a discount to par value to acquire such securities. In accordance with GAAP, we accrete this discount as an increase to interest income under the contractual interest method so that a proportional amount of the unamortized discount is accreted as principal prepayments occur. If a security is prepaid in whole or in part at a slower rate than originally expected, we will accrete the purchased discount at a slower pace resulting in a lower effective return on our investment than originally expected.

Moreover, if prepayment rates decrease due to a rising interest rate environment, the average life or duration of our fixed-rate assets will generally be extended. This could have a negative impact on our results from operations, as the maturities of our interest rate hedges are fixed and will, therefore, cover a smaller percentage of our funding exposure on our MBS assets to the extent that the average lives of the mortgages underlying such MBS increase due to slower prepayments.

Homeowners tend to prepay mortgage loans more quickly when interest rates decline. Although prepayment rates generally increase when interest rates fall and decrease when interest rates rise, changes in prepayment rates are difficult to predict. Prepayments may also occur as the result of an improvement in the borrower's ability to refinance the loan as a result of home price appreciation or wage growth. Prepayments can also occur when borrowers sell the property and use the sale proceeds to prepay the mortgage as part of a physical relocation or when borrowers default on their mortgages and the mortgages are prepaid from the proceeds of a foreclosure sale of the property. Fannie Mae and Freddie Mac will generally, among other conditions, purchase mortgages that are 120 days or more delinquent from holders of such mortgages when the cost of guarantee payments to such holders, including advances of interest at the loan coupon rate, exceeds the cost of holding the nonperforming loans in their portfolios. Consequently, prepayment rates also may be affected by conditions in the housing and financial markets, which may result in increased delinquencies on mortgage loans, the GSEs' cost of capital, general economic conditions and the relative interest rates on fixed and adjustable rate loans, which could lead to an acceleration of the payment of the related principal. Furthermore, changes in the GSEs' policies regarding the repurchase of delinquent loans can materially impact prepayment rates. In addition, the introduction of new government programs could increase the availability of mortgage credit to a large number of homeowners in the United States, which could impact the prepayment rates for the entire MBS market, and in particular for agency MBS. Any new programs or changes to existing programs could cause substantial uncertainty around the magnitude of changes in prepayment speeds.

Faster or slower than expected prepayments may adversely affect our profitability and cash available for distribution to our shareholders and are difficult to predict.

The reduction of the Federal Reserve's portfolio of U.S. Treasury securities and agency MBS may adversely affect the price and return associated with agency MBS.

In October 2017, the Federal Reserve initiated a balance sheet normalization policy of gradually reducing its reinvestment of principal payments of U.S. Treasury securities and agency MBS. Under its balance sheet normalization policy, principal payments received by the Federal Reserve are reinvested only to the extent they exceed gradually rising caps until it determines that the Federal Reserve is holding no more securities than necessary to implement monetary policy efficiently and effectively. In its December 19, 2018 statement, the FOMC stated that it is continuing to execute its previously announced balance sheet normalization policy of gradually decreasing its reinvestment of U.S. Treasury securities and agency MBS.

We cannot predict the impact of the continued implementation of the Federal Reserve's balance sheet normalization policy could have on the prices and liquidity of agency MBS or on mortgage spreads relative to interest rate hedges tied to benchmark interest rates. However, during periods in which the Federal Reserve reduces or ceases reinvestment of principal payments or undertakes outright sales of its securities portfolio, the price of agency MBS and U.S. Treasury securities will likely decline, mortgage spreads will likely widen, refinancing volumes will likely be lower and market volatility will likely be higher than would have been absent such actions and our net book value could be adversely affected.

It may be uneconomical to "roll" our TBA dollar roll transactions or we may be unable to meet margin calls on our TBA commitments, which could negatively affect our financial condition and results of operations.

We may utilize TBA dollar roll transactions as a means of investing in and financing agency MBS. TBA contracts enable us to purchase or sell, for future delivery, agency MBS with certain principal and interest terms and certain types of collateral, but the particular agency MBS to be delivered are not identified until shortly before the TBA settlement date. Prior to settlement of the TBA contract, we may choose to move the settlement of the securities out to a later date by entering into an offsetting position (referred to as a "pair off"), net settling the paired off positions for cash, and simultaneously purchasing a similar TBA contract for a later settlement date, collectively referred to as a "dollar roll." The agency MBS purchased for a forward settlement date under the TBA contract are typically priced at a discount to agency MBS for settlement in the current month. This difference (or discount) is referred to as the "price drop." As discussed under Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—"Non-GAAP Core Operating Income", we believe this price drop is the economic equivalent of net interest carry income on the underlying agency MBS over the roll period (interest income less implied financing cost), which is commonly referred to as "dollar roll income." Consequently, dollar roll transactions and such forward purchases of agency MBS represent a form of off-balance sheet financing.

Under certain market conditions, TBA dollar roll transactions may result in negative carry income whereby the agency MBS purchased for a forward settlement date under the TBA contract are priced at a premium to agency MBS for settlement in the current month. Under such conditions, it may be uneconomical to roll our TBA positions prior to the settlement date and we could have to take physical delivery of the underlying securities and settle our obligations for cash. We may not have sufficient funds or alternative financing sources available to settle such obligations.

In addition, our TBA contracts are subject to master securities forward transaction agreements published by SIFMA as well as supplemental terms and conditions with each counterparty. Under the terms of these agreements, we may be required to pledge collateral to our counterparty in the event the fair value of our agency MBS commitments decline and such counterparty demands collateral through a margin call.

Negative carry income on TBA dollar roll transactions or failure to procure adequate financing to settle our obligations or meet margin calls under our TBA contracts could result in defaults or force us to sell assets under adverse market conditions or through foreclosure and adversely affect our financial condition and results of operations.

Recent changes to the U.S. Federal income tax code could have a material impact on the residential mortgage market, which could impact the pricing of residential MBS.

On December 22, 2017, the President signed the Tax Cuts and Jobs Act, which provides for substantial changes to the taxation of individuals and corporations generally with an effective date of January 1, 2018. For individual taxpayers, the changes included, among others, lower ordinary income tax rates, higher standard deductions, and suspension or modification of several itemized deductions. The changes to the categories of itemized deductions include a limit to deductions of state and local income and property taxes of \$10,000 and a modification to the amount of residential mortgage interest that would be deductible. The new rule limits the deduction available for mortgage interest by reducing the amount of debt that can qualify from \$1 million to \$750,000, however mortgage debt borrowed prior to December 15, 2017 is not affected by the reduction. In addition, home equity mortgage interest is no longer deductible. Many of the changes affecting individual taxpayers will cease to apply after December 31, 2025 and will revert to their pre-2018 form with future legislation required to make the provisions effective beyond 2025. As a result of these changes, it is expected that the number of individual taxpayers that itemize deductions will decrease significantly causing the income tax benefits of residential home ownership to decline materially. It is likely that these factors could result in a decline in the pricing of residential real

estate as well as alter the prepayment patterns of residential mortgages, which could have a significant impact on the pricing and returns of residential MBS.

Our use of repurchase agreements may give our lenders greater rights in the event that either we or any of our lenders file for bankruptcy, which may make it difficult for us to recover our collateral.

Our borrowings under repurchase agreements may qualify for special treatment under the bankruptcy code, giving our lenders the ability to avoid the automatic stay provisions of the bankruptcy code and take possession of and liquidate our collateral under the repurchase agreements without delay if we file for bankruptcy. Furthermore, the special treatment of repurchase agreements under the bankruptcy code may make it difficult for us to recover our pledged assets in the event that any of our lenders file for bankruptcy. Thus, the use of repurchase agreements exposes our pledged assets to risk in the event of a bankruptcy filing by either our lenders or us. In addition, if the lender is a broker or dealer subject to the Securities Investor Protection Act of 1970 or an insured depository institution subject to the Federal Deposit Insurance Act, our ability to exercise our rights to recover our investment under a repurchase agreement or to be compensated for any damages resulting from the lender's insolvency may be further limited by those statutes.

If the lending institution under one or more of our repurchase agreements defaults on its obligation to resell the underlying security back to us at the end of the agreement term, we will lose money on our repurchase transactions.

When we engage in a repurchase transaction, we initially sell securities to the transaction counterparty under a master repurchase agreement in exchange for cash from the counterparty. The counterparty is obligated to resell the same securities back to us at the end of the term of the repurchase agreement, which typically is 30 to 60 days, but may have terms from one day to up to three years or more. The cash we receive when we initially sell the collateral is less than the value of the collateral, which is referred to as the "haircut." If the counterparty in a repurchase transaction defaults on its obligation to resell the securities back to us, we will incur a loss on the transaction equal to the amount of the haircut (assuming no change in the value of the securities). Losses incurred on our repurchase transactions would adversely affect our earnings and our cash available for distribution to our shareholders.

If we default on our obligations under our repurchase agreements, we may be unable to establish a suitable replacement facility on acceptable terms or at all.

If we default on one of our obligations under a repurchase agreement, the counterparty may terminate the agreement and cease entering into any other repurchase agreements with us. In that case, we would likely need to establish a replacement repurchase facility with another financial institution in order to continue to leverage the assets in our investment portfolio and to carry out our investment strategy. We may be unable to establish a suitable replacement repurchase facility on acceptable terms or at all.

Despite current indebtedness levels, we may still be able to incur substantially more debt, which could have important consequences to you.

As of December 31, 2018, we had total unsecured indebtedness (excluding payables, derivative liabilities and recourse liability) of \$75.3 million, which includes \$25.0 million in principal amount of our 6.625% senior notes due 2023, \$35.3 million in principal amount of our 6.75% senior notes due 2025, and \$15.0 million in principal amount of subordinated unsecured long-term debentures due between 2033 and 2035. Our level of indebtedness could have important consequences to you, because:

- it could affect our ability to satisfy our financial obligations;
- a substantial portion of our cash flows from operations will have to be dedicated to interest and principal payments and may not be available for operations, expansion, acquisitions or general corporate or other purposes;
- it may impair our ability to obtain additional debt or equity financing in the future;
- it may limit our ability to refinance all or a portion of our indebtedness on or before maturity;
- it may limit our flexibility in planning for, or reacting to, changes in our business and industry;
- it may make it more difficult to meet REIT distribution requirements; and
- it may make us more vulnerable to downturns in our business, our industry or the economy in general.

Our operations may not generate sufficient cash to enable us to service our debt. If we fail to make payment on the senior notes, we could default on the senior notes.

Changes in banks' inter-bank lending rate reporting practices or the method pursuant to which LIBOR is determined may adversely affect the value of the financial obligations to be held or issued by us that are linked to LIBOR.

LIBOR and other indices which are deemed "benchmarks" are the subject of recent national, international, and other regulatory guidance and proposals for reform. Some of these reforms are already effective while others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, or have other consequences which cannot be predicted. In particular, regulators and law enforcement agencies in the U.K. and elsewhere are conducting criminal and civil investigations into whether the banks that contribute information to the British Bankers' Association (the "BBA") in connection with the daily calculation of LIBOR may have been under-reporting or otherwise manipulating or attempting to manipulate LIBOR. A number of BBA member banks have entered into settlements with their regulators and law enforcement agencies with respect to this alleged manipulation of LIBOR. Actions by the regulators or law enforcement agencies, as well as ICE Benchmark Administration (the current administrator of LIBOR), may result in changes to the manner in which LIBOR is determined or the establishment of alternative reference rates. For example, on July 27, 2017, the U.K. Financial Conduct Authority announced that it intends to stop persuading or compelling banks to submit LIBOR rates after 2021.

The U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, a steering committee comprised of large US financial institutions, is considering replacing U.S. dollar LIBOR with the Secured Overnight Financing Rate ("SOFR"), a new index calculated by short-term repurchase agreements, backed by Treasury securities. The Federal Reserve Bank of New York began publishing SOFR rates in April 2018. The market transition away from LIBOR and towards SOFR is expected to be gradual and complicated. There are significant differences between LIBOR and SOFR, such as LIBOR being an unsecured lending rate and SOFR a secured lending rate, and SOFR is an overnight rate and LIBOR reflects term rates at different maturities. These and other differences create the potential for basis risk between the two rates. The impact of any basis risk between LIBOR and SOFR may negatively affect our operating results. Any of these alternative methods may result in interest rates that are higher than if LIBOR were available in its current form, which could have a material adverse effect on results.

At this time, it is not possible to predict the effect of any such changes, any establishment of alternative reference rates or any other reforms to LIBOR that may be implemented in the U.K. or elsewhere. Uncertainty as to the nature of such potential changes, alternative reference rates or other reforms may adversely affect the market for or value of any securities on which the interest or dividend is determined by reference to LIBOR, loans, derivatives and other financial obligations or on our overall financial condition or results of operations. More generally, any of the above changes or any other consequential changes to LIBOR or any other "benchmark" as a result of international, national or other proposals for reform or other initiatives or investigations, or any further uncertainty in relation to the timing and manner of implementation of such changes, could have a material adverse effect on the value of and return on any securities based on or linked to a "benchmark."

Limitations on our access to capital could impair our liquidity and our ability to conduct our business.

Liquidity, or ready access to funds, is essential to our business. Failures of similar businesses have often been attributable in large part to insufficient liquidity. Liquidity is of particular importance to our business and perceived liquidity issues may affect our counterparties' willingness to engage in transactions with us. Our liquidity could be impaired due to circumstances that we may be unable to control, such as a general market disruption, the payment of significant legal defense and indemnification costs, expenses, damages or settlement amounts, or an operational problem that affects us or third parties. Further, our ability to sell assets may be impaired if other market participants are seeking to sell similar assets at the same time or the market is experiencing significant volatility. Our inability to maintain adequate liquidity would materially harm our business and operations.

Our due diligence of potential investments may not reveal all of the liabilities associated with those investments and may not reveal aspects of the investments which could lead lower expected investment returns or investment losses.

Before making certain investments, we may undertake due diligence efforts with respect to various aspects of the acquisition, including investigating the strengths and weaknesses of the originator or issuer of the asset and, in the case of acquisitions of private-label MBS, verifying certain aspects of the underlying securities, loans or properties themselves as well as other factors and characteristics that may be material to the performance of the investment. In making the assessment and otherwise conducting due diligence, we rely on resources available to us and, in some cases, third party information. There can be no assurance that any due diligence process that we conduct will uncover relevant facts that could be determinative of whether or not an investment will be successful.

We may invest in private-label MBS that may be illiquid and have a higher risk of loss of default, which could result in significant losses to us.

As of December 31, 2018, nearly all of our investment capital was allocated to agency MBS. However, in prior years a significant amount of our investment capital was allocated to private-label MBS, and we may increase our allocation of investment capital to private-label MBS in future periods.

Residential mortgage loans underlying private-label MBS are secured by residential property and are subject to risks of delinquency, foreclosure and loss. The ability of a borrower to repay a loan secured by residential property is dependent upon the income of the borrower. In the event of a default under a mortgage loan, the holder of the mortgage loan bears the risk of loss of principal to the extent of any deficiency between the value of the collateral and the principal and accrued interest of the mortgage loan.

We may invest in private-label MBS collateralized by pools of non-prime mortgage loans. In general, non-prime mortgage loans are loans that have been originated using underwriting standards that do not conform to the underwriting guidelines of Fannie Mae and Freddie Mac. Non-prime mortgage loans may experience delinquency, foreclosure, bankruptcy and loss rates that are higher than those experienced by mortgage loans underwritten in a more traditional manner.

We may also invest in private-label MBS that are non-investment grade, which means that major rating agencies rate them below the top four investment-grade rating categories (*i.e.*, “AAA” through “BBB”). Non-investment grade, private-label MBS tend to be less liquid, may have a higher risk of default and may be more difficult to value than investment grade bonds. The lack of liquidity for certain asset classes that we may invest in may make it difficult for us to sell such investments should the need or desire arise.

We may also invest in subordinated tranches of private-label MBS, which are subordinated classes of securities in a structure of securities collateralized by a pool of mortgage loans and, accordingly, are the first or among the first classes of securities in such a structure to bear the loss upon a restructuring or liquidation of the underlying collateral and the last to receive payment of interest and principal. Furthermore, our private-label MBS may also consist of subordinate classes of re-securitized senior class MBS. Such subordinated interests generally are not actively traded and may not provide holders thereof with liquid investments.

Our investments are recorded at fair value based upon assumptions that are inherently subjective, and our results of operations and financial condition could be adversely affected if our determinations regarding the fair value of our investments are materially higher than the values that we ultimately realize upon their disposal.

We measure the fair value of our investments quarterly, in accordance with guidance set forth in FASB Accounting Standards Codification (“ASC”) Topic 820, *Fair Value Measurements and Disclosures*. Ultimate realization of the value of an asset depends to a great extent on economic and other conditions that are beyond our control. Further, fair value is only an estimate based on good faith judgment of the price at which an investment can be sold because market prices of investments can only be determined by negotiation between a willing buyer and seller. If we were to liquidate a particular asset, the realized value may be more than or less than the amount at which such asset is valued. Accordingly, the value of our Class A common stock, Series B Preferred Stock and Senior Notes could be adversely affected by our determinations regarding the fair value of our investments, whether in the applicable period or in the future. Additionally, such valuations may fluctuate over short periods of time.

Our determination of the fair value of our agency MBS is based on price estimates provided by third-party pricing services. In general, pricing services heavily disclaim their valuations. Depending on the complexity and liquidity of a security, valuations of the same security can vary substantially from one pricing service to another. Private-label MBS trade infrequently and may be considered illiquid. To the extent we invest in private-label MBS, our determination of the fair value is based on significant unobservable inputs based on various assumptions made by management of the Company. These significant unobservable inputs may include assumptions regarding future interest rates, prepayment rates, discount rates, credit loss rates, and the timing of credit losses. These assumptions are inherently subjective and involve a high degree of management judgment, and our determinations of fair value may differ materially from the values that would have been used if a public market for these securities existed. Therefore, our results of operations for a given period could be adversely affected if our determinations regarding the fair market value of these investments are materially different than the values that we ultimately realize upon their disposal.

Credit ratings may not reflect all risks, are not recommendations to buy or hold the Senior Notes or our other senior unsecured debt that we may issue from time to time, and may be subject to revision, suspension or withdrawal at any time.

One or more independent credit rating agencies may assign and maintain credit ratings to our Senior Notes and other indebtedness that we may offer from time to time. The credit ratings reflect rating agencies’ assessment of our ability to perform our obligations under the Senior Notes, including an assessment of credit risks in determining the likelihood that payments will be made when due under such debt. The ratings may not reflect the potential impact of all risks related to the structure, market, risk and other factors relating to, and that may affect the value of, such securities. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal by the rating agency at any time. Ratings do not reflect market prices or suitability of a security for a particular investor. No assurance can be given that a credit rating will remain constant for any given period of time or that a credit rating will not be lowered or withdrawn entirely by the credit rating agency if, in its judgment, circumstances in the future so warrant. A suspension, reduction or withdrawal at any time of the credit rating assigned to the Senior Notes by one or more of the credit rating agencies may adversely affect the cost and terms and conditions of our financings and could adversely affect the value and trading of the Senior Notes, as well as other of our senior unsecured debt that we may issue from time to time.

We may change our investment strategy, hedging strategy, asset allocation and operational policies without shareholder consent, which may result in riskier investments and adversely affect the market value of our Class A common stock, Series B Preferred Stock and Senior Notes and our ability to make distributions to our shareholders.

We may change our investment strategy, hedging strategy, asset allocation and operational policies at any time without the consent of our shareholders, which could result in our making investment or hedge decisions that are different from, and possibly riskier than, the investments and hedges described in this Annual Report on Form 10-K. A change in our investment or hedging strategy may increase our exposure to interest rate and real estate market fluctuations. A change in our asset allocation could result in us making investments in securities, assets or business different from those described in this Annual Report on Form 10-K. Our Board of Directors oversees our operational policies, including those with respect to our acquisitions, growth, operations, indebtedness, capitalization and distributions or approves transactions that deviate from these policies without a vote of, or notice to, our shareholders. Operational policy changes could adversely affect the market value of our Class A common stock, Series B Preferred Stock or Senior Notes and our ability to make distributions to our shareholders. Investing in assets other than residential MBS or pursuing business activities other than investing in residential MBS may not be successful and could adversely affect our results of operations and the market value of our Class A common stock, Series B Preferred Stock or Senior Notes.

We may enter into new lines of business, acquire other companies or engage in other strategic initiatives, each of which may result in additional risks and uncertainties in our businesses.

We may pursue growth through acquisitions of other companies or other strategic initiatives that may require approval by our Board of Directors, stockholders, or both. To the extent we pursue strategic investments or acquisitions, undertake other strategic initiatives or consider new lines of business, we will face numerous risks and uncertainties, including risks associated with:

- the availability of suitable opportunities;
- the level of competition from other companies that may have greater financial resources;
- our ability to value potential acquisition opportunities accurately and negotiate acceptable terms for those opportunities;
- the required investment of capital and other resources;
- the lack of availability of financing and, if available, the terms of any financings;
- the possibility that we have insufficient expertise to engage in such activities profitably or without incurring inappropriate amounts of risk;
- the diversion of management's attention from our core businesses;
- assumption of liabilities in any acquired business;
- the disruption of our ongoing businesses;
- the increasing demands on or issues related to combining or integrating operational and management systems and controls;
- compliance with additional regulatory requirements; and
- costs associated with integrating and overseeing the operations of the new businesses.

Entry into certain lines of business may subject us to new laws and regulations with which we are not familiar, or from which we are currently exempt, and may lead to increased litigation and regulatory risk. In addition, if a new business generates insufficient revenues or if we are unable to efficiently manage our expanded operations, our results of operations will be adversely affected. Our strategic initiatives may include joint ventures, in which case we will be subject to additional risks and uncertainties in that we may be dependent upon, and subject to liability, losses or reputational damage relating to, systems, controls and personnel that are not under our control.

Our Board of Directors does not approve each of our investment, financing and hedging decisions.

Our Board of Directors oversees our operational policies and periodically reviews our investment guidelines and our investment portfolio. However, our Board of Directors does not review all of our proposed investments. In addition, in conducting periodic reviews, our Board of Directors may rely primarily on information provided to them by our management. Furthermore, transactions entered into or structured for us by our management may be difficult or impossible to unwind by the time they are reviewed by our Board of Directors.

We operate in a highly-competitive market for investment opportunities, which could make it difficult for us to purchase or originate investments at attractive yields and thus have an adverse effect on our business, results of operations and financial condition.

We gain access to investment opportunities only to the extent that they become known to us. Gaining access to investment opportunities is highly competitive. Many of our competitors are substantially larger than us and have considerably greater financial, technical and marketing resources, more long-standing relationships, broader product offerings and other advantages. Some of our competitors may have a lower cost of funds and access to funding sources that are not available to us. As a result of this competition, we may not be able to purchase or originate our target investments at attractive yields, which could have an adverse effect on our business, results of operations and financial condition.

Risks Related to our Business and Structure

Our Rights Plan could inhibit a change in our control.

We have a Rights Plan designed to protect against a possible limitation on our ability to use our NOLs, NCLs and built-in losses by dissuading investors from aggregating ownership of our Class A common stock and triggering an “ownership change” for purposes of Sections 382 and 383 of the Internal Revenue Code. Under the terms of the Rights Plan, in general, if a person or group acquires or commences a tender or exchange offer for beneficial ownership of 4.9% or more of the outstanding shares of our Class A common stock upon a determination by our Board of Directors (an “Acquiring Person”), all of our other Class A common shareholders will have the right to purchase securities from us at a discount to such securities’ fair market value, thus causing substantial dilution to the Acquiring Person. The Rights Plan may have the effect of inhibiting or impeding a change in control not approved by our Board of Directors and, notwithstanding its purpose, could adversely affect our shareholders’ ability to realize a premium over the then-prevailing market price for our common stock in connection with such a transaction. In addition, because our Board of Directors can prevent the Rights Plan from operating, in the event our Board of Directors approves of an Acquiring Person, the Rights Plan gives our Board of Directors significant discretion over whether a potential acquirer’s efforts to acquire a large interest in us will be successful. Consequently, the Rights Plan could impede transactions that would otherwise benefit our shareholders.

The trading price of our Class A common stock, Series B Preferred Stock or Senior Notes may be adversely affected by factors outside of our control.

Any negative changes in the public’s perception of the prospects for our business or the types of assets in which we invest could depress our stock price regardless of our results. The following factors, among others, could contribute to the volatility of the price of our Class A common stock, Series B Preferred Stock or Senior Notes:

- actual or unanticipated variations in our quarterly results;
- changes in our financial estimates by securities analysts;
- conditions or trends affecting companies that make investments similar to ours;
- changes in interest rate environments and the mortgage market that cause our borrowing costs to increase, our reported yields on our MBS portfolio to decrease or that cause the value of our MBS portfolio to decrease;
- changes in the market valuations of the securities in our MBS portfolio and other principal investments;
- negative changes in the public’s perception of the prospects of investment or financial services companies;
- changes in the regulatory environment in which our business operates or changes in federal fiscal or monetary policies;
- dilution resulting from new equity issuances;
- general economic conditions such as a recession, or interest rate or currency rate fluctuations; and
- additions or departures of our key personnel.

Many of these factors are beyond our control.

We may experience significant fluctuations in quarterly operating results.

Our revenues and operating results may fluctuate from quarter to quarter and from year to year due to a combination of factors, many of which are beyond our control, including the market value of the MBS we acquire, the performance of our hedging instruments, prepayment rates and changes in interest rates. As a result, we may fail to meet profitability or dividend expectations,

which could negatively affect the market price of our Class A common stock, Series B Preferred Stock and Senior Notes and our ability to pay dividends to our shareholders.

We have not established a minimum dividend payment level and we cannot assure you of our ability to pay dividends in the future.

We intend to pay regular dividends to our common stockholders in an amount that all or substantially all our taxable income is distributed within the limits prescribed by the Internal Revenue Code. However, we have not established a minimum dividend payment level and the amount of our dividend may fluctuate. Our ability to pay dividends may be adversely affected by the risk factors described herein. All distributions will be made at the discretion of our Board of Directors and will depend on our earnings and financial condition, the requirements for REIT qualification and such other factors as our Board of Directors deems relevant from time to time. We may not be able to make distributions in the future or our Board of Directors may change our dividend policy. In addition, some of our distributions may include a return of capital. To the extent that we decide to pay dividends in excess of our current and accumulated tax earnings and profits, such distributions would generally be considered a return of capital for Federal income tax purposes. A return of capital reduces the cost basis of a stockholder's investment in our common stock to the extent of such basis and is treated as capital gain thereafter.

Indemnification obligations to certain of our current and former directors and officers may increase the costs to us of legal proceedings involving our company.

Our charter contains a provision that limits the liability of our directors and officers to us and our shareholders for money damages, except for liability resulting from willful misconduct or a knowing violation of the criminal law or any federal or state securities law. Our charter also requires us to indemnify our directors and officers in connection with any liability incurred by them in connection with any action or proceeding (including any action by us or in our right) to which they are or may be made a party by reason of their service in those or other capacities if the conduct in question was in our best interests and the person was acting on our behalf or performing services for us, unless the person engaged in willful misconduct or a knowing violation of the criminal law. The Virginia Stock Corporation Act requires a Virginia corporation (unless its charter provides otherwise, which our charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he is made a party by reason of his service in that capacity.

In addition, we have entered into indemnification agreements with certain of our current and former directors and officers under which we are generally required to indemnify them against liability incurred by them in connection with any action or proceeding to which they are or may be made a party by reason of their service in those or other capacities, if the conduct in question was in our best interests and the person was conducting themselves in good faith (subject to certain exceptions, including liabilities arising from willful misconduct, a knowing violation of the criminal law or receipt of an improper benefit).

In the future we may be the subject of indemnification assertions under our charter, Virginia law or these indemnification agreements by our current and former directors and officers who are or may become party to any action or proceeding. We maintain directors' and officers' insurance policies that may limit our exposure and enable us to recover a portion of any amounts paid with respect to such obligations. However, if our coverage under these policies is reduced, denied, eliminated or otherwise not available to us, our potential financial exposure would be increased. The maximum potential amount of future payments we could be required to make under these indemnification obligations could be significant. Amounts paid pursuant to our indemnification obligations could adversely affect our financial results and the amount of cash available for distribution to our shareholders.

Loss of our exclusion from regulation as an investment company under the 1940 Act would adversely affect us and may reduce the market price of our shares.

We rely on Section 3(c)(5)(C) of the 1940 Act for our exclusion from the registration requirements of the 1940 Act. This provision requires that 55% of our assets, on an unconsolidated basis, consist of qualifying assets, such as agency whole pool certificates, and 80% of our assets, on an unconsolidated basis, consist of qualifying assets or real estate-related assets. We will need to ensure not only that we qualify for an exclusion or exemption from regulation under the 1940 Act, but also that each of our subsidiaries qualifies for such an exclusion or exemption. We intend to maintain our exclusion by monitoring the value of our interests in our subsidiaries. We may not be successful in this regard.

If we fail to maintain our exclusion and another exclusion or exemption is not available, we may be required to register as an investment company, or we may be required to acquire or dispose of assets in order to meet our exemption. Any such asset acquisitions or dispositions may include assets that we would not acquire or dispose of in the ordinary course of business, may be at unfavorable prices and result in a decline in the price of our Class A common stock, Series B Preferred Stock or Senior Notes. If we are required to register as an investment company under the 1940 Act, we would become subject to substantial regulation with respect to our capital structure (including our ability to use leverage), management, operations, transactions with affiliated persons (as defined in the 1940 Act), and portfolio composition, including restrictions with respect to diversification and industry concentration and other

matters. Accordingly, registration under the 1940 Act could limit our ability to follow our current investment and financing strategies and result in a decline in the price of our Class A common stock, Series B Preferred Stock or Senior Notes.

If our subsidiary that is regulated as a registered investment adviser is unable to meet the requirements of the SEC or fails to comply with certain U.S. federal and state securities laws and regulations, it may face termination of its investment adviser registration, fines or other disciplinary action.

Our subsidiary, Rock Creek, is regulated by the SEC as a registered investment adviser. Registered investment advisers are subject to the requirements and regulations of the Advisers Act. Such requirements relate to, among other things, fiduciary duties to advisory clients, maintaining an effective compliance program, solicitation agreements, conflicts of interest, recordkeeping and reporting requirements, disclosure requirements, limitations on agency cross and principal transactions between an advisor and advisory clients and general anti-fraud prohibitions. Non-compliance with the Advisers Act, the 1940 Act or other U.S. federal and state securities laws and regulations could result in investigations, sanctions, disgorgement, fines and reputational damage.

Failure to obtain and maintain an exemption from being regulated as a commodity pool operator could subject us to additional regulation and compliance requirements and may result in fines and other penalties which could materially adversely affect our business, financial condition and results of operations.

The Dodd-Frank Act established a comprehensive new regulatory framework for derivative contracts commonly referred to as “swaps.” As a result, any investment fund that trades in swaps or other derivatives may be considered a “commodity pool,” which would cause its operators (in some cases the fund’s directors) to be regulated as “commodity pool operators,” or CPOs. Under rules adopted by the U.S. Commodity Futures Trading Commission (“CFTC”) for which the compliance date generally was December 31, 2012 as to those funds that become commodity pools solely because of their use of swaps, CPOs must by then have filed an application for registration with the National Futures Association (“NFA”) and have commenced and sustained good faith efforts to comply with the Commodity Exchange Act and CFTC’s regulations with respect to capital raising, disclosure, reporting, recordkeeping and other business conduct applicable for their activities as CPOs as if the CPOs were in fact registered in such capacity (which also requires compliance with applicable NFA rules). However, the CFTC’s Division of Swap Dealer and Intermediary Oversight issued a no-action letter saying, although it believes that mortgage REITs are properly considered commodity pools, it would not recommend that the CFTC take enforcement action against the operator of a mortgage REIT who does not register as a CPO if, among other things, the mortgage REIT limits the initial margin and premiums required to establish its swaps, futures and other commodity interest positions to not more than five percent (5%) of its total assets, the mortgage REIT limits the net income derived annually from those commodity interest positions which are not qualifying hedging transactions to less than five percent (5%) of its gross income, and interests in the mortgage REIT are not marketed to the public as or in a commodity pool or otherwise as or in a vehicle for trading in the commodity futures, commodity options or swaps markets.

We use hedging instruments in conjunction with our investment portfolio and related borrowings to reduce or mitigate risks associated with changes in interest rates, yield curve shapes and market volatility. These hedging instruments may include interest rate swaps, interest rate swap futures, Eurodollar futures, U.S. Treasury note futures and options of futures. We do not currently engage in any speculative derivatives activities or other non-hedging transactions using swaps, futures or options on futures. We do not use these instruments for the purpose of trading in commodity interests, and we do not consider our company or its operations to be a commodity pool as to which CPO registration or compliance is required. We have claimed the relief afforded by the above-described no-action letter. Consequently, we will be restricted to operating within the parameters discussed in the no-action letter and will not enter into hedging transactions covered by the no-action letter if they would cause us to exceed the limits set forth in the no-action letter. However, there can be no assurance that the CFTC will agree that we are entitled to the no-action letter relief claimed.

The CFTC has substantial enforcement power with respect to violations of the laws over which it has jurisdiction, including their anti-fraud and anti-manipulation provisions. For example, the CFTC may suspend or revoke the registration of or the no-action relief afforded to a person who fails to comply with commodities laws and regulations, prohibit such a person from trading or doing business with registered entities, impose civil money penalties, require restitution and seek fines or imprisonment for criminal violations. In the event that the CFTC staff does not provide the no action letter relief we requested or asserts that we are not entitled to the mortgage REIT no-action letter relief claimed or if CFTC otherwise determines that CPO registration and compliance is required of us, we may be obligated to furnish additional disclosures and reports, among other things. Further, a private right of action exists against those who violate the laws over which the CFTC has jurisdiction or who willfully aid, abet, counsel, induce or procure a violation of those laws. In the event that we fail to comply with statutory requirements relating to derivatives or with the CFTC’s rules thereunder, including the mortgage REIT no-action letter described above, we may be subject to significant fines, penalties and other civil or governmental actions or proceedings, any of which could have a materially adverse effect on our business, financial condition and results of operations.

We face competition for personnel, which could adversely affect our business and in turn negatively affect the market price of our Class A common stock, Series B Preferred Stock or Senior Notes and our ability to pay dividends to our shareholders.

We are dependent on the highly-skilled, and often highly-specialized, individuals we employ. Retention of specialists to manage our portfolio is particularly important to our prospects. Competition for the recruiting and retention of employees may increase elements of our compensation costs. We may not be able to recruit and hire new employees with our desired qualifications in a timely manner. Our incentives may be insufficient to recruit and retain our employees. Increased compensation costs could adversely affect the amount of cash available for distribution to shareholders and our failure to recruit and retain qualified employees could materially and adversely affect our future operating results.

We are dependent upon a small number of key senior professionals and the loss of any of these individuals could adversely affect our financial results which may, in turn, negatively affect the market price of our Class A common stock and Senior Notes and our ability to pay dividends to our shareholders.

We currently do not have employment agreements with any of our senior officers and other key professionals. We cannot guarantee that we will continue to have access to members of our senior management team or other key professionals. The loss of any members of our senior management and other key professionals could materially and adversely affect our operating results.

We are highly dependent upon communications and information systems operated by third parties, and systems failures could significantly disrupt our business, which may, in turn, negatively affect the market price of our Class A common stock, Series B Preferred Stock and Senior Notes and our ability to pay dividends to our shareholders.

Our business is highly dependent upon communications and information systems that allow us to monitor, value, buy, sell, finance and hedge our investments. Many of these systems are primarily operated by third parties and, as a result, we have limited ability to ensure their continued operation. Furthermore, in the event of systems failure or interruption, we will have limited ability to affect the timing and success of systems restoration. Any failure or interruption of our systems or third-party trading or information systems could cause delays or other problems in our securities trading activities, which could have a material adverse effect on our operating results and negatively affect the market price of our Class A common stock, Series B Preferred Stock and Senior Notes and our ability to pay dividends to our shareholders.

If we issue additional debt securities or other equity securities that rank senior to our common stock, our operations may be restricted and we will be exposed to additional risk and the market price of our Class A common stock, Series B Preferred Stock and Senior Notes could be adversely affected.

If we decide to issue additional debt securities in the future, it is likely that such securities will be governed by an indenture or other instrument containing covenants restricting our operating flexibility and inhibit our ability to make required distributions. Additionally, any convertible or exchangeable or other securities registered pursuant to our shelf registration statement that we issue in the future may have rights, preferences and privileges more favorable than those of our Class A common stock. Also additional shares of preferred stock, if issued, could have a preference on liquidating distributions or a preference on dividend payments that could limit our ability to make a dividend distribution to the holders of our Class A common stock. We, and indirectly our shareholders, will bear the cost of issuing and servicing such securities. Holders of debt securities may be granted specific rights, including but not limited to, the right to hold a perfected security interest in certain of our assets, the right to accelerate payments due under the indenture, rights to restrict dividend payments, and rights to approve the sale of assets. Such additional restrictive covenants, operating restrictions and preferential dividends could have a material adverse effect on our operating results and negatively affect the market price of our Class A common stock, Series B Preferred Stock and Senior Notes and our ability to pay distributions to our shareholders.

Future sales of shares of our common stock may depress the price of our shares.

We cannot predict the effect, if any, of future sales of our common stock or the availability of shares for future sales on the market price of our common stock. Any sales of a substantial number of our shares in the public market, or the perception that sales might occur, may cause the market price of our shares to decline.

Risks related to taxation

Our failure to qualify as a REIT would result in higher taxes and reduced cash available for distribution to our stockholders.

Beginning with our 2019 taxable year, we intend to operate in a manner that will cause us to qualify as a REIT for U.S. federal income tax purposes. However, the U.S. federal income tax laws governing REITs are complex, and interpretations of the U.S. federal income tax laws governing qualification as a REIT are limited. Qualifying as a REIT requires us to meet various tests

regarding the nature of our assets and our income, the ownership of our outstanding stock, and the amount of our distributions on an ongoing basis.

Our ability to satisfy the asset tests depends upon the characterization and fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. Our compliance with the REIT income and quarterly asset requirements also depends upon our ability to successfully manage the composition of our income and assets on an ongoing basis. Although we intend to operate so that we will qualify as a REIT, given the highly complex nature of the rules governing REITs, the ongoing importance of factual determinations, and the possibility of future changes in our circumstances, no assurance can be given that we will so qualify for any particular year.

If we fail to qualify as a REIT in any calendar year, we would be required to pay U.S. federal income tax on our taxable income at regular corporate rates, and dividends paid to our stockholders would not be deductible by us in computing our taxable income. Further, if we fail to qualify as a REIT, we might need to borrow money or sell assets in order to pay any resulting tax. Our payment of income tax would decrease the amount of our income available for distribution to our stockholders. Furthermore, if we fail to qualify or maintain our qualification as a REIT, we no longer would be required to distribute substantially all of our REIT taxable income to our stockholders. Unless our failure to qualify as a REIT was subject to relief under U.S. federal tax laws, we could not re-elect to qualify as a REIT for four taxable years following the year in which we failed to qualify.

Complying with the REIT requirements can be difficult and may cause us to forgo otherwise attractive opportunities.

To qualify as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our shares. We may be required to make distributions to our stockholders at disadvantageous times or when we do not have funds readily available for distribution, and may be unable to pursue otherwise attractive investments in order to satisfy the source-of-income or asset-diversification requirements for qualifying as a REIT. Thus, compliance with the REIT requirements may hinder our ability to operate solely on the basis of maximizing profits.

The REIT distribution requirements could adversely affect our ability to execute our business strategies.

We generally must distribute annually at least 90% of our REIT taxable income, excluding any net capital gain. We may use our net operating loss carryforward to reduce our REIT distribution requirement. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our taxable income, we will be subject to U.S. federal corporate income tax, and may be subject to state and local income tax, on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our stockholders in a calendar year is less than a minimum amount specified under U.S. federal income tax laws. During our first REIT year, we will be required to distribute any "earnings and profits accumulated in a non-REIT year." We intend to make distributions to our stockholders to comply with the requirements of the Internal Revenue Code and to avoid paying corporate income tax. However, differences in timing between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the distribution requirements of the Internal Revenue Code.

From time to time, we may be required to recognize taxable income from our assets in advance of our receipt of cash flow on or proceeds from disposition of such assets. For example, if we purchase MBS at a discount, we generally are required to accrete the discount into taxable income prior to receiving the cash proceeds of the accreted discount at maturity, and in some cases, potentially recognize the discount in taxable income once such amounts are reflected in our financial statements. In addition, we may be required under the terms of indebtedness that we incur to use cash received from interest payments to make principal payments on that indebtedness, with the effect of recognizing income but not having a corresponding amount of cash available for distribution to our stockholders. Additionally, if we incur capital losses in excess of capital gains, such net capital losses are not allowed to reduce our taxable income for purposes of determining our distribution requirement. They may be carried forward for a period of up to five years and applied against future capital gains subject to the limitation of our ability to generate sufficient capital gains, which cannot be assured.

If we do not have other funds available, we could be required to (i) sell assets in adverse market conditions, (ii) borrow on unfavorable terms, (iii) distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt or (iv) distribute taxable dividends that are payable in cash or shares of our common stock at the election of each stockholder, to make distributions sufficient to enable us to pay out enough of our taxable income to satisfy the REIT distribution requirement and to avoid the corporate income tax and 4% excess tax in a particular year. Thus, compliance with the REIT requirements may hinder our ability to grow, which could adversely affect the value of our common stock.

Net capital losses do not reduce our REIT distribution requirements, which may result in distribution requirements in excess of economic earnings.

As a REIT, we generally must distribute annually at least 90% of our REIT taxable income, excluding any net capital gain. If we incur capital losses in excess of capital gains, such net capital losses are not allowed to reduce our taxable income for purposes of determining our distribution requirement. They may be carried forward for a period of up to five years and applied against future capital gains subject to the limitation of our ability to generate sufficient capital gains, which cannot be assured. Accordingly, if we generate a net capital loss during the year, the minimum amount of our REIT taxable income that we are required to distribute could exceed our net earnings for the year resulting in a reduction of our shareholders' equity capital.

The difference in character between our gains and losses on our agency MBS and our interest rate hedging transactions could make this situation more likely to occur. The gains and losses on the sale of our fixed-rate agency MBS generally are characterized as capital for U.S. federal income tax purposes. However, our income and losses from interest rate hedging transactions that are designated as hedges generally are characterized as ordinary for U.S. federal income tax purposes. In general, to the extent that interest rates rise, the value of our interest rate hedging instruments increase in value while the value of our fixed-rate agency MBS decrease in value. As a result, we could realize annual ordinary income from our interest rate hedges that would not be offset, for purposes of the REIT distribution requirements, by annual net capital losses on our fixed-rate agency MBS. This could lead to a required distribution to our shareholders in excess of our net earnings, which could result in a reduction in our shareholders' equity capital.

Even if we qualify as a REIT, we may face tax liabilities that reduce our cash flow.

Even if we qualify for taxation as a REIT, we may be subject to certain U.S. federal, state and local taxes on our income and assets, including taxes on any undistributed income, tax on income from certain activities conducted as a result of a foreclosure, and state or local income, property and transfer taxes, such as mortgage recording taxes, and other taxes. In addition, in order to meet the REIT qualification requirements, or to avoid the imposition of a 100% tax that applies to certain gains derived by a REIT from dealer property or inventory, we may hold certain assets through, and derive a significant portion of our taxable income and gains in, TRSs. Such subsidiaries are subject to corporate level income tax at regular rates. Any of these taxes would decrease cash available for distribution to our stockholders.

Liquidation of assets may jeopardize our REIT qualification.

To qualify as a REIT, we must comply with requirements regarding our assets and our sources of income. If we are compelled to liquidate our investments to repay obligations to our lenders, we may be unable to comply with these requirements, ultimately jeopardizing our qualification as a REIT, or we may be subject to a 100% tax on any resultant gain if we sell assets that are treated as dealer property or inventory.

The failure of assets subject to repurchase agreements to be treated as owned by us for U.S. federal income tax purposes could adversely affect our ability to qualify as a REIT.

We have entered and may in the future enter into repurchase agreements that are structured as sale and repurchase agreements pursuant to which we nominally sell certain of our assets to a counterparty and simultaneously enter into an agreement to repurchase these assets at a later date in exchange for a purchase price. Economically, these agreements are financings that are secured by the assets sold pursuant thereto. We believe that we are treated for REIT asset and income test purposes as the owner of the assets that are the subject of any such sale and repurchase agreement notwithstanding that such agreements may transfer record ownership of the assets to the counterparty during the term of the agreement. It is possible, however, that the IRS could assert that we did not own the assets during the term of the sale and repurchase agreement, in which case we could fail to qualify as a REIT.

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

The REIT provisions of the Internal Revenue Code could substantially limit our ability to hedge our assets and operations. Under current law, any income that we generate from transactions intended to hedge our interest rate or currency risks will be excluded from gross income for purposes of the REIT 75% and 95% gross income tests if (i) the instrument hedges risk of interest rate or currency fluctuations on indebtedness incurred or to be incurred to carry or acquire real estate assets, (ii) the instrument hedges risk of currency fluctuations with respect to any item of income or gain that would be qualifying income under the REIT 75% or 95% gross income tests, or (iii) the instrument was entered into to "offset" certain instruments described in clauses (i) or (ii) of this sentence and certain other requirements are satisfied and such instrument is properly identified under applicable Treasury Regulations. Income from hedging transactions that do not meet these requirements is likely to constitute nonqualifying income for purposes of both the REIT 75% and 95% gross income tests. As a result of these rules, we may have to limit our use of hedging techniques that might otherwise be advantageous to us or implement those hedges through our TRSs. This could increase the cost of our hedging activities because our TRSs would be subject to tax on gains or expose us to greater risks associated with interest rate fluctuations or other changes than we would otherwise want to bear.

Uncertainty exists with respect to the treatment of our TBAs for purposes of the REIT asset and income tests.

We purchase and sell agency MBS through TBAs and recognize income or gains from the disposition of those TBAs, through dollar roll transactions or otherwise, and may continue to do so in the future. While there is no direct authority with respect to the qualification of TBAs as real estate assets or U.S. Government securities for purposes of the REIT 75% asset test or the qualification of income or gains from dispositions of TBAs as gains from the sale of real property or other qualifying income for purposes of the REIT 75% gross income test, we treat our TBAs under which we contract to purchase a TBA agency MBS ("long TBAs") as qualifying assets for purposes of the REIT 75% asset test, and we treat income and gains from our long TBAs as qualifying income for purposes of the REIT 75% gross income test, based on an opinion of counsel substantially to the effect that (i) for purposes of the REIT asset tests, our ownership of a long TBA should be treated as ownership of real estate assets, and (ii) for purposes of the REIT 75% gross income test, any gain recognized by us in connection with the settlement of our long TBAs should be treated as gain from the sale or disposition of an interest in mortgages on real property. Opinions of counsel are not binding on the IRS, and no assurance can be given that the IRS will not successfully challenge the conclusions set forth in such opinions. In addition, it must be emphasized that the opinion of counsel is based on various assumptions relating to our TBAs and is conditioned upon fact-based representations and covenants made by our management regarding our TBAs. No assurance can be given that the IRS would not assert that such assets or income are not qualifying assets or income. If the IRS were to successfully challenge the opinion of counsel, we could be subject to a penalty tax or we could fail to remain qualified as a REIT if a sufficient portion of our assets consists of TBAs or a sufficient portion of our income consists of income or gains from the disposition of TBAs.

The tax on prohibited transactions will limit our ability to engage in transactions, including certain methods of securitizing MBS, that would be treated as sales for U.S. federal income tax purposes.

A REIT's net income from prohibited transactions is subject to a 100% tax with no offset for losses. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, but including mortgage loans, held primarily for sale to customers in the ordinary course of business. We might be subject to this tax if we dispose of or securitize MBS in a manner that was treated as dealer activity for U.S. federal income tax purposes. Therefore, in order to avoid the prohibited transactions tax, we may choose not to engage in certain sales or securitization structures or to implement such transactions through a TRS, even though the transactions might otherwise be beneficial to us.

Distributions to tax-exempt investors, or gains on sale of our common stock by tax-exempt investors, may be classified as unrelated business taxable income.

Neither ordinary nor capital gain distributions with respect to our common stock nor gain from the sale of our common stock are anticipated to constitute unrelated business taxable income to a tax-exempt investor. However, there are certain exceptions to this rule. For example, if (i) all or a portion of our assets are subject to the rules relating to "taxable mortgage pools" or we hold residual interests in a real estate mortgage investment conduit (or "REMIC"); (ii) we are a "pension held REIT;" (iii) a tax-exempt stockholder has incurred debt to purchase or hold our common stock; or (iv) a tax-exempt stockholder is classified as a social club, voluntary employee benefit association, supplemental unemployment benefit trust or a qualified group legal services plan, then a portion of our distributions to tax-exempt stockholders and, in the case of stockholders described in clauses (iii) and (iv), gains realized on the sale of our common stock by tax-exempt stockholders may be subject to U.S. Federal income tax as unrelated business taxable income under the Internal Revenue Code.

Certain financing activities may subject us to U.S. federal income tax and could have negative tax consequences for our shareholders.

We currently do not intend to enter into any transactions that could result in our, or a portion of our assets, being treated as a taxable mortgage pool for U.S. federal income tax purposes. If we enter into such a transaction in the future we will be taxable at the highest corporate income tax rate on a portion of the income arising from a taxable mortgage pool, referred to as "excess inclusion income," that is allocable to the percentage of our shares held in record name by disqualified organizations (generally tax-exempt entities that are exempt from the tax on unrelated business taxable income, such as state pension plans and charitable remainder trusts and government entities).

If we were to realize excess inclusion income, IRS guidance indicates that the excess inclusion income would be allocated among our shareholders in proportion to our dividends paid. Excess inclusion income cannot be offset by losses of our shareholders. If the shareholder is a tax-exempt entity and not a disqualified organization, then this income would be fully taxable as unrelated business taxable income under Section 512 of the Internal Revenue Code. If the shareholder is a foreign person, it would be subject to U.S. federal income tax at the maximum tax rate and withholding will be required on this income without reduction or exemption pursuant to any otherwise applicable income tax treaty.

The stock ownership limits applicable to us that are imposed by the Internal Revenue Code for REITs may restrict our business combination opportunities.

In order for us to maintain our qualification as a REIT under the Internal Revenue Code, not more than 50% in value of our outstanding shares may be owned, directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include certain entities) at any time during the last half of each taxable year after our first taxable year. In addition to the limitations on ownership under our Rights Plan, we expect that prior to the end of our first REIT year, our charter will have customary provisions designed to preserve our qualification as a REIT. We intend to seek shareholder approval at our 2019 annual meeting to amend our charter to include these customary provisions, but we cannot guarantee we will receive such approval. Such stock ownership limits might delay or prevent a transaction or a change in our control that might involve a premium price for our common stock or otherwise be in the best interests of our stockholders.

A REIT cannot invest more than 20% of its total assets in the stock or securities of one or more TRS.

A TRS is a corporation, other than a REIT or a qualified REIT subsidiary, in which a REIT owns the stock and with which the REIT jointly elects TRS status. The term also includes a corporate subsidiary in which the TRS owns more than a 35% interest.

A REIT may own up to 100% of the stock of one or more TRSs. A TRS may earn income that would not be qualifying income if it was earned directly by the parent REIT. Overall, at the close of any calendar quarter, no more than 20% of the value of a REIT's assets may consist of stock or securities of one or more TRSs.

The stock and securities of our TRSs are expected to represent less than 20% of the value of our total assets. Furthermore, we intend to monitor the value of our investments in the stock and securities of our TRSs to ensure compliance with the above-described limitation. We cannot assure you, however, that we will always be able to comply with the limitation so as to maintain REIT status.

TRSs are subject to tax at the regular corporate rates, are not required to distribute dividends, and the amount of dividends a TRS can pay to its parent REIT may be limited by REIT gross income tests.

A TRS must pay income tax at regular corporate rates on any income that it earns. Our TRSs will pay corporate income tax on their taxable income, and their after-tax net income will be available for distribution to us. In certain circumstances, the ability of our TRSs to deduct interest expense for federal income tax may be limited. Such income, however, is not required to be distributed.

Moreover, the annual gross income tests that must be satisfied to ensure REIT qualification may limit the amount of dividends that we can receive from our TRSs and still maintain our REIT status. Generally, not more than 25% of our gross income can be derived from non-real estate related sources, such as dividends from a TRS. If, for any taxable year, the dividends we received from our TRSs, when added to our other items of non-real estate related income, represented more than 25% of our total gross income for the year, we could be denied REIT status, unless we were able to demonstrate, among other things, that our failure of the gross income test was due to reasonable cause and not willful neglect.

The limitations imposed by the REIT gross income tests may impede our ability to distribute assets from our TRSs to us in the form of dividends. Certain asset transfers may, therefore, have to be structured as purchase and sale transactions upon which our TRSs recognize a taxable gain.

If interest accrues on indebtedness owed by a TRS to its parent REIT at a rate in excess of a commercially reasonable rate, or if transactions between a REIT and a TRS are entered into on other than arm's-length terms, the REIT may be subject to a penalty tax.

If interest accrues on an indebtedness owed by a TRS to its parent REIT at a rate in excess of a commercially reasonable rate, the REIT is subject to tax at a rate of 100% on the excess of (i) interest payments made by a TRS to its parent REIT over (ii) the amount of interest that would have been payable had interest accrued on the indebtedness at a commercially reasonable rate. A tax at a rate of 100% is also imposed on any transaction between a TRS and its parent REIT to the extent the transaction gives rise to deductions to the TRS that are in excess of the deductions that would have been allowable had the transaction been entered into on arm's-length terms. While we will scrutinize all of our transactions with our TRSs in an effort to ensure that we do not become subject to these taxes, there is no assurance that we will be successful. We may not be able to avoid application of these taxes.

There are uncertainties relating to the estimate of our accumulated earnings and profits attributable to our non-REIT years.

To qualify as a REIT, prior to the end of the taxable year ending December 31, 2019, we will be required to distribute to our shareholders of all of our accumulated earnings and profits attributable to non-REIT years. Based on an earnings and profits study we obtained from nationally recognized accountants, we do not believe that we will have any accumulated earnings and profits attributable to non-REIT years. While we currently believe and intend that we will satisfy the requirements relating to the distribution

of our non-REIT earnings and profits, the determination of the amount of accumulated earnings and profits attributable to non-REIT years is a complex factual and legal determination. There are substantial uncertainties relating to the computation of our accumulated earnings and profits attributable to non-REIT years, including the possibility that our actual taxable income and performance for our taxable periods ended on or prior to December 31, 2018 may be materially different from our current estimates and projections. We may have less than complete information at the time we intend to complete our analysis or may interpret the applicable law differently from the IRS. In addition, the IRS could, in auditing tax years through 2018, successfully assert that our taxable income should be increased, which could increase our non-REIT earnings and profits. Thus, we may fail to satisfy the requirement that we distribute all of our non-REIT earnings and profits by the close of our first taxable year as a REIT. Moreover, although there are procedures available to cure a failure to distribute all of our non-REIT earnings and profits, we cannot now determine whether we will be able to take advantage of them or the economic impact to us of doing so. If it is determined that we had undistributed non-REIT earnings and profits as of the end of any taxable year in which we elect to qualify as a REIT, and we are unable to cure the failure to distribute such earnings and profits, then we would fail to qualify as a REIT under the Internal Revenue Code.

Our dividends will no longer be eligible for the preferential rates applicable to qualified dividend income.

Qualified dividend income payable to U.S. stockholders that are individuals, trusts and estates is subject to the reduced maximum tax rate applicable to capital gains. In prior years, when we were taxed as a C corporation, our dividends generally were eligible for these reduced qualified dividend income rates. Dividends payable by REITs, however, generally are not eligible for the reduced qualified dividend rates. For taxable years before January 1, 2026, however, non-corporate taxpayers may deduct up to 20% of certain pass-through business income, including “qualified REIT dividends” (generally, dividends received by a REIT shareholder that are not designated as capital gain dividends or qualified dividend income), subject to certain limitations, resulting in an effective maximum U.S. federal income tax rate of 29.6% on such income (exclusive of the 3.8% Medicare tax).

Although the reduced U.S. federal income tax rate applicable to qualified dividend income does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including our common stock. Tax rates could be changed in future legislation.

New legislation or administrative or judicial action, in each instance potentially with retroactive effect, could make it more difficult or impossible for us to qualify as a REIT.

The present U.S. federal income tax treatment of REITs may be modified, possibly with retroactive effect, by legislative, judicial or administrative action at any time, which could affect the U.S. federal income tax treatment of an investment in our common stock. The U.S. federal tax rules that affect REITs are under review constantly by persons involved in the legislative process, the IRS and the U.S. Treasury Department, which results in statutory changes as well as frequent revisions to Treasury regulations and interpretations. Revisions in U.S. federal tax laws and interpretations thereof could cause us to change our investments and commitments, which could also affect the tax considerations of an investment in our stock. The tax reform informally known as the Tax Cuts and Jobs Act significantly changed the U.S. federal income tax laws applicable to businesses and their owners, including REITs and their stockholders. Additional technical corrections or other amendments to the Tax Cuts and Jobs Act or administrative guidance interpreting the Tax Cuts and Jobs Act may be forthcoming at any time. We cannot predict the long-term effect of the Tax Cuts and Jobs Act or any future law changes on REITs and their stockholders. Any such changes could have an adverse effect on the market value of our securities or our ability to make dividends to our shareholders.

Our ability to deduct our interest expense could be limited.

The Tax Cuts and Jobs Act imposes limitations on the deductibility of business interest expense. The new business interest expense limitation applies to net interest expense (i.e., interest expense in excess of interest income). Any disallowed interest expense may generally be carried forward to future taxable years, subject to additional requirements and limitations. Because our activities generate substantial amounts of interest income, it is anticipated that the deductibility of our interest expense generally will not be impacted by the new limitation. However, there can be no complete assurance that our activities will not produce net interest expense, the deductibility of which is limited by the new rules.

Our inability to deduct for tax purposes compensation paid to our executives could require us to increase our distributions to stockholders or pay entity level taxes in order to maintain REIT status.

Section 162(m) of the Internal Revenue Code prohibits publicly held corporations from taking a tax deduction for annual compensation in excess of \$1 million paid to any of the corporation’s “covered employees.” Prior to the enactment of the Tax Cuts and Jobs Act, a publicly held corporation’s covered employees included its chief executive officer and the three other most highly compensated executive officers (other than the chief financial officer), and certain performance-based compensation” was excluded

from the \$1 million cap. The Tax Cuts and Jobs Act made certain changes to Section 162(m), effective for taxable years beginning after December 31, 2017. These changes include, among others, expanding the definition of “covered employee” to include the chief financial officer and repealing the performance-based compensation exception to the \$1 million cap, subject to certain transition rules. The Tax Cuts and Jobs Act also added that once an individual becomes a covered employee after December 31, 2016, that individual will remain a covered employee for all future years including after termination or death.

In the future, if we make compensation payments subject to Section 162(m) limitations on deductibility, we will not be able to deduct such compensation payments from our taxable income that is subject to distribution requirements as a REIT. As a result, our REIT distribution requirements may exceed our earnings, which could result in a reduction of shareholders’ equity.

We may not be able to generate future taxable income to fully utilize NOL and NCL carryforwards.

As of December 31, 2018, we had an NOL carryforward of \$14.5 million that expires in 2028 and an NCL carryforward of \$424.2 million that begins to expire in 2019. We can utilize our NOL carryforward to reduce our REIT distribution requirement. In addition, we can utilize our NCL carryforward to reduce our net capital gain income that would be subject to income taxes to the extent it is not distributed to our shareholders. Utilizing our NOL and NCL carryforwards may allow us to reduce our required distributions to shareholders or income tax liability which would allow us to retain future taxable income as capital. However, we may not generate sufficient taxable income of the appropriate tax character to fully utilize these carryforwards prior to their expiration. To the extent that our NOL or NCL carryforwards expire unutilized, we may not fully realize the benefit of these tax attributes which could lead to higher annual distribution requirements or tax liabilities.

Our ability to use our tax benefits could be substantially limited if we experience an “ownership change.”

Our NOL and NCL carryforwards and certain recognized built-in losses may be limited by Sections 382 and 383 of the Internal Revenue Code if we experience an “ownership change.” In general, an “ownership change” occurs if 5% shareholders increase their collective ownership of the aggregate amount of the outstanding shares of our company by more than 50 percentage points looking back over the relevant testing period. If an ownership change occurs, our ability to use our NOLs, NCLs and certain recognized built-in losses to reduce our REIT distribution requirement or taxable income in a future year would be limited to a Section 382 limitation equal to the fair market value of our stock immediately prior to the ownership change multiplied by the long-term tax-exempt interest rate in effect for the month of the ownership change. The long-term tax-exempt rate for February 2019 is 2.51%. In the event of an ownership change, NOLs and NCLs that exceed the Section 382 limitation in any year will continue to be allowed as carryforwards for the remainder of the carryforward period and such losses can be used to offset taxable income for years within the carryforward period subject to the Section 382 limitation in each year. However, if the carryforward period for any NOL or NCL were to expire before that loss had been fully utilized, the unused portion of that loss would be lost. Our use of new NOLs or NCLs arising after the date of an ownership change would not be affected by the Section 382 limitation (unless there were another ownership change after those new losses arose).

We have a Rights Plan designed to protect against the occurrence of an ownership change. The Rights Plan is intended to act as a deterrent to any person or group acquiring 4.9% or more of our outstanding Class A common stock without the approval of our Board of Directors. See “Risks Related to our Business and Structure - Our Rights Plan could inhibit a change in our control” for information on our Rights Plan. The Rights Plan, however, does not protect against all transactions that could cause an ownership change, such as public issuances and repurchases of shares of Class A common stock. The Rights Plan may not be successful in preventing an ownership change within the meaning of Sections 382 and 383 of the Internal Revenue Code, and we may lose all or most of the anticipated tax benefits associated with our prior losses.

Based on our knowledge of our stock ownership, we do not believe that an ownership change has occurred since our losses were generated. Accordingly, we believe that at the current time there is no annual limitation imposed on our use of our NOLs and NCLs to reduce future taxable income. The determination of whether an ownership change has occurred or will occur is complicated and depends on changes in percentage stock ownership among shareholders. Other than the Rights Plan, there are currently no restrictions on the transfer of our stock that would discourage or prevent transactions that could cause an ownership change, although we may adopt such restrictions in the future. As discussed above, the Rights Plan is intended to discourage transactions that could cause an ownership change. In addition, we have not obtained, and currently do not plan to obtain, a ruling from the Internal Revenue Service, regarding our conclusion as to whether our losses are subject to any such limitations. Furthermore, we may decide in the future that it is necessary or in our interest to take certain actions that could result in an ownership change. Therefore, no assurance can be provided as to whether an ownership change has occurred or will occur in the future.

Preserving the ability to use our NOLs and NCLs may cause us to forgo otherwise attractive opportunities.

Limitations imposed by Sections 382 and 383 of the Internal Revenue Code may discourage us from, among other things, repurchasing our stock or issuing additional stock to raise capital or to acquire businesses or assets. Accordingly, our desire to preserve our NOLs and NCLs may cause us to forgo otherwise attractive opportunities.

If we are subject to local business, professional and occupation license tax, our operations could be materially and adversely affected.

On May 30, 2018, we received an assessment of approximately \$9.4 million from Arlington County, Virginia for a business, professional and occupation license (“BPOL”) tax for calendar year 2017. The BPOL tax is a local privilege tax on a business’ gross receipts for conducting business activities subject to licensure within Arlington County, where we are located. We have not been assessed or paid any such BPOL tax prior to calendar year 2017. During the second quarter of 2018, we filed an administrative appeal with Arlington County, which was denied by the County. We have since filed an administrative appeal with the Tax Commissioner of Virginia. We do not believe we are subject to the BPOL tax, and intend to fully contest the assessment. However, if we were to become subject to the BPOL tax, and required to pay the full \$9.4 million assessment for calendar year 2017 and subsequent periods (including calendar year 2018), our operations could be materially and adversely affected.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our executive and administrative office is located at 1001 Nineteenth Street North, Arlington, Virginia 22209. We lease our office space.

We sublease office space to Billings Capital Management, LLC (“BCM”), which is an investment management company owned and operated by Eric F. Billings, the Executive Chairman of our Board of Directors, and his sons. The lease term is month-to-month, based on the pro-rata share of the space occupied by BCM. The lease payments to us totaled approximately \$134 thousand for the year ended December 31, 2018.

ITEM 3. LEGAL PROCEEDINGS

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

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

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

Our Class A common stock is listed on the NYSE under the symbol "AI." As of January 31, 2019, there were approximately 112 record holders of our Class A common stock. However, most of the shares of our Class A common stock are held by brokers and other institutions on behalf of shareholders.

Commencing with our taxable year ending December 31, 2019, we intend to elect to be taxed as a REIT under the Internal Revenue Code. As a REIT, we will be required to distribute annually 90% of our REIT taxable income (subject to certain adjustments). So long as we continue to qualify as a REIT, we will generally not be subject to U.S. federal or state corporate income taxes on our taxable income that we distribute to our shareholders on a timely basis. At present, it is our intention to distribute 100% of our taxable income, although we will not be required to do so. We intend to make distributions of our taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year. We have not established a minimum dividend payment level and our ability to pay dividends may be adversely affected for the reasons described in "Item 1A Risk Factors." All distributions to shareholders will be made at the discretion of our Board of Directors and will depend upon our earnings, financial condition, maintenance of our REIT status and other factors as our Board of Directors may deem relevant from time to time.

In addition, holders of our 7.00% Series B Cumulative Perpetual Redeemable Preferred Stock are entitled to receive cumulative cash dividends at a rate of 7.00% per annum of its liquidation preference before holders of our common stock are entitled to receive any dividends.

Securities Authorized for Issuance Under Equity Compensation Plans

Information about securities authorized for issuance under our equity compensation plans is incorporated by reference from our Definitive Proxy Statement for the 2019 Annual Meeting of Shareholders.

Purchases of Equity Securities by the Issuer

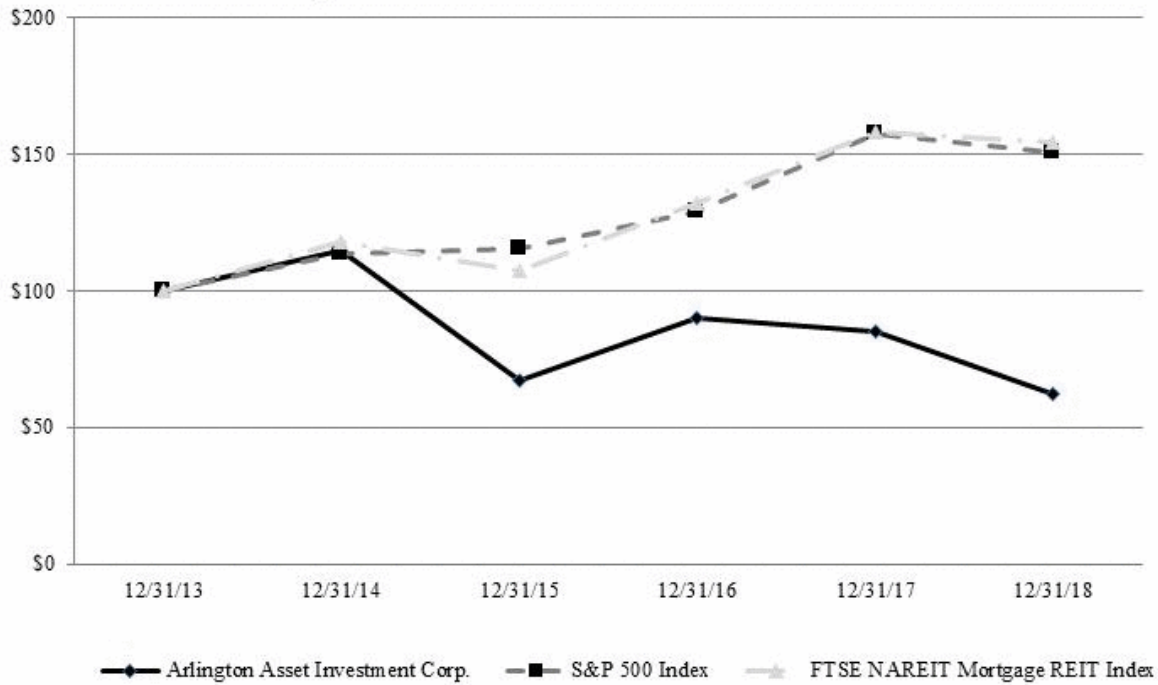
The Company's Board of Directors authorized a share repurchase program pursuant to which the Company may repurchase up to 2,000,000 shares of Class A common stock (the "Repurchase Program"). Repurchases under the Repurchase Program may be made from time to time on the open market and in private transactions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

Performance Graph

The following graph compares the cumulative total shareholder return for our Class A common stock from December 31, 2013 to December 31, 2018 with the comparable cumulative return of the Standard & Poor's ("S&P") 500 Stock Index and the FTSE NAREIT Mortgage REIT Index. The FTSE NAREIT Mortgage REIT Index is a free-float adjusted, market capitalization-weighted index of U.S. mortgage REITs, which include all tax-qualified REITs with more than 50% of total assets invested in mortgage loans or MBS secured by interests in real property.

The graph assumes \$100 invested on December 31, 2013 in our Class A common stock and \$100 invested at the same time in each of the above-mentioned indices, assuming that all dividends are reinvested.

Comparison of 5 Year Cumulative Total Return



	AI	S&P 500 Index	FTSE NAREIT Mortgage REIT Index
December 31, 2013	\$ 100.00	\$ 100.00	\$ 100.00
December 31, 2014	114.79	113.68	117.85
December 31, 2015	67.38	115.24	107.49
December 31, 2016	90.14	129.02	132.03
December 31, 2017	84.91	157.17	158.11
December 31, 2018	61.93	150.27	153.96

ITEM 6. SELECTED FINANCIAL DATA

SELECTED CONSOLIDATED FINANCIAL INFORMATION

(Dollars in thousands, except per share amounts)

	Year Ended December 31,				
	2018	2017	2016	2015	2014
Consolidated Statement of Comprehensive Income Data (audited)					
Interest income	\$ 130,953	\$ 121,248	\$ 105,336	\$ 121,263	\$ 105,577
Interest expense	84,825	51,514	29,222	18,889	11,391
Net interest income	46,128	69,734	76,114	102,374	94,186
Investment (loss) gain, net	(123,822)	5,874	(69,318)	(118,429)	(20,287)
General and administrative expenses	13,370	18,570	20,756	14,787	18,499
(Loss) income before income taxes	(91,064)	57,038	(13,960)	(30,842)	55,400
Income tax provision	733	39,603	27,387	38,561	47,647
Net (loss) income	(91,797)	17,435	(41,347)	(69,403)	7,753
Dividend on preferred stock	(590)	(251)	—	—	—
Net (loss) income (attributable) available to common stock	(92,387)	17,184	(41,347)	(69,403)	7,753
Other comprehensive loss, net of taxes	—	—	(12,371)	(23,501)	(10,397)
Comprehensive (loss) income	\$ (91,797)	\$ 17,435	\$ (53,718)	\$ (92,904)	\$ (2,644)
Basic (loss) earnings per common share	\$ (3.18)	\$ 0.67	\$ (1.79)	\$ (3.02)	\$ 0.39
Diluted (loss) earnings per common share	\$ (3.18)	\$ 0.66	\$ (1.79)	\$ (3.02)	\$ 0.38

	December 31,				
	2018	2017	2016	2015	2014
Consolidated Balance Sheet Data (audited)					
Agency MBS, at fair value	\$ 3,982,106	\$ 4,054,424	\$ 3,911,375	\$ 3,865,316	\$ 3,414,340
Private-label MBS, at fair value	24	76	1,266	130,553	267,437
Deferred tax assets, net	—	800	48,829	72,927	101,004
Total assets	4,099,450	4,160,529	4,116,951	4,178,336	3,992,295
Short-term secured debt	3,721,629	3,667,181	3,649,102	3,621,680	3,179,775
Long-term unsecured debt	74,104	73,880	73,656	73,433	39,167
Total stockholders' equity	274,444	386,317	358,813	459,428	620,671
Other Financial Data (unaudited)					
Book value per common share ⁽¹⁾	\$ 8.71	\$ 13.43	\$ 15.17	\$ 19.98	\$ 27.02
Tangible book value per common share ⁽²⁾	\$ 8.71	\$ 13.40	\$ 13.11	\$ 16.81	\$ 22.62
Market price per share of Class A common stock ⁽³⁾	\$ 7.24	\$ 11.78	\$ 14.82	\$ 13.23	\$ 26.61
Cash dividends declared per common share	\$ 1.675	\$ 2.275	\$ 2.50	\$ 3.00	\$ 3.50

- (1) Book value per common share is calculated as total shareholders' equity less the preferred stock liquidation preference divided by common shares outstanding. Common shares outstanding includes shares of Class A common stock and Class B common stock outstanding plus vested restricted stock units convertible into shares of Class A common stock less unvested restricted shares of Class A common stock.
- (2) Tangible book value represents total shareholders' equity less the preferred stock liquidation preference and net deferred tax assets.
- (3) Represents the last reported sale price of the Company's Class A common stock on the NYSE as of the year ended on the indicated date.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are an investment firm that focuses on acquiring and holding a levered portfolio of residential MBS, consisting of agency MBS and private-label MBS. Agency MBS include residential mortgage pass-through certificates for which the principal and interest payments are guaranteed by either a U.S. government sponsored enterprise ("GSE"), such as the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac"), or by a U.S. government agency, such as the Government National Mortgage Association ("Ginnie Mae"). Private-label MBS, or non-agency MBS, include residential MBS that are not guaranteed by a GSE or the U.S. government. As of December 31, 2018, nearly all of our investment capital was allocated to agency MBS.

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

For our tax years ended December 31, 2018 and earlier, we were taxed as a C corporation for U.S. federal tax purposes. Commencing with our taxable year ending December 31, 2019, we intend to elect to be taxed as a REIT under the Internal Revenue Code. As a REIT we will be required to distribute annually 90% of our REIT taxable income (subject to certain adjustments). So long as we continue to qualify as a REIT, we will generally not be subject to U.S. Federal or state corporate income taxes on our taxable income that we distribute to our shareholders on a timely basis. At present, it is our intention to distribute 100% of our taxable income, although we will not be required to do so. We intend to make distributions of our taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year.

We are a Virginia corporation that is internally managed company and do not have an external investment advisor.

Factors that Affect our Results of Operations and Financial Condition

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

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

Current Market Conditions and Trends

The 10-year U.S. Treasury rate was 2.69% as of December 31, 2018, a 28 basis point increase from the prior year end. The U.S. rate curve continued to flatten during the year as the spread between the 2-year and 10-year U.S. Treasury rate narrowed 32 basis points with the short-end outpacing the long-end of the interest rate curve. The spread between 10-year U.S. Treasury rates and interest rate swaps widened three basis during the year with the 10-year swap rate ending at 2.71%. Interest rate and market volatility were at heightened levels during 2018. Reduced Federal Reserve support for agency MBS, rate volatility and other factors led to the spread between the market yield on agency MBS and benchmark interest rates widening meaningfully during 2018 resulting in the pricing of agency MBS underperforming interest rate hedges.

On December 19, 2018, the Federal Open Market Committee ("FOMC") announced that it was raising the target federal funds rate by 25 basis points to a range of 2.25% to 2.50%, its fourth 25 basis point increase in 2018. The FOMC commented that the labor market has continued to strengthen and that economic activity has been rising at a strong rate. In its statement, the FOMC stated that some further gradual increases in the target range for the federal funds rate will be consistent with sustained expansion of economic activity, strong labor market conditions, and inflation near its 2% objective over the medium term. In determining the timing and size of future adjustments to the target range for the federal funds rate, the FOMC is expected to assess realized and expected economic conditions relative to its maximum employment objective and its symmetric 2% inflation objective. Based on federal funds futures prices, a majority of market participants currently expect that the FOMC will keep the target federal funds rate unchanged during 2019 with a relatively equal minority of market participants currently expecting that the FOMC will either raise or lower the target federal

funds rate one time during 2019. In its December 19, 2018 statement, the FOMC stated that it is continuing to execute its previously announced balance sheet normalization policy of gradually decreasing its reinvestment of U.S. Treasury securities and agency MBS.

Prepayment speeds in the fixed-rate residential mortgage market during 2018 decreased from the prior year driven primarily by a decline in refinancing volumes due to an increase in mortgage rates. Housing prices continue to improve as evidenced by the S&P CoreLogic Case-Shiller U.S. National Home Price NSA index reporting a 5.2% annual gain in November 2018 and the overall index reaching a historical high. The favorable economy, moderate mortgage rates and low supply of homes for sale have driven the continued gains in housing although the increases in housing prices has begun to slow. However, reduced affordability is beginning to slow sales of both new and existing single family homes.

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

	<u>December 31,</u> <u>2017</u>	<u>March 31,</u> <u>2018</u>	<u>June 30,</u> <u>2018</u>	<u>September 30,</u> <u>2018</u>	<u>December 31,</u> <u>2018</u>	<u>Change - Fourth</u> <u>Quarter 2018</u>
30-Year FNMA Fixed Rate MBS (1)						
3.5%	\$ 102.73	\$ 100.20	\$ 99.45	\$ 98.39	\$ 99.83	\$ 1.44
4.0%	104.61	102.61	101.92	100.95	101.83	0.88
4.5%	106.42	104.70	104.08	103.14	103.45	0.31
5.0%	107.48	106.83	105.95	104.98	104.64	(0.34)
U.S. Treasury Rates (UST)						
2-year UST	1.89%	2.27%	2.53%	2.82%	2.49%	(0.33)%
3-year UST	1.98%	2.38%	2.62%	2.88%	2.46%	(0.42)%
5-year UST	2.21%	2.56%	2.74%	2.95%	2.51%	(0.44)%
7-year UST	2.33%	2.69%	2.82%	3.02%	2.59%	(0.43)%
10-year UST	2.41%	2.74%	2.86%	3.06%	2.69%	(0.37)%
30-year UST	2.74%	2.97%	2.99%	3.21%	3.02%	(0.19)%
2-year to 10-year UST Spread	0.52%	0.47%	0.33%	0.24%	0.20%	(0.04)%
Interest Rate Swap Rates						
2-year Swap	2.08%	2.58%	2.81%	2.99%	2.66%	(0.33)%
3-year Swap	2.17%	2.66%	2.86%	3.05%	2.59%	(0.46)%
5-year Swap	2.24%	2.71%	2.89%	3.07%	2.57%	(0.50)%
7-year Swap	2.31%	2.73%	2.90%	3.09%	2.62%	(0.47)%
10-year Swap	2.40%	2.79%	2.93%	3.12%	2.71%	(0.41)%
30-year Swap	2.54%	2.82%	2.93%	3.13%	2.84%	(0.29)%
2-year Swap to 2-year UST Spread	0.19%	0.31%	0.28%	0.17%	0.17%	—
10-year Swap to 10-year UST Spread	(0.01)%	0.05%	0.07%	0.06%	0.02%	(0.04)%
London Interbank Offered Rates (LIBOR)						
1-month LIBOR	1.56%	1.88%	2.09%	2.26%	2.50%	0.24%
3-month LIBOR	1.69%	2.31%	2.34%	2.40%	2.81%	0.41%

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

Recent Regulatory Activity

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

Executive Summary

The following are some key financial highlights for the year ended December 31, 2018:

- \$8.71 per common share of book value as of December 31, 2018, a decrease of 35.0% from the prior year, primarily driven by a net investment loss on the Company's hedged investment portfolio due to the underperformance of the pricing of the Company's agency MBS investments relative to its interest rate hedges due to agency MBS spread widening
- \$1.675 of declared dividends per common share, resulting in an economic loss of 22.5% measured as the change in tangible book value per common share plus dividends declared during the year

- \$3.18 per diluted common share of GAAP net loss
- \$2.06 per diluted common share of non-GAAP core operating income ⁽¹⁾
- Net interest income of \$46.1 million compared to \$69.7 million in the prior year, driven primarily by:
 - a 90 basis point increase in weighted average short-term secured financing costs resulting primarily from hikes in the targeted federal funds rate from the Federal Reserve, partially offset by
 - higher weighted average asset yields on our investments in agency MBS (3.10% versus 2.84%) due to current year reinvestments at higher current yields
- Economic net interest income, which includes TBA dollar roll income and net interest income earned or expense incurred from interest rate swaps, of \$73.3 million compared to \$73.7 million in the prior year ⁽¹⁾

As of December 31, 2018, our agency MBS investment portfolio totaled \$3,982 million in fair value, consisting solely of specified agency MBS. Although we did not have a net long TBA agency MBS position as of December 31, 2018, we allocated 21% of our average agency MBS investments towards TBA agency MBS during the year ended December 31, 2018 to take advantage of higher risk adjusted returns in the TBA dollar roll market as compared to owning specified agency MBS financed with repurchase agreements. We generated TBA dollar roll income of \$20.9 million during the year ended December 31, 2018 compared to \$21.3 million in the prior year. For GAAP reporting purposes, TBA dollar roll income is reported as a component of our investment gain (loss), net on our consolidated statements of comprehensive income and is not a component of our net interest income.

As of December 31, 2018, we had \$3,722 million of repurchase agreement financing outstanding. We maintain a substantial hedge position consisting primarily of interest rate swaps coupled with short positions in U.S. Treasury note futures to mitigate the interest rate sensitivity of our cost of borrowing and the value of our fixed-rate agency MBS portfolio over the long-term. As of December 31, 2018, we had \$3,100 million in notional amount of interest rate swaps with a weighted average fixed pay rate of 2.07% and a weighted average maturity of 6.6 years, which has the economic effect of locking into a fixed cost of funding on our repurchase agreement financing for the term of the interest rate swap agreements and, thereby, mitigating the impact of rising interest rates on the cost of our borrowings. We earned net interest income from our interest rate swaps of \$6.3 million for the year ended December 31, 2018 compared to incurring \$17.3 million of net interest expense from our interest rate swaps in the prior year. For GAAP reporting purposes, the net interest income earned or expense incurred from interest rate swap agreements is reported as a component of our investment gain (loss), net on our consolidated statements of comprehensive income and is not a component of our net interest income.

Excluding TBA dollar roll income and interest rate swap net interest income included in non-GAAP core operating income, we had net investment losses on our investment portfolio of \$178.8 million and net investment gains on our related interest rate hedging instruments of \$27.8 million for a net investment loss on our hedged investment portfolio of \$151.0 million, or \$5.20 per diluted common share, for the year ended December 31, 2018.

On December 27, 2018, our Board of Directors approved a plan for us to elect to be taxed and to operate in a manner that will allow us to qualify as a REIT for U.S. federal income tax purposes commencing with our taxable year ending December 31, 2019. For taxable years ended December 31, 2018 and prior, we were subject to taxation as a corporation under Subchapter C of the Internal Revenue Code. With the expectation that we would utilize our NOL carryforwards as a C Corporation in 2019, the Board of Directors believes that our plan to elect to be taxed as a REIT is the best long-term tax structure for both us and our shareholders. As a result of our announcement that we expect to be taxed as a REIT beginning January 1, 2019, our deferred tax assets and liabilities were eliminated as of December 31, 2018.

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

Portfolio Overview

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

	December 31, 2018	December 31, 2017
Specified agency MBS	\$ 3,982,106	\$ 4,054,424
Net long agency TBA dollar roll positions (1)	—	1,296,978
Total agency investment portfolio	3,982,106	5,351,402
Private-label interest-only MBS	24	76
Total MBS investment portfolio	\$ 3,982,130	\$ 5,351,478

- (1) Represents the fair value of the agency MBS which underlie our TBA forward purchase and sale commitments executed as dollar roll transactions. In accordance with GAAP, our TBA forward purchase and sale commitments are reflected on the consolidated balance sheets as a component of “derivative assets, at fair value” and “derivative liabilities, at fair value,” with a collective net asset carrying value of \$438 and \$609 as of December 31, 2018 and 2017, respectively.

Agency MBS Investment Portfolio

Our specified agency MBS consisted of the following as of December 31, 2018 (dollars in thousands):

	Unpaid Principal Balance	Net Unamortized Purchase Premiums	Amortized Cost Basis	Net Unrealized Gain (Loss)	Fair Value	Market Price	Coupon	Weighted Average Expected Remaining Life
30-year fixed rate:								
3.5%	\$ 334,614	\$ 6,396	\$ 341,010	\$ (5,830)	\$ 335,180	\$ 100.17	3.50%	8.0
4.0%	2,096,002	100,805	2,196,807	(48,257)	2,148,550	102.51	4.00%	7.3
4.5%	1,436,241	74,566	1,510,807	(12,446)	1,498,361	104.33	4.50%	6.5
5.5%	14	—	14	1	15	107.59	5.50%	5.7
Total/weighted-average	<u>\$ 3,866,871</u>	<u>\$ 181,767</u>	<u>\$ 4,048,638</u>	<u>\$ (66,532)</u>	<u>\$ 3,982,106</u>	102.98	4.14%	7.1
	Unpaid Principal Balance	Net Unamortized Purchase Premiums	Amortized Cost Basis	Net Unrealized Gain (Loss)	Fair Value	Market Price	Coupon	Weighted Average Expected Remaining Life
Fannie Mae	\$ 2,233,788	\$ 106,038	\$ 2,339,826	\$ (36,056)	\$ 2,303,770	\$ 103.13	4.18%	7.0
Freddie Mac	1,633,083	75,729	1,708,812	(30,476)	1,678,336	102.77	4.10%	7.2
Total/weighted-average	<u>\$ 3,866,871</u>	<u>\$ 181,767</u>	<u>\$ 4,048,638</u>	<u>\$ (66,532)</u>	<u>\$ 3,982,106</u>	102.98	4.14%	7.1

The actual CPR for the Company’s agency MBS was 9.42% for the year ended December 31, 2018 compared to 9.26% for the year ended December 31, 2017. As of December 31, 2018, the Company’s agency MBS was comprised of securities specifically selected for their relatively lower propensity for prepayment, which includes approximately 87% in specified pools of low balance loans while the remainder includes specified pools of loans originated in certain geographical areas, loans refinanced through the U.S. Government sponsored Home Affordable Refinance Program or with other characteristics selected for their relatively lower propensity for prepayment.

Our agency MBS investment portfolio may also include net long TBA positions, which are primarily the result of executing sequential series of “dollar roll” transactions that are settled on a net basis. In accordance with GAAP, we account for our net long TBA positions as derivative instruments. As of December 31, 2018, we did not have any net long TBA agency positions.

Economic Hedging Instruments

The Company attempts to hedge a portion of its exposure to interest rate fluctuations associated with its agency MBS primarily through the use of interest rate hedging instruments. Specifically, these interest rate hedging instruments are intended to economically hedge changes, attributable to changes in benchmark interest rates, in agency MBS fair values and future interest cash flows on the Company’s short-term financing arrangements. As of December 31, 2018, the interest rate hedging instruments primarily used by the Company were centrally cleared interest rate swap agreements and exchange-traded 10-year U.S. Treasury note futures.

The Company's interest rate swap agreements represent agreements to make semiannual interest payments based upon a fixed interest rate and receive quarterly variable interest payments based upon the prevailing three-month LIBOR on the date of reset. Information about the Company's outstanding interest rate swap agreements in effect as of December 31, 2018 is as follows (dollars in thousands):

	Notional Amount	Weighted-average:			Remaining Life (Years)
		Fixed Pay Rate	Variable Receive Rate	Net Receive (Pay) Rate	
Years to maturity:					
Less than 3 years	\$ 1,050,000	1.53%	2.60%	1.07%	1.5
3 to less than 7 years	325,000	2.00%	2.73%	0.73%	4.4
7 to less than 10 years	1,600,000	2.35%	2.70%	0.35%	8.5
10 or more years	125,000	3.02%	2.66%	(0.36)%	29.6
Total / weighted-average	\$ 3,100,000	2.07%	2.67%	0.60%	6.6

In addition to interest rate swap agreements, the Company also has exchange-traded U.S. Treasury note futures that are short positions that mature on a quarterly basis. Upon the maturity date of these futures contracts in March 2019, the Company has the option to either net settle each contract in cash in an amount equal to the difference between the current fair value of the underlying U.S. Treasury note and the contractual sale price inherent to the futures contract, or to physically settle the contract by delivering the underlying U.S. Treasury note. Information about the Company's outstanding U.S. Treasury note futures contracts as of December 31, 2018 is as follows (dollars in thousands):

	Maturity date	Notional Amount
10-year U.S. Treasury note futures	March 2019	320,000

Results of Operations

Net Interest Income

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

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

Investment Gain (Loss), Net

"Investment gain (loss), net" primarily consists of periodic changes in the fair value (whether realized or unrealized) of investments in MBS classified as trading securities and periodic changes in the fair value (whether realized or unrealized) of derivative instruments, gains (losses) realized upon the sale of investments in MBS classified as available-for-sale, and other-than-temporary impairment charges for investments in MBS classified as available-for-sale.

General and Administrative Expenses

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

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

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

Comparison of the years ended December 31, 2018 and 2017

The following table presents the net income (loss) available (attributable) to common stock reported for the years ended December 31, 2018 and 2017, respectively (dollars in thousands, except per share amounts):

	Year Ended December 31,	
	2018	2017
Interest income	\$ 130,953	\$ 121,248
Interest expense	84,825	51,514
Net interest income	46,128	69,734
Investment (loss) gain, net	(123,822)	5,874
General and administrative expenses	13,370	18,570
(Loss) income before income taxes	(91,064)	57,038
Income tax provision	733	39,603
Net (loss) income	(91,797)	17,435
Dividend on preferred stock	(590)	(251)
Net (loss) income (attributable) available to common stock	(92,387)	17,184
Diluted (loss) earnings per common share	\$ (3.18)	\$ 0.66
Weighted-average diluted common shares outstanding	29,052	26,011

GAAP Net Interest Income

Net interest income determined in accordance with GAAP (“GAAP net interest income”) decreased \$23.6 million, or 33.9%, from \$69.7 million for the year ended December 31, 2017 to \$46.1 million for the year ended December 31, 2018. The decrease from the comparative period is primarily attributable to a 90 basis point increase in the average interest costs of our short-term secured financing arrangements due primarily to an increase in prevailing benchmark short-term interest rates, partially offset by an increase in the average asset yields of our specified agency MBS due to reinvestments from portfolio repositioning and monthly paydowns into higher current investment yields as a result of a rise in long-term interest rates and widening agency MBS spreads.

The components of GAAP net interest income from our MBS portfolio is summarized in the following table for the periods indicated (dollars in thousands):

	Year Ended December 31,					
	2018			2017		
	Average Balance	Income (Expense)	Yield (Cost)	Average Balance	Income (Expense)	Yield (Cost)
Agency MBS	\$ 4,199,274	\$ 130,258	3.10%	\$ 4,258,079	\$ 120,968	2.84%
Other	—	695		—	280	
	\$ 4,199,274	130,953	3.12%	\$ 4,258,079	121,248	2.85%
Short-term secured debt	\$ 3,817,870	(79,812)	(2.06)%	\$ 3,950,139	(46,648)	(1.16)%
Long-term unsecured debt	74,001	(5,013)	(6.77)%	73,778	(4,866)	(6.60)%
	\$ 3,891,871	(84,825)	(2.15)%	\$ 4,023,917	(51,514)	(1.26)%
Net interest income/spread (1)		\$ 46,128	1.06%		\$ 69,734	1.69%
Net interest margin (1)			1.22%			1.75%

- (1) Net interest income/spread and net interest margin excludes interest on long-term unsecured debt.

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

	Year Ended December 31, 2018		
	vs.		
	Year Ended December 31, 2017		
	Rate	Volume	Total Change
Agency MBS	\$ 10,961	\$ (1,671)	\$ 9,290
Other	415	—	415
Short-term secured debt	(34,685)	1,521	(33,164)
Long-term unsecured debt	(132)	(15)	(147)
	<u>\$ (23,441)</u>	<u>\$ (165)</u>	<u>\$ (23,606)</u>

Economic Net Interest Income

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

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

	Year Ended December 31,					
	2018			2017		
	Average Balance	Income (Expense)	Yield (Cost)	Average Balance	Income (Expense)	Yield (Cost)
Agency MBS	\$4,199,274	\$ 130,258	3.10%	\$4,258,079	\$ 120,968	2.84%
TBA dollar rolls (1)	1,138,229	20,929	1.84%	985,610	21,291	2.16%
Other	—	695		—	280	
Short-term secured debt	3,817,870	(79,812)	(2.06)%	3,950,139	(46,648)	(1.16)%
Interest rate swaps (2)	3,457,218	6,266	0.18%	3,472,936	(17,334)	(0.50)%
Long-term unsecured debt	74,001	(5,013)	(6.77)%	73,778	(4,866)	(6.60)%
Economic net interest income/margin (3)		<u>\$ 73,323</u>	1.47%		<u>\$ 73,691</u>	1.50%

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

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

	Year Ended December 31, 2018		
	vs.		
	Year Ended December 31, 2017		
	Rate	Volume	Total Change
Agency MBS	\$ 10,961	\$ (1,671)	\$ 9,290
TBA dollar rolls	(3,659)	3,297	(362)
Other	415	—	415
Short-term secured debt	(34,685)	1,521	(33,164)
Interest rate swaps	23,522	78	23,600
Long-term unsecured debt	(132)	(15)	(147)
	<u>\$ (3,578)</u>	<u>\$ 3,210</u>	<u>\$ (368)</u>

Economic net interest income for the year ended December 31, 2018 decreased relative to the prior year primarily due to higher financing costs on the unhedged portion of our short-term secured financing arrangements and implied TBA financing driven primarily by an increase in prevailing benchmark short-term interest rates, partially offset by higher average portfolio balances primarily driven by deployment of capital raised during the periods and an increase in the average asset yields of our specified agency MBS.

Investment Gain (Loss), Net

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

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

	Year Ended December 31,	
	2018	2017
(Losses) gains on trading investments, net	\$ (114,522)	\$ 2,424
TBA and specified agency MBS commitments, net:		
TBA dollar roll income	20,929	21,291
Other losses from TBA and specified agency MBS commitments, net	(64,627)	(4,580)
Total (losses) gains on TBA and specified agency MBS commitments, net	<u>(43,698)</u>	<u>16,711</u>
Interest rate derivatives:		
Net interest income (expense) on interest rate swaps	6,266	(17,334)
Other gains from interest rate derivative instruments, net	27,775	3,847
Total gains (losses) on interest rate derivatives, net	<u>34,041</u>	<u>(13,487)</u>
Other, net	357	226
Investment (loss) gain, net	<u>\$ (123,822)</u>	<u>\$ 5,874</u>

During the year ended December 31, 2018, MBS spreads widened meaningfully which resulted in the underperformance of our investments in agency MBS and TBA commitments relative to our interest rate hedging instruments. During the year ended December 31, 2017, MBS spreads tightened modestly which resulted in the outperformance of our investments in agency MBS and TBA commitments relative to our interest rate hedging instruments.

General and Administrative Expenses

General and administrative expenses decreased by \$5.2 million, or 28.0%, from \$18.6 million for the year ended December 31, 2017 to \$13.4 million for the year ended December 31, 2018.

Compensation and benefits expensed decreased by \$4.9 million, or 37.1%, from \$13.2 million for the year ended December 31, 2017 to \$8.3 million for the year ended December 31, 2018. The decrease in compensation and benefits expenses for the year ended

December 31, 2018 is mostly attributable to decreases in employee long-term performance oriented stock-based compensation and annual cash incentive compensation. Employee stock-based compensation decreased by \$3.1 million for the year ended December 31, 2018 compared to the prior year primarily due to the Company not expecting to achieve certain performance measures. Employee annual cash incentive compensation decreased \$1.8 million during the year ended December 31, 2018 as compared to the prior year due to not achieving specific annual performance measures and overall Company performance.

Other general and administrative expenses decreased by \$0.4 million, or 7.4%, from \$5.4 million for the year ended December 31, 2017 to \$5.0 million for the year ended December 31, 2018.

Income Tax Provision

For its taxable years ended December 31, 2018 and earlier, we were subject to taxation as a corporation under Subchapter C of the Internal Revenue Code. For our taxable year ended December 31, 2018, we had NOL and NCL carryforwards that allowed us to eliminate any income tax liability for the year. On December 27, 2018, our Board of Directors approved a plan for us to elect to be taxed and to operate in a manner that will allow us to qualify as a REIT under the Internal Revenue Code commencing with our taxable year ending December 31, 2019. Since all significant actions necessary for us to qualify as a REIT effective January 1, 2019 were met as of December 31, 2018, we eliminated our deferred assets and liabilities as of that date. Accordingly, our income tax provision for the year ended December 31, 2018 of \$733 consists primarily of the elimination of our net deferred tax asset as of the beginning of the year.

For our taxable year ended December 31, 2017, we were subject to taxation as a corporation under Subchapter C of the Internal Revenue Code. For our taxable year ended December 31, 2017, we had NOL and NCL carryforwards that allowed us to eliminate any income tax liability for the year except for the taxable income subject to the federal alternative minimum tax. For the year ended December 31, 2017, we recognized an income tax provision of \$39.6 million, which includes an increase in the valuation allowance against the deferred tax assets of \$16.8 million. During the year ended December 31, 2017, we determined that we should record a full valuation allowance against our deferred tax assets that are capital in nature consisting of our NCL carryforwards and temporary GAAP to tax differences that are expected to result in capital losses in future periods. The increase to the valuation allowance during the year ended December 31, 2017 is attributable primarily to the determination to record a full valuation allowance instead of a partial valuation allowance against our deferred tax assets that are capital in nature.

Comparison of the years ended December 31, 2017 and 2016

The following table presents the total comprehensive income (loss) reported for the years ended December 31, 2017 and 2016, respectively (dollars in thousands, except per share amounts):

	Year Ended December 31,	
	2017	2016
Interest income	\$ 121,248	\$ 105,336
Interest expense	51,514	29,222
Net interest income	69,734	76,114
Investment gain (loss), net	5,874	(69,318)
General and administrative expenses	18,570	20,756
Income (loss) before income taxes	57,038	(13,960)
Income tax provision	39,603	27,387
Net income (loss)	17,435	(41,347)
Dividend on preferred stock	(251)	—
Net income (loss) available (attributable) to common stock	17,184	(41,347)
Other comprehensive loss, net of taxes	—	(12,371)
Comprehensive income (loss)	\$ 17,435	\$ (53,718)
Diluted earnings (loss) per common share	\$ 0.66	\$ (1.79)
Weighted-average diluted common shares outstanding	26,011	23,051

GAAP Net Interest Income

Net interest income determined in accordance with GAAP ("GAAP net interest income") decreased \$6.4 million, or 8.4%, from \$76.1 million for the year ended December 31, 2016 to \$69.7 million for the year ended December 31, 2017. The decrease from the comparative period is primarily attributable to a 46 basis point increase in the average interest costs of our short-term secured financing arrangements due primarily to an increase in prevailing benchmark short-term interest rates, partially offset by an increase in the average balance and asset yields of our specified agency MBS.

The components of GAAP net interest income from our MBS portfolio is summarized in the following table for the periods indicated (dollars in thousands):

	Year Ended December 31,					
	2017			2016		
	Average Balance	Income (Expense)	Yield (Cost)	Average Balance	Income (Expense)	Yield (Cost)
Agency MBS	\$ 4,258,079	\$ 120,968	2.84%	\$ 3,597,293	\$ 97,053	2.70%
Private-label MBS	788	101	12.73%	74,889	7,910	10.56%
Other	—	179		—	373	
	<u>\$ 4,258,867</u>	<u>121,248</u>	2.85%	<u>\$ 3,672,182</u>	<u>105,336</u>	2.87%
Short-term secured debt	\$ 3,950,139	(46,648)	(1.16)%	\$ 3,426,579	(24,433)	(0.70)%
Long-term unsecured debt	73,778	(4,866)	(6.60)%	73,554	(4,789)	(6.51)%
	<u>\$ 4,023,917</u>	<u>(51,514)</u>	(1.26)%	<u>\$ 3,500,133</u>	<u>(29,222)</u>	(0.82)%
Net interest income/spread (1)		<u>\$ 69,734</u>	1.69%		<u>\$ 76,114</u>	2.17%
Net interest margin (1)			1.75%			2.20%

(1) Net interest income/spread and net interest margin excludes interest on long-term unsecured debt.

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

	Year Ended December 31, 2017		
	vs.		
	Year Ended December 31, 2016		
	Rate	Volume	Total Change
Agency MBS	\$ 6,087	\$ 17,828	\$ 23,915
Private-label MBS	17	(7,826)	(7,809)
Other	(194)	—	(194)
Short-term secured debt	(18,481)	(3,734)	(22,215)
Long-term unsecured debt	(62)	(15)	(77)
	<u>\$ (12,633)</u>	<u>\$ 6,253</u>	<u>\$ (6,380)</u>

Economic Net Interest Income

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

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

	Year Ended December 31,					
	2017			2016		
	Average Balance	Income (Expense)	Yield (Cost)	Average Balance	Income (Expense)	Yield (Cost)
Agency MBS	\$ 4,258,079	\$ 120,968	2.84%	\$ 3,597,293	\$ 97,053	2.70%
TBA dollar rolls (1)	985,610	21,291	2.16%	788,338	19,261	2.44%
Private-label MBS	788	101	12.73%	74,889	7,910	10.56%
Other	—	179		—	373	
Short-term secured debt	3,950,139	(46,648)	(1.16)%	3,426,579	(24,433)	(0.70)%
Interest rate swaps (2)	3,472,936	(17,334)	(0.50)%	2,096,001	(17,825)	(0.85)%

Long-term unsecured debt	73,778	(4,866)	(6.60)%	73,554	(4,789)	(6.51)%
Economic net interest income/margin (3)		<u>\$ 73,691</u>	1.50%		<u>\$ 77,550</u>	1.88%

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

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

	Year Ended December 31, 2017			Year Ended December 31, 2016		
	vs.					
	Rate	Volume	Total Change	Rate	Volume	Total Change
Agency MBS	\$ 6,087	\$ 17,828	\$ 23,915			
TBA dollar rolls	(2,791)	4,821	2,030			
Private-label MBS	17	(7,826)	(7,809)			
Other	(194)	—	(194)			
Short-term secured debt	(18,481)	(3,734)	(22,215)			
Interest rate swaps	12,201	(11,710)	491			
Long-term unsecured debt	(62)	(15)	(77)			
	<u>\$ (3,223)</u>	<u>\$ (636)</u>	<u>\$ (3,859)</u>			

Economic net interest income for 2017 decreased relative 2016 due primarily to:

- Higher financing costs of our short-term secured financing arrangements and implied TBA financing driven primarily by an increase in prevailing benchmark short-term interest rates, partially offset by higher variable leg receive rates on our interest rate swap agreements; and
- A higher ratio of the weighted average notional amount of interest rate swap agreements relative to the weighted average of our short-term secured borrowings (88% for the year ended December 31, 2017 as compared to 61% for the year ended December 31, 2016). During 2016, a greater proportion of our overall hedging instrument population was allocated to instruments other than interest rate swaps, such as 10-year U.S. Treasury note futures. The economic cost or benefit of hedging instruments other than interest rate swap agreements do not affect the computation of economic net interest income; accordingly, economic net interest income computed for 2017 is not directly comparable to the amount computed for 2016.

Investment Gain (Loss), Net

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

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

	Year Ended December 31,	
	2017	2016
Gains (losses) on trading investments, net	\$ 2,424	\$ (41,249)
TBA and specified agency MBS commitments, net:		
TBA dollar roll income	21,291	19,261
Other losses from TBA and specified agency MBS commitments, net	(4,580)	(28,805)
Total gains (losses) on TBA and specified agency MBS commitments, net	16,711	(9,544)
Interest rate derivatives:		
Net interest expense on interest rate swaps	(17,334)	(17,825)
Other gains (losses) from interest rate derivative instruments, net	3,847	(4,291)
Total losses on interest rate derivatives, net	(13,487)	(22,116)
Realized gains on sale of available-for-sale investments, net	—	4,777
OTTI Charge on available-for-sale securities	—	(1,737)
Other, net	226	551
Investment gain (loss), net	\$ 5,874	\$ (69,318)

During the year ended December 31, 2017, MBS spreads narrowed slightly which resulted in a moderate outperformance of our investments in agency MBS and TBA commitments relative to our interest rate hedging instruments. During the year ended December 31, 2016, MBS spreads widened which resulted in the underperformance of our investments in agency MBS and TBA commitments relative to our interest rate hedging instruments.

General and Administrative Expenses

General and administrative expenses decreased by \$2.2 million, or 10.6%, from \$20.8 million for the year ended December 31, 2016 to \$18.6 million for the year ended December 31, 2017.

Compensation and benefits expensed increased by \$1.7 million, or 14.8%, from \$11.5 million for the year ended December 31, 2016 to \$13.2 million for the year ended December 31, 2017. The increase in compensation and benefits expenses for the year ended December 31, 2017 is mostly attributable to increases in long-term performance oriented stock-based compensation. Employee stock-based compensation increased by \$1.0 million for the year ended December 31, 2017 compared to the prior year primarily due to an increase in performance-based stock-based compensation due to improvement in the expected achievement of the specific performance criteria.

Other general and administrative expenses decreased by \$3.8 million, or 41.3%, from \$9.2 million for the year ended December 31, 2016 to \$5.4 million for the year ended December 31, 2017, primarily due to non-recurring proxy contest related expenses in the prior year. During the year ended December 31, 2016, we incurred \$4.0 million in expenses stemming from the 2016 proxy contest that are in excess of the level of expenses normally incurred for an annual meeting of shareholders.

Income Tax Provision

We recognized an income tax provision of \$39.6 million and \$27.4 million for the years ended December 31, 2017 and 2016, respectively. The income tax provision for the years ended December 31, 2017 and 2016 includes an increase in the valuation allowance against the deferred tax assets of \$16.8 million and \$35.6 million, respectively. During the year ended December 31, 2017, the Company determined that it should record a full valuation allowance against its deferred tax assets that are capital in nature consisting of its NCL carryforwards and temporary GAAP to tax differences that are expected to result in capital losses in future periods. The increase to the valuation allowance during the year ended December 31, 2017 is attributable primarily to the determination to record a full valuation allowance instead of a partial valuation allowance against its deferred tax assets that are capital in nature. The increase to the valuation allowance during the year ended December 31, 2016 is attributable primarily to net capital losses generated during the period.

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

Other Comprehensive Loss

During the year ended December 31, 2016, we had securities that were classified as available-for-sale that were all sold as of December 31, 2016. Other comprehensive loss was \$12.4 million for the year ended December 31, 2016, including net unrealized holding losses of \$10.1 million on available-for-sale MBS, net of a tax benefit of \$3.9 million, \$7.2 million of reversal of prior period net unrealized gains upon the sale of available-for-sale MBS, and \$1.7 million of other-than-temporary impairment charges on available-for-sale securities, net of a tax provision of \$0.7 million.

Non-GAAP Core Operating Income

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

Economic Net Interest Income

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

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

- *Net interest income determined in accordance with GAAP.* Net interest income determined in accordance with GAAP primarily represents the interest income recognized from our investments in specified agency MBS and private-label MBS (including the amortization of purchase premiums and accretion of purchase discounts), net of the interest expense incurred from repurchase agreement financing arrangements or other short- and long-term borrowing transactions.
- *TBA agency MBS dollar roll income.* Dollar roll income represents the economic equivalent of net interest income (implied interest income net of financing costs) generated from our investments in non-specified fixed-rate agency MBS, executed through sequential series of forward-settling purchase and sale transactions that are settled on a net basis (known as “dollar roll” transactions). Dollar roll income is generated as a result of delaying, or “rolling,” the settlement of a forward-settling purchase of a TBA agency MBS by entering into an offsetting “spot” sale with the same counterparty prior to the settlement date, net settling the “paired-off” positions in cash, and contemporaneously entering another forward-settling purchase with the same counterparty of a TBA agency MBS of the same essential characteristics for a later settlement date at a price discount relative to the spot sale. The price discount of the forward-settling purchase relative to the contemporaneously executed spot sale reflects compensation for the interest income (inclusive of expected prepayments) that, at the time of sale, is expected to be foregone as a result of relinquishing beneficial ownership of the MBS from the settlement date of the spot sale until the settlement date of the forward purchase, net of implied repurchase financing costs. We calculate dollar roll income as the excess of the spot sale price over the forward-settling purchase price, and recognize this amount ratably over the period beginning on the settlement date of the sale and ending on the settlement date of the forward purchase. In our consolidated statements of comprehensive income prepared in accordance with GAAP, TBA agency MBS dollar roll income is reported as a component of the overall periodic change in the fair value of TBA forward commitments within the line item “gain (loss) from derivative instruments, net” of the “investment gain (loss), net” section.
- *Net interest income earned or expense incurred from interest rate swap agreements.* We utilize interest rate swap agreements to economically hedge a portion of our exposure to variability in future interest cash flows, attributable to changes in benchmark interest rates, associated with future roll-overs of our short-term financing arrangements. Accordingly, the net interest income earned or expense incurred (commonly referred to as “net interest carry”) from our interest rate swap agreements in combination with interest expense recognized in accordance with GAAP represents our effective “economic interest expense.” In our consolidated statements of comprehensive income prepared in accordance with GAAP, the net interest income earned or expense incurred from interest rate swap agreements is reported as a component of the overall periodic change in the fair value of derivative instruments within the line item “gain (loss) from derivative instruments, net” of the “investment gain (loss), net” section.

Core General and Administrative Expenses

Core general and administrative expenses are non-interest expenses reported within the line item “total general and administrative expenses” of the consolidated statements of comprehensive income less stock-based compensation expense. For the year ended December 31, 2016, core general and administrative expenses also exclude non-recurring expenses related to the 2016 proxy contest that are in excess of those normally incurred for an annual meeting of shareholders

Non-GAAP Core Operating Income

The following table presents our computation of non-GAAP core operating income for the periods indicated (amounts in thousands, except per share amounts):

	For the Year Ended December 31,		
	2018	2017	2016
GAAP net interest income	\$ 46,128	\$ 69,734	\$ 76,114
TBA dollar roll income	20,929	21,291	19,261
Interest rate swap net interest income (expense)	6,266	(17,334)	(17,825)
Economic net interest income	73,323	73,691	77,550
Core general and administrative expenses	(12,534)	(14,644)	(13,802)
Preferred stock dividend	(590)	(251)	—
Non-GAAP core operating income	\$ 60,199	\$ 58,796	\$ 63,748
Non-GAAP core operating income per diluted common share	\$ 2.06	\$ 2.26	\$ 2.75
Weighted average diluted common shares outstanding	29,269	26,011	23,202

The following table provides a reconciliation of GAAP pre-tax net income (loss) to non-GAAP core operating income for the periods indicated (amounts in thousands):

	For the Year Ended December 31,		
	2018	2017	2016
GAAP (loss) income before income taxes	\$ (91,064)	\$ 57,038	\$ (13,960)
<i>Add (less):</i>			
Total investment loss (gain), net	123,822	(5,874)	69,318
Stock-based compensation expense	836	3,926	2,975
Non-recurring proxy contest related expenses	—	—	3,979
Preferred stock dividend	(590)	(251)	—
<i>Add back:</i>			
TBA dollar roll income	20,929	21,291	19,261
Interest rate swap net interest income (expense)	6,266	(17,334)	(17,825)
Non-GAAP core operating income	\$ 60,199	\$ 58,796	\$ 63,748

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

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

A limitation of utilizing this non-GAAP financial measure is that the effect of accounting for “non-core” events or transactions in accordance with GAAP does, in fact, reflect the financial results of our business and these effects should not be ignored when evaluating and analyzing our financial results. For example, the economic cost or benefit of hedging instruments other than interest

rate swap agreements, such as U.S. Treasury note futures or options, do not affect the computation of non-GAAP core operating income. In addition, our calculation of non-GAAP core operating income may not be comparable to other similarly titled measures of other companies. Therefore, we believe that non-GAAP core operating income should be considered as a supplement to, and in conjunction with, net income and comprehensive income determined in accordance with GAAP. Furthermore, there may be differences between non-GAAP core operating income and taxable income determined in accordance with the Internal Revenue Code. As a REIT, we will be required to distribute at least 90% of our REIT taxable income (subject to certain adjustments) to qualify as a REIT and all of our taxable income in order to not be subject to any U.S. Federal or state corporate income taxes. Accordingly, non-GAAP core operating income may not equal our distribution requirements as a REIT.

Liquidity and Capital Resources

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

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

As of December 31, 2018, our debt-to-equity leverage ratio was 13.8 to 1 measured as the ratio of the sum of our total debt to our shareholders' equity as reported on our consolidated balance sheet. In evaluating our liquidity and leverage ratios, we also monitor our "at risk" short-term financing to investable capital ratio. Our "at risk" short-term financing to investable capital ratio is measured as the ratio of the sum of our short-term recourse financing (i.e. repurchase agreement financing), net payable or receivable for unsettled securities and net contractual forward price of our TBA commitments less our cash and cash equivalents compared to our investable capital. Our investable capital is calculated as the sum of our stockholders' equity and long-term unsecured debt. Our long-term unsecured debt is measured as our long-term unsecured debt excluding any unamortized issuance costs. As of December 31, 2018, our "at risk" short-term recourse financing to investable capital ratio was 10.6 to 1.

Cash Flows

As of December 31, 2018, our cash and cash equivalents totaled \$26.7 million representing a net increase of \$5.1 million from \$21.6 million as of December 31, 2017. Cash provided by operating activities of \$63.7 million during 2018 was attributable primarily to net interest income less our general and administrative expenses. Cash used in investing activities of \$82.6 million during 2018 relates primarily to purchases of agency MBS and net payments from settlements and deposits for margin on our interest rate derivative instruments, partially offset by sales of agency MBS and receipt of principal payments from agency MBS. Cash provided by financing activities of \$24.0 million during 2018 relates primarily to proceeds from repurchase agreements used to finance a portion of our MBS investment portfolio and proceeds received from issuance of common and preferred stock, partially offset by dividend payments to stockholders.

Sources of Funding

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

As of December 31, 2018, liquid assets consisted primarily of cash and cash equivalents of \$26.7 million and unencumbered MBS of \$50.9 million at fair value. Cash equivalents consist primarily of money market funds invested in debt obligations of the U.S. government.

Debt Capital

Long-Term Unsecured Debt

As of December 31, 2018, we had \$74.1 million of total long-term debt, net of unamortized debt issuance costs of \$1.2 million. Our trust preferred debt with a principal amount of \$15.0 million outstanding as of December 31, 2018 accrue and require the payment of interest quarterly at three-month LIBOR plus 2.25% to 3.00% and mature between 2033 and 2035. Our 6.625% Senior Notes due 2023 with a principal amount of \$25.0 million outstanding as of December 31, 2018 accrue and require payment of interest quarterly at an annual rate of 6.625% and mature on May 1, 2023. Our 6.75% Senior Notes due 2025 with a principal amount of \$35.3 million outstanding as of December 31, 2018 accrue and require payment of interest quarterly at an annual rate of 6.75% and mature on March 15, 2025.

Repurchase Agreements

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

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

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

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

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

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

	December 31, 2018	December 31, 2017
Pledged with agency MBS:		
Repurchase agreements outstanding	\$ 3,721,629	\$ 3,667,181
Agency MBS collateral, at fair value	3,931,232	3,858,815
Net amount ⁽¹⁾	209,603	191,634
Weighted-average rate	2.72%	1.56%
Weighted-average term to maturity	17.3 days	12.6 days
Maximum amount outstanding at any month-end during the period	\$ 4,263,502	\$ 4,292,755

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

To limit our exposure to counterparty risk, we diversify our repurchase agreement funding across multiple counterparties and by counterparty region. As of December 31, 2018, we had outstanding repurchase agreement balances with 15 counterparties and have master repurchase agreements in place with a total of 17 counterparties located throughout North America, Europe and Asia. As of December 31, 2018, no more than 7.7% of our stockholders' equity was at risk with any one counterparty, with the top five counterparties representing 34.0% of our stockholders' equity. The table below includes a summary of our repurchase agreement funding by number of counterparties and counterparty region as of December 31, 2018:

	<u>Number of Counterparties</u>	<u>Percent of Repurchase Agreement Funding</u>
North America	9	69.0%
Europe	2	10.6%
Asia	4	20.4%
	<u>15</u>	<u>100.0%</u>

Derivative Instruments

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

Interest Rate Hedging Instruments

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

As of December 31, 2018, we had outstanding interest rate swaps and U.S. Treasury note futures with the following aggregate notional amount and corresponding initial margin held in collateral deposit with the custodian (in thousands):

	<u>December 31, 2018</u>	
	<u>Notional Amount</u>	<u>Collateral Deposit</u>
Interest rate swaps	\$ 3,100,000	\$ 54,883
10-year U.S. Treasury note futures	320,000	6,169

TBA Dollar Roll Transactions

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

Our TBA commitments and our commitments to purchase and sell specified agency MBS are subject to master securities forward transaction agreements published by SIFMA as well as supplemental terms and conditions with each counterparty. Under the terms of these agreements, we may be required to pledge collateral to our counterparty in the event the fair value of our agency MBS

commitments decline and such counterparty demands collateral through a margin call. Margin calls on agency MBS commitments are generally caused by factors such as rising interest rates or prepayments. Our agency MBS commitments provide that valuations for our commitments and any pledged collateral are to be obtained from a generally recognized source agreed to by both parties. However, in certain circumstances, our counterparties have the sole discretion to determine the value of the agency MBS commitment and any pledged collateral. In such instances, our counterparties are required to act in good faith in making determinations of value. In the event of a margin call, we must generally provide additional collateral on the same business day.

Equity Capital

Common Equity Distribution Agreements

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

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

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

Class A Common Stock Issuances	Year Ended	Year Ended
	December 31, 2018	December 31, 2017
Shares issued	2,226,557	4,472,083
Weighted average public offering price	\$ 10.19	\$ 13.88
Net proceeds (1)	\$ 22,326	\$ 61,213

(1) Net of selling commissions and expenses.

As of December 31, 2018, the Company had 11,302,160 shares of Class A common stock available for sale under the Amended New Equity Distribution Agreements.

Preferred Stock

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

In May 2017, the Company completed an initial public offering in which 135,000 shares of its Series B Preferred Stock were issued to the public at a public offering price of \$24.00 per share for proceeds net of underwriting discounts and commissions and expenses of \$3.0 million. The Series B Preferred Stock is publicly traded on the New York Stock Exchange under the ticker symbol “AI PrB”.

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

30th day of each December, March, June and September. As of December 31, 2018, we had declared and paid all required quarterly dividends on our Series B Preferred Stock.

Preferred Equity Distribution Agreement

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

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

Series B Preferred Stock Issuances	Year Ended	
	December 31, 2018	December 31, 2017
Shares issued	47,304	168,291
Weighted average public offering price	\$ 24.75	\$ 24.95
Net proceeds (1)	\$ 1,137	\$ 4,090

(1) Net of selling commissions and expenses.

As of December 31, 2018, the Company had 1,649,405 shares of Series B Preferred stock available for sale under the Series B Preferred Equity Distribution Agreement.

Common Share Repurchase Program

The Company’s Board of Directors authorized a share repurchase program pursuant to which the Company may repurchase up to 2.0 million shares of its Class A common stock. As of December 31, 2018, 1,951,305 shares of Class A common stock remain available for repurchase under the repurchase program.

REIT Distribution Requirements

Commencing with our taxable year ending December 31, 2019, we intend to elect to be taxed as a REIT under the Internal Revenue Code. As a REIT, we will be required to distribute annually 90% of our REIT taxable income (subject to certain adjustments) to our shareholders. So long as we continue to qualify as a REIT, we will generally not be subject to U.S. Federal or state corporate income taxes on our taxable income that we distribute to our shareholders on a timely basis. At present, it is our intention to distribute 100% of our taxable income, although we will not be required to do so. We intend to make distributions of our taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year.

Contractual Obligations

We have contractual obligations to make future payments in connection with long-term unsecured debt and non-cancelable lease agreements and other contractual commitments. The following table sets forth these contractual obligations by fiscal year as of December 31, 2018 (in thousands):

	2019	2020	2021	2022	2023	Thereafter	Total
Long-term debt maturities	\$ —	\$ —	\$ —	\$ —	\$ 25,000	\$ 50,300	\$ 75,300
Interest on long-term debt (1)	4,817	4,817	4,817	4,817	3,989	14,329	37,586
Minimum rental commitments	395	407	418	429	441	919	3,009
	<u>\$ 5,212</u>	<u>\$ 5,224</u>	<u>\$ 5,235</u>	<u>\$ 5,246</u>	<u>\$ 29,430</u>	<u>\$ 65,548</u>	<u>\$ 115,895</u>

(1) Includes interest on (i) \$25.0 million of Senior Notes due 2023 with a fixed annual interest rate of 6.625% that will mature on May 1, 2023 and (ii) \$35.3 million of Senior Notes due 2025 with a fixed annual interest rate of 6.75% that will mature on March 15, 2025. Also includes interest on \$15.0 million of trust preferred debt with variable interest rates indexed to three-month LIBOR and reset quarterly. Interest on trust preferred debt is based upon a weighted-average interest rate of 5.19%, which represents the weighted-average contractual interest rate in effect as of December 31, 2018. The trust preferred debt will mature beginning in October 2033 through July 2035.

Off-Balance Sheet Arrangements and Other Commitments

As of December 31, 2018, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance, or special purpose or variable interest entities (“VIEs”), established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Our economic interests held in unconsolidated VIEs are limited in nature to those of a passive holder of MBS issued by a securitization trust. As of December 31, 2018, we had not consolidated for financial reporting purposes any securitization trusts as we do not have the power to direct the activities that most significantly impact the economic performance of such entities. Further, as of December 31, 2018, we had not guaranteed any obligations of unconsolidated entities or entered into any commitment or intent to provide funding to any such entities. See Note 13 to our consolidated financial statements under “Item 8 - Financial Statements and Supplementary Data.”

Critical Accounting Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States (“GAAP”) requires the Company to make estimates and assumptions that affect amounts reported in the consolidated financial statements. Although the Company bases these estimates and assumptions on historical experience and all other information available as of the time that the financial statements are prepared, such estimates frequently require management to exercise significant subjective judgment about matters that are inherently uncertain. Actual results may differ from these estimates, which could have a significant and potentially adverse effect on our financial condition, results of operations, and cash flows. A summary of our significant accounting policies is included in “Note 3. Summary of Significant Accounting Policies” in the Notes to Consolidated Financial Statements.

Our most critical accounting estimates, which are those accounting estimates that require the highest degree of management judgment due to the inherent level of estimation uncertainty, relate to the measurement of the fair value of our investments in agency MBS and income taxes.

Fair Value of Investments in Agency MBS

Inputs to fair value measurements of the Company’s investments in agency MBS include price estimates obtained from third-party pricing services. In determining fair value, third-party pricing services use a market approach. The inputs used in the fair value measurements performed by the third-party pricing services are based upon readily observable transactions for securities with similar characteristics (such as issuer/guarantor, coupon rate, stated maturity, and collateral pool characteristics) occurring on the measurement date. The Company makes inquiries of the third party pricing sources to understand the significant inputs and assumptions used to determine prices. The Company reviews the various third-party fair value estimates and performs procedures to validate their reasonableness, including comparison to recent trading activity for similar securities and an overall review for consistency with market conditions observed as of the measurement date. Changes in the market environment that may occur over the holding period of our agency MBS investments may cause the gains or losses that are ultimately realized to differ from those currently recognized in our consolidated financial statements based upon their current valuations.

Recently Issued Accounting Pronouncements

Refer to “Note 3. Summary of Significant Accounting Policies” in the Notes to Consolidated Financial Statements for a summary of recently issued accounting pronouncements and their effect on our consolidated financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the exposure to loss resulting from changes in market factors such as interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. The primary market risks that we are exposed to are interest rate risk, prepayment risk, extension risk, spread risk, liquidity risk and regulatory risk. See “Item 1 - Business” in this Annual Report on Form 10-K for discussion of our risk management strategies related to these market risks. The following is additional information regarding certain of these market risks.

Interest Rate Risk

We are exposed to interest rate risk in our MBS portfolio. Our investments in MBS are financed with short-term borrowing facilities such as repurchase agreements, which are interest rate sensitive financial instruments. Our exposure to interest rate risk fluctuates based upon changes in the level and volatility of interest rates, mortgage prepayments, and in the shape and slope of the yield curve, among other factors. Through the use of interest rate hedging instruments, we attempt to economically hedge a portion of our exposure to changes, attributable to changes in benchmark interest rates, in certain MBS fair values and future interest cash flows on our short-term financing arrangements. Our primary interest rate hedging instruments include interest rate swaps as well as U.S.

Treasury note futures, options on U.S. Treasury note futures, and options on agency MBS. Historically, we have also utilized Eurodollar futures and interest rate swap futures.

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

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

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

- The 50 and 100 basis point upward and downward shocks to interest rates that are applied in the analyses represent parallel shocks to the forward yield curve. The analyses do not consider the sensitivity of stockholders' equity to changes in the shape or slope of the forward yield curve.
- The analyses assume that spreads remain constant and, therefore, do not reflect an estimate of the impact that changes in spreads would have on the value of our MBS investments or our LIBOR-based derivative instruments, such as our interest rate swap agreements.
- The analyses assume a static portfolio and do not reflect activities and strategic actions that management may take in the future to manage interest rate risk in response to significant changes in interest rates or other market conditions.

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

	December 31, 2018		
	Value	Value with 50 Basis Point Increase in Interest Rates	Value with 50 Basis Point Decrease in Interest Rates
Agency MBS	\$ 3,982,106	\$ 3,895,412	\$ 4,052,919
TBA commitments	438	438	438
U.S. Treasury note futures	(1,250)	11,210	(13,710)
Interest rate swaps	(5,709)	81,558	(92,976)
Equity available to common stock	265,679	278,713	236,764
Book value per common share	\$ 8.71	\$ 9.13	\$ 7.76
Book value per common share percent change		4.87%	(10.87)%

	December 31, 2018		
	Value	Value with 100 Basis Point Increase in Interest Rates	Value with 100 Basis Point Decrease in Interest Rates
Agency MBS	\$ 3,982,106	\$ 3,796,317	\$ 4,106,386
TBA commitments	438	438	438
U.S. Treasury note futures	(1,250)	23,671	(26,171)
Interest rate swaps	(5,709)	168,825	(180,243)
Equity available to common stock	265,679	279,344	190,505
Book value per common share	\$ 8.71	\$ 9.15	\$ 6.24
Book value per common share percent change		5.10%	(28.33)%

Spread Risk

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

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

The tables that follow illustrate the estimated change in fair value for our investments in agency MBS and TBA commitments under several hypothetical scenarios of agency MBS spread movements. Changes in fair value are measured as percentage changes from their respective fair values presented in the column labeled “Value.” The sensitivity of our agency MBS and TBA commitments to changes in MBS spreads is derived from The Yield Book, a third-party model. The analysis to follow reflects an assumed spread duration for our investment in agency MBS of 5.3 years, which is a model-based assumption that is dependent upon the size and composition of our investment portfolio as well as economic conditions present as of December 31, 2018.

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

	December 31, 2018		
	Value	Value with 10 Basis Point Increase in Agency MBS Spreads	Value with 10 Basis Point Decrease in Agency MBS Spreads
Agency MBS	\$ 3,982,106	\$ 3,960,879	\$ 4,003,333
TBA commitments	438	438	438
Equity available to common stock	265,679	244,452	286,906
Book value per common share	\$ 8.71	\$ 8.01	\$ 9.40
Book value per common share percent change		(7.99)%	7.99%

	December 31, 2018		
	Value	Value with 25 Basis Point Increase in Agency MBS Spreads	Value with 25 Basis Point Decrease in Agency MBS Spreads
Agency MBS	\$ 3,982,106	\$ 3,929,040	\$ 4,035,172
TBA commitments	438	438	438
Equity available to common stock	265,679	212,613	318,745
Book value per common share	\$ 8.71	\$ 6.97	\$ 10.45
Book value per common share percent change		(19.97)%	19.97%

Inflation Risk

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

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required by this item appears in a subsequent section of this report. See “Index to Arlington Asset Investment Corp. Consolidated Financial Statements” on page F-1.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, including our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, our CEO and CFO have concluded that as of December 31, 2018, our disclosure controls and procedures, as designed and implemented, (i) were effective in ensuring that information is made known to our management, including our CEO and CFO, by our officers and employees, as appropriate to allow timely decisions regarding required disclosure and (ii) were effective in ensuring that information the Company must disclose in its reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods prescribed by the SEC’s rules and forms.

Management’s Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, the Company’s principal executive and principal financial officers and effected by the Company’s Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on the financial statements.

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

The Company’s management assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2018. In making this assessment, the Company’s management used criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in *Internal Control-Integrated Framework* (2013 version). Based on management’s assessment, the Company’s management has concluded that the Company’s internal control over financial reporting was effective as of December 31, 2018.

The effectiveness of the Company’s internal control over financial reporting was audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears on page F-2 of this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Part III, Item 10 of this Annual Report on Form 10-K will be provided in the Definitive Proxy Statement relating to our 2019 Annual Meeting of Shareholders (our 2019 Proxy Statement) and is hereby incorporated by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Part III, Item 11 of this Annual Report on Form 10-K will be provided in our 2019 Proxy Statement and is hereby incorporated by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Part III, Item 12 of this Annual Report on Form 10-K will be provided in our 2019 Proxy Statement and is hereby incorporated by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by Part III, Item 13 of this Annual Report on Form 10-K will be provided in our 2019 Proxy Statement and is hereby incorporated by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by Part III, Item 14 of this Annual Report on Form 10-K will be provided in our 2019 Proxy Statement and is hereby incorporated by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) (1) *Financial Statements*. The Arlington Asset Investment Corp. consolidated financial statements for the year ended December 31, 2018, included in “Item 8 - Financial Statements and Supplementary Data”, of this Annual Report on Form 10-K, are incorporated by reference into this Part IV, Item 15:

- Report of Independent Registered Public Accounting Firm (page F-2)
- Consolidated Balance Sheets as of December 31, 2018 and 2017 (page F-4)
- Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016 (page F-5)
- Consolidated Statements of Changes in Equity for the years ended December 31, 2018, 2017 and 2016 (page F-6)
- Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016 (page F-8)
- Notes to Consolidated Financial Statements (page F-9)

(2) *Financial Statement Schedules*. All schedules are omitted because they are not required or because the information is shown in the financial statements or notes thereto.

(3) *Exhibits*

Exhibit Number	Exhibit Title
3.01	Amended and Restated Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-Q filed on November 9, 2009).
3.02	Articles of Amendment to the Amended and Restated Articles of Incorporation designating the shares of 7.00% Series B Cumulative Perpetual Redeemable Preferred Stock, \$0.01 par value per share (incorporated by reference to Exhibit 3.2 to the Company’s Registration Statement on Form 8-A filed on May 9, 2017).
3.03	Amended and Restated Bylaws, as amended (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on July 28, 2011).

Exhibit Number	Exhibit Title
3.04	Amendment No. 1 to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on February 4, 2015).
3.05	Amendment No. 2 to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on October 26, 2016).
3.06	Amendment No. 3 to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on January 17, 2019).
4.01	Form of Indenture governing the Senior Debt Securities by and between the Company and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (File No. 333-215384) filed on December 30, 2016).
4.02	Form of Indenture governing the Subordinated Debt Securities by and between the Company and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3 (File No. 333-215384) filed on December 30, 2016).
4.03	Indenture dated as of May 1, 2013 between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on May 1, 2013).
4.04	First Supplemental Indenture dated as of May 1, 2013 between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed on May 1, 2013).
4.05	Form of Senior Note. (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-3 (File No. 333-215384) filed on December 30, 2016).
4.06	Form of Subordinated Note. (incorporated by reference to Exhibit 4.6 to the Company's Registration Statement on Form S-3 (File No. 333-215384) filed on December 30, 2016).
4.07	Form of 6.625% Senior Notes due 2023 (incorporated by reference to Exhibit 4.3 to Current Report on Form 8-K filed by the Company on May 1, 2013).
4.08	Form of Certificate for Class A common stock (incorporated by reference to Exhibit 4.01 of the Annual Report on Form 10-K filed with the SEC on February 24, 2010).
4.09	Shareholder Rights Agreement, dated June 5, 2009 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K filed with the SEC on June 5, 2009).
4.10	First Amendment to Shareholder Rights Agreement, dated as of April 13, 2018 (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on April 13, 2018).
4.11	Second Supplemental Indenture, dated as of March 18, 2015, between the Company, Wells Fargo Bank, National Association, as Trustee and The Bank of New York Mellon, as Series Trustee (incorporated by reference to Exhibit 4.3 to the Company's Form 8-A filed on March 18, 2015).
4.12	Form of 6.750% Notes due 2025 (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed by the Company on March 17, 2015).
4.13	Form of specimen certificate representing the shares of 7.00% Series B Perpetual Redeemable Preferred Stock (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A filed on May 9, 2017).
8.01	Tax Opinion of Hunton Andrews Kurth LLP (incorporated by reference to Exhibit 8.1 to the Registrant's Current Report on Form 8-K filed on December 28, 2018).
10.01	Friedman, Billings, Ramsey Group, Inc. 2004 Long-Term Incentive Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 29, 2004).*
10.02	Friedman, Billings, Ramsey Group, Inc. 1997 Stock and Annual Incentive Plan (incorporated by reference to Exhibit 10.06 to Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-39107) filed by Friedman, Billings, Ramsey Group, Inc. on December 19, 1997).*
10.03	Friedman, Billings, Ramsey Group, Inc. Non-Employee Director Stock Compensation Plan (incorporated by reference to Exhibit 10.07 to Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-39107) filed by Friedman, Billings, Ramsey Group, Inc. on December 19, 1997).*
10.04	Friedman, Billings, Ramsey Group, Inc. Amended and Restated Non-Employee Director Stock Compensation Plan (incorporated by reference to Exhibit 10.04 to the Registrant's Annual Report on Form 10-K filed on February 23, 2012).*
10.05	Arlington Asset Investment Corp. 2011 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 6, 2011).*
10.06	Arlington Asset Investment Corp. 2014 Long-Term Incentive Plan (incorporated by reference to the Registrant's Registration Statement on Form S-8 filed on July 15, 2014).
10.07	Form of Restricted Stock Unit Agreement under Arlington Asset Investment Corp. 2014 Long-Term Incentive Plan (incorporated by reference to the Registrant's Registration Statement on Form S-8 filed on July 15, 2014).
10.08	Form of Restricted Stock Award Agreement under Arlington Asset Investment Corp. 2014 Long-Term Incentive Plan (incorporated by reference to the Registrant's Registration Statement on Form S-8 filed on July 15, 2014).
10.09	Form of Performance Share Unit Award Agreement under Arlington Asset Investment Corp. 2014 Long-Term Incentive Plan (incorporated by reference to the Registrant's Registration Statement on Form S-8 filed on July 15, 2014).
10.10	Form of Change in Control Continuity Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on January 27, 2017).*

Exhibit Number	Exhibit Title
10.11	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.08 to the Registrant's Annual Report on Form 10-K, filed on February 23, 2012).*
10.12	Equity Distribution Agreement, dated February 22, 2017, by and between the Company and JMP Securities LLC (incorporated by reference to Exhibit 1.1 to the Registrant's Current Report on Form 8-K filed on February 22, 2017).
10.13	Equity Distribution Agreement, dated February 22, 2017, by and between the Company and FBR Capital Markets & Co. (incorporated by reference to Exhibit 1.2 to the Registrant's Current Report on Form 8-K filed on February 22, 2017).
10.14	Equity Distribution Agreement, dated February 22, 2017, by and between the Company and JonesTrading Institutional Services LLC (incorporated by reference to Exhibit 1.3 to the Registrant's Current Report on Form 8-K filed on February 22, 2017).
10.15	Equity Distribution Agreement, dated February 22, 2017, by and between the Company and Ladenburg Thalmann & Co. Inc. (incorporated by reference to Exhibit 1.4 to the Registrant's Current Report on Form 8-K filed on February 22, 2017).
10.16	Equity Distribution Agreement, dated May 16, 2017, by and between the Company and JonesTrading Institutional Services LLC (incorporated by reference to Exhibit 1.1 of the Registrant's Current Report on Form 8-K filed on May 17, 2017).
10.17	Amendment No. 1 to the Equity Distribution Agreement, dated August 10, 2018, by and between the Company and JMP Securities LLC (incorporated by reference to Exhibit 1.5 to the Registrant's Current Report on Form 8-K filed on August 10, 2018).
10.18	Amendment No. 1 to the Equity Distribution Agreement, dated August 10, 2018, by and between the Company and B. Riley FBR, Inc. (incorporated by reference to Exhibit 1.6 to the Registrant's Current Report on Form 8-K filed on August 10, 2018).
10.19	Amendment No. 1 to the Equity Distribution Agreement, dated August 10, 2018, by and between the Company and JonesTrading Institutional Services LLC (incorporated by reference to Exhibit 1.7 to the Registrant's Current Report on Form 8-K filed on August 10, 2018).
10.20	Amendment No. 1 to the Equity Distribution Agreement, dated August 10, 2018, by and between the Company and Ladenburg Thalmann & Co. Inc. (incorporated by reference to Exhibit 1.8 to the Registrant's Current Report on Form 8-K filed on August 10, 2018).
11.01	Statement regarding Computation of Per Share Earnings (included in Part II, Item 8, and Note 3 to the Registrant's Consolidated Financial Statements).†
21.01	List of Subsidiaries of the Registrant.†
23.01	Consent of PricewaterhouseCoopers LLP.†
24.01	Power of Attorney (included on the signature page to this Annual Report on Form 10-K and incorporated by reference herein).†
31.01	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.†
31.02	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.†
32.01	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.†
32.02	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.†
99.01	Material U.S. Federal Income Tax Considerations (incorporated by reference to Exhibit 99.3 to the Registrant's Current Report on Form 8-K filed on December 28, 2018).
101.INS	INSTANCE DOCUMENT**
101.SCH	SCHEMA DOCUMENT**
101.CAL	CALCULATION LINKBASE DOCUMENT**
101.LAB	LABELS LINKBASE DOCUMENT**
101.PRE	PRESENTATION LINKBASE DOCUMENT**
101.DEF	DEFINITION LINKBASE DOCUMENT**

† Filed herewith.

* Compensatory plan or arrangement.

** Submitted electronically herewith. Attached as Exhibit 101 are the following materials from the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets at December 31, 2018 and December 31, 2017; (ii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016; (iii) Consolidated Statements of Changes in Equity for the years ended December 31, 2018, 2017 and 2016; and (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016.

SIGNATURES

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

ARLINGTON ASSET INVESTMENT CORP.

Date: February 19, 2019

By: /s/ RICHARD E. KONZMANN
Richard E. Konzmann
Executive Vice President, Chief Financial Officer and
Treasurer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints J. Rock Tonkel, Jr. and Richard E. Konzmann and each of them as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K for the fiscal year ended December 31, 2018, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ J. ROCK TONKEL, JR.</u> J. ROCK TONKEL, JR.	President, Chief Executive Officer and Director (Principal Executive Officer)	February 19, 2019
<u>/s/ RICHARD E. KONZMANN</u> RICHARD E. KONZMANN	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	February 19, 2019
<u>/s/ BENJAMIN J. STRICKLER</u> BENJAMIN J. STRICKLER	Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	February 19, 2019
<u>/s/ ERIC F. BILLINGS</u> ERIC F. BILLINGS	Executive Chairman of the Board	February 19, 2019
<u>/s/ DANIEL E. BERCE</u> DANIEL E. BERCE	Director	February 19, 2019
<u>/s/ DAVID W. FAEDER</u> DAVID W. FAEDER	Director	February 19, 2019
<u>/s/ MELINDA H. MCCLURE</u> MELINDA H. MCCLURE	Director	February 19, 2019
<u>/s/ RALPH S. MICHAEL III</u> RALPH S. MICHAEL III	Director	February 19, 2019
<u>/s/ ANTHONY P. NADER III</u> ANTHONY P. NADER III	Director	February 19, 2019

FINANCIAL STATEMENTS OF ARLINGTON ASSET INVESTMENT CORP.

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Report of Independent Registered Public Accounting Firm

To The Board of Directors and Shareholders of
Arlington Asset Investment Corp.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Arlington Asset Investment Corp. and its subsidiaries (the "Company") as of December 31, 2018 and 2017, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for each of the three years in the period ended December 31, 2018, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ PricewaterhouseCoopers LLP
McLean, VA

February 19, 2019

We have served as the Company's auditor since 2002.

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ARLINGTON ASSET INVESTMENT CORP.

CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except share amounts)

	December 31,	
	2018	2017
ASSETS		
Cash and cash equivalents	\$ 26,713	\$ 21,614
Interest receivable	13,349	12,546
Mortgage-backed securities, at fair value		
Agency	3,982,106	4,054,424
Private-label	24	76
Derivative assets, at fair value	438	763
Deferred tax assets, net	—	800
Deposits	61,052	59,103
Other assets	15,768	11,203
Total assets	\$ 4,099,450	\$ 4,160,529
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Repurchase agreements	\$ 3,721,629	\$ 3,667,181
Interest payable	4,646	4,418
Accrued compensation and benefits	3,732	5,015
Dividend payable	11,736	17,550
Derivative liabilities, at fair value	6,959	4,833
Other liabilities	2,200	1,335
Long-term unsecured debt	74,104	73,880
Total liabilities	3,825,006	3,774,212
Commitments and contingencies (Note 10)		
Stockholders' Equity:		
Preferred stock, \$0.01 par value, 25,000,000 shares authorized, 350,595 and 303,291 shares issued and outstanding, respectively (liquidation preference of \$8,765 and \$7,582, respectively)	8,245	7,108
Class A common stock, \$0.01 par value, 450,000,000 shares authorized, 30,497,998 and 28,140,721 shares issued and outstanding, respectively	305	281
Additional paid-in capital	1,997,876	1,974,941
Accumulated deficit	(1,731,982)	(1,596,013)
Total stockholders' equity	274,444	386,317
Total liabilities and stockholders' equity	\$ 4,099,450	\$ 4,160,529

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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollars in thousands except per share amounts)

	Year Ended December 31,		
	2018	2017	2016
Interest income			
Agency mortgage-backed securities	\$ 130,258	\$ 120,968	\$ 97,053
Private-label mortgage-backed securities	20	101	7,910
Other	675	179	373
Total interest income	<u>130,953</u>	<u>121,248</u>	<u>105,336</u>
Interest expense			
Short-term secured debt	79,812	46,648	24,433
Long-term unsecured debt	5,013	4,866	4,789
Total interest expense	<u>84,825</u>	<u>51,514</u>	<u>29,222</u>
Net interest income	<u>46,128</u>	<u>69,734</u>	<u>76,114</u>
Investment (loss) gain, net			
(Loss) gain on trading investments, net	(114,522)	2,424	(41,249)
(Loss) gain from derivative instruments, net	(9,657)	3,224	(31,660)
Realized gain on sale of available-for-sale investments, net	—	—	4,777
Other-than-temporary impairment charges	—	—	(1,737)
Other, net	357	226	551
Total investment (loss) gain, net	<u>(123,822)</u>	<u>5,874</u>	<u>(69,318)</u>
General and administrative expenses			
Compensation and benefits	8,329	13,203	11,526
Other general and administrative expenses	5,041	5,367	9,230
Total general and administrative expenses	<u>13,370</u>	<u>18,570</u>	<u>20,756</u>
(Loss) income before income taxes	<u>(91,064)</u>	<u>57,038</u>	<u>(13,960)</u>
Income tax provision	733	39,603	27,387
Net (loss) income	<u>(91,797)</u>	<u>17,435</u>	<u>(41,347)</u>
Dividend on preferred stock	(590)	(251)	—
Net (loss) income (attributable) available to common stock	<u>\$ (92,387)</u>	<u>\$ 17,184</u>	<u>\$ (41,347)</u>
Basic (loss) earnings per common share	<u>\$ (3.18)</u>	<u>\$ 0.67</u>	<u>\$ (1.79)</u>
Diluted (loss) earnings per common share	<u>\$ (3.18)</u>	<u>\$ 0.66</u>	<u>\$ (1.79)</u>
Weighted-average common shares outstanding (in thousands)			
Basic	<u>29,052</u>	<u>25,649</u>	<u>23,051</u>
Diluted	<u>29,052</u>	<u>26,011</u>	<u>23,051</u>
Other comprehensive (loss) income, net of taxes			
Unrealized losses on available-for-sale securities (net of taxes of \$-0-, \$-0-, and \$(3,946), respectively)	\$ —	\$ —	\$ (6,197)
Reclassification			
Included in investment (loss) gain, net, related to sales of available-for-sale securities (net of taxes of \$-0-, \$-0-, and \$40, respectively)	—	—	(7,235)
Included in investment (loss) gain, net, related to other-than-temporary impairment charges on available-for-sale securities (net of taxes of \$-0-, \$-0-, and \$676, respectively)	—	—	1,061
Comprehensive (loss) income	<u>\$ (91,797)</u>	<u>\$ 17,435</u>	<u>\$ (53,718)</u>

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

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Dollars in thousands)

	Class A Common Stock (#)	Class A Amount (\$)	Class B Common Stock (#)	Class B Amount (\$)	Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total
Balances, December 31, 2015	<u>22,874,819</u>	<u>\$ 229</u>	<u>102,216</u>	<u>\$ 1</u>	<u>\$ 1,898,085</u>	<u>\$ 12,371</u>	<u>\$(1,451,258)</u>	<u>\$ 459,428</u>
Net loss	—	—	—	—	—	—	(41,347)	(41,347)
Conversion of Class B common stock to Class A common stock	81,960	1	(81,960)	(1)	—	—	—	—
Issuance of Class A common stock	595,342	6	—	—	9,669	—	—	9,675
Issuance of Class A common stock under stock-based compensation plans	73,457	—	—	—	—	—	—	—
Repurchase of Class A common stock under stock-based compensation plans	(18,467)	—	—	—	(269)	—	—	(269)
Stock-based compensation	—	—	—	—	2,974	—	—	2,974
Income tax provision from stock-based compensation	—	—	—	—	(175)	—	—	(175)
Other comprehensive loss	—	—	—	—	—	(12,371)	—	(12,371)
Dividends declared ⁽¹⁾	—	—	—	—	—	—	(59,102)	(59,102)
Balances, December 31, 2016	<u>23,607,111</u>	<u>\$ 236</u>	<u>20,256</u>	<u>\$ —</u>	<u>\$ 1,910,284</u>	<u>\$ —</u>	<u>\$(1,551,707)</u>	<u>\$ 358,813</u>

	Preferred Stock (#)	Preferred Amount (\$)	Class A Common Stock (#)	Class A Amount (\$)	Class B Common Stock (#)	Class B Amount (\$)	Additional Paid-In Capital	Accumulated Deficit	Total
Balances, December 31, 2016	<u>—</u>	<u>\$ —</u>	<u>23,607,111</u>	<u>\$ 236</u>	<u>20,256</u>	<u>\$ —</u>	<u>\$ 1,910,284</u>	<u>\$(1,551,707)</u>	<u>\$ 358,813</u>
Net income	—	—	—	—	—	—	—	17,435	17,435
Conversion of Class B common stock to Class A common stock	—	—	20,256	—	(20,256)	—	—	—	—
Issuance of Class A common stock	—	—	4,472,083	45	—	—	61,168	—	61,213
Issuance of Class A common stock under stock-based compensation plans	—	—	74,000	—	—	—	—	—	—
Issuance of Series B preferred stock	303,291	7,108	—	—	—	—	—	—	7,108
Repurchase of Class A common stock under stock-based compensation plans	—	—	(32,729)	—	—	—	(437)	—	(437)
Stock-based compensation	—	—	—	—	—	—	3,926	—	3,926
Dividends declared ⁽¹⁾	—	—	—	—	—	—	—	(61,741)	(61,741)
Balances, December 31, 2017	<u>303,291</u>	<u>\$ 7,108</u>	<u>28,140,721</u>	<u>\$ 281</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 1,974,941</u>	<u>\$(1,596,013)</u>	<u>\$ 386,317</u>

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

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY – (continued)
(Dollars in thousands)

	Preferred Stock (#)	Preferred Amount (\$)	Class A Common Stock (#)	Class A Amount (\$)	Additional Paid-In Capital	Accumulated Deficit	Total
Balances, December 31, 2017	303,291	\$ 7,108	28,140,721	\$ 281	\$ 1,974,941	\$ (1,596,013)	\$ 386,317
Net loss	—	—	—	—	—	(91,797)	(91,797)
Issuance of Class A common stock	—	—	2,226,557	23	22,303	—	22,326
Issuance of Class A common stock under stock-based compensation plans	—	—	164,585	1	123	—	124
Issuance of Series B preferred stock	47,304	1,137	—	—	—	—	1,137
Repurchase of Class A common stock under stock-based compensation plans	—	—	(33,865)	—	(327)	—	(327)
Cumulative-effect of accounting change (see Note 3)	—	—	—	—	—	4,059	4,059
Stock-based compensation	—	—	—	—	836	—	836
Dividends declared (1)	—	—	—	—	—	(48,231)	(48,231)
Balances, December 31, 2018	350,595	\$ 8,245	30,497,998	\$ 305	\$ 1,997,876	\$ (1,731,982)	\$ 274,444

- (1) The Board of Directors approved and the Company declared and paid dividends of \$2.50, \$2.275, and \$1.675 per common share for the years ended December 31, 2016, 2017, and 2018, respectively. The Board of Directors approved and the Company declared and paid dividends of \$1.113 and \$1.75 per preferred share for the years ended December 31, 2017 and 2018, respectively.

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

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)

	Year Ended December 31,		
	2018	2017	2016
Cash flows from operating activities			
Net (loss) income	\$ (91,797)	\$ 17,435	\$ (41,347)
Adjustments to reconcile net (loss) income to net cash provided by operating activities			
Net investment loss (gain), net	123,822	(5,874)	69,318
Net premium amortization on mortgage-backed securities	31,796	33,353	28,810
Deferred tax provision	733	38,897	27,330
Other	870	3,497	2,709
Changes in operating assets			
Interest receivable	(803)	(900)	290
Other assets	(116)	717	1,759
Changes in operating liabilities			
Interest payable and other liabilities	527	1,296	(531)
Accrued compensation and benefits	(1,283)	(391)	236
Net cash provided by operating activities	<u>63,749</u>	<u>88,030</u>	<u>88,574</u>
Cash flows from investing activities			
Purchases of private-label mortgage-backed securities	—	—	(5,357)
Purchases of agency mortgage-backed securities	(2,945,759)	(3,137,435)	(2,917,361)
Proceeds from sales of private-label mortgage-backed securities	—	1,268	124,962
Proceeds from sales of agency mortgage-backed securities	2,387,180	2,482,703	2,302,011
Receipt of principal payments on private-label mortgage-backed securities	8	17	496
Receipt of principal payments on agency mortgage-backed securities	484,621	480,661	495,852
(Payments for) proceeds from derivatives and deposits, net	(8,712)	24,674	(66,278)
Other	21	432	15,855
Net cash used in investing activities	<u>(82,641)</u>	<u>(147,680)</u>	<u>(49,820)</u>
Cash flows from financing activities			
Proceeds from repurchase agreements, net	54,448	18,079	814,323
Repayments of Federal Home Loan Bank advances, net	—	—	(786,900)
Proceeds from issuance of common stock	22,326	61,213	9,675
Proceeds from issuance of preferred stock	1,137	7,108	—
Excess tax provisions associated with stock-based awards	—	—	(175)
Dividends paid	(53,920)	(59,930)	(57,870)
Net cash provided by (used in) financing activities	<u>23,991</u>	<u>26,470</u>	<u>(20,947)</u>
Net increase (decrease) in cash and cash equivalents	5,099	(33,180)	17,807
Cash and cash equivalents, beginning of year	21,614	54,794	36,987
Cash and cash equivalents, end of year	<u>\$ 26,713</u>	<u>\$ 21,614</u>	<u>\$ 54,794</u>
Supplemental cash flow information			
Cash payments for interest	\$ 84,373	\$ 50,306	\$ 28,000
Cash payments for taxes	\$ 8	\$ 28	\$ 322
Non-cash investing activity:			
Receipt of non-public equity securities upon dissolution of investee fund	\$ —	\$ —	\$ 619

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

ARLINGTON ASSET INVESTMENT CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per share amounts)

Note 1. Organization and Nature of Operations

Arlington Asset Investment Corp. (“Arlington Asset”) and its consolidated subsidiaries (unless the context otherwise provides, collectively, the “Company”) is an investment firm that focuses on acquiring and holding a levered portfolio of residential mortgage-backed securities (“MBS”), consisting of “agency MBS” and “private-label MBS.” Agency MBS include residential mortgage pass-through certificates for which the principal and interest payments are guaranteed by either a U.S. government sponsored enterprise (“GSE”), such as the Federal National Mortgage Association (“Fannie Mae”) and the Federal Home Loan Mortgage Corporation (“Freddie Mac”), or by a U.S. government agency, such as the Government National Mortgage Association (“Ginnie Mae”). Private-label MBS, or “non-agency MBS,” include residential MBS that are not guaranteed by a GSE or the U.S. government. Arlington Asset is a Virginia corporation that is internally managed.

Note 2. Basis of Presentation

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) and include the accounts of Arlington Asset and all other entities in which the Company has a controlling financial interest. All intercompany accounts and transactions have been eliminated in consolidation.

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

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

Note 3. Summary of Significant Accounting Policies

Cash Equivalents

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

Investment Security Purchases and Sales

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

Interest Income Recognition for Investments in Agency MBS

The Company recognizes interest income for its investments in agency MBS by applying the “interest method” permitted by GAAP, whereby purchase premiums and discounts are amortized and accreted, respectively, as an adjustment to contractual interest income accrued at each security’s stated coupon rate. The interest method is applied at the individual security level based upon each security’s effective interest rate. The Company calculates each security’s effective interest rate at the time of purchase by solving for the discount rate that equates the present value of that security’s remaining contractual cash flows (assuming no principal prepayments) to its purchase price. Because each security’s effective interest rate does not reflect an estimate of future prepayments, the Company refers to this manner of applying the interest method as the “contractual effective interest method.” When applying the contractual effective interest method to its investments in agency MBS, as principal prepayments occur, a proportional amount of the

unamortized premium or discount is recognized in interest income such that the contractual effective interest rate on the remaining security balance is unaffected.

Interest Income Recognition for Investments in Private-Label MBS

The Company's investments in private-label MBS were generally acquired at significant discounts to their par values due in large part to an expectation that the Company will be unable to collect all of the contractual cash flows of the securities. Investments in private-label MBS acquired prior to 2015 were classified as available-for-sale, all of which had been sold as of December 31, 2016. The Company has elected to classify its investments in private-label MBS acquired in 2015 or later as trading securities. Interest income from investments in private-label MBS is recognized using a prospective level-yield methodology which is based upon each security's effective interest rate. The amount of periodic interest income recognized is determined by applying the security's effective interest rate to its amortized cost basis or reference amount. At the time of acquisition, the security's effective interest rate is calculated by solving for the single discount rate that equates the present value of the Company's best estimate of the amount and timing of the cash flows expected to be collected from the security to its purchase price. To prepare its best estimate of cash flows expected to be collected, the Company develops a number of assumptions about the future performance of the pool of mortgage loans that serve as collateral for its investment, including assumptions about the timing and amount of prepayments and credit losses.

In each subsequent quarterly reporting period, the amount and timing of cash flows expected to be collected from the security are re-estimated based upon current information and events. The following table provides a description of how periodic changes in the estimate of cash flows expected to be collected affect interest income recognition prospectively for investments in private-label MBS that are classified as available-for-sale and trading securities, respectively:

Effect on Interest Income Recognition for Investments in Private-Label MBS
Classified as:

Scenario:	Available-for-Sale	Trading
<p>A positive change in cash flows occurs.</p> <p>Actual cash flows exceed prior estimates and/or a positive change occurs in the estimate of expected remaining cash flows.</p>	<p>If the positive change in cash flows is deemed significant, a revised effective interest rate is calculated and applied prospectively such that the positive change is recognized as incremental interest income over the remaining life of the security. This revised effective interest rate is also used in subsequent periods to determine if any declines in the fair value of that security are other-than-temporary.</p>	<p>A revised effective interest rate is calculated and applied prospectively such that the positive change in cash flows is recognized as incremental interest income over the remaining life of the security.</p>
<p>An adverse change in cash flows occurs.</p> <p>Actual cash flows fall short of prior estimates and/or an adverse change occurs in the estimate of expected remaining cash flows.</p>	<p>The security's effective interest rate is unaffected. If an adverse change in cash flows occurs for a security that is impaired (that is, its fair value is less than its amortized cost basis), the impairment is considered other-than-temporary due to the occurrence of a credit loss. If a credit loss occurs, the Company writes-down the amortized cost basis of the security to an amount equal to the present value of cash flows expected to be collected, discounted at the security's existing effective interest rate, and recognizes a corresponding other-than-temporary impairment charge in earnings as a component of "investment gain (loss), net."</p>	<p>The amount of periodic interest income recognized over the remaining life of the security will be reduced accordingly. Specifically, if an adverse change in cash flows occurs for a security that is impaired (that is, its fair value is less than its reference amount), the reference amount to which the security's existing effective interest rate will be prospectively applied will be reduced to the present value of cash flows expected to be collected, discounted at the security's existing effective interest rate. If an adverse change in cash flows occurs for a security that is not impaired, the security's effective interest rate will be reduced accordingly and applied on a prospective basis.</p>

Other Comprehensive Income

Comprehensive income includes net income as currently reported by the Company on the consolidated statements of comprehensive income adjusted for other comprehensive income. Other comprehensive income for the Company represents periodic unrealized holding gains and losses related to the Company's investments in MBS classified as available-for-sale. Accumulated unrealized holding gains and losses for available-for-sale MBS are reclassified into net income as a component of "investment gain (loss), net" upon (i) sale or realization, or (ii) the occurrence of an other-than-temporary impairment. As of December 31, 2016, all of the Company's investments in MBS are classified as trading securities. Accordingly, all unrealized gains and losses related to the Company's investments in MBS during 2018 and 2017 have been recognized in net income.

Earnings (Loss) Per Share

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

(Shares in thousands)	Year Ended December 31,		
	2018	2017	2016
Basic weighted-average common shares outstanding	29,052	25,649	23,051
Performance share units and unvested restricted stock	—	362	—
Diluted weighted-average common shares outstanding	29,052	26,011	23,051
Net (loss) income (attributable) available to common stock	\$ (92,387)	\$ 17,184	\$ (41,347)
Basic (loss) earnings per common share	\$ (3.18)	\$ 0.67	\$ (1.79)
Diluted (loss) earnings per common share	\$ (3.18)	\$ 0.66	\$ (1.79)

The diluted loss per share for the years ended December 31, 2018 and 2016 did not include the antidilutive effect of 216,238 and 150,996 shares of unvested shares of restricted stock and performance share units, respectively.

Other Significant Accounting Policies

The Company's other significant accounting policies are described in the following notes:

Investments in agency MBS, subsequent measurement	Note 4
Borrowings	Note 5
To-be-announced agency MBS transactions, including "dollar rolls"	Note 6
Derivative instruments	Note 6
Balance sheet offsetting	Note 7
Fair value measurements	Note 8
Income taxes	Note 9
Stock-based compensation	Note 12

Recent Accounting Pronouncements

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

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

Standard	Description	Date of Adoption	Effect on the Consolidated Financial Statements
ASU No. 2016-01, <i>Recognition and Measurement of Financial Assets and Financial Liabilities (Subtopic 825-10)</i>	This amendment makes targeted changes to certain aspects of guidance applicable to financial assets and financial liabilities. The amendment primarily affects accounting for certain equity investments, financial liabilities measured under the fair value option, and certain financial instrument presentation and disclosure requirements. Accounting for investments in debt securities and financial liabilities not measured under the fair value option is largely unaffected by this amendment.	January 1, 2018	ASU No. 2016-01 requires entities to measure investments in equity securities at fair value, unless fair value measurement is impractical, with changes in fair value recognized in current period earnings. Upon the adoption of ASU No. 2016-01, the Company recognized a cumulative-effect increase of \$4,059 (net of taxes) in stockholders' equity representing, as of January 1, 2018, the excess of fair value over historical cost of its investments in equity securities that were previously carried at their historical cost (net of impairments). Subsequent to January 1, 2018, all changes in the estimated fair value of such instruments will be recognized in net income.
ASU No. 2016-15, <i>Classification of Certain Cash Receipts and Cash Payments (Topic 230)</i>	This amendment was issued to reduce diversity in practice with respect to eight various statement of cash flow reporting issues for which existing GAAP is either unclear or does not provide specific guidance.	January 1, 2018	The adoption of ASU No. 2016-15 did not have a material impact on the Company's consolidated financial statements.
Recently Issued Accounting Guidance Not Yet Adopted			
ASU No. 2016-02, <i>Leases (Topic 842)</i>	This amendment replaces the existing lease accounting model with a revised model. The primary change effectuated by the revised lease accounting model is the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases.	January 1, 2019	The primary impact of the adoption of ASU No. 2016-02 will be the recognition of lease liabilities and associated right-of-use assets on the Company's balance sheet. The Company does not expect the adoption of ASU No. 2016-02 will have a material effect on its consolidated financial statements.
ASU No. 2016-13, <i>Financial Instruments - Credit Losses (Topic 606)</i>	The amendments in this update require financial assets measured at amortized cost as well as available-for-sale debt securities to be measured for impairment on the basis of the net amount expected to be collected. Credit losses are to be recognized through an allowance for credit losses, which differs from the direct write-down of the amortized cost basis currently required for other-than-temporary impairments of investments in debt securities. This update also makes substantial changes to the manner in which interest income is to be recognized for financial assets acquired with a more-than-insignificant amount of credit deterioration since origination. This update will not affect the accounting for investments in debt securities that are classified as trading securities.	January 1, 2019	As of December 31, 2018, all of the Company's investments in debt securities are classified as trading securities. Accordingly, the Company does not expect ASU No. 2016-13 to have a material impact on its consolidated financial statements.

Standard	Description	Date of Adoption	Effect on the Consolidated Financial Statements
ASU No. 2017-08, <i>Premium Amortization of Purchased Callable Debt Securities (Subtopic 310-20)</i>	This amendment requires purchase premiums for investments in debt securities that are noncontingently callable by the issuer (at a fixed price and preset date) to be amortized to the earliest call date. Previously, purchase premiums for such investments were permitted to be amortized to the instrument's maturity date.	January 1, 2020	Investments in prepayable financial assets, such as residential MBS, for which the embedded call options are not held by the issuer are not within the scope of ASU No. 2017-08. Accordingly, the Company does not expect the adoption of ASU No. 2017-08 to have a material effect on its consolidated financial statements.
ASU No. 2017-12, <i>Targeted Improvements to Accounting for Hedging Activities (Topic 815)</i>	This update made several targeted amendments to existing GAAP with the objectives of facilitating (i) financial reporting that more closely reflects entities' risk management strategies and (ii) greater ease of understanding and interpreting the effects of hedge accounting on an entities' reported results.	January 1, 2019	Hedge accounting pursuant to GAAP is an elective, rather than a required, accounting model. The Company does not currently elect to apply hedge accounting and, at this time, does not plan to elect to apply hedge accounting in the future. Accordingly, at this time, the Company does not expect ASU No. 2017-12 will have an effect on its consolidated financial statements.

Note 4. Investments in Agency MBS

The Company's investments in agency MBS are reported in the accompanying consolidated balance sheets at fair value. As of December 31, 2018 and 2017, the Company had \$3,982,106 and \$4,054,424, respectively, of fair value in agency MBS classified as trading securities. As of December 31, 2018 and 2017, all of the Company's investments in agency MBS represent undivided (or "pass-through") beneficial interests in specified pools of fixed-rate mortgage loans.

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

	Year Ended December 31,		
	2018	2017	2016
Net (losses) gains recognized in earnings for:			
Agency MBS still held at period end	\$ (59,676)	\$ (1,621)	\$ (62,363)
Agency MBS sold during the period	(54,804)	3,987	21,714
Total	\$ (114,480)	\$ 2,366	\$ (40,649)

The Company also invests in and finances fixed-rate agency MBS on a generic pool basis through sequential series of to-be-announced security transactions commonly referred to as "dollar rolls." Dollar rolls are accounted for as a sequential series of derivative instruments. Refer to "Note 6. Derivative Instruments" for further information about dollar rolls.

Note 5. Borrowings

Repurchase Agreements

The Company finances the purchase of MBS through repurchase agreements, which are accounted for as collateralized borrowing arrangements. In a repurchase transaction, the Company sells MBS to a counterparty under a master repurchase agreement in exchange for cash and concurrently agrees to repurchase the same security at a future date in an amount equal to the cash initially exchanged plus an agreed-upon amount of interest. MBS sold under agreements to repurchase remain on the Company's consolidated

balance sheets because the Company maintains effective control over such securities throughout the duration of the arrangement. Throughout the contractual term of a repurchase agreement, the Company recognizes a “repurchase agreement” liability on its consolidated balance sheets to reflect the obligation to repay to the counterparty the proceeds received upon the initial transfer of the MBS. The difference between the proceeds received by the Company upon the initial transfer of the MBS and the contractually agreed-upon repurchase price is recognized as interest expense over the term of the repurchase arrangement on a level-yield basis.

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

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

	December 31, 2018	December 31, 2017
Pledged with agency MBS:		
Repurchase agreements outstanding	\$ 3,721,629	\$ 3,667,181
Agency MBS collateral, at fair value	3,931,232	3,858,815
Net amount (1)	209,603	191,634
Weighted-average rate	2.72%	1.56%
Weighted-average term to maturity	17.3 days	12.6 days

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

The following table provides information regarding the Company’s outstanding repurchase agreement borrowings during the years ended December 31, 2018 and 2017:

	December 31, 2018	December 31, 2017
Weighted-average outstanding balance	\$ 3,817,870	\$ 3,950,139
Weighted-average rate	2.06%	1.16%

Long-Term Unsecured Debt

As of December 31, 2018 and 2017, the Company had \$74,104 and \$73,880, respectively, of outstanding long-term unsecured debentures, net of unamortized debt issuance costs of \$1,196 and \$1,420, respectively. The Company’s long-term unsecured debentures consisted of the following as of the dates indicated:

	December 31, 2018			December 31, 2017		
	Senior Notes Due 2025	Senior Notes Due 2023	Trust Preferred Debt	Senior Notes Due 2025	Senior Notes Due 2023	Trust Preferred Debt
Outstanding Principal	\$ 35,300	\$ 25,000	\$ 15,000	\$ 35,300	\$ 25,000	\$ 15,000
Annual Interest Rate	6.75%	6.625%	LIBOR+ 2.25 - 3.00 %	6.75%	6.625%	LIBOR+ 2.25 - 3.00 %
Interest Payment Frequency	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly
Weighted-Average Interest Rate	6.75%	6.625%	5.19%	6.75%	6.625%	4.11%
Maturity	March 15, 2025	May 1, 2023	2033 - 2035	March 15, 2025	May 1, 2023	2033 - 2035
Early Redemption Date	March 15, 2018	May 1, 2016	2008 - 2010	March 15, 2018	May 1, 2016	2008 - 2010

The Senior Notes due 2023 and the Senior Notes due 2025 are publicly traded on the New York Stock Exchange under the ticker symbols “AIW” and “AIC,” respectively. The Senior Notes due 2023 and Senior Notes due 2025 may be redeemed in whole or in part at any time and from time to time at the Company’s option at a redemption price equal to the principal amount plus accrued

and unpaid interest. The indenture governing these Senior Notes contains certain covenants, including limitations on the Company's ability to merge or consolidate with other entities or sell or otherwise dispose of all or substantially all of the Company's assets.

Note 6. Derivative Instruments

In the normal course of its operations, the Company is a party to financial instruments that are accounted for as derivative instruments. Derivative instruments are recorded at fair value as either "derivative assets" or "derivative liabilities" in the consolidated balance sheets, with all periodic changes in fair value reflected as a component of "investment gain (loss), net" in the consolidated statements of comprehensive income. Cash receipts or payments related to derivative instruments are classified as investing activities within the consolidated statements of cash flows.

Types and Uses of Derivative Instruments

Interest Rate Hedging Instruments

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

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

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

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

To-Be-Announced Agency MBS Transactions, Including "Dollar Rolls"

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

The Company's agency MBS investment portfolio includes net purchase (or "net long") positions in TBA securities, which are primarily the result of executing sequential series of "dollar roll" transactions. The Company executes dollar roll transactions as a means of investing in and financing non-specified fixed-rate agency MBS. Such transactions involve effectively delaying (or "rolling") the settlement of a forward purchase of a TBA agency MBS by entering into an offsetting sale with the same counterparty prior to the settlement date, net settling the "paired-off" positions in cash, and contemporaneously entering, with the same counterparty, another forward purchase of a TBA agency MBS of the same characteristics for a later settlement date. TBA securities purchased for a forward settlement month are generally priced at a discount relative to TBA securities sold for settlement in the

current month. This discount, often referred to as the dollar roll “price drop,” reflects compensation for the net interest income (interest income less financing costs) that is foregone as a result of relinquishing beneficial ownership of the MBS for the duration of the dollar roll (also known as “dollar roll income”). By executing a sequential series of dollar roll transactions, the Company is able to create the economic experience of investing in an agency MBS, financed with a repurchase agreement, over a period of time. Forward purchases and sales of TBA securities are accounted for as derivative instruments in the Company’s financial statements. Accordingly, dollar roll income is recognized as a component of “investment gain (loss), net” along with all other periodic changes in the fair value of TBA commitments.

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

Under the terms of these forward commitments, the daily exchange of variation margin may occur based on changes in the fair value of the agency MBS commitments if a party to the transaction demands it. Receivables recognized for the right to reclaim cash collateral posted by the Company in respect of TBA transactions is included in the line item “deposits” in the accompanying consolidated balance sheets. Liabilities recognized for the obligation to return cash collateral received by the Company in respect of TBA transactions is included in the line item “other liabilities” in the accompanying consolidated balance sheets.

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

Derivative Instrument Population and Fair Value

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

	December 31, 2018		December 31, 2017	
	Assets	Liabilities	Assets	Liabilities
Interest rate swaps	\$ —	\$ (5,709)	\$ —	\$ (3,338)
5-year U.S. Treasury note futures	—	—	—	(20)
10-year U.S. Treasury note futures	—	(1,250)	—	(1,321)
TBA commitments	438	—	763	(154)
Total	\$ 438	\$ (6,959)	\$ 763	\$ (4,833)

Interest Rate Swaps

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

The following table presents information about the Company’s interest rate swap agreements that were in effect as of December 31, 2018:

Years to maturity:	Notional Amount	Weighted-average:			Remaining Life (Years)	Fair Value
		Fixed Pay Rate	Variable Receive Rate	Net Receive (Pay) Rate		
Less than 3 years	\$ 1,050,000	1.53%	2.60%	1.07%	1.5	\$ (152)
3 to less than 7 years	325,000	2.00%	2.73%	0.73%	4.4	(432)
7 to less than 10 years	1,600,000	2.35%	2.70%	0.35%	8.5	(4,572)
10 or more years	125,000	3.02%	2.66%	(0.36)%	29.6	(553)
Total / weighted-average	\$ 3,100,000	2.07%	2.67%	0.60%	6.6	\$ (5,709)

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

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

U.S. Treasury Note Futures

The Company's 10-year U.S. Treasury note futures held as of December 31, 2018 are short positions with an aggregate notional amount of \$320,000 that mature in March 2019. Upon the maturity date of these futures contracts, the Company has the option to either net settle each contract in cash in an amount equal to the difference between the then-current fair value of the underlying 10-year U.S. Treasury note and the contractual sale price inherent to the futures contract, or to physically settle the contract by delivering the underlying 10-year U.S. Treasury note. As of December 31, 2017, the Company held short positions of 5-year and 10-year U.S. Treasury note futures with aggregate notional amounts of \$21,600 and \$650,000, respectively, with a maturity date in March 2018.

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

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

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

TBA Commitments

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

	December 31, 2018			
	Notional Amount: Net Purchase (Sale) Commitment	Contractual Forward Price	Market Price	Fair Value
Dollar roll positions:				
5.0% 30-year MBS purchase commitments	\$ 100,000	\$ 103,750	\$ 104,047	\$ 297
5.0% 30-year MBS sale commitments	(100,000)	(104,188)	(104,047)	141
Total TBA commitments, net	<u>\$ —</u>	<u>\$ (438)</u>	<u>\$ —</u>	<u>\$ 438</u>
	December 31, 2017			
	Notional Amount: Net Purchase (Sale) Commitment	Contractual Forward Price	Market Price	Fair Value
Dollar roll positions:				
3.0% 15-year MBS purchase commitments	\$ 250,000	\$ 254,873	\$ 254,766	\$ (107)
3.5% 30-year MBS purchase commitments	1,015,000	1,041,496	1,042,212	716
Total TBA commitments, net	<u>\$ 1,265,000</u>	<u>\$ 1,296,369</u>	<u>\$ 1,296,978</u>	<u>\$ 609</u>

Derivative Instrument Gains and Losses

The following table provides information about the derivative gains and losses recognized within the periods indicated:

	For the Year Ended December 31,	
	2018	2017
Interest rate derivatives:		
Interest rate swaps:		
Net interest income (expense) (1)	\$ 6,266	\$ (17,334)
Unrealized (losses) gains, net	(30,064)	17,791
Gains (losses) realized upon early termination, net	49,192	(13,441)
Total interest rate swap gains (losses), net	25,394	(12,984)
U.S. Treasury note futures, net	8,647	6,054
Options on U.S. Treasury note futures, net	—	(6,302)
Other, net	—	(255)
Total interest rate derivative gains (losses), net	34,041	(13,487)
TBA and specified agency MBS commitments:		
TBA dollar roll income (2)	20,929	21,291
Other losses on agency MBS commitments, net	(64,627)	(4,580)
Total (losses) gains on agency MBS commitments, net	(43,698)	16,711
Total derivative (losses) gains, net	\$ (9,657)	\$ 3,224

- (1) Represents the periodic net interest settlement incurred during the period (often referred to as “net interest carry”). Also includes “price alignment interest” income earned or expense incurred on cumulative variation margin paid or received, respectively, associated with centrally cleared interest rate swap agreements.
- (2) Represents the price discount of forward-settling TBA purchases relative to a contemporaneously executed “spot” TBA sale, which economically equates to net interest income that is earned ratably over the period beginning on the settlement date of the sale and ending on the settlement date of the forward-settling purchase.

Derivative Instrument Activity

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

	For the Year Ended December 31, 2018				
	Beginning of Period	Additions	Scheduled Settlements	Early Terminations	End of Period
Interest rate swaps	\$ 3,600,000	\$ 1,400,000	\$ —	\$ (1,900,000)	\$ 3,100,000
5-year U.S. Treasury note futures	21,600	—	(21,600)	—	—
10-year U.S. Treasury note futures	650,000	3,120,000	(3,200,000)	(250,000)	320,000
Commitments to purchase (sell) MBS, net	1,265,000	13,320,000	(14,585,000)	—	—

	For the Year Ended December 31, 2017				
	Beginning of Period	Additions	Scheduled Settlements	Early Terminations	End of Period
Interest rate swaps	\$ 3,700,000	\$ 1,275,000	\$ (250,000)	\$ (1,125,000)	\$ 3,600,000
5-year U.S. Treasury note futures	—	221,600	(200,000)	—	21,600
10-year U.S. Treasury note futures	—	2,146,100	(1,496,100)	—	650,000
Purchased put options on 10-year U.S. Treasury note futures	1,650,000	2,540,000	(4,190,000)	—	—
Sold call options on 10-year U.S. Treasury note futures	1,000,000	2,450,000	(3,450,000)	—	—
Purchased call options on 10-year U.S. Treasury note futures	1,000,000	3,350,000	(4,350,000)	—	—
Purchased put options on agency MBS	—	900,000	(900,000)	—	—
Commitments to purchase (sell) MBS, net	725,000	12,925,000	(12,385,000)	—	1,265,000

Cash Collateral Posted and Received for Derivative Instruments and Other Financial Instruments

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

	December 31, 2018	December 31, 2017
Cash collateral posted for:		
Interest rate swaps (cash initial margin)	\$ 54,883	\$ 46,218
U.S. Treasury note futures (cash initial margin)	6,169	6,960
Unsettled MBS trades and TBA commitments, net	—	5,925
Total cash collateral posted, net	<u>\$ 61,052</u>	<u>\$ 59,103</u>

As of December 31, 2018, the Company had received \$438 of cash collateral in respect of its forward-settling TBA commitments. The Company recognized a corresponding obligation to return this cash collateral to its counterparties, which is included in the line item “other liabilities” in the accompanying consolidated balance sheets.

Note 7. Offsetting of Financial Assets and Liabilities

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

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

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

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

	As of December 31, 2018					
	Gross Amount Recognized	Amount Offset in the Consolidated Balance Sheets	Net Amount Presented in the Consolidated Balance Sheets	Gross Amount Not Offset in the Consolidated Balance Sheets		Net Amount
				Financial Instruments (1)	Cash Collateral (2)	
Assets:						
Derivative instruments:						
TBA commitments	\$ 438	\$ —	\$ 438	\$ —	\$ (438)	\$ —
Total derivative instruments	438	—	438	—	(438)	—
Total assets	<u>\$ 438</u>	<u>\$ —</u>	<u>\$ 438</u>	<u>\$ —</u>	<u>\$ (438)</u>	<u>\$ —</u>
Liabilities:						
Derivative instruments:						
Interest rate swaps	\$ 5,709	\$ —	\$ 5,709	\$ —	\$ (5,709)	\$ —
10-year U.S. Treasury note futures	1,250	—	1,250	—	(1,250)	—
Total derivative instruments	6,959	—	6,959	—	(6,959)	—
Repurchase agreements	3,721,629	—	3,721,629	(3,721,629)	—	—
Total liabilities	<u>\$ 3,728,588</u>	<u>\$ —</u>	<u>\$ 3,728,588</u>	<u>\$ (3,721,629)</u>	<u>\$ (6,959)</u>	<u>\$ —</u>

As of December 31, 2017

	Gross Amount Recognized	Amount Offset in the Consolidated Balance Sheets	Net Amount Presented in the Consolidated Balance Sheets	Gross Amount Not Offset in the Consolidated Balance Sheets		Net Amount
				Financial Instruments (1)	Cash Collateral (2)	
Assets:						
Derivative instruments:						
TBA commitments	\$ 763	\$ —	\$ 763	\$ —	\$ —	\$ 763
Total derivative instruments	763	—	763	—	—	763
Total assets	\$ 763	\$ —	\$ 763	\$ —	\$ —	\$ 763
Liabilities:						
Derivative instruments:						
Interest rate swaps	\$ 3,338	\$ —	\$ 3,338	\$ —	\$ (3,338)	\$ —
U.S. Treasury note futures	1,341	—	1,341	—	(1,341)	—
TBA commitments	154	—	154	—	(154)	—
Total derivative instruments	4,833	—	4,833	—	(4,833)	—
Repurchase agreements	3,667,181	—	3,667,181	(3,667,181)	—	—
Total liabilities	\$ 3,672,014	\$ —	\$ 3,672,014	\$ (3,667,181)	\$ (4,833)	\$ —

- (1) Does not include the fair value amount of financial instrument collateral pledged in respect of repurchase agreements that exceeds the associated liability presented in the consolidated balance sheets.
- (2) Does not include the amount of cash collateral pledged in respect of derivative instruments that exceeds the associated derivative liability presented in the consolidated balance sheets.

Note 8. Fair Value Measurements

Fair Value of Financial Instruments

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

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

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

Mortgage-backed securities

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

including comparison to recent trading activity for similar securities and an overall review for consistency with market conditions observed as of the measurement date.

Derivative instruments

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

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

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

Other

Long-term unsecured debt - As of December 31, 2018 and 2017, the carrying value of the Company's long-term unsecured debt was \$74,104 and \$73,880, respectively, net of unamortized debt issuance costs, and consists of Senior Notes and trust preferred debt issued by the Company. The Company's estimate of the fair value of long-term unsecured debt is \$66,562 and \$70,314 as of December 31, 2018 and 2017, respectively. The Company's Senior Notes, which are publicly traded on the New York Stock Exchange, are classified within Level 1 of the fair value hierarchy. Trust preferred debt is classified within Level 2 of the fair value hierarchy as the fair value is estimated based on the quoted prices of the Company's publicly traded Senior Notes.

Investments in equity securities of non-public companies and investment funds - As of December 31, 2018, the Company had investments in equity securities and investment funds measured at fair value of \$6,115, which is included in the line item "other assets" in the accompanying consolidated balance sheets. ASU No. 2016-01, effective January 1, 2018, requires entities to measure investments in equity securities at fair value, unless fair value measurement is impractical, with changes in fair value recognized in current period earnings. Upon the adoption of ASU No. 2016-01, the Company recognized a cumulative-effect increase of \$4,059 (net of taxes) in stockholders' equity representing, as of January 1, 2018, the excess of fair value over historical cost of its investments in equity securities that were previously carried at their historical cost (net of impairments). As of December 31, 2017, the Company had investments in equity securities and investment funds with a carrying amount of \$1,675, which are included in the line item "other assets" in the accompanying consolidated balance sheets. As of December 31, 2017, \$439 of these investments represented securities for which the Company elected the "fair value option" at the time that the securities were initially recognized on the Company's consolidated balance sheets. The remaining \$1,236 in investments in equity securities of non-public companies and investment funds as of December 31, 2017 were measured at cost, net of impairments. The Company's estimate of the total fair value of investments in equity securities and investment funds was \$5,801 as of December 31, 2017.

Investments in equity securities and investment funds are classified within Level 3 of the fair value hierarchy. The fair values of the Company's investments in equity securities and investment funds are not readily determinable. Accordingly, for its investments in equity securities, the Company estimates fair value by estimating the enterprise value of the investee which it then allocates to the investee's securities in the order of their preference relative to one another. To estimate the enterprise value of the investee, the Company uses traditional valuation methodologies based on income and market approaches, including the consideration of recent investments in, or tender offers for, the equity securities of the investee, a discounted cash flow analysis and a comparable guideline public company valuation. The primary unobservable inputs used in estimating the fair value of an equity security of a non-public company include (i) a stock price to net asset multiple for similar public companies that is applied to the entity's net assets, (ii) a discount factor for lack of marketability and control, and (iii) a cost of equity discount rate, used to discount to present value the equity cash flows available for distribution and the terminal value of the entity. As of December 31, 2018, the stock price to net asset multiple for similar public companies, the discount factor for lack of marketability and control, and the cost of equity discount rate used as inputs were 91 percent, 8 percent, and 12 percent, respectively. As of December 31, 2017, the discount factor for lack of

marketability and control was estimated to be 20 percent. For its investments in investment funds, the Company estimates fair value based upon the investee's net asset value per share.

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

Fair Value Hierarchy

Financial Instruments Measured at Fair Value on a Recurring Basis

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

	December 31, 2018			
	Total	Level 1	Level 2	Level 3
MBS				
Trading:				
Agency MBS	\$ 3,982,106	\$ —	\$ 3,982,106	\$ —
Private-label MBS	24	—	—	24
Total MBS	3,982,130	—	3,982,106	24
Derivative assets	438	—	438	—
Derivative liabilities	(6,959)	(1,250)	(5,709)	—
Other assets	6,115	—	—	6,115
Total	\$ 3,981,724	\$ (1,250)	\$ 3,976,835	\$ 6,139
	December 31, 2017			
	Total	Level 1	Level 2	Level 3
MBS				
Trading:				
Agency MBS	\$ 4,054,424	\$ —	\$ 4,054,424	\$ —
Private-label MBS	76	—	—	76
Total MBS	4,054,500	—	4,054,424	76
Derivative assets	763	—	763	—
Derivative liabilities	(4,833)	(1,341)	(3,492)	—
Other assets	439	—	—	439
Total	\$ 4,050,869	\$ (1,341)	\$ 4,051,695	\$ 515

There were no transfers of financial instruments into or out of Levels 1, 2 or 3 during the years ended December 31, 2018 and 2017.

Level 3 Financial Assets and Liabilities

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

	Year Ended December 31,	
	2018	2017
Beginning balance	\$ 515	\$ 1,799
Investments in equity securities measured at fair value beginning January 1, 2018	5,362	—
Included in investment gain (loss), net	313	(35)
Purchases	—	—
Sales	—	(1,268)
Payments, net	(71)	(82)
Accretion of discount	20	101
Ending balance	<u>\$ 6,139</u>	<u>\$ 515</u>
Net unrealized gains (losses) included in earnings for the period for Level 3 assets still held at the reporting date	<u>\$ 313</u>	<u>\$ (93)</u>

Note 9. Income Taxes

For its tax years ended December 31, 2018 and earlier, Arlington Asset was subject to taxation as a corporation under Subchapter C of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). On December 27, 2018, the Company's Board of Directors approved a plan for Arlington Asset to elect to be taxed and to operate in a manner that will allow it to qualify as a real estate investment trust ("REIT") under the Internal Revenue Code commencing with its taxable year ending December 31, 2019. As a REIT, the Company will be required to distribute annually 90% of its REIT taxable income. So long as the Company continues to qualify as a REIT, it will generally not be subject to U.S. Federal or state corporate income taxes on its taxable income to the extent that it distributes all of its annual taxable income to its shareholders on a timely basis. At present, it is the Company's intention to distribute 100% of its taxable income, although the Company will not be required to do so. The Company intends to make distributions of its taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent taxable year.

Income taxes are provided for using the asset and liability method. Deferred tax assets and liabilities reflect the impact of temporary differences between the carrying amount of assets and liabilities pursuant to the application of GAAP and their respective tax bases and are stated at enacted tax rates expected to be in effect when the taxes are actually paid or recovered. Deferred tax assets are also recorded for net operating loss ("NOL") carryforwards and net capital loss ("NCL") carryforwards. A valuation allowance is provided against deferred tax assets if, based upon the Company's evaluation, it is more-likely-than-not that some or all of the deferred tax assets will not be realized. All available evidence, both positive and negative, is incorporated into the determination of whether a valuation allowance for deferred tax assets is appropriate. Items considered in the valuation allowance determination include expectations of future earnings of the appropriate tax character, recent historical financial results, tax planning strategies, the length of statutory carryforward periods and the expected timing of the reversal of temporary differences.

Under the Internal Revenue Code, a REIT is taxed as a C corporation. However, in computing its taxable income, a REIT can deduct dividends paid to arrive at its taxable income. If a REIT distributes all its taxable income within the time limits prescribed by the Internal Revenue Code, the enacted tax rate used to calculate deferred tax assets and liabilities of a REIT would be zero. The income tax effects of a REIT conversion for financial reporting purposes are reflected in the period in which all significant actions necessary to qualify as a REIT are completed and the entity has committed to becoming a REIT, including (i) obtaining approval from the appropriate parties, (ii) purging through a distribution to shareholders any accumulated earnings and profits ("E&P") from its operations as a C corporation, and (iii) having any remaining actions for the Company to achieve REIT status be perfunctory legal and administrative matters. On December 27, 2018, the Company's Board of Directors approved a plan for Arlington Asset to elect to be taxed and to operate in a manner that will allow it to qualify as a REIT commencing with its taxable year ending December 31, 2019. There are no further approvals necessary for the Company to be eligible to be taxed as a REIT. As of December 31, 2018, the Company did not have any accumulated E&P from its operations as a C corporation, and therefore the Company does not need to make any distributions to shareholders of accumulated E&P to qualify as a REIT. Along with continuing to meet ongoing REIT qualification requirements, the only remaining action for the Company to achieve REIT status is to file its federal income tax return for fiscal year 2019 as a REIT on its required filing date. In addition, the Company expects to seek shareholder approval at its next annual meeting to amend its articles of incorporation to include customary REIT ownership limitations to facilitate compliance with REIT qualification requirements. Both of these actions are considered perfunctory legal and administrative matters. Accordingly, since all significant actions necessary to qualify as a REIT were met as of December 31, 2018, the Company's deferred tax assets and liabilities as of that date were adjusted to reflect a tax rate of zero percent expected to be applied in the period in which the deferred

tax assets and liabilities are expected to be realized resulting in the elimination of the Company's deferred tax assets and liabilities as of December 31, 2018.

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

For the years ended December 31, 2018, 2017, and 2016, the Company determined that it should record a valuation allowance against deferred tax assets that are capital in nature, which consists of NCL carryforwards and temporary GAAP to tax differences that are expected to result in capital losses in future periods, resulting in an increase to the Company's valuation allowance of \$38,128, \$16,761, and \$35,637, respectively.

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

	December 31, 2018	December 31, 2017
Ordinary deferred tax assets:		
NOL carryforward	\$ —	\$ 15,619
Deferred net loss on designated hedges	—	4,381
Stock-based compensation	—	1,999
Other, net	—	19
Total ordinary deferred tax assets	—	22,018
Ordinary deferred tax liabilities:		
Net unrealized gain on designated hedges	—	(21,218)
Ordinary deferred tax assets, net	—	800
Capital deferred tax assets:		
NCL carryforward	—	80,895
Net unrealized loss on investments	—	23,431
Valuation allowance	—	(104,326)
Total capital deferred tax assets, net	—	—
Total deferred tax assets, net	\$ —	\$ 800

The provision for income taxes from operations consists of the following for the years ended December 31, 2018, 2017 and 2016:

	2018	2017	2016
Federal	\$ 562	\$ 33,495	\$ 23,163
State	171	6,108	4,224
Total income tax provision	\$ 733	\$ 39,603	\$ 27,387
Current	\$ (1)	\$ 706	\$ 232
Deferred	734	38,897	27,155
Total income tax provision	\$ 733	\$ 39,603	\$ 27,387

The provision for income taxes results in effective tax rates that differ from the federal statutory rates. The reconciliation of the Company and its subsidiaries' income tax attributable to "(loss) income before income taxes" computed at federal statutory rates to the provision for income taxes for the years ended December 31, 2018, 2017, and 2016 were as follows:

	2018	2017	2016
Federal income tax at statutory rate	\$ (19,123)	\$ 19,963	\$ (4,886)
State income taxes, net of federal benefit	(4,316)	2,224	(544)
Change in enacted tax rate	—	409	—
Change in expected enacted tax rate from REIT conversion	(14,744)	—	—
Losses on available-for sale MBS acquired prior to 2012	—	—	(2,838)
Other, net	788	246	18
Valuation allowance	38,128	16,761	35,637
Total income tax provision	<u>\$ 733</u>	<u>\$ 39,603</u>	<u>\$ 27,387</u>

As of December 31, 2018, the Company had estimated NOL carryforwards of \$14,543 that can be used to offset future taxable ordinary income. The Company's NOL carryforwards expire in 2028. As of December 31, 2018, the Company had estimated NCL carryforwards of \$424,165 that can be used to offset future net capital gains. The scheduled expirations of the Company's NCL carryforwards are \$136,840 in 2019, \$102,927 in 2020, \$70,319 in 2021, \$3,762 in 2022 and \$110,317 in 2023.

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

The Company recognizes uncertain tax positions in the financial statements only when it is more-likely-than-not that the position will be sustained upon examination by the relevant taxing authority based on the technical merits of the position. A position that meets this standard is measured at the largest amount of benefit that will more-likely-than-not be realized upon settlement. A liability is established for differences between positions taken in a tax return and the financial statements. As of December 31, 2018 and 2017, the Company assessed the need for recording a provision for any uncertain tax position and has made the determination that such provision is not necessary.

The Company is subject to examination by the IRS and state and local authorities in jurisdictions where the Company has significant business operations. The Company's federal tax returns for 2014 and forward remain subject to examination by the IRS.

On May 30, 2018, the Company received an assessment of \$9,380 from Arlington County, Virginia for a business, professional and occupation license ("BPOL") tax for calendar year 2017. The BPOL tax is a local privilege tax on a business' gross receipts for conducting business activities subject to licensure within Arlington County. The Company has not been assessed or paid any such BPOL tax prior to calendar year 2017. The Company does not believe it is subject to the BPOL tax. During the second quarter of 2018, the Company filed an administrative appeal with Arlington County. During the third quarter of 2018, Arlington County denied the Company's administrative appeal and, subsequently, the Company filed an administrative appeal with the Tax Commissioner of Virginia. The Company intends to fully contest the assessment. As of December 31, 2018, the Company does not believe that it is probable that it has incurred a BPOL tax liability. As such, the Company has not recognized a BPOL tax liability or an associated expense in its consolidated financial statements. If the Company were to become subject to the BPOL tax, the Company would be required to pay the full \$9,380 assessment for calendar year 2017 and subsequent periods (including calendar year 2018).

Note 10. Commitments and Contingencies

Contractual Obligations

The Company has contractual obligations to make future payments in connection with long-term debt and non-cancelable lease agreements. The following table sets forth these contractual obligations by fiscal year as of December 31, 2018:

	2019	2020	2021	2022	2023	Thereafter	Total
Long-term debt maturities	\$ —	\$ —	\$ —	\$ —	\$ 25,000	\$ 50,300	\$ 75,300
Minimum rental commitments	395	407	418	429	441	919	3,009
	<u>\$ 395</u>	<u>\$ 407</u>	<u>\$ 418</u>	<u>\$ 429</u>	<u>\$ 25,441</u>	<u>\$ 51,219</u>	<u>\$ 78,309</u>

Note 11. Shareholders' Equity

Common Stock

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

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

Common Stock Dividends

The Company's Board of Directors evaluates common stock dividends on a quarterly basis and, in its sole discretion, approves the payment of dividends. The Company's common stock dividend payments, if any, may vary significantly from quarter to quarter. The Board of Directors has approved and the Company declared and paid the following dividends on its common stock for 2018:

Quarter Ended	Dividend Amount	Declaration Date	Record Date	Pay Date
December 31	\$ 0.375	December 13	December 31	January 31, 2019
September 30	0.375	September 13	September 28	October 31
June 30	0.375	June 14	June 29	July 31
March 31	0.550	March 15	March 29	April 30

The Board of Director approved and the Company declared and paid the following dividends on its common stock for 2017:

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

Common Equity Distribution Agreements

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

Capital Markets & Co.), JonesTrading Institutional Services LLC and Ladenburg Thalmann & Co. Inc. pursuant to which the Company may offer and sell, from time to time, up to 12,597,423 shares of the Company's Class A common stock.

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

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

Class A Common Stock Issuances	Year Ended December 31, 2018	Year Ended December 31, 2017
Shares issued	2,226,557	4,472,083
Weighted average public offering price	\$ 10.19	\$ 13.88
Net proceeds ⁽¹⁾	\$ 22,326	\$ 61,213

(1) Net of selling commissions and expenses.

As of December 31, 2018, the Company had 11,302,160 shares of Class A common stock available for sale under the Amended New Equity Distribution Agreements.

Common Share Repurchase Program

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

Preferred Stock

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

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

The Series B Preferred Stock has no stated maturity, is not subject to any sinking fund and will remain outstanding indefinitely unless repurchased or redeemed by the Company. Holders of Series B Preferred Stock have no voting rights, except under limited conditions, and are entitled to receive a cumulative cash dividend at a rate of 7.00% per annum of their \$25.00 per share liquidation preference before holders of common stock are entitled to receive any dividends. Shares of Series B Preferred Stock are redeemable at \$25.00 per share, plus accumulated and unpaid dividends (whether or not authorized or declared) exclusively at the Company's option commencing on May 12, 2022 or earlier upon the occurrence of a change in control. Dividends are payable quarterly in arrears on the 30th day of each December, March, June and September. As of December 31, 2018, we had declared and paid all required quarterly dividends on the Company's Series B Preferred Stock.

Preferred Equity Distribution Agreement

On May 16, 2017, the Company entered into an equity distribution agreement (the "Series B Preferred Equity Distribution Agreement") with JonesTrading Institutional Services LLC (the "Series B Preferred Equity Agent"), pursuant to which the Company may offer and sell, from time to time, up to 1,865,000 shares of the Company's Series B Preferred Stock. Pursuant to the Series B

Preferred Equity Distribution Agreement, shares of the Company's Series B Preferred stock may be offered and sold through the Series B Preferred Equity Sales Agent in transactions that are deemed to be "at the market" offerings as defined in Rule 415 under the Securities Act of 1933, including sales made directly on the NYSE or sales made to or through a market maker other than on an exchange or, subject to the terms of a written notice from the Company, in privately negotiated transactions.

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

Series B Preferred Stock Issuances	Year Ended December 31, 2018	Year Ended December 31, 2017
Shares issued	47,304	168,291
Weighted average public offering price	\$ 24.75	\$ 24.95
Net proceeds (1)	\$ 1,137	\$ 4,090

(1) Net of selling commissions and expenses.

As of December 31, 2018, the Company had 1,649,405 shares of Series B Preferred stock available for sale under the Series B Preferred Equity Distribution Agreement.

Shareholder Rights Agreement

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

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

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

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

Note 12. Long-Term Incentive Plan

The Company provides its employees and its non-employee directors with long-term incentive compensation in the form of stock-based awards. On April 7, 2014, the Board of Directors adopted the Arlington Asset Investment Corp. 2014 Long-Term Incentive Plan (the "2014 Plan"), which was approved by the Company's shareholders and became effective on July 15, 2014.

Under the 2014 Plan, a maximum number of 2,000,000 shares of Class A common stock of the Company, subject to adjustment as set forth in the 2014 Plan, were authorized for issuance and may be issued to employees, directors, consultants and advisors of the Company and its affiliates. As of December 31, 2018, 1,614,050 shares remained available for issuance under the 2014 Plan. The 2014 Plan replaced the Arlington Asset Investment Corp. 2011 Long-Term Incentive Plan (the "2011 Plan"). No additional grants will be made under the 2011 Plan. However, previous grants under the 2011 Plan will remain in effect subject to the terms of the 2011 Plan and the applicable award agreement.

Under the 2014 Plan, the Compensation Committee of the Company's Board of Directors may grant restricted stock, restricted stock units ("RSUs"), performance stock units ("PSUs"), stock options, stock appreciation rights ("SARs") and/or other stock-based awards. However, no participant may be granted (i) stock options or SARs during any twelve-month period covering more than

300,000 shares or (ii) restricted stock, RSUs, PSUs and/or other stock-based awards denominated in shares that are intended to qualify as performance based compensation under Section 162(m) that permit the participant to earn more than 300,000 shares for each twelve months in the vesting or period on which performance is measured (“Performance Period”). These share limits are subject to adjustment in the event of any merger, reorganization, consolidation, recapitalization, stock dividend, stock split, reverse stock split, spin-off, extraordinary cash dividend or similar transaction or other change in corporate structure affecting the share. In addition, during any calendar year no participant may be granted performance awards that are denominated in cash and that are intended to qualify as performance based compensation under Section 162(m) under which more than \$10,000 may be earned for each twelve months in the Performance Period. Each of the individual award limits described in this paragraph will be multiplied by two during the first calendar year in which the participant commences employment with the Company and its affiliates. The 2014 Plan will terminate on the tenth anniversary of its effective date unless sooner terminated by the Board of Directors.

Stock-based compensation costs are initially measured at the estimated fair value of the awards on the grant date developed using appropriate valuation methodologies, as adjusted for estimates of future award forfeitures. Valuation methodologies used and subsequent expense recognition is dependent upon each award’s service and performance conditions.

As a result of ASU No. 2016-09, *Improvements to Employee Share-Based Payment Accounting (Topic 718)*, beginning on January 1, 2017, the Company records excess tax benefits and provisions from the tax deduction of stock-based awards as a component of income tax provision or benefit presented in the consolidated statements of comprehensive income. Prior to January 1, 2017, excess tax benefits from the tax deduction of stock-based awards exceeding the stock-based compensation recorded in accordance with GAAP were recorded as an increase to additional paid-in capital. Conversely, if the tax deduction of stock-based awards was less than the stock-based compensation recorded in accordance with GAAP, it was recorded as a decrease to additional paid-in capital to the extent of previously accumulated excess tax benefits recorded in additional paid-in capital with any remaining amount recorded as additional income tax provision. The gross windfall tax benefit was presented in the consolidated statements of cash flows as financing cash inflows.

Performance Stock Unit Awards

Compensation costs for PSUs subject to nonmarket-based performance conditions (i.e. performance not predicated on changes in the Company’s stock price) are measured at the closing stock price on the dates of grant, adjusted for the probability of achieving certain benchmarks included in the performance metrics. These initial cost estimates are recognized as expense over the requisite performance periods, as adjusted for changes in estimated, and ultimately actual, performance and forfeitures. Compensation costs for components of PSUs subject to market-based performance conditions (i.e. performance predicated on changes in the Company’s stock price) are measured at the dates of grant using a Monte Carlo simulation model which incorporates into the valuation the inherent uncertainty regarding the achievement of the market-based performance metrics. These initial valuation amounts are recognized as expense over the requisite performance periods, subject only to adjustments for changes in estimated, and ultimately actual, forfeitures.

The Company has granted performance stock units to executive officers of the Company that are convertible into shares of Class A common stock following the applicable performance periods. The performance goals established by the Compensation Committee are based on (i) the compound annualized growth in the Company’s book value per share (i.e., book value change with such adjustments as determined and approved by the Compensation Committee plus dividends on a reinvested basis) during the applicable performance period (“Book Value PSUs”), (ii) the compound annualized total shareholder return (i.e., share price change plus dividends on a reinvested basis) during the applicable performance period (“TSR PSUs”), and (iii) annual return on equity during the applicable performance period (“ROE PSUs”).

The Compensation Committee of the Board of Directors of the Company approved the following PSU grants for the periods indicated:

	December 31,		
	2018	2017	2016
Book Value PSUs granted	76,043	57,732	71,926
Book Value PSU grant date fair value per share	\$ 10.31	\$ 13.58	\$ 12.93
TSR PSUs granted	32,052	23,787	80,173
TSR PSU grant date fair value per share	\$ 12.23	\$ 16.48	\$ 11.60
ROE PSUs granted	76,043	57,732	—
ROE PSU grant date fair value per share	\$ 10.31	\$ 13.58	\$ —

For the Company’s Book Value PSUs and ROE PSUs, the grant date fair value per share is based on the close price on the date of grant. For the Company’s TSR PSUs, the grant date fair value per share is based on a Monte Carlo simulation model. The following

assumptions, determined as of the date of grant, were used in the Monte Carlo simulation model to measure the grant date fair value per share of the Company's TSR PSUs for the periods indicated:

	TSR PSUs Granted in:		
	2018	2017	2016
Closing stock price on date of grant	\$ 10.31	\$ 13.58	\$ 12.93
Beginning average stock price on date of grant (1)	\$ 11.16	\$ 14.53	\$ 13.40
Expected volatility (2)	24.68%	24.03%	24.78%
Dividend yield (3)	0.00%	0.00%	0.00%
Risk-free rate (4)	2.61%	1.52%	0.71%

- (1) Based upon the 30 trading days prior to and including the date of grant.
- (2) Based upon the most recent three-year volatility as of the date of grant.
- (3) Dividend equivalents are accrued during the performance period and deemed reinvested in additional stock units, which are to be paid out at the end of the performance period to the extent the underlying PSU is earned. Applying dividend yield assumption of 0.00% in the Monte Carlo simulation is mathematically equivalent to reinvesting dividends on a continuous basis and including the value of the dividends in the final payout.
- (4) Based upon the yield of a U.S. Treasury bond with a three-year maturity as of the date of grant.

The vesting of the PSUs is subject to both continued employment under the terms of the award agreement and the achievement of the Company performance goals established by the Compensation Committee. For Book Value PSU and TSR PSU awards granted during the three years ended December 31, 2018, the Compensation Committee established a three-year performance period. The actual number of shares of Class A common stock that will be issued to each participant at the end of the applicable performance period will vary between 0% and 250% of the number of Book Value PSUs and TSR PSUs granted, depending on performance results. If the minimum threshold level of performance goals is not achieved, no Book Value PSUs or TSR PSUs are earned. To the extent the performance results are between the minimum threshold level and maximum level of performance goals, between 50% to 250% of the number of Book Value PSUs and TSR PSUs granted are earned. Upon settlement, vested Book Value PSUs and TSR PSUs are converted into shares of the Company's Class A common stock on a one-for-one basis.

For the ROE PSU awards granted during the two years ended December 31, 2018, the Compensation Committee established a one-year performance period. Any ROE PSUs earned at the end of the one-year performance period would be converted into an equal number of shares of restricted stock that will vest on the third anniversary of the original ROE PSU grant date subject to both continued employment under the terms of the award agreement. If the threshold level of performance goals is not achieved, no ROE PSUs are earned.

PSUs do not have any voting rights. No dividends are paid on outstanding PSUs during the applicable performance period. Instead, dividend equivalents are accrued on outstanding PSUs during the applicable performance period, deemed invested in shares of Class A common stock and are paid out in shares of Class A common stock at the end of the performance period to the extent that the underlying PSUs vest.

For the years ended December 31, 2018, 2017, and 2016, the Company recognized \$(776), \$2,263 and \$1,266, respectively, of compensation expense related to PSU awards. For the year ended December 31, 2018, the compensation expense included a reversal of \$1,945 of expense recognized in prior periods due to a reduction in the number of PSUs expected to vest based on deterioration in performance metrics. As of December 31, 2018 and 2017, the Company had unrecognized compensation expense related to PSU awards of \$2,166 and \$4,485, respectively. The unrecognized compensation expense as of December 31, 2018 is expected to be recognized over a weighted average period of 2.18 years. For the years ended December 31, 2018, 2017, and 2016, there were no Book Value PSUs or TSR PSUs that were earned or vested. For the year ended December 31, 2018, there were 68,585 ROE PSUs, including dividend equivalents, that were earned and converted into an equal number of shares of restricted stock that will vest on the third anniversary of the original ROE PSU grant date.

Employee Restricted Stock Awards

Compensation costs for restricted stock awards subject only to service conditions are measured at the closing stock price on the dates of grant and are recognized as expense on a straight-line basis over the requisite service periods for the awards, as adjusted for changes in estimated, and ultimately actual, forfeitures.

The Company grants restricted common shares to employees that vest ratably over a three-year period or cliff-vest after two to four years based on continued employment over these specified periods. A summary of these unvested restricted stock awards is presented below:

	Number of Shares	Weighted-average Grant-date Fair Value	Weighted- average Remaining Vested Period
Share Balance as of December 31, 2015	131,775	\$ 21.44	2.0
Granted	73,457	14.67	—
Forfeitures	—	—	—
Vestitures	(43,341)	21.04	—
Share Balance as of December 31, 2016	161,891	18.47	1.4
Granted	74,000	12.74	—
Forfeitures	—	—	—
Vestitures	(73,050)	20.00	—
Share Balance as of December 31, 2017	162,841	15.18	1.3
Granted	96,000	9.34	—
Conversion of ROE PSUs	68,585	13.58	—
Forfeitures	—	—	—
Vestitures	(84,050)	16.87	—
Share Balance as of December 31, 2018	<u>243,376</u>	\$ 11.84	1.5

For the years ended December 31, 2018, 2017, and 2016, the Company recognized \$1,132, \$1,172 and \$1,197, respectively, of compensation expense related to restricted stock awards. As of December 31, 2018 and 2017, the Company had unrecognized compensation expense related to restricted stock awards of \$1,552 and \$1,284, respectively. The unrecognized compensation expense as of December 31, 2018 is expected to be recognized over a weighted average period of 1.5 years. For the years ended December 31, 2018, 2017 and 2016, the intrinsic value of restricted stock awards that vested were \$818, \$970, and \$630, respectively.

In addition, as part of the Company's satisfaction of incentive compensation earned for past service under the Company's variable compensation programs, employees may receive restricted Class A common stock in lieu of cash payments. These restricted Class A common stock shares are issued to an irrevocable trust and are not returnable to the Company. No such shares were issued in 2018, 2017 and 2016. As of December 31, 2018 and 2017, the Company had 9,155 vested shares of the undistributed restricted stock issued to the trust.

Director Restricted Stock Units

Compensation costs for RSU awards subject only to service conditions are measured at the closing stock price on the dates of grant and are recognized as expense on a straight-line basis over the requisite service periods for the awards, as adjusted for changes in estimated, and ultimately actual, forfeitures. Compensation costs for RSUs that do not require future service conditions are expensed immediately.

The Company's non-employee directors are compensated in both cash and RSUs. RSUs awarded under the Company's 2014 Plan vest immediately on the award grant date and are convertible into shares of Class A common stock. For RSUs granted under the Company's 2014 Plan and 2011 Plan, the RSUs are convertible into shares of Class A common stock at the later of the date the non-employee director ceases to be a member of the Company's Board or the first anniversary of the grant date. For RSUs granted under prior long-term incentive plans, the RSUs are convertible into shares of Class A common stock one year after the non-employee director ceases to be a member of the Company's Board. The RSUs do not have any voting rights but are entitled to cash dividend equivalent payments. As of December 31, 2018, the Company had 261,366 RSUs outstanding. A summary of the RSUs grants is presented below for the periods indicated:

	December 31,		
	2018	2017	2016
RSUs granted	42,402	33,540	37,007
Grant date fair value	\$ 11.32	\$ 14.31	\$ 13.78

The grant date fair value is based on the closing price of the Class A common stock on the New York Stock Exchange on the date of grant. For the years ended December 31, 2018, 2017 and 2016, the Company recognized \$480, \$491 and \$511, respectively, of director fees related to these RSUs.

Note 13. Financial Instruments with Off-Balance-Sheet Risk and Credit Risk

As of December 31, 2018, the Company did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance, or special purpose or variable interest entities (“VIEs”), established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. The Company’s economic interests held in unconsolidated VIEs are limited in nature to those of a passive holder of MBS issued by a securitization trust. As of December 31, 2018, the Company had not consolidated for financial reporting purposes any securitization trusts as the Company does not have the power to direct the activities that most significantly impact the economic performance of such entities. Further, as of December 31, 2018, the Company had not guaranteed any obligations of unconsolidated entities or entered into any commitment or intent to provide funding to any such entities.

Note 14. Quarterly Data (Unaudited)

The following tables set forth selected information for each of the fiscal quarters during the years ended December 31, 2018 and 2017. The selected quarterly data is derived from unaudited financial statements of the Company and has been prepared on the same basis as the annual, audited financial statements to include, in the opinion of management, all adjustments (consisting of only normal recurring adjustments) necessary for fair statement of the results for such periods.

The sum of quarterly earnings per share amounts may not equal full year earnings per share amounts due to differing average outstanding shares amounts for the respective periods.

	Fiscal Year 2018				
	Total Year	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Interest income	\$ 130,953	\$ 37,174	\$ 32,864	\$ 30,055	\$ 30,860
Interest expense	84,825	26,550	22,526	19,193	16,556
Net interest income	46,128	10,624	10,338	10,862	14,304
Investment loss, net	(123,822)	(68,910)	(2,257)	(4,516)	(48,139)
General and administrative expenses	13,370	1,658	3,954	3,461	4,297
(Loss) income before income taxes	(91,064)	(59,944)	4,127	2,885	(38,132)
Income tax provision (benefit)	733	(33,639)	9,628	6,493	18,251
Net loss	(91,797)	(26,305)	(5,501)	(3,608)	(56,383)
Dividend on preferred stock	(590)	(153)	(151)	(149)	(137)
Net loss attributable to common stock	\$ (92,387)	\$ (26,458)	\$ (5,652)	\$ (3,757)	\$ (56,520)
Basic loss per common share	\$ (3.18)	\$ (0.87)	\$ (0.19)	\$ (0.13)	\$ (2.00)
Diluted loss per common share	\$ (3.18)	\$ (0.87)	\$ (0.19)	\$ (0.13)	\$ (2.00)

	Fiscal Year 2017				
	Total Year	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Interest income	\$ 121,248	\$ 30,609	\$ 28,835	\$ 31,461	\$ 30,343
Interest expense	51,514	14,952	13,968	12,528	10,066
Net interest income	69,734	15,657	14,867	18,933	20,277
Investment gain (loss), net	5,874	10,238	13,368	(15,970)	(1,762)
General and administrative expenses	18,570	4,947	4,544	4,154	4,925
Income (loss) before income taxes	57,038	20,948	23,691	(1,191)	13,590
Income tax provision	39,603	13,707	823	16,737	8,336
Net income (loss)	17,435	7,241	22,868	(17,928)	5,254
Dividend on preferred stock	(251)	(133)	(83)	(35)	—
Net income (loss) available (attributable) to common stock	\$ 17,184	\$ 7,108	\$ 22,785	\$ (17,963)	\$ 5,254
Basic earnings (loss) per common share	\$ 0.67	\$ 0.25	\$ 0.86	\$ (0.74)	\$ 0.22
Diluted earnings (loss) per common share	\$ 0.66	\$ 0.25	\$ 0.85	\$ (0.74)	\$ 0.22

List of Significant Subsidiaries of the Registrant

<u>Name</u>	<u>State of Incorporation</u>
Arlington Asset TRS Holdings, LLC	Delaware
Key Bridge Insurance, LLC	Tennessee
Rock Creek Investment Advisors, LLC	Delaware
Rosslyn REIT Trust	Maryland

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-104475, 333-174669 and 333-197442) and Form S-3 (No. 333-215384) of Arlington Asset Investment Corp. of our report dated February 19, 2019 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Annual Report on Form 10-K.

/s/ PRICEWATERHOUSECOOPERS LLP

McLean, Virginia

February 19, 2019

CERTIFICATION

I, J. Rock Tonkel, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of Arlington Asset Investment Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 19, 2019

/s/ J. ROCK TONKEL, JR.

J. Rock Tonkel, Jr.
President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Richard E. Konzmann, certify that:

1. I have reviewed this Annual Report on Form 10-K of Arlington Asset Investment Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 19, 2019

/s/ RICHARD E. KONZMANN

Richard E. Konzmann
Executive Vice President,
Chief Financial Officer, and Treasurer
(Principal Financial Officer)

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

In connection with the Annual Report on Form 10-K of Arlington Asset Investment Corp. (the Company) for the year ended December 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, J. Rock Tonkel, Jr., Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

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

February 19, 2019

/s/ J. ROCK TONKEL, JR.

J. Rock Tonkel, Jr.
President and Chief Executive Officer
(Principal Executive Officer)

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

In connection with the Annual Report on Form 10-K of Arlington Asset Investment Corp. (the Company) for the year ended December 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Richard E. Konzmann, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

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

February 19, 2019

/s/ RICHARD E. KONZMANN

Richard E. Konzmann
Executive Vice President,
Chief Financial Officer and Treasurer
(Principal Financial Officer)
