

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

FORM 10-Q

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

For the quarterly period ended June 30, 2019

or

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

**For the transition period from _____ to _____
Commission file number 001-35896**

Ellington Residential Mortgage REIT

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

46-0687599

(IRS Employer Identification No.)

53 Forest Avenue

Old Greenwich, CT 06870

(Address of principal executive offices, zip code)

(203) 698-1200

(Registrant's Telephone Number, Including Area Code)

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

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

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

Emerging Growth Company

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

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

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Shares of Beneficial Interest, \$0.01 par value per share	EARN	The New York Stock Exchange

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

Class	Outstanding at August 2, 2019
Common Shares of Beneficial Interest, \$0.01 par value per share	12,467,103

**ELLINGTON RESIDENTIAL MORTGAGE REIT
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PART I. FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements (unaudited)

ELLINGTON RESIDENTIAL MORTGAGE REIT
CONSOLIDATED BALANCE SHEET
(UNAUDITED)

	June 30, 2019	December 31, 2018
<i>(In thousands except for share amounts)</i>		
ASSETS		
Cash and cash equivalents	\$ 41,473	\$ 18,585
Mortgage-backed securities, at fair value	1,459,452	1,540,296
Due from brokers	41,838	24,051
Financial derivatives—assets, at fair value	1,831	11,839
Reverse repurchase agreements	40,097	379
Receivable for securities sold	106,376	74,197
Interest receivable	5,204	5,607
Other assets	771	612
Total Assets	\$ 1,697,042	\$ 1,675,566
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Repurchase agreements	\$ 1,442,043	\$ 1,481,561
Payable for securities purchased	39,528	11,275
Due to brokers	751	1,325
Financial derivatives—liabilities, at fair value	15,891	16,559
U.S. Treasury securities sold short, at fair value	34,522	374
Dividend payable	3,491	4,252
Accrued expenses	664	838
Management fee payable to affiliate	582	579
Interest payable	4,965	4,981
Total Liabilities	1,542,437	1,521,744
SHAREHOLDERS' EQUITY		
Preferred shares, par value \$0.01 per share, 100,000,000 shares authorized; (0 shares issued and outstanding, respectively)	—	—
Common shares, par value \$0.01 per share, 500,000,000 shares authorized; (12,467,103 and 12,507,213 shares issued and outstanding, respectively)	125	125
Additional paid-in-capital	230,580	230,888
Accumulated deficit	(76,100)	(77,191)
Total Shareholders' Equity	154,605	153,822
Total Liabilities and Shareholders' Equity	\$ 1,697,042	\$ 1,675,566

See Notes to Consolidated Financial Statements

ELLINGTON RESIDENTIAL MORTGAGE REIT
CONSOLIDATED STATEMENT OF OPERATIONS
(UNAUDITED)

	Three-Month Period Ended June 30,		Six-Month Period Ended June 30,	
	2019	2018	2019	2018
<i>(In thousands except for per share amounts)</i>				
INTEREST INCOME (EXPENSE)				
Interest income	\$ 12,139	\$ 14,081	\$ 24,752	\$ 27,506
Interest expense	(9,662)	(7,668)	(19,217)	(14,915)
Total net interest income	2,477	6,413	5,535	12,591
EXPENSES				
Management fees to affiliate	582	656	1,177	1,327
Professional fees	207	217	436	452
Compensation expense	112	187	263	375
Insurance expense	74	74	148	148
Other operating expenses	325	293	644	641
Total expenses	1,300	1,427	2,668	2,943
OTHER INCOME (LOSS)				
Net realized gains (losses) on securities	1,418	(7,114)	(256)	(5,188)
Net realized gains (losses) on financial derivatives	(8,771)	(3,702)	(20,862)	12,253
Change in net unrealized gains (losses) on securities	14,511	(3,218)	36,482	(30,279)
Change in net unrealized gains (losses) on financial derivatives	(8,442)	10,834	(9,410)	11,399
Total other income (loss)	(1,284)	(3,200)	5,954	(11,815)
NET INCOME (LOSS)	\$ (107)	\$ 1,786	\$ 8,821	\$ (2,167)
NET INCOME (LOSS) PER COMMON SHARE:				
Basic and Diluted	\$ (0.01)	\$ 0.14	\$ 0.71	\$ (0.17)

See Notes to Consolidated Financial Statements

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

	Common Shares	Common Shares, par value	Preferred Shares	Preferred Shares, par value	Additional Paid-in-Capital	Accumulated (Deficit) Earnings	Total
<i>(In thousands except for share amounts)</i>							
BALANCE, December 31, 2017	13,340,217	\$ 134	—	\$ —	\$ 240,062	\$ (47,493)	\$ 192,703
Share based compensation					49		49
Repurchase of common shares	(512,367)	(6)	—	—	(5,735)		(5,741)
Dividends declared						(4,746)	(4,746)
Net income (loss)						(3,953)	(3,953)
BALANCE, March 31, 2018	12,827,850	\$ 128	—	\$ —	\$ 234,376	\$ (56,192)	\$ 178,312
Share based compensation					50		50
Repurchase of common shares	(115,800)	(1)	—	—	(1,274)		(1,275)
Dividends declared ⁽¹⁾						(4,704)	(4,704)
Net income (loss)						1,786	1,786
BALANCE, June 30, 2018	12,712,050	\$ 127	—	\$ —	\$ 233,152	\$ (59,110)	\$ 174,169
BALANCE, December 31, 2018	12,507,213	\$ 125	—	\$ —	\$ 230,888	\$ (77,191)	\$ 153,822
Share based compensation					53		53
Repurchase of common shares	(40,110)	—	—	—	(414)		(414)
Dividends declared						(4,239)	(4,239)
Net income (loss)						8,928	8,928
BALANCE, March 31, 2019	12,467,103	125	—	—	230,527	(72,502)	158,150
Share based compensation					53		53
Dividends declared ⁽¹⁾						(3,491)	(3,491)
Net income (loss)						(107)	(107)
BALANCE, June 30, 2019	12,467,103	125	—	—	230,580	(76,100)	154,605

(1) For the three-month periods ended June 30, 2019 and 2018, dividends totaling \$0.28 and \$0.37, respectively, per common share outstanding, were declared. For the six-month periods ended June 30, 2019 and 2018, dividends totaling \$0.62 and \$0.74, respectively, per common share outstanding, were declared.

See Notes to Consolidated Financial Statements

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

	Six-Month Period Ended June 30,	
	2019	2018 ⁽¹⁾
<i>(In thousands)</i>		
Cash flows provided by (used in) operating activities:		
Net income (loss)	\$ 8,821	\$ (2,167)
Reconciliation of net income (loss) to net cash provided by (used in) operating activities:		
Net realized (gains) losses on securities	256	5,188
Change in net unrealized (gains) losses on securities	(36,482)	30,279
Net realized (gains) losses on financial derivatives	20,862	(12,253)
Change in net unrealized (gains) losses on financial derivatives	9,410	(11,399)
Amortization of premiums and accretion of discounts (net)	6,106	5,153
Share based compensation	106	99
(Increase) decrease in assets:		
Interest receivable	403	(204)
Other assets	(159)	(173)
Increase (decrease) in liabilities:		
Accrued expenses	(174)	121
Interest payable	(16)	809
Management fees payable to affiliate	3	(69)
Net cash provided by (used in) operating activities	<u>9,136</u>	<u>15,384</u>
Cash flows provided by (used in) investing activities:		
Purchases of securities	(861,386)	(611,463)
Proceeds from sale of securities	888,047	551,032
Principal repayments of mortgage-backed securities	81,160	89,401
Proceeds from investments sold short	267,205	635,002
Repurchase of investments sold short	(233,841)	(696,242)
Proceeds from disposition of financial derivatives	8,126	22,112
Purchase of financial derivatives	(29,017)	(9,856)
Payments made on reverse repurchase agreements	(2,774,397)	(9,536,399)
Proceeds from reverse repurchase agreements	2,734,679	9,596,486
Due from brokers, net	(11,108)	3,603
Due to brokers, net	(182)	6,646
Net cash provided by (used in) investing activities	<u>69,286</u>	<u>50,322</u>

See Notes to Consolidated Financial Statements

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

	Six-Month Period Ended June 30,	
	2019	2018 ⁽¹⁾
Cash flows provided by (used in) financing activities:		
Repurchase of common shares	(414)	(7,016)
Dividends paid	(8,491)	(9,682)
Borrowings under repurchase agreements	893,858	771,028
Repayments of repurchase agreements	(933,376)	(831,018)
Due from brokers, net	(6,643)	(3,733)
Due to brokers, net	(468)	—
Cash provided by (used in) financing activities	(55,534)	(80,421)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	22,888	(14,715)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	18,585	56,117
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 41,473	\$ 41,402
Supplemental disclosure of cash flow information:		
Interest paid	\$ 19,233	\$ 14,106
Dividends payable	\$ 3,491	\$ 4,703

(1) Conformed to current period presentation.

See Notes to Consolidated Financial Statements

ELLINGTON RESIDENTIAL MORTGAGE REIT
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019
(UNAUDITED)

1. Organization and Investment Objective

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

Ellington Residential Mortgage Management LLC, or the "Manager," serves as the Manager of the Company pursuant to the terms of the Fifth Amended and Restated Management Agreement, or the "Management Agreement." The Manager is an affiliate of Ellington Management Group, L.L.C., or "EMG," an investment management firm that is an SEC-registered investment adviser with a 24-year history of investing in a broad spectrum of mortgage-backed securities and related derivatives, with an emphasis on the residential mortgage-backed securities, or "RMBS," market. In accordance with the terms of the Management Agreement and the Services Agreement (as described in Note 9), the Manager is responsible for administering the Company's business activities and day-to-day operations, and performs certain services, subject to oversight by the Board of Trustees. See Note 9 for further information on the Management Agreement.

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

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

2. Significant Accounting Policies

(A) *Basis of Presentation:* The Company's unaudited interim consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America, or "U.S. GAAP." Entities in which the Company has a controlling financial interest, through ownership of the majority of the entities' voting equity interests, or through other contractual rights that give the Company control, are consolidated by the Company. All inter-company balances and transactions have been eliminated. The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and those differences could be material. In management's opinion, all material adjustments considered necessary for a fair statement of the Company's interim consolidated financial statements have been included and are only of a normal recurring nature. Interim results are not necessarily indicative of the results that may be expected for the entire fiscal year. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

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

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

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

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

Summary Valuation Techniques

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

For the Company's RMBS investments and TBAs, management seeks to obtain at least one third-party valuation, and often obtains multiple valuations when available. Management has been able to obtain third-party valuations on the vast majority of these instruments and expects to continue to solicit third-party valuations in the future. Management generally values each financial instrument at the average of third-party valuations received and not rejected as described below. Third-party valuations are not binding, management may adjust the valuations it receives (e.g., downward adjustments for odd lots), and management may challenge or reject a valuation when, based on its validation criteria, management determines that such valuation is unreasonable or erroneous. Furthermore, based on its validation criteria, management may determine that the average of the third-party valuations received for a given instrument does not result in what management believes to be the fair value of such instrument, and in such circumstances management may override this average with its own good faith valuation. The validation criteria may take into account output from management's own models, recent trading activity in the same or similar instruments, and valuations received from third parties. The use of proprietary models requires the use of a significant amount of judgment and the application of various assumptions including, but not limited to, assumptions concerning future prepayment rates and default rates.

Given their relatively high level of price transparency, Agency RMBS pass-throughs and TBAs are typically designated as Level 2 assets. Non-Agency RMBS and Agency interest only and inverse interest only RMBS are generally classified as either Level 2 or Level 3 based on the analysis of available market data and/or third-party valuations. Furthermore, the methodology used by the third-party valuation providers is reviewed at least annually by management, so as to ascertain whether such providers are utilizing observable market data to determine the valuations that they provide.

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

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

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

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

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

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

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

The Company evaluates the cost basis of its Agency IOs and non-Agency RMBS for other-than-temporary impairment, or "OTTI," on at least a quarterly basis. When the fair value of a security is less than its amortized cost basis as of the balance sheet date, the security is considered impaired, and the impairment is designated as either temporary or other-than-temporary. When a security's cost basis is impaired, an OTTI is considered to have occurred if (i) the Company intends to sell the security (i.e., a decision has been made as of the reporting date), (ii) it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis, or (iii) the Company does not expect to recover the security's amortized cost basis, even if the Company does not intend to sell the security and it is not more likely than not that the Company will be required to sell the security. If any of these conditions exist as of the financial reporting date, the entire amount of the impairment loss, if any, is recognized in earnings as a realized loss and the cost basis of the security is adjusted. Any resulting OTTI adjustments made to the amortized cost basis of the security are reflected in Net realized gains (losses) on securities, on the Consolidated Statement of Operations.

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

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

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

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

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

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

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

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

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

Options: The Company enters into swaption contracts. It may purchase or write put, call, straddle, or other similar options contracts. The Company enters into options contracts primarily to help mitigate interest rate risk. When the Company purchases an options contract, the option asset is initially recorded at an amount equal to the premium paid, if any, and is subsequently marked-to-market. Premiums paid for purchasing options contracts that expire unexercised are recognized on the expiration date as realized losses. If an options contract is exercised, the premium paid is subtracted from the proceeds of the sale or added to the cost of the purchase to determine whether the Company has realized a gain or loss on the related investment transaction. When the Company writes an options contract, the option liability is initially recorded at an amount equal to the premium received, if any, and is subsequently marked-to-market. Premiums received for writing options contracts that expire unexercised are recognized on the expiration date as realized gains. If an options contract is exercised, the premium received is subtracted from the cost of the purchase or added to the proceeds of the sale to determine whether the Company has realized a gain or loss

on the related investment transaction. When the Company enters into a closing transaction, the Company will realize a gain or loss depending upon whether the amount from the closing transaction is greater or less than the premiums paid or received. In general, the Company's options contracts contain forward-settling premiums. In this case, no money is exchanged upfront; instead, the agreed-upon premium is paid by the buyer upon expiration of the options contract, regardless of whether or not the options contract is exercised. Unrealized gains or (losses) resulting from the options contract being marked-to-market are included in Change in net unrealized gains (losses) on financial derivatives in the Consolidated Statement of Operations. Realized gains or (losses) are included in Realized gains (losses) on financial derivatives in the Consolidated Statement of Operations.

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

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

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

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

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

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

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

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

(L) *Share Based Compensation:* The Company applies the provisions of ASC 718, *Compensation—Stock Compensation* ("ASC 718"), with regard to its equity incentive plan. ASC 718 covers a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans. ASC 718 requires that compensation cost relating to share-based payment transactions be recognized in the financial statements. The cost is measured based on the fair value, at the grant date, of the equity or liability instruments issued and is amortized over the vesting period. Restricted shares issued to the Company's independent directors and partially dedicated personnel are participating securities and receive dividends prior to vesting. Fair value for such awards is based on the closing stock price on the New York Stock Exchange at the grant date. The vesting period for restricted share awards is typically one to two years. Shares issued to the Company's independent directors and partially dedicated personnel are subject to tax withholding upon vesting. The Company's independent directors and partially dedicated personnel are permitted to forfeit a portion of their vested shares to pay such withholding tax. Forfeited shares decrease the total number of shares issued and outstanding and are immediately retired upon settlement.

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

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

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

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

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

The Company follows the authoritative guidance on accounting for and disclosure of uncertainty on tax positions, which requires management to determine whether a tax position of the Company is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. For uncertain tax positions, the tax benefit to be recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company did not have any unrecognized tax benefits resulting from tax positions related to the current period or to 2018, 2017, 2016, or 2015 (its open tax years). In the normal course of business, the Company may be subject to examination by federal, state, local, and foreign jurisdictions, where applicable, for the current period, 2018, 2017, 2016, and 2015 (its open tax years). The Company may take positions with respect to certain tax issues which depend on legal interpretation of facts or applicable tax regulations. Should the relevant tax regulators successfully challenge any of such positions, the Company might be found to have a tax liability that has not been recorded in the accompanying consolidated financial statements. Also, management's conclusions regarding the authoritative guidance may be subject to review and adjustment at a later date based on changing tax laws, regulations, and interpretations thereof. There were no amounts accrued for penalties or interest as of or during the periods presented in these consolidated financial statements.

(R) *Recent Accounting Pronouncements:* In August 2018, the Financial Accounting Standards Board, or "FASB," issued ASU 2018-13, *Fair Value Measurement—Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement* ("ASU 2018-13"). This amends ASC 820, *Fair Value Measurement*, to remove or modify various current disclosure requirements related to fair value measurement. Additionally ASU 2018-13 requires certain additional disclosures around fair value measurement. ASU 2018-13 is effective for annual periods beginning after December 15, 2019 and interim

periods within those years, with early adoption permitted. Entities are permitted to early adopt any removed or modified disclosures and delay adoption of the additional disclosures until their effective date. The Company has elected to early adopt the removal and modification of various disclosure requirements in accordance with ASU 2018-13; early adoption has not had a material impact on the Company's consolidated financial statements. The Company has elected not to early adopt the additional disclosure requirements. The adoption of the additional disclosure requirements, as required under ASU 2018-13, is not expected to have a material impact on the Company's consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows—Classification of Certain Cash Receipts and Cash Payments* ("ASU 2016-15"). This amends ASC 230, *Statement of Cash Flows*, to clarify how certain cash receipts and payments should be classified on the statement of cash flows. The updates that most affect the Company relate to classifying each separately identifiable source or use within the cash receipts and cash payments on the basis of the nature of the underlying cash flows and identifying such receipts and payments as operating, investing, or financing activities. The adoption of ASU 2016-15 did not have a material impact on the Company's consolidated financial statements and has been retrospectively applied.

3. Mortgage-Backed Securities

The following tables present details of the Company's mortgage-backed securities portfolio at June 30, 2019 and December 31, 2018, respectively. The Company's Agency RMBS include mortgage pass-through certificates and CMOs representing interests in or obligations backed by pools of residential mortgage loans issued or guaranteed by a U.S. government agency or government-sponsored enterprise, or "GSE." The non-Agency RMBS portfolio is not issued or guaranteed by the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, or any agency of the U.S. Government and is therefore subject to greater credit risk.

By RMBS Type

June 30, 2019:

(\$ in thousands)

	Current Principal	Unamortized Premium (Discount)	Amortized Cost	Gross Unrealized		Fair Value	Weighted Average		
				Gains	Losses		Coupon ⁽¹⁾	Yield	Life (Years) ⁽²⁾
Agency RMBS:									
15-year fixed-rate mortgages	\$ 159,586	\$ 2,930	\$ 162,516	\$ 3,339	\$ (250)	\$ 165,605	3.46%	2.97%	4.38
20-year fixed-rate mortgages	29,891	1,081	30,972	430	—	31,402	4.33%	3.50%	4.66
30-year fixed-rate mortgages	1,049,509	48,599	1,098,108	14,521	(6,382)	1,106,247	4.19%	3.38%	6.88
Adjustable rate mortgages	39,196	1,456	40,652	181	(411)	40,422	3.86%	3.05%	4.12
Reverse mortgages	86,722	7,109	93,831	1,147	(288)	94,690	4.61%	3.07%	5.86
Interest only securities	n/a	n/a	12,244	126	(569)	11,801	4.41%	3.03%	2.96
Total Agency RMBS	1,364,904	61,175	1,438,323	19,744	(7,900)	1,450,167	4.15%	3.30%	6.15
Non-Agency RMBS	11,491	(4,260)	7,231	2,054	—	9,285	4.10%	12.08%	5.78
Total RMBS	\$ 1,376,395	\$ 56,915	\$ 1,445,554	\$ 21,798	\$ (7,900)	\$ 1,459,452	4.15%	3.35%	6.15

(1) Weighted average coupon represents the weighted average pass-through rates of the securities rather than the weighted average gross mortgage rates of the underlying collateral.

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

December 31, 2018:

(\$ in thousands)

	Current Principal	Unamortized Premium (Discount)	Amortized Cost	Gross Unrealized		Fair Value	Weighted Average			
				Gains	Losses		Coupon ⁽¹⁾	Yield	Life (Years) ⁽²⁾	
Agency RMBS:										
15-year fixed-rate mortgages	\$ 135,537	\$ 3,307	\$ 138,844	\$ 655	\$ (1,968)	\$ 137,531	3.56%	2.88%	4.90	
20-year fixed-rate mortgages	7,267	575	7,842	—	(337)	7,505	4.00%	2.53%	5.88	
30-year fixed-rate mortgages	1,237,047	57,470	1,294,517	2,731	(23,734)	1,273,514	4.22%	3.48%	8.10	
Adjustable rate mortgages	17,752	1,217	18,969	1	(727)	18,243	4.02%	2.63%	3.90	
Reverse mortgages	70,991	6,331	77,322	5	(1,423)	75,904	4.61%	2.90%	5.58	
Interest only securities	n/a	n/a	16,740	951	(1,325)	16,366	4.41%	9.00%	4.24	
Total Agency RMBS	1,468,594	68,900	1,554,234	4,343	(29,514)	1,529,063	4.19%	3.45%	7.38	
Non-Agency RMBS	13,755	(4,324)	9,431	1,806	(4)	11,233	4.38%	12.59%	5.69	
Total RMBS	\$ 1,482,349	\$ 64,576	\$ 1,563,665	\$ 6,149	\$ (29,518)	\$ 1,540,296	4.19%	3.50%	7.37	

(1) Weighted average coupon represents the weighted average pass-through rates of the securities rather than the weighted average gross mortgage rates of the underlying collateral.

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

By Estimated Weighted Average Life

As of June 30, 2019:

(\$ in thousands)

Estimated Weighted Average Life ⁽¹⁾	Agency RMBS			Agency Interest Only Securities			Non-Agency RMBS		
	Fair Value	Amortized Cost	Weighted Average Coupon ⁽²⁾	Fair Value	Amortized Cost	Weighted Average Coupon ⁽²⁾	Fair Value	Amortized Cost	Weighted Average Coupon ⁽²⁾
Less than three years	\$ 38,747	\$ 38,554	4.86%	\$ 4,298	\$ 4,422	4.34%	\$ 4,350	\$ 4,229	5.47%
Greater than three years and less than seven years	788,817	781,345	4.23%	7,503	7,822	4.47%	837	303	4.09%
Greater than seven years and less than eleven years	608,822	604,264	3.95%	—	—	—%	4,098	2,699	2.89%
Greater than eleven years	1,980	1,916	3.50%	—	—	—%	—	—	—%
Total	\$ 1,438,366	\$ 1,426,079	4.13%	\$ 11,801	\$ 12,244	4.41%	\$ 9,285	\$ 7,231	4.10%

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

(2) Weighted average coupon represents the weighted average pass-through rates of the securities rather than the weighted average gross mortgage rates of the underlying collateral.

As of December 31, 2018:

(\$ in thousands)

Estimated Weighted Average Life ⁽¹⁾	Agency RMBS			Agency Interest Only Securities			Non-Agency RMBS		
	Fair Value	Amortized Cost	Weighted Average Coupon ⁽²⁾	Fair Value	Amortized Cost	Weighted Average Coupon ⁽²⁾	Fair Value	Amortized Cost	Weighted Average Coupon ⁽²⁾
Less than three years	\$ 12,667	\$ 12,796	4.69%	\$ 1,129	\$ 1,671	4.41%	\$ 4,635	\$ 3,975	4.96%
Greater than three years and less than seven years	394,733	399,895	4.26%	15,237	15,069	4.41%	2,500	2,366	5.89%
Greater than seven years and less than eleven years	1,086,032	1,105,538	4.14%	—	—	—%	4,098	3,090	2.99%
Greater than eleven years	19,265	19,265	4.10%	—	—	—%	—	—	—%
Total	\$ 1,512,697	\$ 1,537,494	4.17%	\$ 16,366	\$ 16,740	4.41%	\$ 11,233	\$ 9,431	4.38%

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

(2) Weighted average coupon represents the weighted average pass-through rates of the securities rather than the weighted average gross mortgage rates of the underlying collateral.

The following tables reflect the components of interest income on the Company's RMBS for the three- and six-month periods ended June 30, 2019 and 2018:

(\$ in thousands)	Three-Month Period Ended June 30, 2019			Six-Month Period Ended June 30, 2019		
	Coupon Interest	Net Amortization	Interest Income	Coupon Interest	Net Amortization	Interest Income
Agency RMBS	\$ 15,683	\$ (4,209)	\$ 11,474	\$ 31,953	\$ (8,355)	\$ 23,598
Non-Agency RMBS	109	131	240	221	263	484
Total	\$ 15,792	\$ (4,078)	\$ 11,714	\$ 32,174	\$ (8,092)	\$ 24,082

(\$ in thousands)	Three-Month Period Ended June 30, 2018			Six-Month Period Ended June 30, 2018		
	Coupon Interest	Net Amortization	Interest Income	Coupon Interest	Net Amortization	Interest Income
Agency RMBS	\$ 16,689	\$ (3,208)	\$ 13,481	\$ 33,597	\$ (7,456)	\$ 26,141
Non-Agency RMBS	149	152	301	318	238	556
Total	\$ 16,838	\$ (3,056)	\$ 13,782	\$ 33,915	\$ (7,218)	\$ 26,697

For the three-month periods ended June 30, 2019 and 2018, the Catch-up Premium Amortization Adjustment was \$(0.9) million and \$0.5 million, respectively. For the six-month periods ended June 30, 2019 and 2018, the Catch-up Premium Amortization Adjustment was \$(1.8) million and \$0.3 million, respectively.

For the three- and six-month periods ended June 30, 2019, the Company recognized a charge of \$2.1 million and \$3.2 million, respectively, on the cost basis of its Agency IOs, which is included in Net realized gains (losses) on securities, on the Consolidated Statement of Operations. This charge recorded was due to an adverse change in cash flows resulting from an increase in prepayments.

4. Valuation

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

June 30, 2019:

(In thousands)

Description	Level 1	Level 2	Level 3	Total
Assets:				
Mortgage-backed securities, at fair value:				
Agency RMBS:				
15-year fixed-rate mortgages	\$ —	\$ 165,605	\$ —	\$ 165,605
20-year fixed-rate mortgages	—	31,402	—	31,402
30-year fixed-rate mortgages	—	1,106,247	—	1,106,247
Adjustable rate mortgages	—	40,422	—	40,422
Reverse mortgages	—	94,690	—	94,690
Interest only securities	—	6,851	4,950	11,801
Non-Agency RMBS	—	6,925	2,360	9,285
Mortgage-backed securities, at fair value	—	1,452,142	7,310	1,459,452
Financial derivatives—assets, at fair value:				
TBAs	—	338	—	338
Interest rate swaps	—	1,253	—	1,253
Futures	240	—	—	240
Total financial derivatives—assets, at fair value	240	1,591	—	1,831
Total mortgage-backed securities and financial derivatives—assets, at fair value	\$ 240	\$ 1,453,733	\$ 7,310	\$ 1,461,283
Liabilities:				
U.S. Treasury securities sold short, at fair value	\$ —	\$ (34,522)	\$ —	\$ (34,522)
Financial derivatives—liabilities, at fair value:				
TBAs	—	(1,576)	—	(1,576)
Interest rate swaps	—	(14,315)	—	(14,315)
Total financial derivatives—liabilities, at fair value	—	(15,891)	—	(15,891)
Total U.S. Treasury securities sold short and financial derivatives—liabilities, at fair value	\$ —	\$ (50,413)	\$ —	\$ (50,413)

December 31, 2018:

(In thousands)

Description	Level 1	Level 2	Level 3	Total
Assets:				
Mortgage-backed securities, at fair value:				
Agency RMBS:				
15-year fixed-rate mortgages	\$ —	\$ 137,531	\$ —	\$ 137,531
20-year fixed-rate mortgages	—	7,505	—	7,505
30-year fixed-rate mortgages	—	1,273,514	—	1,273,514
Adjustable rate mortgages	—	18,243	—	18,243
Reverse mortgages	—	75,904	—	75,904
Interest only securities	—	13,534	2,832	16,366
Non-Agency RMBS	—	6,599	4,634	11,233
Mortgage-backed securities, at fair value	—	1,532,830	7,466	1,540,296
Financial derivatives—assets, at fair value:				
TBAs	—	794	—	794
Interest rate swaps	—	11,045	—	11,045
Total financial derivatives—assets, at fair value	—	11,839	—	11,839
Total mortgage-backed securities and financial derivatives—assets, at fair value	\$ —	\$ 1,544,669	\$ 7,466	\$ 1,552,135
Liabilities:				
U.S. Treasury securities sold short, at fair value	\$ —	\$ (374)	\$ —	\$ (374)
Financial derivatives—liabilities, at fair value:				
TBAs	—	(2,536)	—	(2,536)
Interest rate swaps	—	(6,193)	—	(6,193)
Futures	(7,830)	—	—	(7,830)
Total financial derivatives—liabilities, at fair value	(7,830)	(8,729)	—	(16,559)
Total U.S. Treasury securities sold short and financial derivatives—liabilities, at fair value	\$ (7,830)	\$ (9,103)	\$ —	\$ (16,933)

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

Three-month period ended June 30, 2019:

(In thousands)

	Non-Agency RMBS	Agency RMBS
Beginning balance as of March 31, 2019	\$ 4,610	\$ 3,316
Purchases	—	—
Proceeds from sales	(1,372)	—
Principal repayments	(119)	—
(Amortization)/accretion, net	91	(304)
Net realized gains (losses)	55	(199)
Change in net unrealized gains (losses)	(147)	56
Transfers:		
Transfers into level 3	—	3,353
Transfers out of level 3	(758)	(1,272)
Ending balance as of June 30, 2019	\$ 2,360	\$ 4,950

All amounts of net realized and changes in net unrealized gains (losses) in the table above are reflected in the accompanying Consolidated Statement of Operations. The table above incorporates changes in net unrealized gains (losses) for both Level 3 financial instruments held by the Company at June 30, 2019, as well as Level 3 financial instruments disposed of

by the Company during the three-month period ended June 30, 2019. For Level 3 financial instruments held by the Company as of June 30, 2019, change in net unrealized gains (losses) of \$(0.1) million and \$(89) thousand, for the three-month period ended June 30, 2019 relate to non-Agency RMBS and Agency RMBS, respectively.

At June 30, 2019, the Company transferred \$2.0 million of RMBS from Level 3 to Level 2 and \$3.4 million of RMBS from Level 2 to Level 3. Transfers between hierarchy levels are based on the availability of sufficient observable inputs to meet Level 2 versus Level 3 criteria. The level designation of each financial instrument is reassessed at the end of each period, and is based on pricing information received from third party pricing sources.

Three-month period ended June 30, 2018:

<i>(In thousands)</i>	Non-Agency RMBS	Agency RMBS
Beginning balance as of March 31, 2018	\$ 5,355	\$ 5,138
Purchases	—	160
Proceeds from sales	—	—
Principal repayments	(188)	—
(Amortization)/accretion, net	126	(415)
Net realized gains (losses)	—	(41)
Change in net unrealized gains (losses)	(34)	253
Transfers:		
Transfers into level 3	1,734	—
Transfers out of level 3	—	(1,469)
Ending balance as of June 30, 2018	\$ 6,993	\$ 3,626

All amounts of net realized and changes in net unrealized gains (losses) in the table above are reflected in the accompanying Consolidated Statement of Operations. The table above incorporates changes in net unrealized gains (losses) for both Level 3 financial instruments held by the Company at June 30, 2018, as well as Level 3 financial instruments disposed of by the Company during the three-month period ended June 30, 2018. For Level 3 financial instruments held by the Company as of June 30, 2018, change in net unrealized gains (losses) of \$(65) thousand and \$0.2 million, for the three-month period ended June 30, 2018 relate to non-Agency RMBS and Agency RMBS, respectively.

At June 30, 2018, the Company transferred \$1.5 million of RMBS from Level 3 to Level 2 and \$1.7 million of RMBS from Level 2 to Level 3. Transfers between these hierarchy levels were based on the availability of sufficient observable inputs to meet Level 2 versus Level 3 criteria. The level designation of each financial instrument is reassessed at the end of each period, and is based on pricing information received from third party pricing sources.

Six-month period ended June 30, 2019:

<i>(In thousands)</i>	Non-Agency RMBS	Agency RMBS
Beginning balance as of December 31, 2018	\$ 4,634	\$ 2,832
Purchases	—	—
Proceeds from sales	(1,371)	—
Principal repayments	(572)	—
(Amortization)/accretion, net	176	(503)
Net realized gains (losses)	54	(862)
Change in net unrealized gains (losses)	197	592
Transfers:		
Transfers into level 3	—	3,353
Transfers out of level 3	(758)	(462)
Ending balance as of June 30, 2019	\$ 2,360	\$ 4,950

All amounts of net realized and changes in net unrealized gains (losses) in the table above are reflected in the accompanying Consolidated Statement of Operations. The table above incorporates changes in net unrealized gains (losses) for both Level 3 financial instruments held by the Company at June 30, 2019, as well as Level 3 financial instruments disposed of by the Company during the six-month period ended June 30, 2019. For Level 3 financial instruments held by the Company as

of June 30, 2019, change in net unrealized gains (losses) of \$0.2 million and \$(27.0) thousand, for the six-month period ended June 30, 2019 relate to non-Agency RMBS and Agency RMBS, respectively.

At June 30, 2019, the Company transferred \$1.2 million of RMBS from Level 3 to Level 2 and \$3.4 million of RMBS from Level 2 to Level 3. Transfers between hierarchy levels are based on the availability of sufficient observable inputs to meet Level 2 versus Level 3 criteria. The level designation of each financial instrument is reassessed at the end of each period, and is based on pricing information received from third party pricing sources.

Six-month period ended June 30, 2018:

<i>(In thousands)</i>	Non-Agency RMBS	Agency RMBS
Beginning balance as of December 31, 2017	\$ 8,832	\$ 2,254
Purchases	—	160
Proceeds from sales	(3,638)	—
Principal repayments	(418)	—
(Amortization)/accretion, net	171	(692)
Net realized gains (losses)	1,254	(165)
Change in net unrealized gains (losses)	(942)	499
Transfers:		
Transfers into level 3	1,734	1,570
Transfers out of level 3	—	—
Ending balance as of June 30, 2018	\$ 6,993	\$ 3,626

All amounts of net realized and changes in net unrealized gains (losses) in the table above are reflected in the accompanying Consolidated Statement of Operations. The table above incorporates changes in net unrealized gains (losses) for both Level 3 financial instruments held by the Company as of June 30, 2018, as well as Level 3 financial instruments disposed of by the Company during the six-month period ended June 30, 2018. For Level 3 financial instruments held by the Company as of June 30, 2018, change in net unrealized gains (losses) of \$(15) thousand and \$0.7 million, for the six-month period ended June 30, 2018 relate to non-Agency RMBS and Agency RMBS, respectively.

At June 30, 2018, the Company transferred \$3.3 million of RMBS from Level 2 to Level 3. Transfers between these hierarchy levels are based on the availability of sufficient observable inputs to meet Level 2 versus Level 3 criteria. The level designation of each financial instrument is reassessed at the end of each period, and is based on pricing information received from third party pricing sources.

The following tables identify the significant unobservable inputs that affect the valuation of the Company's Level 3 assets and liabilities as of June 30, 2019 and December 31, 2018:

June 30, 2019:

Description	Fair Value	Valuation Technique	Significant Unobservable Input	Range		Weighted Average ⁽¹⁾
				Min	Max	
<i>(In thousands)</i>						
Non-Agency RMBS	\$ 1,705	Market quotes	Non-Binding Third-Party Valuation	\$ 61.34	\$ 83.77	\$ 79.98
Agency RMBS–Interest Only Securities	1,222	Market quotes	Non-Binding Third-Party Valuation	\$ 8.30	\$ 13.18	\$ 11.75
Non-Agency RMBS	655	Discounted Cash Flows	Yield	8.5%	8.5%	8.5%
			Projected Collateral Prepayments	48.7%	48.7%	48.7%
			Projected Collateral Losses	2.5%	2.5%	2.5%
			Projected Collateral Recoveries	8.0%	8.0%	8.0%
			Projected Collateral Scheduled Amortization	40.8%	40.8%	40.8%
						100.0%
Agency RMBS–Interest Only Securities	3,728	Option Adjusted Spread ("OAS")	LIBOR OAS ⁽²⁾	77	1,241	425
			Projected Collateral Prepayments	46.9%	90.8%	75.9%
			Projected Collateral Scheduled Amortization	9.2%	53.1%	24.1%
						100.0%

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

December 31, 2018:

Description	Fair Value	Valuation Technique	Significant Unobservable Input	Range		Weighted Average ⁽¹⁾
				Min	Max	
<i>(In thousands)</i>						
Non-Agency RMBS	\$ 2,745	Market quotes	Non-Binding Third-Party Valuation	\$ 83.59	\$ 86.59	\$ 85.65
Non-Agency RMBS	1,889	Discounted Cash Flows	Yield	3.4%	5.4%	4.5%
			Projected Collateral Prepayments	50.2%	66.4%	56.6%
			Projected Collateral Losses	2.3%	8.6%	4.9%
			Projected Collateral Recoveries	7.5%	12.3%	9.6%
			Projected Collateral Scheduled Amortization	17.8%	39.9%	28.9%
						100.0%
Agency RMBS–Interest Only Securities	2,832	Option Adjusted Spread ("OAS")	LIBOR OAS ⁽²⁾	319	1,439	734
			Projected Collateral Prepayments	33.9%	79.5%	59.4%
			Projected Collateral Scheduled Amortization	20.5%	66.1%	40.6%
						100.0%

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

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

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

The following table summarizes the estimated fair value of all other financial instruments not included in the disclosures above as of June 30, 2019 and December 31, 2018:

<i>(In thousands)</i>	June 30, 2019		December 31, 2018	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Other financial instruments				
Assets:				
Cash and cash equivalents	\$ 41,473	\$ 41,473	\$ 18,585	\$ 18,585
Due from brokers	41,838	41,838	24,051	24,051
Reverse repurchase agreements	40,097	40,097	379	379
Liabilities:				
Repurchase agreements	1,442,043	1,442,043	1,481,561	1,481,561
Due to brokers	751	751	1,325	1,325

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

5. Financial Derivatives

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

The following table details the fair value of the Company's holdings of financial derivatives as of June 30, 2019 and December 31, 2018:

	June 30, 2019	December 31, 2018
	<i>(In thousands)</i>	
Financial derivatives—assets, at fair value:		
TBA securities purchase contracts	\$ 338	\$ 794
Fixed payer interest rate swaps	1,253	10,201
Fixed receiver interest rate swaps	—	844
Futures	240	—
Total financial derivatives—assets, at fair value	1,831	11,839
Financial derivatives—liabilities, at fair value:		
TBA securities purchase contracts	(6)	—
TBA securities sale contracts	(1,570)	(2,536)
Fixed payer interest rate swaps	(14,315)	(6,190)
Fixed receiver interest rate swaps	—	(3)
Futures	—	(7,830)
Total financial derivatives—liabilities, at fair value	(15,891)	(16,559)
Total, net	\$ (14,060)	\$ (4,720)

Interest Rate Swaps

The following tables provide information about the Company's fixed payer interest rate swaps as of June 30, 2019 and December 31, 2018:

June 30, 2019:

Maturity	Notional Amount	Fair Value	Weighted Average		Remaining Years to Maturity
			Pay Rate	Receive Rate	
	<i>(In thousands)</i>				
2020	\$ 86,000	\$ 507	1.60%	2.57%	0.82
2021	165,600	(973)	2.09	2.51	2.02
2022	60,100	(406)	1.98	2.54	2.89
2023	148,475	(1,414)	1.97	2.37	4.12
2024	5,020	(13)	1.84	2.45	4.95
2025	105,300	(1,583)	2.05	2.33	6.51
2026	40,885	517	1.63	2.54	7.21
2027	30,000	(925)	2.29	2.58	7.85
2028	75,803	(6,656)	2.88	2.54	9.07
2036	2,700	(72)	2.32	2.33	16.64
2043	12,380	(1,906)	2.99	2.54	23.89
2048	630	(138)	3.18	2.52	29.43
Total	\$ 732,893	\$ (13,062)	2.07%	2.47%	4.75

December 31, 2018:

Maturity	Notional Amount	Fair Value	Weighted Average		Remaining Years to Maturity
			Pay Rate	Receive Rate	
<i>(In thousands)</i>					
2020	\$ 86,000	\$ 1,390	1.60%	2.50%	1.32
2021	165,600	2,099	2.09	2.63	2.52
2022	68,480	1,289	2.00	2.60	3.43
2023	23,600	695	1.88	2.51	4.36
2024	8,900	269	1.99	2.40	5.26
2025	47,722	(202)	2.57	2.67	6.17
2026	40,885	2,841	1.63	2.63	7.71
2027	30,000	845	2.29	2.58	8.34
2028	150,563	(4,486)	2.97	2.55	9.61
2043	12,380	(338)	2.99	2.61	24.38
2048	5,500	(391)	3.18	2.69	29.93
Total	\$ 639,630	\$ 4,011	2.26%	2.58%	5.77

The following tables provide information about the Company's fixed receiver interest rate swaps as of December 31, 2018. The Company did not have any fixed receiver interest rate swaps as of June 30, 2019.

December 31, 2018:

Maturity	Notional Amount	Fair Value	Weighted Average		Remaining Years to Maturity
			Pay Rate	Receive Rate	
<i>(In thousands)</i>					
2023	\$ 59,562	\$ 406	2.79%	2.72%	4.98
2028	18,870	295	2.79	2.89	9.97
2029	9,750	(3)	2.81	2.71	10.02
2048	5,000	143	2.78	2.98	29.97
Total	\$ 93,182	\$ 841	2.79%	2.77%	7.86

Futures

The following tables provide information about the Company's futures as of June 30, 2019 and December 31, 2018.

June 30, 2019:

Description	Notional Amount	Fair Value	Remaining Months to Expiration
<i>(\$ in thousands)</i>			
U.S. Treasury Futures	\$ 35,700	\$ 240	2.84

December 31, 2018:

Description	Notional Amount	Fair Value	Remaining Months to Expiration
<i>(\$ in thousands)</i>			
U.S. Treasury Futures	\$ (301,300)	\$ (7,830)	2.76

TBAs

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

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

As of June 30, 2019 and December 31, 2018, the Company had outstanding contracts to purchase ("long positions") and sell ("short positions") TBA securities as follows:

TBA Securities	June 30, 2019				December 31, 2018			
	Notional Amount ⁽¹⁾	Cost Basis ⁽²⁾	Market Value ⁽³⁾	Net Carrying Value ⁽⁴⁾	Notional Amount ⁽¹⁾	Cost Basis ⁽²⁾	Market Value ⁽³⁾	Net Carrying Value ⁽⁴⁾
<i>(In thousands)</i>								
Purchase contracts:								
Assets	\$ 239,155	\$ 247,171	\$ 247,509	\$ 338	\$ 95,054	\$ 95,967	\$ 96,761	\$ 794
Liabilities	20,000	20,454	20,448	(6)	—	—	—	—
	259,155	267,625	267,957	332	95,054	95,967	96,761	794
Sale contracts:								
Liabilities	(332,583)	(341,167)	(342,737)	(1,570)	(289,012)	(291,438)	(293,974)	(2,536)
	(332,583)	(341,167)	(342,737)	(1,570)	(289,012)	(291,438)	(293,974)	(2,536)
Total TBA securities, net	\$ (73,428)	\$ (73,542)	\$ (74,780)	\$ (1,238)	\$ (193,958)	\$ (195,471)	\$ (197,213)	\$ (1,742)

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

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

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

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

The table below details the average notional values of the Company's financial derivatives, using absolute value of month end notional values, for the six-month period ended June 30, 2019 and the year ended December 31, 2018:

Derivative Type	Six-Month Period Ended June 30, 2019	Year Ended December 31, 2018
	<i>(In thousands)</i>	
Interest rate swaps	\$ 643,284	\$ 606,315
TBAs	548,324	577,864
Futures	190,414	255,538
Options	2,771	5,385

Gains and losses on the Company's financial derivatives for the three- and six-month periods ended June 30, 2019 and 2018 are summarized in the tables below:

Three-Month Period Ended June 30, 2019						
Derivative Type	Net Realized Gains (Losses) on Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) on Financial Derivatives Other Than Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) on Financial Derivatives	Change in Net Unrealized Gains (Losses) on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) on Financial Derivatives Other Than on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) on Financial Derivatives
<i>(In thousands)</i>						
Interest rate swaps	\$ (383)	\$ (324)	\$ (707)	\$ 1,045	\$ (13,169)	\$ (12,124)
TBAs		(2,323)	(2,323)		179	179
Futures		(5,741)	(5,741)		3,503	3,503
Total	<u>\$ (383)</u>	<u>\$ (8,388)</u>	<u>\$ (8,771)</u>	<u>\$ 1,045</u>	<u>\$ (9,487)</u>	<u>\$ (8,442)</u>
Three-Month Period Ended June 30, 2018						
Derivative Type	Net Realized Gains (Losses) on Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) on Financial Derivatives Other Than Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) on Financial Derivatives	Change in Net Unrealized Gains (Losses) on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) on Financial Derivatives Other Than on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) on Financial Derivatives
<i>(In thousands)</i>						
Interest rate swaps	\$ (1,341)	\$ 528	\$ (813)	\$ 1,472	\$ 3,686	\$ 5,158
TBAs		(460)	(460)		1,304	1,304
Futures		(2,429)	(2,429)		4,288	4,288
Options		—	—		84	84
Total	<u>\$ (1,341)</u>	<u>\$ (2,361)</u>	<u>\$ (3,702)</u>	<u>\$ 1,472</u>	<u>\$ 9,362</u>	<u>\$ 10,834</u>
Six-Month Period Ended June 30, 2019						
Derivative Type	Net Realized Gains (Losses) on Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) on Financial Derivatives Other Than Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) on Financial Derivatives	Change in Net Unrealized Gains (Losses) on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) on Financial Derivatives Other Than on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) on Financial Derivatives
<i>(In thousands)</i>						
Interest rate swaps	\$ 631	\$ (2,293)	\$ (1,662)	\$ 711	\$ (18,695)	\$ (17,984)
TBAs		(4,993)	(4,993)		504	504
Futures		(14,107)	(14,107)		8,070	8,070
Options		(100)	(100)		—	—
Total	<u>\$ 631</u>	<u>\$ (21,493)</u>	<u>\$ (20,862)</u>	<u>\$ 711</u>	<u>\$ (10,121)</u>	<u>\$ (9,410)</u>

Six-Month Period Ended June 30, 2018

Derivative Type	Net Realized Gains (Losses) on Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) on Financial Derivatives Other Than Periodic Settlements of Interest Rate Swaps	Net Realized Gains (Losses) on Financial Derivatives	Change in Net Unrealized Gains (Losses) on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) on Financial Derivatives Other Than on Accrued Periodic Settlements of Interest Rate Swaps	Change in Net Unrealized Gains (Losses) on Financial Derivatives
<i>(In thousands)</i>						
Interest rate swaps	\$ (209)	\$ 2,969	\$ 2,760	\$ (39)	\$ 9,783	\$ 9,744
TBAs		10,843	10,843		(640)	(640)
Futures		(1,350)	(1,350)		2,005	2,005
Options		—	—		290	290
Total	\$ (209)	\$ 12,462	\$ 12,253	\$ (39)	\$ 11,438	\$ 11,399

From time to time, the Company uses short positions in U.S. Treasury positions as a component of its interest rate hedging portfolio. As of June 30, 2019, the Company held short positions in U.S. Treasury securities, with a principal amount of \$33.4 million and a fair value of \$34.5 million. As of December 31, 2018, the Company held short positions in U.S. Treasury securities, with a principal amount of \$0.4 million and a fair value of \$0.4 million. Such securities are included on the Company's Consolidated Balance Sheet under the caption U.S. Treasury securities sold short, at fair value.

6. Borrowings under Repurchase Agreements

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

At any given time, the Company seeks to have its outstanding borrowings under repurchase agreements with several different counterparties in order to reduce the exposure to any single counterparty. As of June 30, 2019 and December 31, 2018, the Company had outstanding borrowings under repurchase agreements with 13 and 12 counterparties, respectively.

The following table details the Company's outstanding borrowings under repurchase agreements as of June 30, 2019 and December 31, 2018:

Remaining Days to Maturity	June 30, 2019			December 31, 2018		
	Borrowings Outstanding	Weighted Average		Borrowings Outstanding	Weighted Average	
		Interest Rate	Remaining Days to Maturity		Interest Rate	Remaining Days to Maturity
	<i>(In thousands)</i>					
30 days or less	\$ 519,763	2.64%	17	\$ 512,505	2.45%	16
31-60 days	533,910	2.61	46	594,199	2.56	46
61-90 days	355,291	2.56	76	359,861	2.71	75
91-120 days	15,274	2.52	110	—	—	—
121-150 days	17,805	2.60	138	—	—	—
151-180 days	—	—	—	14,996	2.72	177
Total	\$ 1,442,043	2.61%	45	\$ 1,481,561	2.56%	44

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

As of June 30, 2019 and December 31, 2018, the fair value of RMBS transferred as collateral under outstanding borrowings under repurchase agreements was \$1.5 billion and \$1.6 billion, respectively. Collateral transferred under outstanding borrowings as of June 30, 2019 includes RMBS in the amount of \$96.6 million that were sold prior to period end but for which such sale had not yet settled. Collateral transferred under outstanding borrowings as of December 31, 2018 includes RMBS in the amount of \$74.4 million that were sold prior to year end but for which such sale had not yet settled. In addition as of June 30, 2019, the Company was posting to repo counterparties net cash collateral of \$10.9 million and was holding from repo counterparties securities with a fair value of \$1.0 million, as a result of margin calls with various repo counterparties. As of December 31, 2018, the Company was posting to repo counterparties net cash collateral of \$3.8 million and additional securities with a fair value of \$1.1 million as a result of margin calls with various repo counterparties.

Amount at risk represents the excess, if any, for each counterparty of the fair value of collateral held by such counterparty over the amounts outstanding under repurchase agreements. The following table reflects counterparties for which the amounts at risk relating to our repurchase agreements were greater than 10% of shareholders' equity as of December 31, 2018. There was no counterparty for which the amount at risk was greater than 10% of shareholders' equity as of June 30, 2019.

December 31, 2018:

Counterparty	Amount at Risk ⁽¹⁾	Weighted Average Remaining Days to Maturity	Percentage of Shareholders' Equity
	<i>(In thousands)</i>		
Wells Fargo Bank, N.A.	\$ 20,214	41	13.1%
Royal Bank of Canada	16,563	43	10.8%
J.P. Morgan Securities LLC	16,057	39	10.4%

(1) Amounts at risk exclude, in aggregate, \$(43) thousand of net accrued interest, defined as accrued interest on securities held as collateral less interest payable on cash borrowed.

7. Offsetting of Assets and Liabilities

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

The following tables present information about certain assets and liabilities representing financial instruments as of June 30, 2019 and December 31, 2018. The Company has not previously entered into master netting agreements with any of its counterparties. Certain of the Company's repurchase and reverse repurchase agreements and financial derivative transactions are governed by underlying agreements that generally provide a right of offset in the event of default or in the event of a bankruptcy of either party to the transaction.

June 30, 2019:

Description	Amount of Assets (Liabilities) Presented in the Consolidated Balance Sheet ⁽¹⁾	Financial Instruments Available for Offset	Financial Instruments Transferred or Pledged as Collateral ⁽²⁾⁽³⁾	Cash Collateral (Received) Pledged ⁽²⁾⁽³⁾	Net Amount
<i>(In thousands)</i>					
Assets:					
Financial derivatives—assets	\$ 1,831	\$ (1,831)	\$ —	\$ —	\$ —
Reverse repurchase agreements	40,097	(40,097)	—	—	—
Liabilities:					
Financial derivatives—liabilities	(15,891)	1,831	—	13,983	(77)
Repurchase agreements	(1,442,043)	40,097	1,391,030	10,916	—

- (1) In the Company's Consolidated Balance Sheet, all balances associated with the repurchase agreements and financial derivatives are presented on a gross basis.
- (2) For the purpose of this presentation, for each row the total amount of financial instruments transferred or pledged and cash collateral (received) or pledged may not exceed the applicable gross amount of assets or (liabilities) as presented here. Therefore, the Company has reduced the amount of financial instruments transferred or pledged as collateral related to the Company's repurchase agreements and cash collateral pledged on the Company's financial derivative assets and liabilities. Total financial instruments transferred or pledged as collateral on the Company's repurchase agreements as of June 30, 2019 were \$1.51 billion. As of June 30, 2019 total cash collateral (received) pledged on financial derivative assets and liabilities excludes \$0.2 million and \$16.0 million respectively of net excess cash collateral.
- (3) When collateral is pledged to or pledged by a counterparty, it is often pledged or posted with respect to all positions with such counterparty, and in such cases such collateral cannot be specifically identified as relating to a specific asset or liability. As a result, in preparing the above table, the Company has made assumptions in allocating pledged or posted collateral among the various rows.

December 31, 2018:

Description	Amount of Assets (Liabilities) Presented in the Consolidated Balance Sheet ⁽¹⁾	Financial Instruments Available for Offset	Financial Instruments Transferred or Pledged as Collateral ⁽²⁾⁽³⁾	Cash Collateral (Received) Pledged ⁽²⁾⁽³⁾	Net Amount
<i>(In thousands)</i>					
Assets:					
Financial derivatives—assets	\$ 11,839	\$ (7,016)	\$ —	\$ (151)	\$ 4,672
Reverse repurchase agreements	379	(379)	—	—	—
Liabilities:					
Financial derivatives—liabilities	(16,559)	7,016	—	9,321	(222)
Repurchase agreements	(1,481,561)	379	1,477,377	3,805	—

- (1) In the Company's Consolidated Balance Sheet, all balances associated with the repurchase agreements and financial derivatives are presented on a gross basis.
- (2) For the purpose of this presentation, for each row the total amount of financial instruments transferred or pledged and cash collateral (received) or pledged may not exceed the applicable gross amount of assets or (liabilities) as presented here. Therefore the Company has reduced the amount of financial instruments transferred or pledged as collateral related to the Company's repurchase agreements and cash collateral pledged on the Company's financial derivative assets and liabilities. Total financial instruments transferred or pledged as collateral on the Company's repurchase agreements as of December 31, 2018 were \$1.57 billion. As of December 31, 2018 total cash collateral on financial derivative assets and liabilities excludes \$5.1 million and \$4.6 million, respectively of net excess cash collateral.
- (3) When collateral is pledged to or pledged by a counterparty, it is often pledged or posted with respect to all positions with such counterparty, and in such cases such collateral cannot be specifically identified as relating to a specific asset or liability. As a result, in preparing the above table, the Company has made assumptions in allocating pledged or posted collateral among the various rows.

8. Earnings Per Share

Basic earnings per share, or "EPS," is calculated by dividing net income (loss) for the period by the weighted average of the Company's common shares outstanding for the period. Diluted EPS takes into account the effect of outstanding dilutive instruments, such as share options and warrants, if any, and uses the average share price for the period in determining the number of incremental shares that are to be added to the weighted average number of shares outstanding. As of June 30, 2019 and 2018, the Company did not have any dilutive instruments outstanding.

The following table presents a reconciliation of the earnings/(losses) and shares used in calculating basic EPS for the three- and six-month periods ended June 30, 2019 and 2018:

	Three-Month Period Ended June 30,		Six-Month Period Ended June 30,	
	2019	2018	2019	2018
<i>(In thousands except for share amounts)</i>				
Numerator:				
Net income (loss)	\$ (107)	\$ 1,786	\$ 8,821	\$ (2,167)
Denominator:				
Basic and diluted weighted average shares outstanding	12,467,103	12,715,277	12,467,506	12,968,340
Basic and diluted earnings per share	\$ (0.01)	\$ 0.14	\$ 0.71	\$ (0.17)

9. Related Party Transactions

Management Agreement

The Company is party to the Management Agreement, which has a current term that expires on September 24, 2019, and has been, and is expected to be, renewed automatically each year thereafter for an additional one-year period, subject to certain termination rights. The Company is externally managed and advised by the Manager. Pursuant to the terms of the Management Agreement, the Manager provides the Company with its management team, including its officers, and appropriate support personnel. The Company does not have any employees. The Manager is responsible for the day-to-day operations of the Company.

The Manager receives an annual management fee in an amount equal to 1.50% per annum of shareholders' equity (as defined in the Management Agreement) as of the end of each fiscal quarter (before deductions for any management fee with respect to such fiscal period). The management fee is payable quarterly in arrears. For the three-month periods ended June 30, 2019 and 2018, the total management fee incurred was \$0.6 million and \$0.7 million, respectively. For the six-month periods ended June 30, 2019 and 2018, the total management fee incurred was \$1.2 million and \$1.3 million, respectively.

Services Agreement

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

Expense Reimbursement

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

The Company reimburses the Manager for the allocable share of the compensation, including, without limitation, wages, salaries, and employee benefits paid or reimbursed, as approved by the Compensation Committee of the Board of Trustees, to certain dedicated or partially dedicated personnel who spend all or a portion of their time managing the Company's affairs, based upon the percentage of time devoted by such personnel to the Company's affairs. In their capacities as officers or personnel of the Manager or its affiliates, such personnel will devote such portion of their time to the Company's affairs as is necessary to enable the Company to operate its business.

For the six-month periods ended June 30, 2019 and 2018, the Company reimbursed the Manager \$1.4 million and \$1.2 million, respectively, for previously incurred operating and compensation expenses. As of June 30, 2019 and December 31, 2018, the outstanding payable to the Manager for operating and compensation expenses was \$0.3 million and \$0.6 million, respectively, which are included in Accrued expenses on the Consolidated Balance Sheet.

Termination Fee

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

Registration Rights Agreement

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

10. Capital

The Company has authorized 500,000,000 common shares, \$0.01 par value per share, and 100,000,000 preferred shares, \$0.01 par value per share. The Board of Trustees may authorize the issuance of additional shares of either class. As of June 30, 2019 and December 31, 2018, there were 12,467,103 and 12,507,213 common shares outstanding, respectively. No preferred shares have been issued.

During the three-month periods ended June 30, 2019 and 2018, the Board of Directors authorized dividends totaling \$0.28 per share and \$0.37 per share, respectively. Total dividends declared during the three-month periods ended June 30, 2019 and 2018 were \$3.5 million and \$4.7 million, respectively. During the six-month periods ended June 30, 2019 and 2018, the Board of Directors authorized dividends totaling \$0.62 per share and \$0.74 per share, respectively. Total dividends declared during the six-month periods ended June 30, 2019 and 2018 were \$7.7 million and \$9.5 million, respectively.

Detailed below is a roll forward of the Company's common shares outstanding for the three- and six-month periods ended June 30, 2019 and 2018:

	Three-Month Period Ended June 30,		Six-Month Period Ended June 30,	
	2019	2018	2019	2018
Common Shares Outstanding (3/31/2019, 3/31/2018, 12/31/2018, and 12/31/2017, respectively)	12,467,103	12,827,850	12,507,213	13,340,217
Share Activity:				
Shares repurchased	—	(115,800)	(40,110)	(628,167)
Common Shares Outstanding (6/30/2019, 6/30/2018, 6/30/2019, and 6/30/2018, respectively)	12,467,103	12,712,050	12,467,103	12,712,050
Unvested restricted shares outstanding (6/30/2019, 6/30/2018, 6/30/2019, and 6/30/2018, respectively)	21,159	15,945	21,159	15,945

The below table provides details on the Company's restricted shares granted pursuant to share award agreements which are unvested at June 30, 2019:

Grant Recipient	Number of Restricted Shares Granted	Grant Date	Vesting Date ⁽¹⁾
Independent trustees:			
	13,144	September 12, 2018	September 11, 2019
Partially dedicated employees:			
	3,117	December 11, 2018	December 11, 2019
	3,115	December 11, 2018	December 11, 2020
	1,783	December 12, 2017	December 12, 2019

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

As of June 30, 2019, there were 321,085 shares available for future issuance under the Company's 2013 Equity Incentive Plan.

On June 13, 2018, the Company's Board of Trustees approved the adoption of a share repurchase program under which the Company is authorized to repurchase up to 1.2 million common shares. The program, which is open-ended in duration, allows the Company to make repurchases from time to time on the open market or in negotiated transactions, including through Rule 10b5-1 plans. Repurchases are at the Company's discretion, subject to applicable law, share availability, price and its financial performance, among other considerations. During the six-month period ended June 30, 2019, the Company purchased 40,110 of its common shares at an aggregate cost of \$0.4 million, and an average price per share of \$10.34. The Company did not purchase any common shares during the three-month period ended June 30, 2019. From inception of the current share repurchase program adopted on June 13, 2018 through June 30, 2019, the Company purchased 264,323 of its common shares at an aggregate cost of \$2.8 million, and an average price per share of \$10.53.

Distribution Policy

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

11. Commitments and Contingencies

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

In the normal course of business the Company may also enter into contracts that contain a variety of representations, warranties, and general indemnifications. The Company's maximum exposure under these arrangements, including future claims that may be made against the Company that have not yet occurred, is unknown. The Company has not incurred any costs to defend lawsuits or settle claims related to these indemnification agreements. The Company has no liabilities recorded for these agreements as of June 30, 2019 and December 31, 2018 and management is not aware of any significant contingencies at June 30, 2019.

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

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

Special Note Regarding Forward-Looking Statements

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

Forward-looking statements are based on our beliefs, assumptions, and expectations of our future operations, business strategies, performance, financial condition, liquidity and prospects, taking into account all information currently available to us. These beliefs, assumptions, and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity, results of operations and strategies may vary materially from those expressed or implied in our forward-looking statements. The following factors are examples of those that could cause actual results to vary from our forward-looking statements: changes in interest rates and the market value of our securities; our use of and dependence on leverage; future changes with respect to the Federal National Mortgage Association, or "Fannie Mae," and Federal Home Loan Mortgage Corporation, or "Freddie Mac," and related events, including the lack of certainty as to the future roles of these entities and the U.S. Government in the mortgage market and changes to legislation and regulations affecting these entities; market volatility; changes in the prepayment rates on the mortgage loans underlying the securities we own and intend to acquire; changes in rates of default and/or recovery rates on our non-Agency assets; our ability to borrow to finance our assets; changes in government regulations affecting our business; our ability to maintain our exclusion from registration under the Investment Company Act of 1940, as amended, or the "Investment Company Act"; and risks associated with investing in real estate assets, including changes in business conditions and the general economy. These and other risks, uncertainties and factors, including the risk factors described under Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, could cause our actual results to differ materially from those projected or implied in any forward-looking statements we make. All forward-looking statements speak only as of the date on which they are made. New risks and uncertainties arise over time, and it is not possible to predict those events or how they may affect us. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Executive Summary

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

We were formed through an initial strategic venture among affiliates of Ellington Management Group, L.L.C., an investment management firm and registered investment adviser with a 24-year history of investing in a broad spectrum of mortgage-backed securities, or "MBS," and related derivatives, with an emphasis on the RMBS market, and the Blackstone Tactical Opportunity Funds, or the "Blackstone Funds." As of June 30, 2019, the Blackstone Funds owned approximately 25% of our outstanding common shares. We are externally managed and advised by our Manager, an affiliate of Ellington.

We use leverage in our Agency RMBS strategy and, while we have not done so meaningfully to date, we may use leverage in our non-Agency RMBS strategy as well, although we expect such leverage to be lower. We have financed our

purchases of Agency RMBS exclusively through repurchase agreements, which we account for as collateralized borrowings. As of June 30, 2019, we had outstanding borrowings under repurchase agreements in the amount of \$1.4 billion with 13 counterparties.

We have elected to be taxed as a REIT for U.S. federal income tax purposes. Accordingly, we generally will not be subject to U.S. federal income taxes on our taxable income that we distribute currently to our shareholders as long as we maintain our qualification as a REIT. We intend to conduct our operations so that neither we nor any of our subsidiaries is required to register as an investment company under the Investment Company Act of 1940, as amended, or the "Investment Company Act."

As of June 30, 2019, our book value per share was \$12.40, as compared to \$12.69 as of March 31, 2019 and \$12.30 as of December 31, 2018.

Trends and Recent Market Developments

Market Overview

- Similar to its previous meetings in 2019, the U.S. Federal Reserve, or the "Federal Reserve," elected at both its April/May and June 2019 meetings to maintain the target range for the federal funds rate of 2.25%–2.50%. LIBOR rates, which drive many of our financing costs, declined during the second quarter, with one-month LIBOR decreasing ten basis points to end the quarter at 2.40%, and three-month LIBOR falling 28 basis points to 2.32%. This marked the first time in more than ten years that three-month LIBOR dropped below one-month LIBOR, an indication that the markets were expecting the Federal Reserve to cut short-term interest rates in the near future.
- In accordance with the plan that had been laid out by the Federal Reserve in March, the tapering of Agency RMBS continued at \$20 billion per month during the second quarter, and in May the tapering of U.S. Treasury reinvestments decreased from \$30 billion per month to \$15 billion per month.
- Interest rates declined sharply during the second quarter. The 2-year U.S. Treasury yield fell 51 basis points to end the second quarter at 1.75%, while the 10-year U.S. Treasury yield declined 40 basis points to 2.01%. After nine consecutive quarters of flattening, the spread between the 2-year and 10-year U.S. Treasury yield steepened modestly, to 25 basis points from 15 basis points at the end of the previous quarter. As of the end of the quarter, the entire 2-month through 3-year segment of the U.S. Treasury curve was inverted, with 2-month Treasury bills yielding 2.15%, and 3-year Treasury notes yielding 1.71%.
- Mortgage rates continued to fall in the second quarter, with the Freddie Mac Survey 30-year mortgage rate decreasing 33 basis points to end the quarter at 3.73%.
- During the quarter, prepayments rose as mortgage rates declined. Fannie Mae 30-year MBS prepayments increased from a CPR of 9.0% in March to 11.2% in April, and to 13.2% in May, before declining slightly to 12.8% in June. The Mortgage Bankers Association's Refinance Index, which measures refinancing application volumes, increased 8% quarter over quarter and 93% year over year, to its highest level since November 2016.
- U.S. real GDP increased at an estimated annualized rate of 2.1% in the second quarter, down from 3.1% in the previous quarter. Total unemployment declined modestly in June to 3.7%, compared to 3.8% at the end of the first quarter.
- For the second quarter, the Bloomberg Barclays US MBS Index generated a positive return of 2.00%, but generated a negative excess return (on a duration-adjusted basis) of (0.39)% relative to the Bloomberg Barclays US Treasury Index, reflecting that Agency RMBS generally underperformed their benchmark hedging instruments during the quarter. The Bloomberg Barclays US Corporate Bond Index generated a positive return of 4.71% and an excess return of 1.18%, while the Bloomberg Barclays US Corporate High Yield Bond Index generated a positive return of 2.68% and an excess return of 0.53%.

The beginning of the second quarter of 2019 continued many of the trends of the prior quarter: dovish messaging from the Federal Reserve continued to appease the stock and bond markets, volatility remained low, and equities and many credit assets continued to perform well. In April, the S&P 500 and Nasdaq reached record highs. Meanwhile, declining interest rates continued to drive increases in actual and projected prepayments, which in turn led to modest widening of Agency RMBS yield spreads and increases in pay-ups on specified pools during the month.

Volatility returned to the markets in May, however, as global trade tensions escalated. By the end of May, the Merrill Lynch Option Volatility Estimate Index, or "MOVE Index," which had just reached an all-time low in March, spiked to its highest level in more than two years. Meanwhile, domestic equities sold off, yield spreads on most fixed income assets widened, and interest rates plummeted. Over the course of the month, the S&P 500 declined 6% while the yield on the 10-year

U.S. Treasury fell 38 basis points. Both the Bloomberg Barclays US Corporate Bond and Corporate High Yield Bond Indexes underperformed relative to U.S. Treasuries, while the Bloomberg Barclays US MBS Index had its worst performance relative to U.S. Treasuries since November 2016.

In June, the Federal Reserve again soothed the markets and spurred a broad rally across most asset classes. Although it held short-term interest rates steady, the Federal Reserve stated that it would "act as appropriate to sustain the expansion" while citing "uncertainties" about the economic outlook. In the wake of these announcements, interest rate futures markets implied a near-certain probability of a rate cut in July. Domestic equity markets also welcomed the message, with the S&P 500 again reaching a record high on June 20th and posting its best June in more than 60 years. Long-term U.S. Treasury yields continued their precipitous decline, with the 10-year yield dropping below 2% for the first time since November 2016. In Europe, the European Central Bank signaled that it was ready to launch another round of stimulus, and the total amount of negative-yielding sovereign bonds reached \$13 trillion globally.

Over the course of the first half of 2019, it was clear that market optimism over lower interest rates and global stimulus prevailed over a long list of macroeconomic concerns, including escalating trade wars, geopolitical tensions, and slowing global growth. Through the first six months of 2019, the S&P 500 was up 17%, its best performance over the first half of a year since 1997.

Portfolio Overview and Outlook

As of June 30, 2019, our mortgage-backed securities portfolio consisted of \$1.303 billion of fixed-rate Agency "specified pools," \$40.4 million of Agency RMBS backed by adjustable rate mortgages, or "Agency ARMs," \$94.7 million of Agency reverse mortgage pools, \$11.8 million of Agency interest only securities, or "Agency IOs," and \$9.3 million of non-Agency RMBS. Specified pools are fixed-rate Agency pools consisting of mortgages with special characteristics, such as mortgages with low loan balances, mortgages backed by investor properties, mortgages originated through the government-sponsored "Making Homes Affordable" refinancing programs, and mortgages with various other characteristics.

Our overall RMBS portfolio decreased by 2.2% to \$1.459 billion as of June 30, 2019, as compared to \$1.492 billion as of March 31, 2019. Our overall debt-to-equity ratio, adjusted for unsettled purchases and sales, was 8.9:1 as of both June 30, 2019 and March 31, 2019. Our debt-to-equity ratio may fluctuate period over period based on portfolio management decisions, market conditions, capital markets activities, and the timing of security purchase and sale transactions.

During the second quarter, we increased our long TBA holdings that we hold for investment purposes, and decreased our short TBA positions that we use for hedging purposes. At June 30, 2019, we had \$259.2 million in notional amount of long TBAs, as compared to \$216.2 million as of March 31, 2019. Also as of June 30, 2019, we had \$332.6 million in notional amount of short TBAs, as compared to \$367.4 million as of March 31, 2019. As a result, our net short TBA position decreased quarter over quarter, and despite a slight decrease in our overall RMBS portfolio, our net mortgage assets-to-equity ratio—which we define as the net aggregate market value of our mortgage-backed securities (including the underlying market values of our long and short TBA positions) divided by total shareholders' equity—increased period over period to 9.0:1 as of June 30, 2019 from 8.5:1 as of March 31, 2019, and remained meaningfully higher than the quarter-end average of 6.4:1 for the three years ended December 31, 2018 of 6.4:1. TBAs are forward-settling Agency RMBS where the mortgage pass-through certificates to be delivered are "To-Be-Announced."

We had a small net loss for the quarter, as declining interest rates led to net realized and unrealized losses on our interest rate hedges which, combined with operating expenses, slightly exceeded net interest income and net realized and unrealized gains on our Agency RMBS investments. Additionally, outperformance of specified pools compared to TBAs, in the form of higher pay-ups for specified pools, contributed to results, as we continued to concentrate our long investments in specified pools as opposed to TBAs. Pay-ups are price premiums for specified pools relative to their TBA counterparts. The key drivers of the expansion in specified pool pay-ups were increases in actual and projected prepayments, as a result of declining mortgage rates. Average pay-ups on our specified pools increased to 1.56% as of June 30, 2019, as compared to 0.99% as of March 31, 2019. During the quarter we continued to hedge interest rate risk, primarily through the use of interest rate swaps, short positions in TBAs, U.S. Treasury securities, and futures.

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

Our non-Agency RMBS performed well during the quarter, driven by strong net interest income and realized gains. Fundamentals underlying non-Agency RMBS remain strong, led by a stable housing market. Our total investment in non-Agency RMBS was \$9.3 million and \$11.2 million as of June 30, 2019 and March 31, 2019, respectively. To the extent that more attractive entry points develop in non-Agency RMBS, we may increase our capital allocation to this sector.

The following table summarizes prepayment rates for our portfolio of fixed-rate specified pools (excluding those backed by reverse mortgages) for the three-month periods ended June 30, 2019, March 31, 2019, December 31, 2018, September 30, 2018, and June 30, 2018.

	Three-Month Period Ended				
	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018
Three-Month Constant Prepayment Rates	9.6%	6.0%	6.6%	8.4%	8.2%

The following table provides details about the composition of our portfolio of fixed-rate specified pools (excluding those backed by reverse mortgages) as of June 30, 2019 and December 31, 2018.

Coupon	June 30, 2019			December 31, 2018			
	Current Principal	Fair Value	Weighted Average Loan Age (Months)	Current Principal	Fair Value	Weighted Average Loan Age (Months)	
		<i>(In thousands)</i>			<i>(In thousands)</i>		
Fixed-rate Agency RMBS:							
15-year fixed-rate mortgages:							
3.00	\$ 35,997	\$ 36,782	58	\$ 6,905	\$ 6,905	47	
3.50	99,851	103,821	23	106,128	107,564	22	
4.00	23,738	25,002	19	22,504	23,062	16	
Total 15-year fixed-rate mortgages	159,586	165,605	30	135,537	137,531	22	
20-year fixed-rate mortgages:							
4.00	11,865	12,380	13	7,267	7,505	42	
4.50	16,607	17,508	14	—	—	—	
5.00	1,419	1,514	10	—	—	—	
Total 20-year fixed-rate mortgages	29,891	31,402	13	7,267	7,505	42	
30-year fixed-rate mortgages:							
3.00	22,410	22,742	44	25,703	25,158	38	
3.03	319	325	84	440	433	78	
3.25	966	1,015	30	976	984	24	
3.28	218	221	84	222	217	78	
3.50	212,257	220,290	41	241,264	242,232	33	
3.75	3,085	3,200	23	3,251	3,289	17	
4.00	405,621	427,456	32	435,855	446,919	26	
4.50	233,309	247,581	28	329,446	342,813	19	
5.00	93,511	100,339	26	111,267	117,328	20	
5.50	66,318	70,724	13	68,454	72,477	8	
6.00	11,495	12,354	9	20,169	21,664	4	
Total 30-year fixed-rate mortgages	1,049,509	1,106,247	31	1,237,047	1,273,514	24	
Total fixed-rate Agency RMBS	\$ 1,238,986	\$ 1,303,254	31	\$ 1,379,851	\$ 1,418,550	24	

For the three-month period ended June 30, 2019, prices on our Agency RMBS portfolio generally rose, and we had total net realized and unrealized gains on our Agency RMBS of \$16.6 million, or \$1.33 per share. Our Agency RMBS portfolio turnover was 15% for the quarter.

During the three-month period ended June 30, 2019, we continued to hedge interest rate risk, primarily through the use of interest rate swaps and short positions in TBAs, U.S. Treasury securities, and futures. For the quarter, we had total net realized and unrealized losses of \$(17.8) million, or \$(1.43) per share, on our interest rate hedging portfolio, as interest rates decreased. In our hedging portfolio, the relative proportion (based on 10-year equivalents¹) of short positions in TBAs decreased period over period relative to our other interest rate hedges, as we increased our overall exposure to Agency RMBS. The relative makeup of our interest rate hedging portfolio can change materially from period to period.

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

After giving effect to a second quarter dividend of \$0.28 per share, our book value per share decreased to \$12.40 as of June 30, 2019, from \$12.69 as of March 31, 2019, and we had an economic return of (0.1)% for the three-month period ended June 30, 2019. Economic return is computed by adding back dividends declared to ending book value per share, and comparing that amount to book value per share as of the beginning of the quarter.

Our net Agency premium as a percentage of the fair value of our specified pool holdings is one metric that we use to measure the overall prepayment risk of our specified pool portfolio. Net Agency premium represents the total premium (excess of market value over outstanding principal balance) on our specified pool holdings less the total premium on related net short TBA positions. The lower our net Agency premium, the less we believe that our specified pool portfolio is exposed to market-wide increases in Agency RMBS prepayments. As of June 30, 2019 and March 31, 2019, our net Agency premium as a percentage of fair value of our specified pool holdings was approximately 5.0% and 4.1%, respectively. Excluding TBA positions used to hedge our specified pool holdings, our Agency premium as a percentage of fair value was approximately 5.1% and 4.1% as of June 30, 2019 and March 31, 2019, respectively. Our Agency premium percentage and net Agency premium percentage may fluctuate from period to period based on a variety of factors, including market factors such as interest rates and mortgage rates, and, in the case of our net Agency premium percentage, based on the degree to which we hedge prepayment risk with short TBAs. We believe that our focus on purchasing pools with specific prepayment characteristics provides a measure of protection against prepayments.

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

Financing

Over the course of the three-month period ended June 30, 2019, short-term LIBOR rates declined, with most of the declines occurring in June. However, our average cost of borrowing as measured over the entire quarter decreased only slightly quarter over quarter, because: (1) the borrowing rates on most of our repurchase agreements has been set prior to the recent declines in LIBOR rates, (2) even for those repurchase agreements that were initiated after LIBOR had declined, these borrowings were outstanding for only a portion of the full quarter. Our average borrowing cost of repo for the three-month period ended June 30, 2019 was 2.69%, as compared to 2.70% for the three-month period ended March 31, 2019. As of June 30, 2019, the weighted average borrowing cost on our repurchase agreements had fallen to 2.61%.

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

Our debt-to-equity ratio was 9.3:1 as of June 30, 2019, as compared to 9.0:1 as of March 31, 2019. Adjusted for unsettled security purchases and sales, our debt-to-equity ratio was 8.9:1 as of both June 30, 2019 and March 31, 2019. Our leverage ratio may fluctuate period over period based on portfolio management decisions, market conditions, capital markets activities, and the timing of security purchase and sale transactions.

Critical Accounting Policies

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

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

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

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

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

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

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

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

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

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

We follow the authoritative guidance on accounting for and disclosure of uncertainty on tax positions, which requires management to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. For uncertain tax positions, the tax benefit to be recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company did not have any unrecognized tax benefits resulting from tax positions related to the current period or to 2018, 2017, 2016, or 2015 (its open tax years). In the normal course of business, we may be subject to examination by federal, state, local, and foreign jurisdictions, where applicable, for the current period, 2018, 2017, 2016, and 2015 (our open tax years). We may take positions with respect to certain tax issues which depend on legal interpretation of facts or applicable tax regulations. Should the relevant tax regulators successfully challenge any such

positions; we might be found to have a tax liability that has not been recorded in the accompanying consolidated financial statements. Also, management's conclusions regarding the authoritative guidance may be subject to review and adjustment at a later date based on changing tax laws, regulations, and interpretations thereof. There were no amounts accrued for penalties or interest as of or during the periods presented in the consolidated financial statements included in this Quarterly Report on Form 10-Q.

Recent Accounting Pronouncements

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

Financial Condition

Investment portfolio

The following tables summarize our securities portfolio as of June 30, 2019 and December 31, 2018:

(In thousands)	June 30, 2019					December 31, 2018				
	Current Principal	Fair Value	Average Price ⁽¹⁾	Cost	Average Cost ⁽¹⁾	Current Principal	Fair Value	Average Price ⁽¹⁾	Cost	Average Cost ⁽¹⁾
Agency RMBS ⁽²⁾										
15-year fixed-rate mortgages	\$ 159,586	\$ 165,605	\$ 103.77	\$ 162,516	\$ 101.84	\$ 135,537	\$ 137,531	\$ 101.47	\$ 138,844	\$ 102.44
20-year fixed-rate mortgages	29,891	31,402	105.06	30,972	103.62	7,267	7,505	103.28	7,842	107.91
30-year fixed-rate mortgages	1,049,509	1,106,247	105.41	1,098,108	104.63	1,237,047	1,273,514	102.95	1,294,517	104.65
ARMs	39,196	40,422	103.13	40,652	103.71	17,752	18,243	102.77	18,969	106.86
Reverse mortgages	86,722	94,690	109.19	93,831	108.20	70,991	75,904	106.92	77,322	108.92
Total Agency RMBS	1,364,904	1,438,366	105.38	1,426,079	104.48	1,468,594	1,512,697	103.00	1,537,494	104.69
Non-Agency RMBS	11,491	9,285	80.80	7,231	62.93	13,755	11,233	81.66	9,431	68.56
Total RMBS ⁽²⁾	1,376,395	1,447,651	105.18	1,433,310	104.14	1,482,349	1,523,930	102.81	1,546,925	104.36
Agency IOs	n/a	11,801	n/a	12,244	n/a	n/a	16,366	n/a	16,740	n/a
Total mortgage-backed securities		1,459,452		1,445,554			1,540,296		1,563,665	
U.S. Treasury securities sold short	(33,360)	(34,522)	103.48	(33,725)	101.09	(360)	(374)	103.89	(362)	100.56
Reverse repurchase agreements	40,097	40,097	100.00	40,097	100.00	379	379	100.00	379	100.00
Total		\$ 1,465,027		\$ 1,451,926			\$ 1,540,301		\$ 1,563,682	

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

(2) Excludes Agency IOs.

The vast majority of our capital is allocated to our Agency RMBS strategy, which includes investments in Agency pools and Agency CMOs. As of both June 30, 2019 and December 31, 2018, investments in non-Agency RMBS constituted a relatively small portion of our total investments.

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

Financial Derivatives

The following table summarizes our portfolio of financial derivative holdings as of June 30, 2019 and December 31, 2018:

<i>(In thousands)</i>	June 30, 2019	December 31, 2018
Financial derivatives—assets, at fair value:		
TBA securities purchase contracts	\$ 338	\$ 794
Fixed payer interest rate swaps	1,253	10,201
Fixed receiver interest rate swaps	—	844
Futures	240	—
Total financial derivatives—assets, at fair value	1,831	11,839
Financial derivatives—liabilities, at fair value:		
TBA securities purchase contracts	(6)	—
TBA securities sale contracts	(1,570)	(2,536)
Fixed payer interest rate swaps	(14,315)	(6,190)
Fixed receiver interest rate swaps	—	(3)
Futures	—	(7,830)
Total financial derivatives—liabilities, at fair value	(15,891)	(16,559)
Total	\$ (14,060)	\$ (4,720)

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

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

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

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

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

As of June 30, 2019, as part of our interest rate hedging program, we also held short positions in U.S. Treasury securities, with a total principal amount of \$33.4 million and a fair value of \$34.5 million. As of December 31, 2018, we also held short positions in U.S. Treasury securities, with a total principal amount of \$0.4 million and a fair value of \$0.4 million.

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

Leverage

The following table summarizes our outstanding liabilities under repurchase agreements as of June 30, 2019 and 2018. We had no other borrowings outstanding.

Remaining Days to Maturity	June 30, 2019			December 31, 2018		
	Borrowings Outstanding	Weighted Average		Borrowings Outstanding	Weighted Average	
		Interest Rate	Remaining Days to Maturity		Interest Rate	Remaining Days to Maturity
	<i>(In thousands)</i>					
30 days or less	\$ 519,763	2.64%	17	\$ 512,505	2.45%	16
31-60 days	533,910	2.61	46	594,199	2.56	46
61-90 days	355,291	2.56	76	359,861	2.71	75
91-120 days	15,274	2.52	110	—	—	—
121-150 days	17,805	2.60	138	—	—	—
151-180 days	—	—	—	14,996	2.72	177
Total	\$ 1,442,043	2.61%	45	\$ 1,481,561	2.56%	44

We finance our assets with what we believe to be a prudent amount of leverage, which will vary from time to time based upon the particular characteristics of our portfolio, availability of financing, and market conditions. As of June 30, 2019 and December 31, 2018, our total debt-to-equity ratio was 9.3:1 and 9.6:1, respectively. Collateral transferred with respect to our outstanding repo borrowings as of June 30, 2019 and December 31, 2018 had an aggregate fair value of \$1.5 billion and \$1.6 billion, respectively. Adjusted for unsettled security purchases and sales, our debt-to-equity ratio was 8.9:1 and 9.2:1 as of June 30, 2019 and December 31, 2018, respectively. Our leverage ratio may fluctuate period over period based on portfolio management decisions, market conditions, capital markets conditions, and the timing of security purchase and sale transactions.

Shareholders' Equity

As of June 30, 2019, our shareholders' equity increased to \$154.6 million from \$153.8 million as of December 31, 2018. This increase principally consisted of net income of \$8.8 million, partially offset by dividends declared of \$(7.7) million, and common shares repurchased of \$(0.4) million. As of June 30, 2019, our book value per share was \$12.40, as compared to \$12.30 as of December 31, 2018.

Results of Operations for the Three- and Six-Month Periods Ended June 30, 2019 and 2018

The following table summarizes our results of operations for the three- and six-month periods ended June 30, 2019 and 2018:

	Three-Month Period Ended June 30,		Six-Month Period Ended June 30,	
	2019	2018	2019	2018
<i>(In thousands except for per share amounts)</i>				
Interest Income (Expense)				
Interest income	\$ 12,139	\$ 14,081	\$ 24,752	\$ 27,506
Interest expense	(9,662)	(7,668)	(19,217)	(14,915)
Net interest income	2,477	6,413	5,535	12,591
Expenses				
Management fees to affiliate	582	656	1,177	1,327
Other operating expenses	718	771	1,491	1,616
Total expenses	1,300	1,427	2,668	2,943
Other Income (Loss)				
Net realized and change in net unrealized gains (losses) on securities	15,929	(10,332)	36,226	(35,467)
Net realized and change in net unrealized gains (losses) on financial derivatives	(17,213)	7,132	(30,272)	23,652
Total Other Income (Loss)	(1,284)	(3,200)	5,954	(11,815)
Net Income (Loss)	\$ (107)	\$ 1,786	\$ 8,821	\$ (2,167)
Net Income (Loss) Per Common Share	\$ (0.01)	\$ 0.14	\$ 0.71	\$ (0.17)

Core Earnings

Core Earnings consists of net income (loss), excluding realized and change in net unrealized gains and (losses) on securities and financial derivatives, and, if applicable, items of income or loss that are of a non-recurring nature. Core Earnings includes net realized and change in net unrealized gains (losses) associated with payments and accruals of periodic payments on interest rate swaps. Adjusted Core Earnings represents Core Earnings excluding the effect of the Catch-up Premium Amortization Adjustment on interest income. The "Catch-up Premium Amortization Adjustment" is a quarterly adjustment to premium amortization triggered by changes in actual and projected prepayments on our Agency RMBS (accompanied by a corresponding offsetting adjustment to realized and unrealized gains and losses). The adjustment is calculated as of the beginning of each quarter based on our then-current assumptions about cashflows and prepayments, and can vary significantly from quarter to quarter. Core Earnings and Adjusted Core Earnings are supplemental non-GAAP financial measures. We believe that Core Earnings and Adjusted Core Earnings provide information useful to investors because they are metrics that we use to assess our performance and to evaluate the effective net yield provided by the portfolio. Moreover, one of our objectives is to generate income from the net interest margin on the portfolio, and Core Earnings and Adjusted Core Earnings are used to help measure the extent to which this objective is being achieved. In addition, we believe that presenting Core Earnings and Adjusted Core Earnings enables our investors to measure, evaluate and compare our operating performance to that of our peer companies. However, because Core Earnings and Adjusted Core Earnings are incomplete measures of our financial results and differ from net income (loss) computed in accordance with U.S. GAAP, they should be considered as supplementary to, and not as substitutes for, net income (loss) computed in accordance with U.S. GAAP.

The table below reconciles Core Earnings and Adjusted Core Earnings for the three- and six-month periods ended June 30, 2019 and 2018 to the line, Net Income (Loss), on our Consolidated Statement of Operations, which we believe is the most directly comparable U.S. GAAP measure:

	Three-Month Period Ended June 30,		Six-Month Period Ended June 30,	
	2019	2018	2019	2018
<i>(In thousands except for share amounts)</i>				
Net Income (Loss)	\$ (107)	\$ 1,786	\$ 8,821	\$ (2,167)
Less:				
Net realized gains (losses) on securities	1,418	(7,114)	(256)	(5,188)
Net realized gains (losses) on financial derivatives, excluding periodic payments ⁽¹⁾	(8,388)	(2,361)	(21,493)	12,462
Change in net unrealized gains (losses) on securities	14,511	(3,218)	36,482	(30,279)
Change in net unrealized gains (losses) on financial derivatives, excluding accrued periodic payments ⁽²⁾	(9,487)	9,362	(10,121)	11,438
Subtotal	(1,946)	(3,331)	4,612	(11,567)
Core Earnings	\$ 1,839	\$ 5,117	\$ 4,209	\$ 9,400
Less: Catch-up Premium Amortization Adjustment	(904)	480	(1,848)	331
Adjusted Core Earnings	\$ 2,743	\$ 4,637	\$ 6,057	\$ 9,069
Weighted Average Shares Outstanding	12,467,103	12,715,277	12,467,506	12,968,340
Core Earnings Per Share	\$ 0.15	\$ 0.40	\$ 0.34	\$ 0.72
Adjusted Core Earnings Per Share	\$ 0.22	\$ 0.36	\$ 0.49	\$ 0.70

- (1) For the three-month period ended June 30, 2019, represents Net realized gains (losses) on financial derivatives of \$(8.8) million less Net realized gains (losses) on periodic settlements of interest rate swaps of \$(0.4) million. For the three-month period ended June 30, 2018, represents Net realized gains (losses) on financial derivatives of \$(3.7) million less Net realized gains (losses) on periodic settlements of interest rate swaps of \$(1.3) million. For the six-month period ended June 30, 2019, represents Net realized gains (losses) on financial derivatives of \$(20.9) million less Net realized gains (losses) on periodic settlements of interest rate swaps of \$0.6 million. For the six-month period ended June 30, 2018, represents Net realized gains (losses) on financial derivatives of \$12.3 million less Net realized gains (losses) on periodic settlements of interest rate swaps of \$(0.2) million.
- (2) For the three-month period ended June 30, 2019, represents Change in net unrealized gains (losses) on financial derivatives of \$(8.4) million less Change in net unrealized gains (losses) on accrued periodic settlements of interest rate swaps of \$1.0 million. For the three-month period ended June 30, 2018, represents Change in net unrealized gains (losses) on financial derivatives of \$10.8 million less Change in net unrealized gains (losses) on accrued periodic settlements of interest rate swaps of \$1.5 million. For the six-month period ended June 30, 2019, represents Change in net unrealized gains (losses) on financial derivatives of \$(9.4) million less Change in net unrealized gains (losses) on accrued periodic settlements of interest rate swaps of \$0.7 million. For the six-month period ended June 30, 2018, represents Change in net unrealized gains (losses) on financial derivatives of \$11.4 million less Change in net unrealized gains (losses) on accrued periodic settlements of interest rate swaps of \$(39) thousand.

Results of Operations for the Three-Month Periods Ended June 30, 2019 and 2018

Net Income (Loss)

Net income (loss) for the three-month period ended June 30, 2019 was \$(0.1) million, as compared to \$1.8 million for the three-month period ended June 30, 2018. The period-over-period decline in our results of operations was primarily due to a decrease in interest income combined with an increase in interest expense partially offset by a decrease in Total Other Loss.

Interest Income

Our portfolio as of both June 30, 2019 and 2018 consisted primarily of Agency RMBS, and to a lesser extent, non-Agency RMBS. Before interest expense, we earned approximately \$11.7 million and \$13.8 million in interest income on these securities for the three-month periods ended June 30, 2019 and 2018, respectively. The period-over-period decrease in interest income resulted from lower average holdings in our Agency RMBS portfolio combined with a large negative Catch-up Premium Amortization Adjustment, both of which decreased our interest income for the three-month period ended June 30, 2019. The Catch-up Premium Amortization Adjustment causes variability in our interest income and portfolio yields. For the three-month period ended June 30, 2019, we had a negative Catch-up Premium Amortization Adjustment of approximately \$(0.9) million which decreased interest income. By comparison, for the three-month period ended June 30, 2018, we had a positive Catch-up Premium Amortization Adjustment of approximately \$0.5 million, which increased our interest income. Excluding the Catch-up Premium Amortization Adjustments, the weighted average yield of our overall portfolio was 3.34% and 3.15% for the three-month periods ended June 30, 2019 and 2018, respectively.

The following table details our interest income, average holdings of yield-bearing assets, and weighted average yield based on amortized cost for the three-month periods ended June 30, 2019 and 2018:

<i>(In thousands)</i>	Agency ⁽¹⁾			Non-Agency ⁽¹⁾			Total ⁽¹⁾		
	Interest Income	Average Holdings	Yield	Interest Income	Average Holdings	Yield	Interest Income	Average Holdings	Yield
Three-month period ended June 30, 2019	\$ 11,474	\$ 1,501,355	3.06%	\$ 240	\$ 7,695	12.49%	\$ 11,714	\$ 1,509,050	3.11%
Three-month period ended June 30, 2018	\$ 13,481	\$ 1,678,375	3.21%	\$ 301	\$ 10,396	11.57%	\$ 13,782	\$ 1,688,771	3.26%

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

Interest Expense

For the three-month periods ended June 30, 2019 and 2018, the majority of interest expense that we incurred was related to our repo borrowings, which we use to finance our assets. We also incur interest expense in connection with our short positions in U.S. Treasury securities as well as on our counterparties' cash collateral held by us. Our total interest expense for the three-month period ended June 30, 2019 was \$9.7 million, of which \$9.5 million represented interest expense on our repo borrowings and \$0.2 million represented interest expense related primarily to our short positions in U.S. Treasury securities. Our total interest expense for the three-month period ended June 30, 2018 was \$7.7 million, of which \$7.5 million represented interest expense on our repo borrowings and \$0.2 million represented interest expense related primarily to our short positions in U.S. Treasury securities. The period-over-period increase in our total interest expense resulted mainly from higher rates on our repo borrowings stemming from the increase in short-term interest rates. Our average outstanding repo borrowings for the three-month period ended June 30, 2019 was \$1.41 billion, and we had an average cost of funds on repo borrowings of 2.69%. Our average outstanding repo borrowings for the three-month period ended June 30, 2018 was \$1.53 billion, and we had an average cost of funds on repo borrowings of 1.96%.

The following table shows information related to our average cost of funds⁽¹⁾ for the three-month periods ended June 30, 2019 and 2018.

<i>(In thousands)</i>	Repurchase Agreements		Interest Rate Swaps ⁽²⁾		Short U.S. Treasury Securities ⁽²⁾		Total ⁽²⁾		
	Average Borrowed Funds	Interest Expense	Average Cost of Funds	Net periodic expense paid or payable	Average Cost of Funds	Interest expense	Average Cost of Funds	Interest and net periodic expense paid or payable	Average Cost of Funds
Three-month period ended June 30, 2019	\$ 1,412,434	\$ 9,485	2.69%	\$ (656)	(0.18)%	\$ 172	0.05%	\$ 9,001	2.56%
Three-month period ended June 30, 2018	\$ 1,530,734	\$ 7,481	1.96%	\$ (128)	(0.03)%	\$ 198	0.05%	\$ 7,551	1.98%

(1) This metric does not take into account other instruments that we use to hedge interest rate risk, such as TBAs, swaptions, and futures.

(2) As an alternative cost of funds measure, we add to our repo borrowing cost the net periodic amounts paid or payable by us on our interest rate swaps and the interest expense we incur on our short positions in U.S. Treasury securities, and express the total as a percentage of our average outstanding repurchase agreement borrowings.

For the three-month periods ended June 30, 2019 and 2018, average one-month LIBOR was 2.44% and 1.97%, respectively. For the both of the three-month periods ended June 30, 2019 and 2018, average six-month LIBOR was 2.50%. For the three-month period ended June 30, 2019, the weighted average yield of our portfolio of Agency and non-Agency RMBS was 3.11%, while our total average cost of funds, including interest rate swaps and short U.S. Treasury securities, was 2.56%, resulting in a net interest margin of 0.55%. By comparison, for the three-month period ended June 30, 2018, the weighted average yield of our Agency and non-Agency RMBS was 3.26%, while our average cost of funds, including interest rate swaps and short U.S. Treasury securities, was 1.98%, resulting in a net interest margin of 1.28%. For the three-month periods ended June 30, 2019 and 2018, excluding the impact of the Catch-up Premium Amortization Adjustment, the weighted average yield of our portfolio was 3.34% and 3.15%, respectively, and our adjusted net interest margin was 0.78% and 1.17%, respectively.

Management Fees

For three-month periods ended June 30, 2019 and 2018, our management fee expense was approximately \$0.6 million and

\$0.7 million, respectively. The decrease in management fee period over period was primarily due to a smaller capital base as of June 30, 2019. Management fees are calculated based on our shareholders' equity at the end of each quarter.

Other Operating Expenses

Other operating expenses, as presented above, include professional fees, compensation expense, insurance expense, and various other expenses incurred in connection with the operation of our business. For the three-month periods ended June 30, 2019 and 2018, our other operating expenses were approximately \$0.7 million and \$0.8 million, respectively. The decrease in other operating expenses was primarily due to a decrease in compensation expense. Our expense ratio, which represents our annualized management fees and other operating expenses as a percentage of our average shareholders' equity, increased to 3.3% for the three-month period ended June 30, 2019, as compared to 3.2% for the three-month period ended June 30, 2018. The increase in our expense ratio was due to a decrease in our average shareholders' equity for the three-month period ended June 30, 2019, as compared to the three-month period ended June 30, 2018.

Other Income (Loss)

Other income (loss) consists of net realized and net change in unrealized gains (losses) on securities and financial derivatives. For the three-month period ended June 30, 2019, Other income (loss) was \$(1.3) million, consisting of net realized and change in net unrealized losses of \$(17.2) million on our financial derivatives, partially offset by net realized and change in net unrealized gains of \$15.9 million on our securities, primarily our Agency RMBS. Lower interest rates caused Agency RMBS prices to increase during the quarter ended June 30, 2019 which led to unrealized gains on our portfolio. The decline in interest rates during the quarter also led to losses on our interest rate hedges, including net realized and unrealized losses of \$(12.8) million on our interest rate swaps. For the three-month period ended June 30, 2019, as measured by sales and excluding paydowns, we turned over approximately 15% of our Agency RMBS portfolio and, as a result of these sales, we generated net realized gains of \$1.3 million on our Agency RMBS portfolio.

Other income (loss) for the three-month period ended June 30, 2018 was \$(3.2) million and consisted of net realized and change in net unrealized losses of \$(10.3) million on our securities, primarily our Agency RMBS, partially offset by net realized and change in net unrealized gains of \$7.1 million on our financial derivatives. Higher interest rates caused Agency RMBS prices to decline during the quarter ended June 30, 2018, leading to unrealized losses on our portfolio, but they also positively affected the results for our TBA short positions and interest rate swaps. The net realized and unrealized gains on our financial derivatives included \$5.2 million of net realized and unrealized gains primarily from our net TBA short positions and interest rate swaps. For the three-month period ended June 30, 2018, as measured by sales and excluding paydowns, we turned over approximately 17% of our Agency RMBS portfolio and, as a result of these sales, we generated net realized losses of \$(6.9) million on our Agency RMBS portfolio.

Results of Operations for the Six-Month Periods Ended June 30, 2019 and 2018

Net Income (Loss)

Net income (loss) for the six-month period ended June 30, 2019 was \$8.8 million, as compared to \$(2.2) million for the six-month period ended June 30, 2018. The period-over-period reversal in our results of operations was primarily due to a reversal from Total Other (Loss) for the six-month period ended June 30, 2018, to Total Other Income for the six-month period ended June 30, 2019, partially offset by a decline in net interest income.

Interest Income

Our portfolio as of both June 30, 2019 and 2018 consisted primarily of Agency RMBS, and to a lesser extent, non-Agency RMBS. Before interest expense, we earned approximately \$24.1 million and \$26.7 million in interest income on these securities for the six-month periods ended June 30, 2019 and 2018, respectively. The period-over-period decrease in interest income resulted from lower average holdings on our Agency RMBS portfolio combined with a large negative Catch-up Premium Amortization Adjustment, both of which decreased our interest income, partially offset by higher yields on our Agency RMBS portfolio for the six-month period ended June 30, 2019. The Catch-up Premium Amortization Adjustment causes variability in our interest income and portfolio yields. For the six-month period ended June 30, 2019, we had a negative Catch-up Premium Amortization Adjustment of approximately \$(1.8) million which decreased interest income. By comparison, for the six-month period ended June 30, 2018, we had a positive Catch-up Premium Amortization Adjustment of approximately \$0.3 million, which increased our interest income. Excluding the Catch-up Premium Amortization Adjustments, the weighted average yield of our overall portfolio was 3.39% and 3.09% for the six-month periods ended June 30, 2019 and 2018, respectively.

The following table details our interest income, average holdings of yield-bearing assets, and weighted average yield based on amortized cost for the six-month periods ended June 30, 2019 and 2018:

<i>(In thousands)</i>	Agency ⁽¹⁾			Non-Agency ⁽¹⁾			Total ⁽¹⁾		
	Interest Income	Average Holdings	Yield	Interest Income	Average Holdings	Yield	Interest Income	Average Holdings	Yield
Six-month period ended June 30, 2019	\$ 23,598	\$ 1,521,101	3.10%	\$ 484	\$ 8,436	11.48%	\$ 24,082	\$ 1,529,537	3.15%
Six-month period ended June 30, 2018	\$ 26,141	\$ 1,696,264	3.08%	\$ 556	\$ 11,952	9.29%	\$ 26,697	\$ 1,708,216	3.13%

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

Interest Expense

For the six-month periods ended June 30, 2019 and 2018, the majority of interest expense that we incurred was related to our repo borrowings, which we use to finance our assets. We also incur interest expense in connection with our short positions in U.S. Treasury securities as well as on our counterparties' cash collateral held by us. Our total interest expense for the six-month period ended June 30, 2019 was \$19.2 million, of which \$18.9 million represented interest expense on our repo borrowings and \$0.3 million represented interest expense related primarily to our short positions in U.S. Treasury securities. Our total interest expense for the six-month period ended June 30, 2018 was \$14.9 million, of which \$13.9 million represented interest expense on our repo borrowings and \$1.0 million represented interest expense related primarily to our short positions in U.S. Treasury securities. The period-over-period increase in our total interest expense resulted mainly from higher rates on our repo borrowings stemming from the increase in short-term interest rates. Our average outstanding repo borrowings for the six-month period ended June 30, 2019 was \$1.42 billion, and we had an average cost of funds on repo borrowings of 2.69%. Our average outstanding repo borrowings for the six-month period ended June 30, 2018 was \$1.56 billion, and we had an average cost of funds on repo borrowings of 1.80%.

The following table shows information related to our average cost of funds⁽¹⁾ for the six-month periods ended June 30, 2019 and 2018.

<i>(In thousands)</i>	Repurchase Agreements		Interest Rate Swaps ⁽²⁾		Short U.S. Treasury Securities ⁽²⁾		Total ⁽²⁾		
	Average Borrowed Funds	Interest Expense	Average Cost of Funds	Net periodic expense paid or payable	Average Cost of Funds	Interest expense	Average Cost of Funds	Interest and net periodic expense paid or payable	Average Cost of Funds
Six-month period ended June 30, 2019	\$ 1,417,356	\$ 18,941	2.69%	\$ (1,330)	(0.19)%	\$ 267	0.04%	\$ 17,878	2.54%
Six-month period ended June 30, 2018	\$ 1,559,465	\$ 13,893	1.80%	\$ 258	0.03 %	\$ 975	0.13%	\$ 15,126	1.96%

(1) This metric does not take into account other instruments that we use to hedge interest rate risk, such as TBAs, swaptions, and futures.

(2) As an alternative cost of funds measure, we add to our repo borrowing cost the net periodic amounts paid or payable by us on our interest rate swaps and the interest expense we incur on our short positions in U.S. Treasury securities, and express the total as a percentage of our average outstanding repurchase agreement borrowings.

For the six-month periods ended June 30, 2019 and 2018, average one-month LIBOR was 2.47% and 1.81%, respectively. For the six-month periods ended June 30, 2019 and 2018, average six-month LIBOR was 2.63% and 2.30%, respectively. For the six-month period ended June 30, 2019, the weighted average yield of our portfolio of Agency and non-Agency RMBS was 3.15%, while our total average cost of funds, including interest rate swaps and short U.S. Treasury securities, was 2.54%, resulting in a net interest margin of 0.61%. By comparison, for the six-month period ended June 30, 2018, the weighted average yield of our Agency and non-Agency RMBS was 3.13%, while our average cost of funds, including interest rate swaps and short U.S. Treasury securities, was 1.96%, resulting in a net interest margin of 1.17%. For the six-month periods ended June 30, 2019 and 2018, excluding the impact of the Catch-up Premium Amortization Adjustment, the weighted average yield of our portfolio was 3.39% and 3.09%, respectively, and our adjusted net interest margin was 0.85% and 1.13%, respectively.

Management Fees

For six-month periods ended June 30, 2019 and 2018, our management fee expense was approximately \$1.2 million and

\$1.3 million, respectively. The decrease in management fee period over period was primarily due to a smaller capital base period over period. Management fees are calculated based on our shareholders' equity at the end of each quarter.

Other Operating Expenses

Other operating expenses, as presented above, include professional fees, compensation expense, insurance expense, and various other expenses incurred in connection with the operation of our business. For the six-month periods ended June 30, 2019 and 2018 our other operating expenses were approximately \$1.5 million and \$1.6 million, respectively. The decrease in other operating expenses was primarily due to a decrease in compensation expense. Our expense ratio, which represents our annualized management fees and other operating expenses as a percentage of our average shareholders' equity, increased to 3.4% for the three-month period ended June 30, 2019, as compared to 3.2% for the six-month period ended June 30, 2018. The increase in our expense ratio was due to a decrease in our average shareholders' equity for the six-month period ended June 30, 2019, as compared to the six-month period ended June 30, 2018.

Other Income (Loss)

Other income (loss) consists of net realized and net change in unrealized gains (losses) on securities and financial derivatives. For the six-month period ended June 30, 2019, Other income (loss) was \$6.0 million, consisting of net realized and change in net unrealized gains of \$36.2 million on our securities, primarily our Agency RMBS, partially offset by net realized and change in net unrealized losses of \$(30.3) million on our financial derivatives. The increase in prices on our Agency RMBS holdings, as a result of the decrease in interest rates during the six-month period ended June 30, 2019, led to significant net unrealized gains on our securities portfolio. The decrease in interest rates also led to losses on our interest rate hedges, including net realized and unrealized losses of \$(19.6) million on our interest rate swaps and \$(6.0) million on our futures. For the six-month period ended June 30, 2019, as measured by sales and excluding paydowns, we turned over approximately 32% of our Agency RMBS portfolio and, as a result of these sales, we generated net realized losses of \$(0.3) million on our Agency RMBS portfolio.

Other income (loss) for the six-month period ended June 30, 2018 was \$(11.8) million and consisted of net realized and change in net unrealized losses of \$(35.5) million on our securities, primarily our Agency RMBS, partially offset by net realized and change in net unrealized gains of \$23.7 million on our financial derivatives. The increase in interest rates during the six-month period ended June 30, 2018 led to significant unrealized losses on our securities portfolio. The decline in mortgage prices and increase in interest rates positively affected the results for our TBA short positions and interest rate swaps. The net realized and unrealized gains on our financial derivatives primarily included \$12.5 million of net realized and unrealized gains on our interest rate swaps and \$10.2 million on our net TBA short positions. For the six-month period ended June 30, 2018, as measured by sales and excluding paydowns, we turned over approximately 32% of our Agency RMBS portfolio and, as a result of these sales, we generated net realized losses of \$(11.2) million on our Agency RMBS portfolio.

Liquidity and Capital Resources

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

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

As of June 30, 2019 and December 31, 2018, we had \$1.4 billion and \$1.5 billion outstanding under our repurchase agreements, respectively. As of June 30, 2019, our outstanding repurchase agreements were with 13 counterparties.

The amounts borrowed under our repurchase agreements are generally subject to the application of "haircuts." A haircut is the percentage discount that a repo lender applies to the market value of an asset serving as collateral for a repo borrowing, for the purpose of determining whether such repo borrowing is adequately collateralized. As of both June 30, 2019 and December 31, 2018, the weighted average contractual haircut applicable to the assets that serve as collateral for our outstanding repo borrowings was 5.1%.

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

Quarter Ended	Borrowings Outstanding at Quarter End	Average Borrowings Outstanding	Maximum Borrowings Outstanding at Any Month End
		<i>(In thousands)</i>	
June 30, 2019	\$ 1,442,043	\$ 1,412,434	\$ 1,442,043
March 31, 2019	1,427,147	1,422,333	1,427,147
December 31, 2018	1,481,561	1,456,905	1,481,561
September 30, 2018	1,500,632	1,506,855	1,515,617
June 30, 2018	1,537,216	1,530,734	1,537,216
March 31, 2018	1,589,319	1,588,515	1,590,790
December 31, 2017	1,597,206	1,614,096	1,643,683
September 30, 2017	1,642,313	1,633,746	1,650,729
June 30, 2017 ⁽¹⁾	1,628,450	1,339,806	1,628,450
March 31, 2017	1,178,285	1,194,321	1,199,860
December 31, 2016	1,197,973	1,170,091	1,197,973
September 30, 2016	1,158,962	1,138,439	1,158,962

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

As of June 30, 2019, we had an aggregate amount at risk under our repurchase agreements with 13 counterparties of \$82.8 million. As of December 31, 2018, we had an aggregate amount at risk under our repurchase agreements with 12 counterparties of \$89.6 million. Amounts at risk represent the excess, if any, for each counterparty of the fair value of collateral held by such counterparty over the amounts outstanding under repurchase agreements. If the amounts outstanding under repurchase agreements with a particular counterparty are greater than the collateral held by the counterparty, there is no amount at risk for the particular counterparty. Amounts at risk under our repurchase agreements as of June 30, 2019 and December 31, 2018 does not include \$0.4 million and \$0.2 million, respectively, of net accrued interest receivable, which is defined as accrued interest on securities held as collateral less interest payable on cash borrowed.

Our derivatives are predominantly subject to bilateral collateral arrangements or clearing in accordance with the Dodd-Frank Act. We may be required to deliver or receive cash or securities as collateral upon entering into derivative transactions. Changes in the relative value of derivative transactions may require us or the counterparty to post or receive additional collateral. Entering into derivative contracts involves market risk in excess of amounts recorded on our balance sheet. In the case of cleared derivatives, the clearinghouse becomes our counterparty and the future commission merchant acts as an intermediary between us and the clearinghouse with respect to all facets of the related transaction, including the posting and receipt of required collateral.

As of June 30, 2019, we had an aggregate amount at risk under our derivative contracts, excluding TBAs, with two counterparties of approximately \$13.1 million. We also had \$6.9 million of initial margin for cleared over-the-counter, or "OTC," derivatives posted to central clearinghouses as of that date. As of December 31, 2018, we had an aggregate amount at risk under our derivatives contracts, excluding TBAs, with three counterparties of approximately \$11.6 million. We also had \$9.8 million of initial margin for cleared OTC derivatives posted to central clearinghouses as of that date. Amounts at risk under our derivatives contracts represent the excess, if any, for each counterparty of the fair value of our derivative contracts plus our collateral held directly by the counterparty less the counterparty's collateral held by us. If a particular counterparty's collateral held by us is greater than the aggregate fair value of the financial derivatives plus our collateral held directly by the counterparty, there is no amount at risk for the particular counterparty.

We purchase and sell TBAs and Agency pass-through certificates on a when-issued or delayed delivery basis. The delayed

delivery for these securities means that these transactions are more prone to market fluctuations between the trade date and the ultimate settlement date, and therefore are more vulnerable, especially in the absence of margining arrangements with respect to these transactions, to increasing amounts at risk with the applicable counterparties. As of June 30, 2019, in connection with our forward settling TBA and Agency pass-through certificates, we had an aggregate amount at risk with seven counterparties of approximately \$3.3 million. As of December 31, 2018, in connection with our forward settling TBA and Agency pass-through certificates, we had an aggregate amount at risk with eight counterparties of approximately \$2.5 million. Amounts at risk in connection with our forward settling TBA and Agency pass-through certificates represent the excess, if any, for each counterparty of the net fair value of the forward settling securities plus our collateral held directly by the counterparty less the counterparty's collateral held by us. If a particular counterparty's collateral held by us is greater than the aggregate fair value of the forward settling securities plus our collateral held directly by the counterparty, there is no amount at risk for the particular counterparty.

We held cash and cash equivalents of approximately \$41.5 million and \$18.6 million as of June 30, 2019 and December 31, 2018, respectively.

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

Six-Month Period Ended June 30, 2019

	Dividend Per Share	Dividend Amount	Declaration Date	Record Date	Payment Date
		<i>(In thousands)</i>			
First Quarter	\$ 0.34	\$ 4,239	March 4, 2019	March 29, 2019	April 25, 2019
Second Quarter	\$ 0.28	\$ 3,491	June 11, 2019	June 28, 2018	July 25, 2018

Six-Month Period Ended June 30, 2018

	Dividend Per Share	Dividend Amount	Declaration Date	Record Date	Payment Date
		<i>(In thousands)</i>			
First Quarter	\$ 0.37	\$ 4,746	March 7, 2018	March 29, 2018	April 25, 2018
Second Quarter	\$ 0.37	\$ 4,703	June 13, 2018	June 29, 2018	July 25, 2018

For the six-month period ended June 30, 2019, our operating activities provided net cash of \$9.1 million and our investing activities provided net cash of \$69.3 million. Our repo activity used to finance our purchase of securities (including repayments, in conjunction with the sales of securities, of amounts borrowed under our repurchase agreements as well as collateral posted in connection with our repo activity) used net cash of \$46.6 million. Thus our operating and investing activities, when combined with our net repo financing activities, provided net cash of \$31.8 million. We used \$8.5 million to pay dividends and \$0.4 million to repurchase common shares. As a result of these activities, there was an increase in our cash holdings of \$22.9 million, from \$18.6 million as of December 31, 2018 to \$41.5 million as of June 30, 2019.

For the six-month period ended June 30, 2018, our operating activities provided net cash of \$15.4 million and our investing activities provided net cash of \$50.3 million. Our repo activity used to finance our purchase of securities (including repayments, in conjunction with the sales of securities, of amounts borrowed under our repurchase agreements) used net cash of \$63.7 million. Thus our operating and investing activities, when combined with our net repo financing activities, provided net cash of \$2.0 million. We used \$9.7 million to pay dividends and \$7.0 million to repurchase common shares. As a result of these activities, there was a decrease in our cash holdings of \$14.7 million, from \$56.1 million as of December 31, 2017 to \$41.4 million as of June 30, 2018.

On June 13, 2018, our Board of Trustees approved the adoption of a share repurchase program under which we are authorized to repurchase up to 1.2 million common shares. The program, which is open-ended in duration, allows us to make repurchases from time to time on the open market or in negotiated transactions, including through Rule 10b5-1 plans. Repurchases are at our discretion, subject to applicable law, share availability, price and our financial performance, among other considerations. This program superseded the program that was previously adopted on February 6, 2018. During the six-month period ended June 30, 2019, we repurchased 40,110 common shares at an average price per share of \$10.34 and a total cost of

\$0.4 million. Under the current repurchase program adopted on June 13, 2018, we have repurchased 264,323 shares through August 2, 2019 for an aggregate cost of \$2.8 million, and have authorization to repurchase an additional 935,677 shares.

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

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

Contractual Obligations and Commitments

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

We enter into repurchase agreements with third-party broker-dealers whereby we sell securities to such broker-dealers at agreed-upon purchase prices at the initiation of the repurchase agreements and agree to repurchase such securities at predetermined repurchase prices and termination dates, thus providing the broker-dealers with an implied interest rate on the funds initially transferred to us by the broker-dealers. We may enter into reverse repurchase agreements with third-party broker-dealers whereby we purchase securities under agreements to resell at an agreed-upon price and date. In general, we most often will enter into reverse repurchase agreement transactions in order to effectively borrow securities that we can then deliver to counterparties to whom we have made short sales of the same securities. The implied interest rates on the repurchase agreements and reverse repurchase agreements we enter into are based upon competitive market rates at the time of initiation. Repurchase agreements and reverse repurchase agreements that are conducted with the same counterparty may be reported on a net basis if they meet the requirements of ASC 210-20, *Balance Sheet, Offsetting*. As of both June 30, 2019 and December 31, 2018, there were no repurchase agreements and reverse repurchase agreements reported on a net basis on the Consolidated Balance Sheet.

As of June 30, 2019, we had \$1.4 billion of outstanding borrowings with 13 counterparties.

Off-Balance Sheet Arrangements

As of June 30, 2019, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Further, we have not guaranteed any obligations of unconsolidated entities nor do we have any commitment or intent to provide funding to any such entities. As such, we are not materially exposed to any market, credit, liquidity, or financing risk that could arise if we had engaged in such relationships.

Inflation

Virtually all of our assets and liabilities are interest rate-sensitive in nature. As a result, interest rates and other factors influence our performance far more so than does inflation. Changes in interest rates do not necessarily correlate with inflation rates or changes in inflation rates. Our activities and balance sheet are measured with reference to historical cost and/or fair market value without considering inflation.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

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

Interest Rate Risk

Interest rates are highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations, and other factors beyond our control. We are subject to interest rate risk in connection with most of our assets and liabilities. For some securities in our portfolio, the coupon interest rates on, and therefore also the values of, such securities are highly sensitive to interest rate movements, such as inverse floating rate RMBS, which benefit from falling interest rates. Our repurchase agreements generally have maturities of up to 180 days and carry

interest rates that are determined by reference to LIBOR or similar short-term benchmark rates for those same periods. Whenever one of our fixed-rate repo borrowings matures, it will generally be replaced with a new fixed-rate repo borrowing based on market interest rates prevailing at such time. Subject to qualifying and maintaining our qualification as a REIT and our exclusion from registration under the Investment Company Act, we opportunistically hedge our interest rate risk by entering into interest rate swaps, TBAs, U.S. Treasury securities, Eurodollar and U.S. Treasury futures, and other instruments. In general, such hedging instruments are used to offset the large majority of the interest rate risk we estimate to arise from our repurchase agreement indebtedness generally associated with our Agency RMBS positions. Hedging instruments may also be used to offset a portion of the interest rate risk arising from our repurchase agreement liabilities associated with non-Agency RMBS positions, if any.

In addition to measuring and mitigating the risk related to changes in interest rates with respect to the generally shorter-term liabilities we incur to acquire and hold generally longer-lived RMBS, we also monitor the effect of changes in interest rates on the discounted present value of our portfolio of assets and liabilities. The following sensitivity analysis table shows the estimated impact on the fair value of our portfolio segregated by certain identified categories as of June 30, 2019, assuming a static portfolio and immediate and parallel shifts in interest rates from current levels as indicated below.

<i>(In thousands)</i>	Estimated Change for a Decrease in Interest Rates by				Estimated Change for an Increase in Interest Rates by			
	50 Basis Points		100 Basis Points		50 Basis Points		100 Basis Points	
	Market Value	% of Total Equity	Market Value	% of Total Equity	Market Value	% of Total Equity	Market Value	% of Total Equity
Category of Instruments								
Agency RMBS, excluding TBAs	\$ 14,156	9.16 %	\$ 19,853	12.84 %	\$ (22,616)	(14.63)%	\$ (53,691)	(34.73)%
TBAs	(984)	(0.64)%	(1,358)	(0.88)%	1,593	1.03 %	3,795	2.45 %
Non-Agency RMBS	200	0.13 %	403	0.26 %	(196)	(0.13)%	(389)	(0.25)%
U.S. Treasury Securities, Interest Rate Swaps, and Futures	(16,247)	(10.51)%	(33,096)	(21.40)%	15,646	10.12 %	30,690	19.85 %
Repurchase and Reverse Repurchase Agreements	(924)	(0.60)%	(1,849)	(1.20)%	924	0.60 %	1,849	1.20 %
Total	\$ (3,799)	(2.46)%	\$ (16,047)	(10.38)%	\$ (4,649)	(3.01)%	\$ (17,746)	(11.48)%

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

The above analysis utilizes assumptions and estimates based on management's judgment and experience, and relies on financial models, which are inherently imperfect; in fact, different models can produce different results for the same securities. While the table above reflects the estimated impacts of immediate parallel interest rate increases and decreases on specific categories of instruments in our portfolio, we intend to actively trade many of the instruments in our portfolio and intend to diversify our portfolio to reflect a portfolio comprised primarily of Agency RMBS, and, to a lesser extent, non-Agency RMBS and mortgage-related assets. Therefore, our current or future portfolios may have risks that differ significantly from those of our June 30, 2019 portfolio estimated above. Moreover, the impact of changing interest rates on fair value can change significantly when interest rates change by a greater amount than the hypothetical shifts assumed above. Furthermore, our portfolio is subject to many risks other than interest rate risks, and these additional risks may or may not be correlated with changes in interest rates. For all of the foregoing reasons and others, the table above is for illustrative purposes only and actual changes in interest rates would likely cause changes in the actual fair value of our portfolio that would differ from those presented above, and such differences might be significant and adverse. See "*Special Note Regarding Forward-Looking Statements.*"

Prepayment Risk

Prepayment risk is the risk of change, whether an increase or a decrease, in the rate at which principal is returned in respect to mortgage loans underlying RMBS, including both through voluntary prepayments and through liquidations due to defaults and foreclosures. This rate of prepayment is affected by a variety of factors, including the prevailing level of interest

rates as well as economic, demographic, tax, social, legal, and other factors. Changes in prepayment rates will have varying effects on the different types of securities in our portfolio, and we attempt to take these effects into account in making asset management decisions. Additionally, increases in prepayment rates may cause us to experience losses on our investment in interest-only securities, or "IOs," and inverse interest only securities, or "IIOs," as these securities are extremely sensitive to prepayment rates. Finally, prepayment rates, besides being subject to interest rates and borrower behavior, are also substantially affected by government policy and regulation.

Credit Risk

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

Default Risk

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

Severity Risk

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

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosures. An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of June 30, 2019. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2019.

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 June 30, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Neither we nor Ellington nor its affiliates (including our Manager) are currently subject to any legal proceedings that we or our Manager consider material. Nevertheless, we and Ellington and its affiliates operate in highly regulated markets that currently are under regulatory scrutiny, and Ellington and its affiliates have received, and we expect in the future that we and they may receive, inquiries and requests for documents and information from various federal, state and foreign regulators. For example, in January 2017, an affiliate of Ellington received a subpoena from the SEC requesting documents, communications, and other information relating primarily to a loan originator and the loans originated by such originator, such affiliate's analyses of such loans, the purchases and securitizations of such loans by such affiliate and by certain third parties, and the servicing of such loans. Ellington's affiliate has responded to the subpoena and intends to continue to cooperate with any further requests. Ellington has advised us that, at the present time, it is not aware that any material legal proceeding against us or Ellington or its affiliates is contemplated in connection with any such inquiries or requests. We and Ellington cannot provide any assurance that these or any future such inquiries and requests will not result in further investigation of or the initiation of a proceeding against us or Ellington or its affiliates or that, if any such investigation or proceeding were to arise, it would not materially adversely affect us. For a discussion of certain risks to which we or Ellington or its affiliates could be exposed as a result of inquiries or requests for documents and information received by us or Ellington or its affiliates, see "Risk Factors—We or Ellington or its affiliates may be subject to regulatory inquiries or proceedings" included in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2018.

Item 1A. Risk Factors

For information regarding factors that could affect our results of operations, financial condition, and liquidity, see the risk factors discussed under "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2018. There have been no material changes from these previously disclosed risk factors. See also "Special Note Regarding Forward-Looking Statements," included in Part I, Item 2 of this Quarterly Report on Form 10-Q.

Item 5. Other Information

On August 7, 2019, the Board of Trustees approved a form of share award agreement, filed herewith as Exhibit 10.1 to this Quarterly Report on Form 10-Q and incorporated herein by reference, pursuant to which the Company's officers or service providers may receive future restricted share awards (the "Revised Form of Share Award Agreement"). On that same date, the Company entered into an amended and restated share award agreement with each of Mr. Smernoff and Mr. Herlihy (the "Amended and Restated Share Award Agreements") to amend and restate the share award agreements (the "Original Share Award Agreements") between the Company and Mr. Smernoff and Mr. Herlihy, respectively, each dated December 11, 2018, so that the forfeiture provisions of the Amended and Restated Share Award Agreements will match those of the Revised Form of Share Award Agreement. The economic terms of the Amended and Restated Share Award Agreements are otherwise identical to the Original Share Award Agreements.

Item 6. Exhibits

Exhibit	Description
10.1+	Form of Share Award Agreement (for Ellington employees)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes – Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes – Oxley Act of 2002
32.1*	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
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes – Oxley Act of 2002
101	The following financial information from Ellington Residential Mortgage REIT's Quarterly Report on Form 10-Q for the three- and six-month periods ended June 30, 2019, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheet, (ii) Consolidated Statement of Operations, (iii) Consolidated Statement of Shareholders' Equity, (iv) Consolidated Statement of Cash Flows and (v) Notes to Consolidated Financial Statements.
*	Furnished herewith. These certifications are not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.
+	Compensatory plan or arrangement.

SIGNATURES

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

Date: August 8, 2019

ELLINGTON RESIDENTIAL MORTGAGE REIT

By: /s/ LAURENCE PENN
Laurence Penn
Chief Executive Officer
(Principal Executive Officer)

Date: August 8, 2019

ELLINGTON RESIDENTIAL MORTGAGE REIT

By: /s/ CHRISTOPHER SMERNOFF
Christopher Smernoff
Chief Financial Officer
(Principal Financial and Accounting Officer)

SHARE AWARD AGREEMENT
ELLINGTON RESIDENTIAL MORTGAGE REIT

2013 EQUITY INCENTIVE PLAN

([Name])

[] shares

[DATE]

THIS SHARE AWARD AGREEMENT (the "Agreement"), dated as of the [] day of [], 20__, governs the Share Award granted by Ellington Residential Mortgage REIT, a Maryland real estate investment trust (the "Company"), to [] (the "Participant"), in accordance with and subject to the provisions of the Company's 2013 Equity Incentive Plan (as amended, restated or otherwise modified from time to time, the "Plan"). A copy of the Plan has been made available to the Participant. All capitalized terms used but not defined in this Agreement that are defined in the Plan have the same meanings given to them in the Plan.

1. **Grant of Share Award.** In accordance with the Plan, and effective as of [] [], 20__ (the "Date of Grant"), the Company hereby grants to the Participant, subject to the terms and conditions of the Plan and this Agreement, a Share Award of [] Common Shares (the "Share Award").

2. **Vesting.** The Participant's interest in the Common Shares covered by the Share Award shall become vested and nonforfeitable to the extent provided in paragraphs (a), (b) and (c) below.

(a) **Continued Service with the Company.** The Participant's interest in [] of the Common Shares covered by the Share Award shall become vested and nonforfeitable on [] if a Share Forfeiture Event (as defined below) has not occurred between the Date of Grant and such vesting date. A "Share Forfeiture Event" occurs if (i) the Participant gives notice of the intention to resign the Participant's position as [] of the Company, or (ii) a "Forfeiture Event" (as defined in Participant's employment agreement with the Company, the Manager, or any of their respective Affiliates) occurs or the Company becomes aware that a Forfeiture Event occurred.

(b) **Change in Control.** The Participant's interest in all of the Common Shares covered by the Share Award (if not sooner vested), shall become vested and nonforfeitable on a Control Change Date if a Share Forfeiture Event has not occurred between the Date of Grant and the Control Change Date.

(c) **Death or Disability.** The Participant's interest in all of the Common Shares covered by the Share Award (if not sooner vested), shall become vested and nonforfeitable on the date that the Participant no longer provides services to the Company if (i) the Participant's services end on account of the Participant's death or permanent and total disability (as defined in Code section 22(e)(3)) and (ii) a Share Forfeiture Event has not occurred from the Date of Grant until the date of such cessation.

Except as provided in this Section 2, any Common Shares covered by the Share Award that are not vested and nonforfeitable on or before the date that a Share Forfeiture Event occurs shall be forfeited on the date that a Share Forfeiture Event occurs.

3. **Transferability.** Common Shares covered by the Share Award that have not become vested and nonforfeitable as provided in Section 2 cannot be alienated, pledged, attached, sold or otherwise transferred by the Participant. Common Shares covered by the Share Award may be transferred, subject to the requirements of applicable securities laws, after they become vested and nonforfeitable as provided in Section 2.

4. **Shareholder Rights.** On and after the Date of Grant and prior to their forfeiture, the Participant shall have all of the rights of a shareholder of the Company with respect to the Common Shares covered by the Share Award, including the right to vote the shares and to receive, free of all restrictions, all dividends declared and paid on the shares. Notwithstanding the preceding sentence, the Company shall retain custody of any certificates evidencing the Common Shares covered by the Share Award until the date that the Common Shares become vested and nonforfeitable and the Participant hereby appoints the Company's Secretary as the Participant's attorney in fact, with full power of substitution, with the power to transfer to the

Company and cancel any Common Shares covered by the Share Award that are forfeited under Section 2. Notwithstanding the foregoing, the Company may, in its discretion, elect to evidence the delivery of the Common Shares by means of electronic, book-entry statement, rather than issuing physical share certificates.

5. No Right to Continued Service. The grant of the Share Award does not give the Participant any rights with respect to continuing employment or service. Further, nothing in the Plan or this Agreement shall be construed to limit the discretion of the Company, the Manager or any of their respective Affiliates to terminate the Participant's employment or service relationship at any time.

6. Governing Law. This Agreement shall be governed by the laws of the State of Maryland except to the extent that Maryland law would require the application of the laws of another State.

7. Conflicts. In the event of any conflict between the provisions of the Plan as in effect on the Date of Grant and this Agreement, the provisions of the Plan shall govern. All references herein to the Plan shall mean the Plan as in effect on the Date of Grant.

8. Tax Withholding. Upon any taxable event arising in connection with the grant of the Share Award or the vesting of the Participant's interest in any of the Common Shares covered by the Share Award with respect to which the Company or any Affiliate of the Company (including the Manager or any of its Affiliates) has a tax withholding obligation under applicable law, the Participant shall deliver to the Company, the Manager or any of their respective Affiliates, as applicable, such amount of money or, if permitted by the Committee in its sole discretion, Common Shares subject to the Share Award as the Company or such Affiliate may require to meet its tax withholding obligation under applicable law. The Participant acknowledges and agrees that none of the Board, the Committee, the Company, the Manager or any of their respective Affiliates have made any representation or warranty as to the tax consequences to the Participant as a result of the receipt of the Share Award, the vesting of the Participant's interest in any of the Common Shares covered by the Share Award or the forfeiture of any of the Common Shares covered by the Share Award. The Participant represents that the Participant is in no manner relying on the Board, the Committee, the Company, the Manager or any of their respective Affiliates or any of their respective managers, directors, officers, employees or authorized representatives (including, without limitation, attorneys, accountants, consultants, bankers, lenders, prospective lenders and financial representatives) for tax advice or an assessment of such tax consequences. The Participant represents that the Participant has consulted with any tax consultants that the Participant deems advisable in connection with the issuance of the Share Award.

9. Participant Bound by Plan. The Participant hereby acknowledges that a copy of the Plan has been made available to the Participant and the Participant agrees to be bound by all the terms and provisions of the Plan.

10. Binding Effect. Subject to the limitations stated above and in the Plan, this Agreement shall be binding upon the Participant and his or her successors in interest and the Company and any successors of the Company.

11. Entire Agreement; Amendment. This Agreement constitutes the entire agreement of the parties with regard to the subject matter hereof, and contains all the covenants, promises, representations, warranties and agreements between the parties with respect to the Share Award granted hereby; provided, however, that the terms of this Agreement shall not modify, and shall be subject to the terms and conditions of, any employment and/or severance agreement between the Participant and the Company, the Manager or any of their respective Affiliates in effect as of the date a determination is to be made under this Agreement. Without limiting the scope of the preceding sentence, except as provided therein, all prior understandings and agreements, if any, among the parties hereto relating to the subject matter hereof are hereby null and void and of no further force and effect. The Committee may, in its sole discretion, amend this Agreement from time to time in any manner that is not inconsistent with the Plan; provided, however, that except as otherwise provided in the Plan or this Agreement, any such amendment that materially reduces the rights of the Participant shall be effective only if it is in writing and signed by both the Participant and an authorized officer of the Company.

12. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument. Counterpart signature pages to this Agreement transmitted by facsimile transmission, by electronic mail in portable document format (.pdf), or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document, will have the same effect as physical delivery of the paper document bearing an original signature.

[signature page follows]

IN WITNESS WHEREOF, the Company and the Participant have executed this Agreement as of the date first set forth above.

ELLINGTON RESIDENTIAL MORTGAGE REIT [PARTICIPANT]

By: _____

Title: _____

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

I, Laurence Penn, certify that:

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

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

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

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

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

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

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

Date: August 8, 2019

/s/ Laurence Penn

Laurence Penn

Chief Executive Officer

(Principal Executive Officer)

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

I, Christopher Smernoff, certify that:

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

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

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

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

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

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

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

Date: August 8, 2019

/s/ Christopher Smernoff

Christopher Smernoff

Chief Financial Officer

(Principal Financial and Accounting Officer)

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

In connection with the Quarterly Report of Ellington Residential Mortgage REIT (the "Company") on Form 10-Q for the quarter ended June 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Laurence Penn, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

Date: August 8, 2019

/s/ Laurence Penn

Laurence Penn
Chief Executive Officer
(Principal Executive Officer)

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

In connection with the Quarterly Report of Ellington Residential Mortgage REIT (the "Company") on Form 10-Q for the quarter ended June 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Christopher Smernoff, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

Date: August 8, 2019

/s/ Christopher Smernoff

Christopher Smernoff
Chief Financial Officer
(Principal Financial and Accounting Officer)