NEW YORK MORTGAGE TRUST INC
Form 10-Q
May 08, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 March 31, 2014

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 001-32216

NEW YORK MORTGAGE TRUST, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland	**47-0934168**
(State or Other Jurisdiction of	(I.R.S. Employer

Incorporation or Organization) Identification No.)

275 Madison Avenue, New York, New York 10016

(Address of Principal Executive Office) (Zip Code)

(212) 792-0107

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of the registrant's common stock, par value $0.01 per share, outstanding on May 1, 2014 was 90,656,546.

NEW YORK MORTGAGE TRUST, INC.

FORM 10-Q

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PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollar amounts in thousands, except per share data)

	March 31, 2014 (unaudited)	**December 31, 2013**
ASSETS		
Investment securities, available for sale, at fair value (including pledged securities of $828,941 and $853,223, respectively)	$911,324	$912,443
Investment securities, available for sale, at fair value held in securitization trusts	96,124	92,578
Residential mortgage loans held in securitization trusts (net)	159,512	163,237
Distressed residential mortgage loans held in securitization trusts (net)	229,215	254,721
Multi-family loans held in securitization trusts, at fair value	8,221,642	8,111,022
Derivative assets	201,579	197,590
Cash and cash equivalents	76,508	31,798
Receivables and other assets	176,060	135,286
Total Assets [(1)]	$10,071,964	$9,898,675
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Financing arrangements, portfolio investments	$767,827	$791,125
Residential collateralized debt obligations	154,456	158,410
Multi-family collateralized debt obligations, at fair value	7,975,421	7,871,020
Securitized debt	298,200	304,964
Derivative liabilities	706	1,432
Payable for securities purchased	204,840	191,592
Accrued expenses and other liabilities (including $689 and $951 to related parties, respectively)	59,672	54,466
Subordinated debentures	45,000	45,000
Total liabilities [(1)]	9,506,122	9,418,009

Commitments and Contingencies

Stockholders' Equity:		
Preferred stock, $0.01 par value, 7.75% Series B cumulative redeemable, $25 liquidation preference per share, 3,450,000 shares authorized, 3,000,000 shares issued and outstanding as of March 31, 2014 and December 31, 2013.	72,397	72,397
Common stock, $0.01 par value, 400,000,000 shares authorized, 75,706,546 and 64,102,029 shares issued and outstanding as of March 31, 2014 and December 31, 2013, respectively	757	641
Additional paid-in capital	480,477	404,555
Accumulated other comprehensive income	11,394	3,073
Retained earnings	817	-
Total stockholders' equity	565,842	480,666
Total Liabilities and Stockholders' Equity	$10,071,964	$9,898,675

(1) Our consolidated balance sheets include assets and liabilities of consolidated variable interest entities ("VIEs") as the Company is the primary beneficiary of these VIEs. As of March 31, 2014 and December 31, 2013, assets of consolidated VIEs totaled $8,777,783 and $8,665,829, respectively, and the liabilities of consolidated VIEs totaled $8,462,489 and $8,365,345, respectively. See Note 7 for further discussion.

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

NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollar amounts in thousands, except per share data)

(unaudited)

	For the Three Months Ended March 31,	
	2014	**2013**
INTEREST INCOME:		
Investment securities and other	$14,964	$11,065
Multi-family loans held in securitization trusts	74,944	45,319
Distressed residential mortgage loans	4,343	1,439
Residential mortgage loans held in securitization trusts	987	1,306
Total interest income	95,238	59,129
INTEREST EXPENSE:		
Investment securities and other	1,470	1,629
Multi-family collateralized debt obligations	68,747	41,659
Residential collateralized debt obligations	235	298
Securitized debt	4,502	2,092
Subordinated debentures	459	467
Total interest expense	75,413	46,145
NET INTEREST INCOME	19,825	12,984
OTHER INCOME (EXPENSE):		
Provision for loan losses	(489)	(283)
Realized gain (loss) on investment securities and related hedges, net	2,039	(3,162)
Realized gain on distressed residential mortgage loans	8,225	136
Unrealized (loss) gain on investment securities and related hedges, net	(1,736)	2,456
Unrealized gain on multi-family loans and debt held in securitization trusts, net	4,926	7,051
Other income (including $142 and $19 from related parties, respectively)	510	268
Total other income	13,475	6,466
Base management and incentive fees (including $1,090 and $667 to related parties, respectively)	3,778	1,555
Expenses related to distressed residential mortgage loans	1,212	432
Other general and administrative expenses (including $80 and $207 to related parties, respectively)	2,569	1,949
Total general, administrative and other expenses	7,559	3,936

INCOME FROM OPERATIONS BEFORE INCOME TAXES	25,741	15,514
Income tax expense	3,030	131
NET INCOME	22,711	15,383
Preferred stock dividends	1,453	-
NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	$21,258	$15,383
Basic income per common share	$0.29	$0.31
Diluted income per common share	$0.29	$0.31
Dividends declared per common share	$0.27	$0.27
Weighted average shares outstanding-basic	74,505	49,611
Weighted average shares outstanding-diluted	74,505	49,611

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

NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollar amounts in thousands)

(unaudited)

	For the Three Months Ended March 31,	
	2014	**2013**
NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	$21,258	$15,383
OTHER COMPREHENSIVE INCOME		
Increase in net unrealized gain on available for sale securities	8,450	192
(Decrease) increase in fair value of derivative instruments utilized for cash flow hedges	(129)	684
OTHER COMPREHENSIVE INCOME	8,321	876
COMPREHENSIVE INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	$29,579	$16,259

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

NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(Dollar amounts in thousands)

(unaudited)

	Common Stock	Preferred Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total
Balance, December 31, 2013	$ 641	$ 72,397	$ 404,555	$ -	$ 3,073	$ 480,666
Net income	-	-	-	22,711	-	22,711
Stock issuance, net	116	-	75,922		-	76,038
Dividends declared	-	-		(21,894)	-	(21,894)
Increase in net unrealized gain on available for sale securities	-	-	-	-	8,450	8,450
Decrease in fair value of derivative instruments utilized for cash flow hedges	-	-	-	-	(129)	(129)
Balance, March 31, 2014	$ 757	$ 72,397	$ 480,477	$ 817	$ 11,394	$ 565,842

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

NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollar amounts in thousands)

(unaudited)

	For the Three Months Ended March 31,	
	2014	2013
Cash Flows from Operating Activities:		
Net income	$22,711	$15,383
Adjustments to reconcile net income to net cash provided by operating activities:		
Net amortization	(1,316)	3,738
Realized (gain) loss on investment securities and related hedges, net	(2,039)	3,162
Realized gain on distressed residential mortgage loans	(8,225)	(136)
Unrealized loss (gain) on investment securities and related hedges, net	1,736	(2,456)
Unrealized gain on loans and debt held in multi-family securitization trusts	(4,926)	(7,051)
Net decrease in loans held for sale	14	331
Provision for loan losses	489	283
Income from investments in limited partnerships and limited liability companies	(528)	-
Distributions of income from investments in limited partnership and limited liability companies	289	-
Amortization of stock based compensation, net	208	160
Changes in operating assets and liabilities:		
Receivables and other assets	188	(2,957)
Accrued expenses and other liabilities and accrued expenses, related parties	1,981	1,429
Net cash provided by operating activities	10,582	11,886
Cash Flows from Investing Activities:		
Restricted cash	(34,734)	3,032
Proceeds from sales of investment securities	-	1,254
Purchases of investment securities	(12,486)	(46,753)
Return of capital from investments in limited partnerships and limited liability companies	-	136
Purchases of other assets	(77)	(34)
Funding of mezzanine loan and preferred equity investments	(6,930)	(1,958)
Proceeds from mortgage loans held for investment	-	9
Net payments on other derivative instruments settled during the period	2,171	3,554
Principal repayments received on residential mortgage loans held in securitization trusts	3,985	6,277
Principal repayments and proceeds from sales and refinancing of distressed residential mortgage loans	42,766	1,197
Principal repayments received on multi-family loans held in securitization trusts	16,592	13,023
Principal paydowns on investment securities - available for sale	21,335	33,330
Purchases of distressed residential mortgage loans	(4,780)	-
Net cash provided by investing activities	27,842	13,067

Cash Flows from Financing Activities:		
Payments of financing arrangements	(23,298)	(10,310)
Common stock issuance	76,015	2,338
Costs associated with common stock issued	(185)	(2)
Dividends paid on common stock	(17,295)	(13,384)
Dividends paid on preferred stock	(1,453)	-
Payments made on residential collateralized debt obligations	(3,968)	(6,386)
Payments made on multi-family collateralized debt obligations	(16,592)	(13,019)
Payments made on securitized debt	(6,938)	(79)
Net cash provided by (used in) financing activities	6,286	(40,842)
Net Increase in Cash and Cash Equivalents	44,710	(15,889)
Cash and Cash Equivalents - Beginning of Period	31,798	31,777
Cash and Cash Equivalents - End of Period	$76,508	$15,888
Supplemental Disclosure:		
Cash paid for interest	$87,692	$56,720
Cash paid for income taxes	$1,026	$196
Non-Cash Investment Activities:		
Purchase of investment securities not yet settled	$204,840	$241,584
Non-Cash Financing Activities:		
Dividends declared on common stock to be paid in subsequent period	$20,441	$13,491
Dividends declared on preferred stock to be paid in subsequent period	$1,453	$-
Common stock subscribed included in receivable and other assets	$-	$1,178

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

NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2014

(unaudited)

1. Organization

New York Mortgage Trust, Inc., together with its consolidated subsidiaries (“NYMT,” the “Company,” “we,” “our” and “us”), a real estate investment trust, or REIT, in the business of acquiring, investing in, financing and managing primarily mortgage-related assets and financial assets. Our objective is to manage a portfolio of investments that will deliver stable distributions to our stockholders over diverse economic conditions. We intend to achieve this objective through a combination of net interest margin and net realized capital gains from our investment portfolio. Our portfolio includes investments in mortgage-related and financial assets, including multi-family CMBS, direct financing to owners of multi-family properties through mezzanine loans and preferred equity investments, residential mortgage loans, including loans sourced from distressed markets, Agency RMBS consisting of fixed-rate, adjustable-rate and hybrid adjustable-rate RMBS and Agency IOs consisting of interest only and inverse interest-only RMBS that represent the right to the interest component of the cash flow from a pool of mortgage loans.

The Company conducts its business through the parent company, NYMT, and several subsidiaries, including special purpose subsidiaries established for residential loan and CMBS securitization purposes, taxable REIT subsidiaries ("TRSs") and qualified REIT subsidiaries ("QRSs"). The Company consolidates all of its subsidiaries under generally accepted accounting principles in the United States of America (“GAAP”).

The Company is organized and conducts its operations to qualify as a REIT for federal income tax purposes. As such, the Company will generally not be subject to federal income tax on that portion of its income that is distributed to stockholders if it distributes at least 90% of its REIT taxable income to its stockholders by the due date of its federal income tax return and complies with various other requirements.

2. Summary of Significant Accounting Policies

Definitions – The following defines certain of the commonly used terms in these financial statements: “RMBS” refers to residential adjustable-rate, hybrid adjustable-rate, fixed-rate, interest only and inverse interest only and principal only mortgage-backed securities; “Agency RMBS” refers to RMBS representing interests in or obligations backed by pools

of mortgage loans issued or guaranteed by a federally chartered corporation ("GSE"), such as the Federal National Mortgage Association ("Fannie Mae") or the Federal Home Loan Mortgage Corporation ("Freddie Mac"), or an agency of the U.S. government, such as the Government National Mortgage Association ("Ginnie Mae"); "non-Agency RMBS" refers to RMBS backed by prime jumbo mortgage loans; "IOs" refers collectively to interest only and inverse interest only mortgage-backed securities that represent the right to the interest component of the cash flow from a pool of mortgage loans; "POs" refers to mortgage-backed securities that represent the right to the principal component of the cash flow from a pool of mortgage loans; "Agency IOs" refers to an IO that represents the right to the interest component of the cash flows from a pool of residential mortgage loans issued or guaranteed by a GSE or an agency of the U.S. government; "ARMs" refers to adjustable-rate residential mortgage loans; "Agency ARMs" refers to Agency RMBS comprised of adjustable-rate and hybrid adjustable-rate RMBS; "multi-family CMBS" refers to commercial mortgage-backed securities backed by commercial mortgage loans on multi-family properties, as well as IO or PO securities that represent the right to a specific component of the cash flow from a pool of commercial mortgage loans; and "CLO" refers to collateralized loan obligations.

Basis of Presentation – The accompanying condensed consolidated balance sheet as of December 31, 2013 has been derived from audited financial statements. The accompanying condensed consolidated balance sheet as of March 31, 2014, the accompanying condensed consolidated statements of operations for the three months ended March 31, 2014 and 2013, the accompanying condensed consolidated statements of comprehensive income for the three months ended March 31, 2014 and 2013, the accompanying condensed consolidated statement of changes in stockholders' equity for the three months ended March 31, 2014 and the accompanying condensed consolidated statements of cash flows for the three months ended March 31, 2014 and 2013 are unaudited. In our opinion, all adjustments (which include only normal recurring adjustments) necessary to present fairly the Company's financial position, results of operations and cash flows have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted in accordance with Article 10 of Regulation S-X and the instructions to Form 10-Q. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2013, as filed with the U.S. Securities and Exchange Commission ("SEC"). The results of operations for the three months ended March 31, 2014 are not necessarily indicative of the operating results for the full year.

The accompanying condensed consolidated financial statements have been prepared on the accrual basis of accounting in accordance with GAAP. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although the Company's estimates contemplate current conditions and how it expects them to change in the future, it is reasonably possible that actual conditions could be different than anticipated in those estimates, which could materially impact the Company's results of operations and its financial condition. Management has made significant estimates in several areas, including valuation of its CMBS investments, multi-family loans held in securitization trusts and multi-family CDOs, as well as, income recognition on distressed residential mortgage loans purchased at a discount.

Reclassifications – Certain prior period amounts have been reclassified in the accompanying condensed consolidated financial statements to conform to current period presentation.

Principles of Consolidation and Variable Interest Entities – The accompanying condensed consolidated financial statements of the Company include the accounts of all its subsidiaries which are majority-owned, controlled by the Company or a variable interest entity ("VIE") where the Company is the primary beneficiary. All significant intercompany accounts and transactions have been eliminated in consolidation.

A VIE is an entity that lacks one or more of the characteristics of a voting interest entity. A VIE is defined as an entity in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. The Company consolidates a VIE when it is the primary beneficiary of such VIE. As primary beneficiary, it has both the power to direct the activities that most significantly impact the economic performance of the VIE and a right to receive benefits or absorb losses of the entity that could be potentially significant to the VIE. The Company is required to reconsider its evaluation of whether to consolidate a VIE each reporting period, based upon changes in the facts and circumstances pertaining to the VIE.

Investment Securities Available for Sale – The Company's investment securities, where the fair value option has not been elected and which are reported at fair value with unrealized gains and losses reported in Other Comprehensive Income ("OCI"), include Agency RMBS, non-Agency RMBS and CLOs. The Company has elected the fair value option for its Agency IOs, which measures unrealized gains and losses through earnings in the accompanying condensed consolidated statements of operations. The fair value option was elected for Agency IOs to mitigate earnings volatility by better matching the accounting for these investment securities with the related derivative instruments which are not designated as hedging instruments for accounting purposes, with unrealized gains and losses recognized through earnings in the accompanying condensed consolidated statements of operations within the Agency IO portfolio.

Our investment securities are classified as available for sale securities. Realized gains and losses recorded on the sale of investment securities available for sale are based on the specific identification method and included in realized gain (loss) on investment securities and related hedges in the accompanying condensed consolidated statements of operations. Purchase premiums or discounts on investment securities are amortized or accreted to interest income over the estimated life of the investment securities using the effective yield method. Adjustments to amortization are made for actual prepayment activity.

The Company accounts for debt securities that are of high credit quality (generally those rated AA or better by a Nationally Recognized Statistical Rating Organization, or NRSRO), at date of acquisition in accordance with Accounting Standards Codification (“ASC”) 320-10. The Company accounts for debt securities that are not of high credit quality (i.e., those whose risk of loss is less than remote) or securities that can be contractually prepaid such that we would not recover our initial investment at the date of acquisition in accordance with ASC 325-40. The Company considers credit ratings, the underlying credit risk and other market factors in determining whether the debt securities are of high credit quality; however, securities rated lower than AA or an equivalent rating are not considered of high credit quality and are accounted for in accordance with ASC 325-40. If ratings are inconsistent among NRSROs, the Company uses the lower rating in determining whether the securities are of high credit quality.

The Company assesses its impaired securities on at least a quarterly basis and designates such impairments as either "temporary" or "other-than-temporary" by applying the guidance prescribed in ASC Topic 320-10. When the fair value of an investment security is less than its amortized cost as of the reporting balance sheet date, the security is considered impaired. If the Company intends to sell an impaired security, or it is more likely than not that it will be required to sell the impaired security before its anticipated recovery, then it must recognize an other-than-temporary impairment through earnings equal to the entire difference between the investment's amortized cost and its fair value as of the balance sheet date. If the Company does not expect to sell an other-than-temporarily impaired security, only the portion of the other-than-temporary impairment related to credit losses is recognized through earnings with the remainder recognized as a component of other comprehensive income (loss) on the accompanying condensed consolidated balance sheets. Impairments recognized through other comprehensive income (loss) do not impact earnings. Following the recognition of an other-than-temporary impairment through earnings, a new cost basis is established for the security, which may not be adjusted for subsequent recoveries in fair value through earnings. However, other-than-temporary impairments recognized through earnings may be accreted back to the amortized cost basis of the security on a prospective basis through interest income. The determination as to whether an other-than-temporary impairment exists and, if so, the amount considered other-than-temporarily impaired is subjective, as such determinations are based on both factual and subjective information available at the time of assessment as well the Company's estimates of the future performance and cash flow projections. As a result, the timing and amount of other-than-temporary impairments constitute material estimates that are susceptible to significant change.

In determining the other-than temporary impairment related to credit losses for securities that are not of high credit quality, the Company compares the present value of the remaining cash flows expected to be collected at the purchase date (or last date previously revised) against the present value of the cash flows expected to be collected at the current financial reporting date. The Company considers information available about the past and expected future performance of underlying mortgage loans, including timing of expected future cash flows, prepayment rates, default rates, loss severities and delinquency rates.

Investment Securities Available for Sale Held in Securitization Trusts – The Company's investment securities available for sale held in securitization trusts are comprised of multi-family CMBS consisting of PO securities that represent the first loss tranche of the securitizations from which they were issued, or "first loss tranche", a first loss tranche floating rate security and certain IOs issued from four Freddie Mac-sponsored multi-family K-Series securitizations. These securities are reported at fair value with unrealized gains and losses reported in OCI. Realized gains and losses recorded on the sale of investment securities available for sale held in securitization trusts are based on the specific identification method and included in realized gain (loss) on sale of securities and related hedges in the accompanying condensed consolidated statements of operations. Purchase premiums or discounts are amortized or accreted to interest income over the estimated life of the investment securities using the effective yield method.

Residential Mortgage Loans Held in Securitization Trusts – Residential mortgage loans held in securitization trusts are comprised of certain ARM loans transferred to Consolidated VIEs that have been securitized into sequentially rated classes of beneficial interests. The Company accounted for these securitization trusts as financings which are consolidated into the Company's financial statements. Residential mortgage loans held in securitization trusts are carried at their unpaid principal balances, net of unamortized premium or discount, unamortized loan origination

costs and allowance for loan losses. Interest income is accrued and recognized as revenue when earned according to the terms of the mortgage loans and when, in the opinion of management, it is collectible. The accrual of interest on loans is discontinued when, in management's opinion, the interest is not collectible in the normal course of business, but in no case when payment becomes greater than 90 days delinquent. As of March 31, 2014, there were 27 loans on a nonaccrual basis with an unpaid principal balance of approximately $5.5 million. Loans return to accrual status when principal and interest become current and are anticipated to be fully collectible.

We establish an allowance for loan losses based on management's judgment and estimate of credit losses inherent in our portfolio of residential mortgage loans held in securitization trusts. Estimation involves the consideration of various credit-related factors, including but not limited to, macro-economic conditions, current housing market conditions, loan-to-value ratios, delinquency status, historical credit loss severity rates, purchased mortgage insurance, the borrower's current economic condition and other factors deemed to warrant consideration. Additionally, we look at the balance of any delinquent loan and compare that to the current value of the collateralizing property. We utilize various home valuation methodologies including appraisals, broker pricing opinions, internet-based property data services to review comparable properties in the same area or consult with a realtor in the property's area.

Acquired Distressed Residential Mortgage Loans – Distressed residential mortgage loans held in securitization trusts are comprised of pools of fixed and adjustable rate residential mortgage loans acquired by the Company at a discount (that is due, in part, to the credit quality of the borrower). Distressed residential mortgage loans held in securitization trusts are distressed residential mortgage loans transferred to Consolidated VIEs that have been securitized into beneficial interests. The Company accounted for these securitization trusts as financings which are consolidated into the Company's financial statements.

The Company considers the purchase price for the acquired distressed residential mortgage loans to be at fair value at the date of acquisition. These acquired distressed residential mortgage loans were initially recorded at fair value with no allowance for loan losses.

Acquired distressed residential mortgage loans that have evidence of deteriorated credit quality at acquisition are accounted for under ASC Subtopic 310-30, "Loans and Debt Securities Acquired with Deteriorated Credit Quality" ("ASC 310-30"). Under ASC 310-30, the acquired loans may be aggregated and accounted for as a pool of loans if the loans being aggregated have common risk characteristics. A pool is accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows. Once a pool is assembled, it is treated as if it was one loan for purposes of applying the accounting guidance. The Company applied pool accounting on distressed residential mortgage loans acquired starting January 1, 2013; distressed residential mortgage loans acquired prior to 2013 are accounted for individually (i.e., not in pools).

Under ASC 310-30, the excess of cash flows expected to be collected over the carrying amount of the loans, referred to as the “accretable yield,” is accreted into interest income over the life of the loans in each pool or individually using a level yield methodology. Accordingly, our acquired distressed residential mortgage loans accounted for under ASC 310-30 are not subject to classification as nonaccrual classification in the same manner as our residential mortgage loans that were not distressed when acquired by us. Rather, interest income on acquired distressed residential mortgage loans relates to the accretable yield recognized at the pool level or on an individual loan basis, and not to contractual interest payments received at the loan level. The difference between contractually required principal and interest payments and the cash flows expected to be collected, referred to as the “nonaccretable difference,” includes estimates of both the impact of prepayments and expected credit losses over the life of the individual loan, or the pool (for loans grouped into a pool).

The Company monitors actual cash collections against its expectations, and revised cash flow estimates are prepared as necessary. These estimates incorporate assumptions regarding default rates, loss severities, value of the underlying real estate securing the loans, the amounts and timing of prepayments and other factors that reflect then-current market conditions. A decrease in expected cash flows in subsequent periods may indicate that the loan pool or individual loan, as applicable, is impaired thus requiring the establishment of an allowance for loan losses by a charge to the provision for loan losses. An increase in expected cash flows in subsequent periods initially reduces any previously established allowance for loan losses by the increase in the present value of cash flows expected to be collected, and results in a recalculation of the amount of accretable yield for the loan pool. The adjustment of accretable yield due to an increase in expected cash flows is accounted for prospectively as a change in estimate. The additional cash flows expected to be collected are reclassified from the nonaccretable difference to the accretable yield, and the amount of periodic accretion is adjusted accordingly over the remaining life of the loans in the pool or individual loan, as applicable. The impact of (i) prepayments, (ii) changes in variable interest rates, and (iii) any other changes in the timing of expected cash flows are recognized prospectively as adjustments to interest income.

An acquired distressed residential mortgage loan may be resolved either through receipt of payment (in full or in part) from the borrower, the sale of the loan to a third party, or foreclosure of the collateral. For acquired distressed residential mortgage loans held in pools, in the event of a sale of the loan, a gain or loss on sale is recognized and reported based on the difference between the sales proceeds and the carrying amount of the acquired distressed residential mortgage loan. In the case of a foreclosure, an individual loan is removed from the pool at the fair value of the underlying collateral less costs to sell. For loans satisfied by payment in full, the loan is removed from the pool. The Company uses the specific allocation method for the removal of loans as the estimated cash flows and related carrying amount for each individual loan are known. In these cases, the remaining accretable yield is unaffected and

any material change in remaining effective yield caused by the removal of the loan from the pool is addressed by the re-assessment of the estimate of cash flows for the pool prospectively. Acquired distressed residential mortgage loans subject to modification are not removed from the pool even if those loans would otherwise be considered troubled debt restructurings because the pool, and not the individual loan, represents the unit of account.

For individual loans not accounted for in pools that are sold or satisfied by payment in full, a gain or loss on sale is recognized and reported based on the difference between the sales proceeds and the carrying amount of the acquired distressed residential mortgage loan. In the case of a foreclosure, the loss is recognized if the carrying value exceeds the fair value of the collateral (less costs to sell). A gain is not recognized if the fair value of collateral (less costs to sell) exceeds the carrying value.

Multi-Family Loans Held in Securitization Trusts – Multi-family loans held in securitization trusts are comprised of multi-family mortgage loans held in six Freddie Mac-sponsored multi-family K-Series securitizations (the "Consolidated K-Series") as of March 31, 2014 and December 31, 2013. Based on a number of factors, we determined that we were the primary beneficiary of each VIE within the Consolidated K-Series, met the criteria for consolidation and, accordingly, have consolidated these Freddie Mac-sponsored multi-family K-Series securitizations, including their assets, liabilities, income and expenses in our financial statements. The Company has elected the fair value option on each of the assets and liabilities held within the Consolidated K-Series, which requires that changes in valuations in the assets and liabilities of the Consolidated K-Series be reflected in the Company's accompanying condensed consolidated statement of operations, as the Company believes this accounting treatment more accurately and consistently reflects its results of operations.

Interest income is accrued and recognized as revenue when earned according to the terms of the mortgage loans and when, in the opinion of management, it is collectible. The accrual of interest on loans is discontinued when, in management's opinion, the interest is not collectible in the normal course of business, but in no case when payment becomes greater than 90 days delinquent. Loans return to accrual status when principal and interest become current and are anticipated to be fully collectible.

Mezzanine Loan and Preferred Equity Investments – The Company invests in mezzanine loans and preferred equity of entities that have significant real estate assets. The mezzanine loan is secured by a pledge of the borrower's equity ownership in the property. Unlike a mortgage, this loan does not represent a lien on the property. Therefore, it is always junior and subordinate to any first-lien as well as second liens, if applicable, on the property. These loans are senior to any preferred equity or common equity interests. Purchasers of mezzanine loans benefit from a right to foreclose on the ownership equity in a more efficient manner than senior mortgage debt.

A preferred equity investment is an equity investment in the entity that owns the underlying property. Preferred equity is not secured by the underlying property, but holders have priority relative to common equity holders on cash flow distributions and proceeds from capital events. In addition, preferred equity holders may be able to enhance their position and protect their equity position with covenants that limit the entity's activities and grant the holder the exclusive right to control the property after an event of default.

Mezzanine loans and preferred equity investments, where the risks and payment characteristics are equivalent to mezzanine loans, are accounted for as loans held for investment and are stated at unpaid principal balance, adjusted for any unamortized premium or discount, deferred fees or expenses, net of valuation allowances, and are included in receivables and other assets. We accrete or amortize any discounts or premiums over the life of the related loan receivable utilizing the effective interest method or straight line-method, if the result is not materially different. We evaluate the collectibility of both interest and principal of each of our loans, if circumstances warrant, to determine whether they are impaired. A loan is impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the existing contractual terms. When a loan is impaired, the amount of the loss accrual is calculated by comparing the carrying amount of the investment to the estimated fair value of the loan or, as a practical expedient, to the value of the collateral if the loan is collateral dependent.

Mezzanine loans and preferred equity investments where the risks and payment characteristics are equivalent to an equity investment are accounted for using the equity method of accounting. See "*Investment in Limited Partnership and Limited Liability Companies*" for a description of our accounting policy for Investments in Limited Partnerships and Limited Liability Companies. The mezzanine loans and preferred equity investments are included in receivables and other assets.

Mortgage Loans Held for Investment – Mortgage loans held for investment are stated at unpaid principal balance, adjusted for any unamortized premium or discount, deferred fees or expenses, net of valuation allowances, and are included in receivables and other assets. Interest income is accrued on the principal amount of the loan based on the loan's contractual interest rate. Amortization of premiums and discounts is recorded using the effective yield method. Interest income, amortization of premiums and discounts and prepayment fees are reported in interest income. A loan is considered to be impaired when it is probable that based upon current information and events, the Company will be unable to collect all amounts due under the contractual terms of the loan agreement. Based on the facts and circumstances of the individual loans being impaired, loan specific valuation allowances are established for the excess carrying value of the loan over either: (i) the present value of expected future cash flows discounted at the loan's original effective interest rate, (ii) the estimated fair value of the loan's underlying collateral if the loan is in the

process of foreclosure or otherwise collateral dependent, or (iii) the loan's observable market price.

Investments in Limited Partnership and Limited Liability Companies – In circumstances where the Company has a non-controlling interest but either owns a significant interest or is able to exert influence over the affairs of the enterprise, the Company utilizes the equity method of accounting. Under the equity method of accounting, the initial investment is increased each period for additional capital contributions and a proportionate share of the entity's earnings or preferred return and decreased for cash distributions and a proportionate share of the entity's losses. Where the Company is not required to fund additional losses, the Company does not continue to record its proportionate share of the entity's losses such that its investment balance would go below zero.

Management periodically reviews its investments for impairment based on projected cash flows from the entity over the holding period. When any impairment is identified, the investments are written down to recoverable amounts.

Cash and Cash Equivalents – Cash and cash equivalents include cash on hand, amounts due from banks and overnight deposits. The Company maintains its cash and cash equivalents in highly rated financial institutions, and at times these balances exceed insurable amounts.

Receivables and Other Assets – Receivables and other assets as of March 31, 2014 and December 31, 2013 include restricted cash held by third parties of $78.8 million and $44.1 million, respectively. Included in restricted cash is $38.7 million and $30.4 million held in our Agency IO portfolio to be used for trading purposes and $12.5 million and $10.2 million held by counterparties as collateral for hedging instruments as of March 31, 2014 and December 31, 2013, respectively. Also included in receivables and other assets is $27.4 million and $3.3 million in restricted cash held in trust relating to our securitized debt transactions as of March 31, 2014 and December 31, 2013, respectively. Interest receivable on multi-family loans held in securitization trusts is also included in the amounts of $30.2 million and $30.2 million as of March 31, 2014 and December 31, 2013, respectively.

Financing Arrangements, Portfolio Investments – The Company finances the majority of its Agency RMBS purchases using repurchase agreements. Under a repurchase agreement, an asset is sold to a counterparty to be repurchased at a future date at a predetermined price, which represents the original sales price plus interest. The Company accounts for these repurchase agreements as financings under ASC 860, *Transfers and Servicing*. Under ASC 860, for these transactions to be treated as financings, they must be separate transactions and not linked. If the Company finances the purchase of its securities with repurchase agreements with the same counterparty from which the securities are purchased and both transactions are entered into contemporaneously or in contemplation of each other, the transactions are presumed under GAAP to be part of the same arrangement, or a "Linked Transaction," unless certain criteria are met. None of the Company's repurchase agreements are accounted for as linked transactions because they met the applicable criteria in accordance with ASC 860-10-40.

Residential Collateralized Debt Obligations ("Residential CDOs") – We use Residential CDOs to permanently finance our residential mortgage loans held in securitization trusts. For financial reporting purposes, the ARM loans held as collateral are recorded as assets of the Company and the Residential CDOs are recorded as the Company's debt. The Company has completed four securitizations since inception. The first three were accounted for as a permanent financing while the fourth was accounted for as a sale and accordingly, is not included in the Company's accompanying condensed consolidated financial statements.

Multi-Family Collateralized Debt Obligations ("Multi-Family CDOs") – We consolidated the Consolidated K-Series including their debt, referred to as Multi-Family CDOs, in our financial statements. The Multi-Family CDOs permanently finance the multi-family mortgage loans held in the Consolidated K-Series securitizations. For financial reporting purposes, the loans held as collateral are recorded as assets of the Company and the Multi-Family CDOs are recorded as the Company's debt. We refer to both the Residential CDOs and Multi-Family CDOs as CDOs in this report.

Securitized Debt – Securitized Debt represents third-party liabilities of Consolidated VIEs and excludes liabilities of the VIEs acquired by the Company that are eliminated on consolidation. The Company has entered into several financing transactions that resulted in the Company consolidating as VIEs the special purpose entities (the "SPEs") that were created to facilitate the transactions and to which underlying assets in connection with the financing were transferred. The Company engaged in these transactions primarily to obtain permanent or longer term financing on a portion of its multi-family CMBS and acquired distressed residential mortgage loans.

Costs related to issuance of securitized debt which include underwriting, rating agency, legal, accounting and other fees are reflected as deferred charges. Such costs are included on the Company's accompanying condensed consolidated balance sheets in receivables and other assets in the amount of $3.7 million and $4.1 million as of March 31, 2014 and December 31, 2013, respectively. These deferred charges are amortized as an adjustment to interest expense using the effective interest method, or straight line-method, if the result is not materially different.

Derivative Financial Instruments – The Company has developed risk management programs and processes, which include investments in derivative financial instruments designed to manage interest rate and prepayment risk associated with its securities investment activities.

Derivative instruments contain an element of risk in the event that the counterparties may be unable to meet the terms of such agreements. The Company minimizes its risk exposure by limiting the counterparties with which it enters into contracts to banks and investment banks who meet established credit and capital guidelines.

The Company invests in To-Be-Announced securities ("TBAs") through its Agency IO portfolio. TBAs are forward-settling purchases and sales of Agency RMBS where the underlying pools of mortgage loans are "To-Be-Announced." Pursuant to these TBA transactions, we agree to purchase or sell, for future settlement, 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. For TBA contracts that we have entered into, we have not asserted that physical settlement is probable, therefore we have not designated these forward commitments as hedging instruments. Realized and unrealized gains and losses associated with these TBAs are recognized through earnings as other income (expense) in the consolidated statements of operations.

For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative instrument is reported as a component of OCI and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. The remaining gain or loss on the derivative instruments in excess of the cumulative change in the present value of future cash flows of the hedged item, if any, is recognized in current earnings during the period of change.

For instruments that are not designated or qualify as a cash flow hedge, such as our use of U.S. Treasury securities or financial futures and options on financial futures contracts, any realized and unrealized gains and losses associated with these instruments are recognized through earnings as other income (expense) in the consolidated statements of operations.

Termination of Hedging Relationships – The Company employs risk management monitoring procedures to ensure that the designated hedging relationships are demonstrating, and are expected to continue to demonstrate, a high level of effectiveness. Hedge accounting is discontinued on a prospective basis if it is determined that the hedging relationship is no longer highly effective or expected to be highly effective in offsetting changes in fair value of the hedged item.

Additionally, the Company may elect to un-designate a hedge relationship during an interim period and re-designate upon the rebalancing of a hedge profile and the corresponding hedge relationship. When hedge accounting is discontinued, the Company continues to carry the derivative instruments at fair value with changes recorded in current earnings.

Revenue Recognition – Interest income on our investment securities and on our mortgage loans is accrued based on the outstanding principal balance and their contractual terms. Premiums and discounts associated with investment securities and mortgage loans at the time of purchase or origination are amortized into interest income over the life of such securities using the effective yield method. Adjustments to amortization are made for actual prepayment activity.

Interest income on our credit sensitive securities, such as our CLOs and certain of our CMBS that were purchased at a discount to par value, is recognized based on the security's effective interest rate. The effective interest rate on these securities is based on management's estimate from each security of the projected cash flows, which are estimated based on the Company's assumptions related to fluctuations in interest rates, prepayment speeds and the timing and amount of credit losses. On at least a quarterly basis, the Company reviews and, if appropriate, makes adjustments to its cash flow projections based on input and analysis received from external sources, internal models, and its judgment about interest rates, prepayment rates, the timing and amount of credit losses, and other factors. Changes in cash flows from those originally projected, or from those estimated at the last evaluation, may result in a prospective change in the yield/interest income recognized on these securities.

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

With respect to interest rate swaps that have not been designated as hedges, any net payments under, or fluctuations in the fair value of, such swaps will be recognized in current earnings.

See *"Acquired Distressed Residential Mortgage Loans"* for a description of our revenue recognition policy for acquired distressed residential mortgage loans.

Manager Compensation - We are a party to separate investment management agreements with Headlands Asset Management LLC ("Headlands"), The Midway Group, LP ("Midway") and RiverBanc, LLC ("RiverBanc"), with Headlands providing investment management services with respect to our investments in certain distressed residential mortgage loans, Midway providing investment management services with respect to our investments in Agency IOs, and RiverBanc providing investment management services with respect to our investments in multifamily CMBS and certain commercial real estate related debt investments. These investment management agreements provide for the payment to our investment managers of a management fee, incentive fee and reimbursement of certain operating expenses, which are accrued and expensed during the period for which they are earned or incurred.

Other Comprehensive Income (Loss) – The Company's comprehensive income/(loss) available to common stockholders includes net income, the change in net unrealized gains/(losses) on its available for sale securities and its derivative hedging instruments, currently comprised of interest rate swaps, (to the extent that such changes are not recorded in earnings), adjusted by realized net gains/(losses) reclassified out of accumulated other comprehensive income/(loss) for available for sale securities and is reduced by dividends declared on the Company's preferred stock.

Employee Benefits Plans – The Company sponsors a defined contribution plan (the "Plan") for all eligible domestic employees. The Plan qualifies as a deferred salary arrangement under Section 401(k) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). The Company made no contributions to the Plan for the three months ended March 31, 2014 and 2013.

Stock Based Compensation – Compensation expense for equity based awards and stock issued for services are recognized over the vesting period of such awards and services based upon the fair value of the stock at the grant date.

Income Taxes – The Company operates in such a manner so as to qualify as a REIT under the requirements of the Internal Revenue Code. Requirements for qualification as a REIT include various restrictions on ownership of the Company's stock, requirements concerning distribution of taxable income and certain restrictions on the nature of assets and sources of income. A REIT must distribute at least 90% of its taxable income to its stockholders, of which 85% plus any undistributed amounts from the prior year must be distributed within the taxable year in order to avoid the imposition of an excise tax. Distribution of the remaining balance may extend until timely filing of the Company's tax return in the subsequent taxable year. Qualifying distributions of taxable income are deductible by a REIT in computing taxable income.

Certain activities of the Company are conducted through TRSs and therefore are subject to federal and various state and local income taxes. Accordingly, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

ASC 740, *Income Taxes*, provides guidance for how uncertain tax positions should be recognized, measured, presented, and disclosed in the financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Company's tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. In situations involving uncertain tax positions related to income tax matters, we do not recognize benefits unless it is more likely than not that they will be sustained. ASC 740 was applied to all open taxable years as of the effective date. Management's determinations regarding ASC 740 may be subject to review and adjustment at a later date based on factors including, but not limited to, an ongoing analysis of tax laws, regulations and interpretations thereof. The Company will recognize interest and penalties, if any, related to uncertain tax positions as income tax expense.

Earnings Per Share – Basic earnings per share excludes dilution and is computed by dividing net income available to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company.

Segment Reporting – ASC 280, Segment Reporting, is the authoritative guidance for the way public entities report information about operating segments in their annual financial statements. We are a REIT focused on the business of acquiring, investing in, financing and managing primarily mortgage-related assets, and to a lesser extent, financial assets, and currently operate in only one reportable segment.

Summary of Recent Accounting Pronouncements

Liabilities (ASC 405)

In April 2013, the FASB issued Accounting Standards Update ("ASU") 2013-04, *Liabilities (Topic 405)—Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date* ("ASU 2013-04"), which provides guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date. ASU 2013-04 became effective for the Company beginning January 1, 2014. The adoption of ASU 2013-04 did not have an effect on the Company's consolidated financial statements.

Income taxes (ASC 740)

In November 2013, the FASB issued ASU No. 2013-11, *Income Taxes (Topic 740)—Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (“ASU 2013-11”). ASU No. 2013-11 provide that an unrecognized tax benefit, or a portion thereof, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except to the extent that a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date to settle any additional income taxes that would result from disallowance of a tax position, or the tax law does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, then the unrecognized tax benefit should be presented as a liability. ASU 2013-11 became effective for the Company beginning January 1, 2014. The adoption of ASU 2013-11 did not have an impact on the Company's consolidated financial statements.

Receivables (ASC 310)

In April 2014, the FASB issued ASU 2014-04, *Receivables—Troubled Debt Restructurings by Creditors (Subtopic 310-40)—Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure* (“ASU 2014-04”). The amendments of this ASU are intended to clarify when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan should be derecognized and the real estate recognized. In addition, the amendments clarify that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either: (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure, or (2) the borrower conveying all interest in the

residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. ASU 2014-04 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014. We do not expect the adoption of ASU 2014-04 to have a significant effect on our financial condition, results of operations and disclosures.

3. Investment Securities Available For Sale

Investment securities available for sale consist of the following as of March 31, 2014 and December 31, 2013 (dollar amounts in thousands):

	March 31, 2014				December 31, 2013			
	Amortized Cost	Unrealized Gains	Losses	Fair Value	Amortized Cost	Unrealized Gains	Losses	Fair Value
Agency RMBS:								
Agency ARMs								
Freddie Mac	$ 65,741	$ 42	$ (1,678)	$ 64,105	$ 67,121	$ 37	$ (2,101)	$ 65,057
Fannie Mae	126,756	56	(2,737)	124,075	130,487	58	(3,128)	127,417
Ginnie Mae	15,783	—	(217)	15,566	17,049	—	(201)	16,848
Total Agency ARMs	208,280	98	(4,632)	203,746	214,657	95	(5,430)	209,322
Agency Fixed Rate								
Freddie Mac	42,570	—	(1,289)	41,281	43,920	—	(1,714)	42,206
Fannie Mae	503,771	—	(19,421)	484,350	518,598	—	(24,861)	493,737
Total Agency Fixed Rate	546,341	—	(20,710)	525,631	562,518	—	(26,575)	535,943
Agency IOs [1]								
Freddie Mac	41,757	349	(4,818)	37,288	43,468	252	(5,187)	38,533
Fannie Mae	63,031	1,665	(4,459)	60,237	60,813	1,300	(5,007)	57,106
Ginnie Mae	49,597	539	(2,683)	47,453	37,660	706	(2,396)	35,970
Total Agency IOs	154,385	2,553	(11,960)	144,978	141,941	2,258	(12,590)	131,609
Total Agency RMBS	909,006	2,651	(37,302)	874,355	919,116	2,353	(44,595)	876,874
Non-Agency RMBS	2,355	122	(203)	2,274	2,413	136	(188)	2,361
CLOs	20,072	14,623	—	34,695	18,478	14,730	—	33,208
Total investment securities available for sale	$ 931,433	$ 17,396	$ (37,505)	$ 911,324	$ 940,007	$ 17,219	$ (44,783)	$ 912,443
CMBS [2]	$ 75,940	$ 20,184	$ —	$ 96,124	$ 74,314	$ 18,264	$ —	$ 92,578

Total investment securities available for sale held in securitization trusts	$ 75,940	$ 20,184	$ —	$ 96,124	$ 74,314	$ 18,264	$ —	$ 92,578

(1) Included in investment securities available for sale are Agency IOs. Agency IOs are measured at fair value through earnings.

(2) CMBS investments have contractual maturities within 0 to 10 years.

During the three months ended March 31, 2013, the Company received total proceeds of approximately $1.3 million realizing approximately $0.1 million of net losses from the sale of investment securities available for sale. There were no sales of investment securities available for sale during the three months ended March 31, 2014.

Actual maturities of our available for sale securities are generally shorter than stated contractual maturities (which range up to 30 years), as they are affected by the contractual lives of the underlying mortgages, periodic payments and prepayments of principal. Investment securities available for sale amounting to $42.9 million have contractual maturities within 0 to 10 years, approximately $525.1 million have contractual maturities within ten to twenty years and $343.3 million have contractual maturities within twenty to thirty years. As of March 31, 2014 and December 31, 2013, based on management's estimates using three month historical CPR, the weighted average life of the Company's available for sale securities portfolio was approximately 6.63 and 7.03 years, respectively.

The following tables set forth the stated reset periods of our investment securities available for sale and investment securities available for sale held in securitization trusts at March 31, 2014 and December 31, 2013 at carrying value (dollar amounts in thousands):

	March 31, 2014				December 31, 2013			
	Less than 6 months	6 to 24 months	More than 24 months	Total	Less than 6 months	6 to 24 months	More than 24 months	Total
Agency RMBS	$104,586	$9,940	$759,829	$874,355	$97,385	$14,823	$764,666	$876,874
Non-Agency RMBS	1,961	313	—	2,274	2,361	—	—	2,361
CLOs	34,695	—	—	34,695	33,208	—	—	33,208
Total investment securities available for sale	$141,242	$10,253	$759,829	$911,324	$132,954	$14,823	$764,666	$912,443
CMBS	$29,245	$—	$66,879	$96,124	$28,232	$—	$64,346	$92,578
Total investment securities available for sale held in securitization trusts	$29,245	$—	$66,879	$96,124	$28,232	$—	$64,346	$92,578

The following tables present the Company's investment securities available for sale in an unrealized loss position reported through OCI, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at March 31, 2014 and December 31, 2013 (dollar amounts in thousands):

March 31, 2014	Less than 12 Months		Greater than 12 months		Total	
	Carrying Value	Gross Unrealized Losses	Carrying Value	Gross Unrealized Losses	Carrying Value	Gross Unrealized Losses
Agency RMBS	$236,958	$ (6,331)	$479,650	$ (19,012)	$716,608	$ (25,343)
Non-Agency RMBS	—	—	1,060	(203)	1,060	(203)
Total investment securities available for sale	$236,958	$ (6,331)	$480,710	$ (19,215)	$717,668	$ (25,546)

December 31, 2013	Less than 12 Months		Total	

			Greater than 12 months			
	Carrying Value	Gross Unrealized Losses	Carrying Value	Gross Unrealized Losses	Carrying Value	Gross Unrealized Losses
Agency RMBS	$332,519	$ (11,423)	$398,325	$ (20,582)	$730,844	$ (32,005)
Non-Agency RMBS	—	—	1,104	(188)	1,104	(188)
Total investment securities available for sale	$332,519	$ (11,423)	$399,429	$ (20,770)	$731,948	$ (32,193)

For the three months ended March 31, 2014 and 2013, the Company recognized no other-than-temporary impairment through earnings.

4. Residential Mortgage Loans Held in Securitization Trusts (Net) and Real Estate Owned

Residential mortgage loans held in securitization trusts (net) consist of the following as of March 31, 2014 and December 31, 2013, respectively (dollar amounts in thousands):

	March 31, 2014	December 31, 2013
Unpaid principal balance	$161,337	$165,173
Deferred origination costs – net	1,023	1,053
Reserve for loan losses	(2,848)	(2,989)
Total	$159,512	$163,237

Allowance for Loan Losses - The following table presents the activity in the Company's allowance for loan losses on residential mortgage loans held in securitization trusts for the three months ended March 31, 2014 and 2013, respectively (dollar amounts in thousands):

	Three months Ended March 31,	
	2014	2013
Balance at beginning of period	$2,989	$2,978
Provisions for loan losses	16	280
Transfer to real estate owned	(157)	(53)
Charge-offs	—	—
Balance at the end of period	$2,848	$3,205

On an ongoing basis, the Company evaluates the adequacy of its allowance for loan losses. The Company’s allowance for loan losses as of March 31, 2014 was $2.8 million, representing 176 basis points of the outstanding principal balance of residential loans held in securitization trusts as of March 31, 2014, as compared to 181 basis points as of December 31, 2013. As part of the Company’s allowance for loan loss adequacy analysis, management will assess an overall level of allowances while also assessing credit losses inherent in each non-performing residential mortgage loan held in securitization trusts. These estimates involve the consideration of various credit related factors, including but not limited to, current housing market conditions, current loan to value ratios, delinquency status, the borrower’s current economic and credit status and other relevant factors.

Real Estate Owned – The following table presents the activity in the Company's real estate owned held in residential securitization trusts for the three months ended March 31, 2014 and 2013, respectively (dollar amounts in thousands):

	Three months Ended March 31,	
	2014	**2013**
Balance at beginning of period	$1,108	$732
Write downs	(22)	(3)
Transfer from mortgage loans held in securitization trusts	55	18
Disposal	(361)	(96)
Balance at the end of period	$780	$651

Real estate owned held in residential securitization trusts are included in receivables and other assets on the accompanying condensed consolidated balance sheets and write downs are included in provision for loan losses in the accompanying condensed consolidated statements of operations for reporting purposes.

All of the Company's mortgage loans and real estate owned held in residential securitization trusts are pledged as collateral for the Residential CDOs issued by the Company. As of March 31, 2014 and December 31, 2013, the Company's net investment in the residential securitization trusts, which is the maximum amount of the Company's investment that is at risk to loss and represents the difference between the carrying amount of the mortgage loans and real estate owned held in residential securitization trusts and the amount of Residential CDOs outstanding, was $6.4 million and $6.6 million, respectively.

Delinquency Status of Our Residential Mortgage Loans Held in Securitization Trusts

As of March 31, 2014, we had 38 delinquent loans with an aggregate principal amount outstanding of approximately $19.2 million categorized as Residential Mortgage Loans Held in Securitization Trusts (net). Of the $19.2 million in delinquent loans, $9.4 million, or 49%, are under some form of temporary modified payment plan. The table below shows delinquencies in our portfolio of residential mortgage loans held in securitization trusts, including real estate owned ("REO") through foreclosure, as of March 31, 2014 (dollar amounts in thousands):

March 31, 2014

Days Late	Number of Delinquent Loans	Total Unpaid Principal	% of Loan Portfolio
30 - 60	5	$ 1,466	0.90 %
61 - 90	1	$ 189	0.12 %
90 +	32	$ 17,582	10.77 %
Real estate owned through foreclosure	4	$ 1,397	0.86 %

As of December 31, 2013, we had 34 delinquent loans with an aggregate principal amount outstanding of approximately $18.9 million categorized as Residential Mortgage Loans Held in Securitization Trusts (net). Of the $18.9 million in delinquent loans, $9.1 million, or 48%, are under some form of modified payment plan. The table below shows delinquencies in our portfolio of residential mortgage loans held in securitization trusts, including real estate owned through foreclosure (REO), as of December 31, 2013 (dollar amounts in thousands):

December 31, 2013

Days Late	Number of Delinquent Loans	Total Unpaid Principal	% of Loan Portfolio
30 - 60	3	$ 601	0.36 %
61 - 90	1	$ 239	0.14 %
90 +	30	$ 18,036	10.76 %
Real estate owned through foreclosure	5	$ 2,381	1.42 %

The geographic concentrations of credit risk exceeding 5% of the total loan balances in our residential mortgage loans held in securitization trusts and real estate owned held in residential securitization trusts as of March 31, 2014 and

December 31, 2013 are as follows:

	March 31, 2014		December 31, 2013	
New York	36.1	%	35.9	%
Massachusetts	24.9	%	24.6	%
New Jersey	10.4	%	10.4	%
Florida	5.9	%	5.8	%
Connecticut	5.7	%	5.6	%

5. Distressed Residential Mortgage Loans

As of March 31, 2014 and December 31, 2013, the carrying value of the Company's distressed residential mortgage loans, including distressed residential mortgage loans held in securitization trusts amounts to approximately $229.2 million and $254.7 million, respectively. Distressed residential mortgage loans with a carrying value amounting to approximately $5.2 million are included in receivables and other assets in the accompanying condensed consolidated balance sheet at March 31, 2014.

The Company considers its purchase price for the distressed residential mortgage loans, including distressed residential mortgage loans held in securitization trusts, to be at fair value at the date of acquisition. The Company only establishes an allowance for loan losses subsequent to acquisition.

The following table presents information regarding the estimates of the contractually required payments, the cash flows expected to be collected, and the estimated fair value of the distressed residential mortgage loans acquired during the three months ended March 31, 2014 (dollar amounts in thousands):

	March 31, 2014
Contractually required principal and interest	$ 11,501
Non-accretable yield	(2,954)
Expected cash flows to be collected	8,547
Accretable yield	(3,768)
Fair value at the date of acquisition	$ 4,779

There were no acquisitions of distressed residential mortgage loans during the three months ended March 31, 2013.

The following table details activity in accretable yield for the distressed residential mortgage loans, including distressed residential mortgage loans held in securitization trusts, for the three months ended March 31, 2014 (dollar amounts in thousands):

	March 31, 2014
Balance at beginning of period	$171,112
Additions	35,851
Disposals	(44,567)
Accretion	(4,343)
Balance at end of period	$158,053

Accretable yield is the excess of the distressed residential mortgage loans' cash flows expected to be collected over the purchase price. The cash flows expected to be collected represents the Company's estimate, of the amount and timing of undiscounted principal and interest cash flows. Additions include accretable yield estimates for purchases made during the period and reclassification to accretable yield from nonaccretable yield. Deletions include distressed residential mortgage loan dispositions, which include refinancing, sale and foreclosure of the underlying collateral and resulting removal of the distressed residential mortgage loans from the accretable yield, and reclassifications from accretable to nonaccretable yield. The reclassifications between accretable and nonaccretable yield and the accretion of interest income is based on various estimates regarding loan performance and the value of the underlying real estate securing the loans. As the Company continues to gather additional information regarding the loans and the underlying collateral, the accretable yield may change. Therefore, the amount of accretable income recorded in the three-month period ended March 31, 2014 is not necessarily indicative of future results.

The geographic concentrations of credit risk exceeding 5% of the unpaid principal balance in our distressed residential mortgage loans, including distressed residential mortgage loans held in securitization trusts as of March 31, 2014 and December 31, 2013, respectively, are as follows:

	March 31, 2014	December 31, 2013
California	12.7 %	14.4 %
New York	8.5 %	8.1 %
Florida	8.3 %	8.3 %
Texas	6.6 %	6.6 %
Pennsylvania	5.3 %	4.7 %
New Jersey	5.1 %	4.7 %

The Company’s distressed residential mortgage loans held in securitization trusts are pledged as collateral for certain of the Securitized Debt issued by the Company (see Note 7).

6. Consolidated K-Series

The Company has elected the fair value option on the assets and liabilities held within the Consolidated K-Series, which requires that changes in valuations in the assets and liabilities of the Consolidated K-Series be reflected in the Company's statements of operations. Our investment in the Consolidated K-Series is limited to the multi-family CMBS comprised of first loss tranche PO securities and/or certain IOs issued by certain K-Series securitizations with an aggregate net carrying value of $249.8 million and $240.0 million at March 31, 2014 and December 31, 2013, respectively (*see Note 7*).

The condensed consolidated balance sheets of the Consolidated K-Series at March 31, 2014 and December 31, 2013, respectively, are as follows (dollar amounts in thousands):

Balance Sheets	**March 31, 2014**	**December 31, 2013**
Assets		

Multi-family loans held in securitization trusts	$8,221,642	$8,111,022
Receivables	30,153	30,222
Real estate owned [1]	3,545	—
Total Assets	$8,255,340	$8,141,244
Liabilities and Equity		
Multi-family CDOs	$7,975,421	$7,871,020
Accrued expenses	29,697	29,766
Total Liabilities	8,005,118	7,900,786
Equity	250,222	240,458
Total Liabilities and Equity	$8,255,340	$8,141,244

(1) Included in receivables and other assets on the accompanying condensed consolidated balance sheets.

The multi-family loans held in securitization trusts had unpaid principal balance of approximately $7.9 billion and $8.0 billion at March 31, 2014 and December 31, 2013, respectively. The multi-family CDOs had unpaid principal balance of approximately $7.9 billion and $8.0 billion at March 31, 2014 and December 31, 2013, respectively. As of March 31, 2014 and December 31, 2013, the current weighted average interest rate on these Multi-Family CDOs was 4.16%.

The condensed consolidated statements of operations of the Consolidated K-Series for the three months ended March 31, 2014 and 2013, respectively, is as follows (dollar amounts in thousands):

	Three Months Ended March 31,	
Statements of Operations	**2014**	**2013**
Interest income	$74,944	$45,319
Interest expense	68,747	41,659
Net interest income	6,197	3,660
Unrealized gain on multi-family loans and debt held in securitization trusts	4,926	7,051
Net Income	$11,123	$10,711

The geographic concentrations of credit risk exceeding 5% of the total loan balances related to our CMBS investments included in investment securities available for sale and multi-family loans held in securitization trusts as of March 31, 2014 and December 31, 2013, respectively, are as follows:

	March 31, 2014	December 31, 2013
California	14.1 %	14.0 %
Texas	13.6 %	13.7 %
New York	7.3 %	7.2 %
Florida	6.4 %	6.5 %
Washington	5.3 %	5.3 %

7. Use of Special Purpose Entities and Variable Interest Entities

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

SPE, priority with respect to receipt of cash flows relative to holders of other debt or equity instruments issued by the SPE, or a line of credit or other form of liquidity agreement that is designed with the objective of ensuring that investors receive principal and/or interest cash flow on the investment in accordance with the terms of their investment agreement.

The Company has evaluated its CMBS investments in Freddie Mac-sponsored K-Series securitizations to determine whether they are VIEs. In addition, the Company also evaluated its financings transactions, such as its Residential CDOs completed in 2005, its multi-family CMBS re-securitization transaction completed in May 2012, its collateralized recourse financing transactions completed in November 2012 and November 2013 and its distressed residential mortgage loan securitization transactions completed in December 2012, July 2013 and September 2013 (each a “Financing VIE” and collectively, the “Financing VIEs”) and concluded that the entities created to facilitate each of the transactions are VIEs.

The Company then completed an analysis of whether the VIEs should be consolidated by the Company, based on consideration of its involvement in each of the VIEs, including the design and purpose of the SPE, and whether its involvement reflected a controlling financial interest that resulted in the Company being deemed the primary beneficiary of the VIEs. In determining whether the Company would be considered the primary beneficiary, the following factors were assessed:

- whether the Company has both the power to direct the activities that most significantly impact the economic performance of the VIE; and
- whether the Company has a right to receive benefits or absorb losses of the entity that could be potentially significant to the VIE.

The Company has determined that it has a variable interest in the Consolidated K-Series for which it is the primary beneficiary and has a controlling financial interest and, accordingly, has consolidated their assets, liabilities, income and expenses in the accompanying consolidated financial statements (*see Notes 2 and 6*).

Also, based on its evaluation of the factors discussed above, including its involvement in the purpose and design of the entity, the Company determined that the Financing VIEs met the criteria for consolidation and, accordingly, consolidated the Financing VIEs created to facilitate these transactions.

The following table presents a summary of the assets and liabilities of these VIEs. Intercompany balances have been eliminated for purposes of this presentation.

Assets and Liabilities of consolidated Financing VIEs as of March 31, 2014 (dollar amounts in thousands):

	Financing VIEs				
	Multi-family CMBS re-securitization	**Collateralized Recourse Financings[(1)]**	**Distressed Residential Mortgage Loan Securitization**	**Residential Mortgage Loan Securitizations**	**Total**
Investment securities available for sale, at fair value held in securitization trusts	$30,331	$ 65,793	$ —	$ —	$96,124
Residential mortgage loans held in securitization trusts (net)	—	—	—	159,512	159,512
Distressed residential mortgage loans held in securitization trusts (net)	—	—	229,215	—	229,215
Multi-family loans held in securitization trusts, at fair value	1,251,736	6,969,906	—	—	8,221,642
Receivables and other assets	5,206	30,814	33,884	1,386	71,290
Total assets	$1,287,273	$ 7,066,513	$ 263,099	$ 160,898	$8,777,783
Residential collateralized debt obligations	$—	$ —	$ —	$ 154,456	$154,456
Multi-family collateralized debt obligations, at fair value	1,211,832	6,763,589	—	—	7,975,421
Securitized debt	27,338	107,853	163,009	—	298,200
Accrued expenses and other liabilities	4,626	25,314	4,457	15	34,412
Total liabilities	$1,243,796	$ 6,896,756	$ 167,466	$ 154,471	$8,462,489

(1) The Company classified the multi-family CMBS issued by two K-Series securitizations and held by this Financing VIE as available for sale securities as the purpose is not to trade these securities. The Financing VIE consolidated one K-Series securitization that issued certain of the multi-family CMBS owned by the Company, including its assets, liabilities, income and expenses, in its financial statements, as based on a number of factors, the Company determined that it was the primary beneficiary and has a controlling financial interest in this particular K-Series securitization (*see Note 6*).

(2) The multi-family CMBS serving as collateral under the collateralized recourse financings are comprised of securities issued from seven separate Freddie Mac-sponsored multi-family K-Series securitizations. The Financing VIE classified the multi-family CMBS issued by the two K-Series securitizations and held by the Financing VIE as available for sale securities as the purpose is not to trade these securities. The Financing VIE consolidated five of the K-Series securitizations, including their assets, liabilities, income and expenses, in its financial statements as based on a number of factors, the Company determined that it was the primary beneficiary and has a controlling financial interest in such K-Series securitizations (*see Note 6*).

Assets and Liabilities of consolidated Financing VIEs as of December 31, 2013 (dollar amounts in thousands):

	Financing VIEs				
	Multi-family CMBS re-securitization[1]	Collateralized Recourse Financings[2]	Distressed Residential Mortgage Loan Securitization	Residential Mortgage Loan Securitizations	Total
Investment securities available for sale, at fair value held in securitization trusts	$29,289	$ 63,289	$ —	$ —	$92,578
Residential mortgage loans held in securitization trusts (net)	—	—	—	163,237	163,237
Distressed residential mortgage loans held in securitization trusts (net)	—	—	254,721	—	254,721
Multi-family loans held in securitization trusts, at fair value	1,234,084	6,876,938	—	—	8,111,022
Receivables and other assets	5,241	27,198	10,072	1,760	44,271
Total assets	$1,268,614	$ 6,967,425	$ 264,793	$ 164,997	$8,665,829
Residential collateralized debt obligations	$—	$ —	$ —	$ 158,410	$158,410
Multi-family collateralized debt obligations, at fair value	1,195,637	6,675,383	—	—	7,871,020
Securitized debt	27,240	107,853	169,871	—	304,964
Accrued expenses and other liabilities	4,640	25,315	981	15	30,951
Total liabilities	$1,227,517	$ 6,808,551	$ 170,852	$ 158,425	$8,365,345

(1) The Company classified the multi-family CMBS issued by two K-Series securitizations and held by this Financing VIE as available for sale securities as the purpose is not to trade these securities. The Financing VIE consolidated one K-Series securitization that issued certain of the multi-family CMBS owned by the Company, including its assets, liabilities, income and expenses, in its financial statements, as based on a number of factors, the Company determined that it was the primary beneficiary and has a controlling financial interest in this particular K-Series securitization (*see Note 6*).

(2) The multi-family CMBS serving as collateral under the collateralized recourse financings are comprised of securities issued from seven separate Freddie Mac-sponsored multi-family K-Series securitizations. The Financing VIE classified the multi-family CMBS issued by the two K-Series securitizations and held by the Financing VIE as available for sale securities as the purpose is not to trade these securities. The Financing VIE consolidated five of the K-Series securitizations, including their assets, liabilities, income and expenses, in its financial statements as based on a number of factors, the Company determined that it was the primary beneficiary and has a controlling financial interest in such K-Series securitizations (*see Note 6*).

The following table summarizes the Company's securitized debt collateralized by multi-family CMBS and distressed residential mortgage loans (dollar amounts in thousands):

	Multi-family CMBS	Collateralized	Distressed Residential Mortgage
	Re-securitization (1)	Recourse Financing (2)	Loan Securitization (3)
Original Face amount of Notes issued by the VIE and purchased by 3rd party investors	$ 35,000	$ 107,853	$176,970
Principal Amount at March 31, 2014	$ 34,431	$ 107,853	$163,009
Principal Amount at December 31, 2013	$ 34,508	$ 107,853	$169,871
Carrying Value at March 31, 2014 (4)	$ 27,338	$ 107,853	$163,009
Carrying Value at December 31, 2013 (4)	$ 27,240	$ 107,853	$169,871
Pass-through rate of Notes issued	5.35%	One-month LIBOR plus 5.25% - 6.50%	4.25% - 4.85%

(1) The Company engaged in the re-securitization transaction primarily for the purpose of obtaining non-recourse financing on a portion of its multi-family CMBS portfolio. As a result of engaging in this transaction, the Company remains economically exposed to the first loss position on the underlying multi-family CMBS transferred to the Consolidated VIE. The holders of the Note have no recourse to the general credit of the Company, but the Company does have the obligation, under certain circumstances, to repurchase assets upon the breach of certain representations and warranties. The Company will receive all remaining cash flow, if any, through its retained ownership.

(2) The Company entered into CMBS Master Repurchase Agreements with a three-year term for the purpose of financing a portion of its multi-family CMBS portfolio. In connection with these transactions, the Company agreed to guarantee the due and punctual payment of its wholly-owned subsidiary's obligations under the CMBS Master Repurchase Agreements.

(3) The Company engaged in these transactions for the purpose of financing distressed residential mortgage loans acquired by the Company. The distressed residential mortgage loans serving as collateral for the financings are comprised of performing, re-performing and to a lesser extent non-performing, fixed and adjustable-rate, fully-amortizing, interest only and balloon, seasoned mortgage loans secured by first liens on one to four family properties. Two of the four securitization transactions provide for a revolving period of one to two years from the date of the respective financing ("Revolving Period") where no principal payments will be made on the note. All cash proceeds generated by the distressed residential mortgage loans and received by the respective securitization trust during the Revolving Period, after payment of interest on the note, reserve amounts and certain other transaction expenses, will be available for the purchase by the trust of additional mortgage loans that satisfy certain eligibility criteria.

(4)

Classified as securitized debt in the liability section of the Company's accompanying condensed consolidated balance sheets.

The following table presents contractual maturity information about the Financing VIEs' securitized debt as of March 31, 2014 and December 31, 2013, respectively:

Scheduled Maturity (principal amount)	**March 31, 2014**	**December 31, 2013**
(Dollar amount in thousands)		
Within 24 months	$90,700	$90,700
Over 24 months to 36 months	180,162	187,024
Over 36 months	34,431	34,507
Total	305,293	312,231
Discount	(7,093)	(7,267)
Carrying value	$298,200	$304,964

There is no guarantee that the Company will receive any cash flows from these securitization trusts.

Residential Mortgage Loan Securitization Transaction

The Company has completed four residential mortgage loan securitizations (other than the distressed residential mortgage loan securitizations discussed above) since inception, the first three were accounted for as permanent financings and have been included in the Company's accompanying condensed consolidated financial statements.

Unconsolidated VIEs

The Company has evaluated its Multi-family CMBS investments in four Freddie Mac-sponsored K-Series securitizations and its mezzanine loan, preferred equity and other equity investments to determine whether they are VIEs and should be consolidated by the Company. Based on a number of factors, the Company determined that it does not have a controlling financial interest and is not the primary beneficiary of these VIEs. The following table presents the classification and carrying value of unconsolidated VIEs as of March 31, 2014 and December 31, 2013 (dollar amounts in thousands):

	March 31, 2014			**December 31, 2013**		
	Investment securities available for sale, at fair value, held in securitization trusts	**Receivables and other Assets**	**Total**	**Investment securities available for sale, at fair value, held in securitization trusts**	**Receivables and other Assets**	**Total**
Multi-Family CMBS	$ 96,124	182	$ 96,306	$ 92,578	183	$ 92,761
Mezzanine loan and equity investments	—	34,896	34,896	—	28,058	28,058
Total assets	$ 96,124	35,078	$ 131,202	$ 92,578	28,241	$ 120,819

Our maximum loss exposure on the Multi-family CMBS investments, mezzanine loan and equity investments is approximately $131.2 million and $120.8 million at March 31, 2014 and December 31, 2013, respectively. The Company's maximum exposure does not exceed the carrying value of its investments.

8. Derivative Instruments and Hedging Activities

The Company enters into derivative instruments to manage its interest rate risk exposure. These derivative instruments include interest rate swaps, swaptions and futures. The Company may also purchase or short TBAs and U.S. Treasury securities, purchase put or call options on U.S. Treasury futures or invest in other types of mortgage derivative securities.

The following table presents the fair value of derivative instruments that were not designated as hedging instruments and their location in our accompanying condensed consolidated balance sheets at March 31, 2014 and December 31, 2013, respectively (dollar amounts in thousands):

Derivatives Not Designated as Hedging Instruments	Balance Sheet Location	March 31, 2014	December 31, 2013
TBA securities [1]	Derivative assets	$198,697	$190,742
U.S. Treasury futures	Derivative assets	181	3,257
Swaptions	Derivative assets	677	1,305
Interest rate swap futures	Derivative assets	112	238
Options on U.S. Treasury futures	Derivative assets	—	7
Eurodollar futures	Derivative liabilities	706	1,432

(1) Open TBA purchases and sales involving the same counterparty, same underlying deliverable and the same settlement date are reflected in our accompanying condensed consolidated financial statements on a net basis. There was no netting of TBA sales against TBA purchases at March 31, 2014 and December 31, 2013.

The tables below summarize the activity of derivative instruments not designated as hedges for the three months ended March 31, 2014 and 2013, respectively (dollar amounts in thousands):

Derivatives Not Designated as Hedging Instruments	Notional Amount For the Three months Ended March 31, 2014			
	December 31, 2013	Additions	Settlement, Expiration or Exercise	March 31, 2014
TBA securities	$188,000	590,000	(584,000)	194,000
U.S. Treasury futures	(11,900)	36,600	(32,300)	(7,600)
Interest rate swap futures	(242,700)	242,700	(237,200)	(237,200)
Eurodollar futures	(3,360,000)	1,074,000	(984,000)	(3,270,000)
Options on U.S. Treasury futures	40,000	—	(40,000)	—
Swaptions	100,000	—	—	100,000

Derivatives Not Designated as Hedging Instruments	Notional Amount For the Three months Ended March 31, 2013			
	December 31, 2012	Additions	Settlement, Expiration or Exercise	March 31, 2013
TBA securities	$234,000	$485,000	$(489,000)	$230,000
U.S. Treasury futures	(172,100)	256,700	(265,200)	(180,600)
Interest rate swap futures	(13,000)	48,100	(69,200)	(34,100)
Eurodollar futures	(2,852,000)	1,000,000	(1,408,000)	(3,260,000)
Options on U.S. Treasury futures	70,000	135,000	(140,000)	65,000
Swaptions	100,000	—	—	100,000

The following table presents the components of realized and unrealized gains and losses related to our derivative instruments that were not designated as hedging instruments included in other income (expense) in our condensed consolidated statements of operations for the three months ended March 31, 2014 and 2013:

	Three months Ended March 31,			
	2014		2013	
	Realized Gains (Losses)	Unrealized Gains (Losses)	Realized Gains (Losses)	Unrealized Gains (Losses)
TBA	$3,314	$ 265	$(1,732)	$ (174)
Eurodollar Futures [1]	(1,212)	726	(1,388)	1,428

Swaptions	—	(518)	—	157
U.S. Treasury and Interest rate swap futures and options	(44)	(3,133)	89	(1,384)
Total	$2,058	$ (2,660)	$(3,031)	$ 27

(1) At March 31, 2014, the Eurodollar futures consist of 3,270 contracts with expiration dates ranging between June 2014 and September 2017.

The use of TBAs exposes the Company to market value risk, as the market value of the securities that the Company is required to purchase pursuant to a TBA transaction may decline below the agreed-upon purchase price. Conversely, the market value of the securities that the Company is required to sell pursuant to a TBA transaction may increase above the agreed upon sale price. At March 31, 2014 and December 31, 2013, our condensed consolidated balance sheets include TBA-related liabilities of $199.2 million and $191.6 million included in payable for securities purchased, respectively. Open TBA purchases and sales involving the same counterparty, same underlying deliverable and the same settlement date are reflected in our condensed consolidated financial statements on a net basis.

The following table presents the fair value of derivative instruments designated as hedging instruments and their location in the Company's accompanying condensed consolidated balance sheets at March 31, 2014 and December 31, 2013, respectively (dollar amounts in thousands):

Derivatives Designated as Hedging Instruments	**Balance Sheet Location**	**March 31, 2014**	**December 31, 2013**
Interest Rate Swaps	Derivative assets	$ 1,912	$ 2,041

The Company has netting arrangements by counterparty with respect to its interest rate swaps. Contracts in a liability position of $0.3 million have been netted against the asset position of $2.2 million and contracts in a liability position of $0.3 million have been netted against the asset position of $2.3 million in the accompanying condensed consolidated balance sheets at March 31, 2014 and December 31, 2013, respectively.

The following table presents the impact of the Company's derivative instruments on the Company's accumulated other comprehensive income (loss) for the three months ended March 31, 2014 and 2013, respectively (dollar amounts in thousands):

	Three months Ended March 31,	
Derivatives Designated as Hedging Instruments	**2014**	**2013**
Accumulated other comprehensive income (loss) for derivative instruments:		
Balance at beginning of the period	$2,041	$(1,744)
Unrealized gain (loss) on interest rate swaps	(129)	684
Balance at end of the period	$1,912	$(1,060)

The Company estimates that over the next 12 months, approximately $1.7 million of the net unrealized gains on the interest rate swaps will be reclassified from accumulated other comprehensive income (loss) into earnings.

The following table details the impact of the Company's interest rate swaps included in interest expense for the three months ended March 31, 2014 and 2013, respectively (dollar amounts in thousands):

Three months Ended

	March 31,	
	2014	2013
Interest Rate Swaps:		
Interest expense-investment securities	$457	$436

The Company's interest rate swaps are designated as cash flow hedges against the benchmark interest rate risk associated with its short term repurchase agreements. There were no costs incurred at the inception of our interest rate swaps, under which the Company agrees to pay a fixed rate of interest and receive a variable interest rate based on one month LIBOR, on the notional amount of the interest rate swaps.

The Company documents its risk-management policies, including objectives and strategies, as they relate to its hedging activities, and upon entering into hedging transactions, documents the relationship between the hedging instrument and the hedged liability contemporaneously. The Company assesses, both at inception of a hedge and on an on-going basis, whether or not the hedge is "highly effective" when using the matched term basis.

The Company discontinues hedge accounting on a prospective basis and recognizes changes in the fair value through earnings when: (i) it is determined that the derivative is no longer effective in offsetting cash flows of a hedged item (including forecasted transactions); (ii) it is no longer probable that the forecasted transaction will occur; or (iii) it is determined that designating the derivative as a hedge is no longer appropriate. The Company's derivative instruments are carried on the Company's balance sheets at fair value, as assets, if their fair value is positive, or as liabilities, if their fair value is negative. For the Company's derivative instruments that are designated as "cash flow hedges," changes in their fair value are recorded in accumulated other comprehensive income (loss), provided that the hedges are effective. A change in fair value for any ineffective amount of the Company's derivative instruments would be recognized in earnings. The Company has not recognized any change in the value of its existing derivative instruments designated as cash flow hedges through earnings as a result of ineffectiveness of any of its hedges.

The following table presents information about the Company's interest rate swaps as of March 31, 2014 and December 31, 2013, respectively (dollar amounts in thousands):

	March 31, 2014			December 31, 2013		
Maturity [1]	**Notional Amount**	**Weighted Average Fixed Pay Interest Rate**		**Notional Amount**	**Weighted Average Fixed Pay Interest Rate**	
Within 30 Days	$—	—	%	$—	—	%
Over 30 days to 3 months	—	—		—	—	
Over 3 months to 6 months	—	—		—	—	
Over 6 months to 12 months	—	—		—	—	
Over 12 months to 24 months	135,000	0.45		135,000	0.45	
Over 24 months to 36 months	—	—		—	—	
Over 36 months to 48 months	215,000	0.83		215,000	0.83	
Over 48 months to 60 months	—	—		—	—	
Total	$350,000	0.69	%	$350,000	0.69	%

(1) The Company enters into interest rate swap transactions whereby the Company pays a fixed rate of interest and receives one month LIBOR.

The use of derivatives exposes the Company to counterparty credit risks in the event of a default by a counterparty. If a counterparty defaults under the applicable derivative agreement, the Company may be unable to collect payments to which it is entitled under its derivative agreements, and may have difficulty collecting the assets it pledged as collateral against such derivatives. The Company currently has in place with all counterparties bi-lateral margin agreements requiring a party to post collateral to the Company for any valuation deficit. This arrangement is intended to limit the Company's exposure to losses in the event of a counterparty default.

The Company is required to pledge assets under a bi-lateral margin arrangement, including either cash or Agency RMBS, as collateral for its interest rate swaps, futures contracts and TBAs, whose collateral requirements vary by counterparty and change over time based on the market value, notional amount, and remaining term of the agreement. In the event the Company is unable to meet a margin call under one of its agreements, thereby causing an event of default or triggering an early termination event under one of its agreements, the counterparty to such agreement may have the option to terminate all of such counterparty's outstanding transactions with the Company. In addition, under this scenario, any close-out amount due to the counterparty upon termination of the counterparty's transactions would be immediately payable by the Company pursuant to the applicable agreement. The Company believes it was in compliance with all margin requirements under its agreements as of March 31, 2014 and December 31, 2013. The Company had $12.5 million and $10.2 million of restricted cash related to margin posted for its

agreements as of March 31, 2014 and December 31, 2013, respectively. The restricted cash held by third parties is included in receivables and other assets in the accompanying condensed consolidated balance sheets.

9. Financing Arrangements, Portfolio Investments

The Company has entered into repurchase agreements with third party financial institutions to finance its investment portfolio. The repurchase agreements are short-term borrowings that bear interest rates typically based on a spread to LIBOR, and are secured by the securities which they finance. At March 31, 2014, the Company had repurchase agreements with an outstanding balance of $767.8 million and a weighted average interest rate of 0.44%. At December 31, 2013, the Company had repurchase agreements with an outstanding balance of $791.1 million and a weighted average interest rate of 0.49%. As of March 31, 2014 and December 31, 2013, the average days to maturity for all repurchase agreements were 38 days and 31 days, respectively. The Company's accrued interest payable on outstanding repurchase agreements at March 31, 2014 and December 31, 2013 amounts to $0.2 million and $0.6 million, respectively, and is included in accrued expenses and other liabilities on the Company's condensed consolidated balance sheets.

The following table presents detailed information about the Company's borrowings under repurchase agreements and associated assets pledged as collateral at March 31, 2014 and December 31, 2013 (dollar amounts in thousands):

	March 31, 2014			December 31, 2013		
	Outstanding Repurchase Agreements	Fair Value of Collateral Pledged	Amortized Cost Of Collateral Pledged	Outstanding Repurchase Agreements	Fair Value of Collateral Pledged	Amortized Cost Of Collateral Pledged
Agency RMBS						
Agency ARMs	$ 191,603	$ 202,611	$ 207,145	$ 197,974	$ 208,703	$ 214,039
Agency Fixed Rate	473,536	497,680	517,334	489,953	516,010	541,580
Agency IOs	94,238	113,656	121,844	94,698	113,721	122,878
CLOs	8,450	14,994	9,568	8,500	14,789	8,947
Balance at end of the period	$ 767,827	$ 828,941	$ 855,891	$ 791,125	$ 853,223	$ 887,444

The following table presents contractual maturity information about the Company's outstanding repurchase agreements at March 31, 2014 and December 31, 2013:

Contractual Maturity	March 31,	December 31,

	2014	2013
Within 30 days	$499,231	$509,564
Over 30 days to 90 days	268,596	281,561
Total	$767,827	$791,125

As of March 31, 2014, the outstanding balance under our repurchase agreements was funded at an advance rate of 92.2% that implies an average haircut of 7.8%. The weighted average "haircut" related to our repurchase agreement financing for our Agency RMBS (excluding Agency IOs), Agency IOs and CLOs was approximately 5%, 25% and 35%, respectively, for a total weighted average "haircut" of 7.8%. As of December 31, 2013, the outstanding balance under our repurchase agreements was funded at an advance rate of 92.2% that implies an average haircut of 7.8%. The weighted average "haircut" related to our repurchase agreement financing for our Agency RMBS (excluding Agency IOs), Agency IOs and CLOs was approximately 5%, 25% and 35%, respectively, for a total weighted average "haircut" of 7.8%.

In the event we are unable to obtain sufficient short-term financing through repurchase agreements or otherwise, or our lenders start to require additional collateral, we may have to liquidate our investment securities at a disadvantageous time, which could result in losses. Any losses resulting from the disposition of our investment securities in this manner could have a material adverse effect on our operating results and net profitability. At March 31, 2014 and December 31, 2013, the Company had repurchase agreements with 11 counterparties. As of March 31, 2014 and December 31, 2013, we had no counterparties where the amount at risk was in excess of 5% of Stockholders' Equity. The amount at risk is defined as the fair value of securities pledged as collateral to the repurchase agreement in excess of the repurchase agreement liability.

As of March 31, 2014, the Company had $76.5 million in cash and $82.4 million in unencumbered investment securities to meet additional haircut or market valuation requirements, including $62.7 million of RMBS, of which $60.4 million are Agency RMBS. The $76.5 million of cash, the $62.7 million in RMBS, and $38.7 million held in overnight deposits in our Agency IO portfolio included in restricted cash (that is available to meet margin calls as it relates to our Agency IO portfolio repurchase agreements), which collectively represent 23.2% of our financing arrangements are liquid and could be monetized to pay down or collateralize the liability immediately.

10. Residential Collateralized Debt Obligations

The Company's Residential CDOs, which are recorded as liabilities on the Company's condensed consolidated balance sheets, are secured by ARM loans pledged as collateral, which are recorded as assets of the Company. As of March 31, 2014 and December 31, 2013, the Company had Residential CDOs outstanding of $154.5 million and $158.4 million, respectively. As of March 31, 2014 and December 31, 2013, the current weighted average interest rate on these CDOs was 0.54% and 0.55%, respectively. The Residential CDOs are collateralized by ARM loans with a principal balance of $161.3 million and $165.2 million at March 31, 2014 and December 31, 2013, respectively. The Company retained the owner trust certificates, or residual interest for three securitizations, and, as of March 31, 2014 and December 31, 2013, had a net investment in the residential securitization trusts of $6.4 million and $6.6 million, respectively.

11. Subordinated Debentures

Subordinated debentures are trust preferred securities that are fully guaranteed by the Company with respect to distributions and amounts payable upon liquidation, redemption or repayment. The following table summarizes the key details of the Company's subordinated debentures as of March 31, 2014 and December 31, 2013 (dollar amounts in thousands):

	NYM Preferred Trust I	**NYM Preferred Trust II**
Principal value of trust preferred securities	$ 25,000	$ 20,000
Interest Rate	Three month LIBOR plus 3.75%, resetting	Three month LIBOR plus 3.95%, resetting

Scheduled maturity	quarterly March 15, 2035	quarterly October 30, 2035

As of May 8, 2014, the Company has not been notified, and is not aware, of any event of default under the covenants for the subordinated debentures.

12. Commitments and Contingencies

Loans Sold to Third Parties – The Company sold its mortgage lending business in March 2007. In the normal course of business, the Company is obligated to repurchase loans based on violations of representations and warranties in the loan sale agreements. The Company did not repurchase any loans during the three months ended March 31, 2014.

Outstanding Litigation – The Company is at times subject to various legal proceedings arising in the ordinary course of business. As of March 31, 2014, the Company does not believe that any of its current legal proceedings, individually or in the aggregate, will have a material adverse effect on the Company's operations, financial condition or cash flows.

13. Fair Value of Financial Instruments

The Company has established and documented processes for determining fair values. Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, then fair value is based upon internally developed models that primarily use inputs that are market-based or independently-sourced market parameters, including interest rate yield curves.

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

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

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

Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

a. *Investment Securities Available for Sale (RMBS and CLOs)* – Fair value for the RMBS in our portfolio are valued using a third-party pricing service or are based on quoted prices provided by dealers who make markets in similar financial instruments. The dealers will incorporate common market pricing methods, including a spread measurement to the Treasury curve or interest rate swap curve as well as underlying characteristics of the particular security including coupon, periodic and life caps, collateral type, rate reset period and seasoning or age of the security. If quoted prices for a security are not reasonably available from a dealer, the security will be re-classified as a Level 3 security and, as a result, management will determine the fair value based on characteristics of the security that the Company receives from the issuer and based on available market information. Management reviews all prices used in determining valuation to ensure they represent current market conditions. This review includes surveying similar market transactions, comparisons to interest pricing models as well as offerings of like securities by dealers. The Company's investment securities that are comprised of RMBS and CLOs are valued based upon readily observable market parameters and are classified as Level 2 fair values.

b. *Investment Securities Available for Sale Held in Securitization Trusts (CMBS)* – As the Company's CMBS investments are comprised of securities for which there are not substantially similar securities that trade frequently, the Company classifies these securities as Level 3 fair values. Fair value of the Company's CMBS investments is based on an internal valuation model that considers expected cash flows from the underlying loans and yields required by market participants. The significant unobservable inputs used in the measurement of these investments are projected losses of certain identified loans within the pool of loans and a discount rate. The discount rate used in determining fair value incorporates default rate, loss severity and current market interest rates. The discount rate

ranges from 4.2% to 15.9%. Significant increases or decreases in these inputs would result in a significantly lower or higher fair value measurement.

c. *Multi-Family Loans Held in Securitization Trusts* – Multi-family loans held in securitization trusts are recorded at fair value and classified as Level 3 fair values. Fair value is based on an internal valuation model that considers expected cash flows from the underlying loans and yields required by market participants. The significant unobservable inputs used in the measurement of these investments are discount rates. The discount rate used in determining fair value incorporates default rate, loss severity and current market interest rates. The discount rate ranges from 3.31% to 6.09%. Significant increases or decreases in these inputs would result in a significantly lower or higher fair value measurement.

d. *Derivative Instruments* – The fair value of interest rate swaps, swaptions, options and TBAs are based on dealer quotes. The fair value of futures are based on exchange-traded prices. The Company's derivatives are classified as Level 1 or Level 2 fair values.

e.. *Multi-Family CDOs* – The fair value of Multi-Family CDOs is determined using a third party pricing service or are based on quoted prices provided by dealers who make markets in similar financial instruments. The dealers will consider contractual cash payments and yields expected by market participants. Dealers also incorporate common market pricing methods, including a spread measurement to the Treasury curve or interest rate swap curve as well as underlying characteristics of the particular security including coupon, periodic and life caps, collateral type, rate reset period and seasoning or age of the security.

The following table presents the Company's financial instruments measured at fair value on a recurring basis as of March 31, 2014 and December 31, 2013, respectively, on the Company's condensed consolidated balance sheets (dollar amounts in thousands):

	Measured at Fair Value on a Recurring Basis at							
	March 31, 2014				December 31, 2013			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets carried at fair value								
Investment securities available for sale:								
Agency RMBS	$—	$874,355	$—	$874,355	$—	$876,874	$—	$876,874
Non-Agency RMBS	—	2,274	—	2,274	—	2,361	—	2,361
CLOs	—	34,695	—	34,695	—	33,208	—	33,208
Investment securities available for sale held in securitization trusts:								
CMBS	—	—	96,124	96,124	—	—	92,578	92,578
Multi-family loans held in securitization trusts	—	—	8,221,642	8,221,642	—	—	8,111,022	8,111,022
Derivative assets:								
TBA Securities	—	198,697	—	198,697	—	190,742	—	190,742
Options on U.S. Treasury futures	—	—	—	—	7	—	—	7
U.S. Treasury futures	181	—	—	181	3,257	—	—	3,257
Interest rate swap futures	112	—	—	112	238	—	—	238
Interest rate swaps	—	1,912	—	1,912	—	2,041	—	2,041
Swaptions	—	677	—	677	—	1,305	—	1,305
Total	$293	$1,112,610	$8,317,766	$9,430,669	$3,502	$1,106,531	$8,203,600	$9,313,633
Liabilities carried at fair value								
Multi-family collateralized debt obligations	$—	$—	$7,975,421	$7,975,421	$—	$—	$7,871,020	$7,871,020
Derivative liabilities:								
Eurodollar futures	706	—	—	706	1,432	—	—	1,432
Total	$706	$—	$7,975,421	$7,976,127	$1,432	$—	$7,871,020	$7,872,452

The following table details changes in valuation for the Level 3 assets for the three months ended March 31, 2014 and 2013, respectively (amounts in thousands):

Level 3 Assets:

	Three Months Ended March 31,	
	2014	**2013**
Balance at beginning of period	$8,203,600	$5,514,065
Total gains (realized/unrealized)		
Included in earnings (1)	132,383	(52,342)
Included in other comprehensive income	1,920	3,857
Paydowns	(16,592)	(13,023)
Transfer to real estate owned	(3,545)	—
Balance at the end of period	$8,317,766	$5,452,557

(1) Amounts included in interest income from multi-family loans held in securitization trusts and unrealized gain on multi-family loans and debt held in securitization trusts, net.

The following table details changes in valuation for the Level 3 liabilities for the years ended March 31, 2014 and 2013, respectively (amounts in thousands):

Level 3 Liabilities:

	Three Months Ended March 31,	
	2014	**2013**
Balance at beginning of period	$7,871,020	$5,319,573
Total gains (realized/unrealized)		
Included in earnings (1)	120,993	(63,483)
Included in other comprehensive income	—	—
Paydowns	(16,592)	(13,019)
Balance at the end of period	$7,975,421	$5,243,071

(1) Amounts included in interest income from multi-family loans held in securitization trusts and unrealized gain on multi-family loans and debt held in securitization trusts, net.

The following table details the changes in unrealized gains (losses) included in earnings for our Level 3 assets and liabilities for the three months ended March 31, 2014 and 2013, respectively (dollar amounts in thousands):

	Three Months Ended March 31,	
	2014	**2013**
Change in unrealized gains (losses) – assets	$143,442	$(40,555)
Change in unrealized gains (losses) – liabilities	(138,516)	47,606
Net change in unrealized gains included in earnings for assets and liabilities	$4,926	$7,051

Any changes to the valuation methodology are reviewed by management to ensure the changes are appropriate. As markets and products develop and the pricing for certain products becomes more transparent, the Company continues to refine its valuation methodologies. The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies, or assumptions, to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. The Company uses inputs that are current as of each reporting date, which may include periods of market dislocation, during which time price transparency may be reduced. This condition could cause the Company's financial instruments to be reclassified from Level 2 to Level 3 in future periods.

The following table presents assets measured at fair value on a non-recurring basis as of March 31, 2014 and December 31, 2013, respectively, on the condensed consolidated balance sheets (dollar amounts in thousands):

	Assets Measured at Fair Value on a Non-Recurring Basis at							
	March 31, 2014				December 31, 2013			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Residential Mortgage loans held in securitization trusts – impaired loans (net)	$—	$—	$4,786	$4,786	$—	$—	$6,591	$6,591
Real estate owned held in residential securitization trusts	—	—	780	780	—	—	1,108	1,108

The following table presents losses incurred for assets measured at fair value on a non-recurring basis for the three months ended March 31, 2014 and 2013, respectively, on the Company's condensed consolidated statements of operations (dollar amounts in thousands):

	Three Months Ended March 31,	
	2014	2013
Residential mortgage loans held in securitization trusts – impaired loans (net)	$15	$280
Real estate owned held in residential securitization trusts	84	3

Residential Mortgage Loans Held in Securitization Trusts – Impaired Loans (net) – Impaired residential mortgage loans held in securitization trusts are recorded at amortized cost less specific loan loss reserves. Impaired loan value is based on management's estimate of the net realizable value taking into consideration local market conditions of the property, updated appraisal values of the property and estimated expenses required to remediate the impaired loan.

Real Estate Owned Held in Residential Securitization Trusts – Real estate owned held in the residential securitization trusts are recorded at net realizable value. Any subsequent adjustment will result in the reduction in carrying value with the corresponding amount charged to earnings. Net realizable value based on an estimate of disposal taking into consideration local market conditions of the property, updated appraisal values of the property and estimated expenses required to sell the property.

The following table presents the carrying value and estimated fair value of the Company's financial instruments at March 31, 2014 and December 31, 2013, respectively, (dollar amounts in thousands):

		March 31, 2014		December 31, 2013	
	Fair Value Hierarchy Level	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial Assets:					
Cash and cash equivalents	Level 1	$76,508	$76,508	$31,798	$31,798
Investment securities available for sale	Level 2	911,324	911,324	912,443	912,443
Investment securities available for sale, at fair value held in securitization trusts	Level 3	96,124	96,124	92,578	92,578
Residential mortgage loans held in securitization trusts (net)	Level 3	159,512	146,172	163,237	152,104

Distressed residential mortgage loans (net) [1]	Level 3	234,459	241,395	264,434	254,543
Multi-family loans held in securitization trusts	Level 3	8,221,642	8,221,642	8,111,022	8,111,022
Derivative assets	Level 1 or 2	201,579	201,579	197,590	197,590
Mortgage loans held for sale (net) [2]	Level 3	2,492	2,550	2,496	2,595
First mortgage loans [2]	Level 3	8,242	8,514	8,249	8,318
Mezzanine loan and equity investments [2]	Level 3	28,414	28,780	21,568	21,812
Financial Liabilities:					
Financing arrangements, portfolio investments	Level 2	$767,827	$767,827	$791,125	$791,125
Residential collateralized debt obligations	Level 3	154,456	142,319	158,410	151,910
Multi-family collateralized debt obligations	Level 3	7,975,421	7,975,421	7,871,020	7,871,020
Securitized debt	Level 3	298,200	309,501	304,964	311,535
Derivative liabilities	Level 1 or 2	706	706	1,432	1,432
Payable for securities purchased	Level 1	204,840	204,840	191,592	191,592
Subordinated debentures	Level 3	45,000	38,367	45,000	39,310

Includes distressed residential mortgage loans held in securitization trusts with a carrying value amounting to approximately $229.2 million and $254.7 million at March 31, 2014 and December 31, 2013, respectively.

(1) Distressed residential mortgage loans with a carrying value amounting to approximately $5.2 million and $9.7 million are included in receivables and other assets in the accompanying condensed consolidated balance sheets at March 31, 2014 and December 31, 2013, respectively.

(2) Included in receivables and other assets in the accompanying condensed consolidated balance sheets.

In addition to the methodology to determine the fair value of the Company's financial assets and liabilities reported at fair value on a recurring basis and non-recurring basis, as previously described, the following methods and assumptions were used by the Company in arriving at the fair value of the Company's other financial instruments in the table immediately above:

a. *Cash and cash equivalents* – Estimated fair value approximates the carrying value of such assets.

b. *Residential mortgage loans held in securitization trusts (net)* – Residential mortgage loans held in the securitization trusts are recorded at amortized cost. Fair value is based on an internal valuation model that considers the aggregated characteristics of groups of loans such as, but not limited to, collateral type, index, interest rate, margin, length of fixed-rate period, life cap, periodic cap, underwriting standards, age and credit estimated using the estimated market prices for similar types of loans.

c. *Distressed residential mortgage loans (net)* – Fair value is estimated using pricing models taking into consideration current interest rates, loan amount, payment status and property type, and forecasts of future interest rates, home prices and property values, prepayment speeds, default, loss severities, and actual purchases and sales of similar loans.

d. *Mortgage loans held for sale (net)* – The fair value of mortgage loans held for sale (net) are estimated by the Company based on the price that would be received if the loans were sold as whole loans taking into consideration the aggregated characteristics of the loans such as, but not limited to, collateral type, index, interest rate, margin, length of fixed interest rate period, life time cap, periodic cap, underwriting standards, age and credit.

e. *First mortgage loan and mezzanine loan and equity investments* – Estimated fair value is determined by both market comparable pricing and discounted cash flows. The discounted cash flows are based on the underlying contractual cash flows and estimated changes in market yields. The fair value also reflects consideration of changes in credit risk since the origination or time of initial investment.

f. *Financing arrangements* – The fair value of these financing arrangements approximates cost as they are short term in nature.

g. *Residential collateralized debt obligations* – The fair value of these CDOs is based on discounted cash flows as well as market pricing on comparable obligations.

h. *Securitized debt* – The fair value of securitized debt is based on discounted cash flows using management's estimate for market yields.

i. *Payable for securities purchased* – Estimated fair value approximates the carrying value of such liabilities.

j. *Subordinated debentures* – The fair value of these subordinated debentures is based on discounted cash flows using management's estimate for market yields.

14. Stockholders' Equity

(a) Dividends on Preferred Stock

The Company had 200,000,000 authorized shares of preferred stock, par value $0.01 per share, with 3,000,000 shares issued and outstanding as of March 31, 2014 and December 31, 2013. On June 4, 2013, the Company issued 3,000,000 shares of 7.75% Series B Cumulative Redeemable Preferred Stock ("Series B Preferred Stock"), with a par value of $0.01 per share and a liquidation preference of $25 per share, 3,450,000 shares authorized, in an underwritten public offering, for net proceeds of approximately $72.4 million, after deducting underwriting discounts and offering expenses. The Series B Preferred Stock is entitled to receive a dividend at a rate of 7.75% per year on the $25 liquidation preference and is senior to the common stock with respect to distributions upon liquidation, dissolution or winding up. The Series B Preferred Stock generally does not have any voting rights, subject to an exception in the event the Company fails to pay dividends on such stock for six or more quarterly periods (whether or not consecutive). Under such circumstances, the Series B Preferred Stock will be entitled to vote to elect two additional directors to the Company's Board of Directors (the "Board") designating the Series B Preferred Stock until all unpaid dividends have been paid or declared and set apart for payment. In addition, certain material and adverse changes to the terms of the Series B Preferred Stock cannot be made without the affirmative vote of holders of at least two-thirds of the outstanding shares of Series B Preferred Stock.

The Series B Preferred Stock is not redeemable by the Company prior to June 4, 2018, except under circumstances intended to preserve the Company's qualification as a REIT and except upon the occurrence of a Change of Control (as defined in the Articles Supplementary designating the Series B Preferred Stock). On and after June 4, 2018, the Company may, at its option, redeem the Series B Preferred Stock, in whole or in part, at any time or from time to time, for cash at a redemption price equal to $25.00 per share, plus any accumulated and unpaid dividends.

In addition, upon the occurrence of a Change of Control, the Company may, at its option, redeem the Series B Preferred Stock, in whole or in part, within 120 days after the first date, on which such Change of Control occurred, for cash at a redemption price of $25.00 per share, plus any accumulated and unpaid dividends.

The Series B Preferred Stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and will remain outstanding indefinitely unless repurchased or redeemed by the Company or converted into the Company's common stock in connection with a Change of Control by the holders of the Series B Preferred Stock.

Upon the occurrence of a Change of Control, each holder of Series B Preferred Stock will have the right (unless the Company has exercised its right to redeem the Series B Preferred Stock) to convert some or all of the Series B Preferred Stock held by such holder into a number of shares of our common stock per share of Series B Preferred Stock determined by a formula, in each case, on the terms and subject to the conditions described in the Articles Supplementary.

From the time of original issuance of the Series B Preferred Stock through March 31, 2014, the Company has declared and paid all required quarterly dividends on such stock. The following table presents the relevant dates with respect to such quarterly cash dividends on the Series B Preferred Stock from issuance through March 31, 2014:

Declaration Date	**Record Date**	**Payment Date**	**Cash Dividend Per Share**
March 13, 2014	April 1, 2014	April 15, 2014	$0.484375
December 10, 2013	January 1, 2014	January 15, 2014	$0.484375
September 12, 2013	October 1, 2013	October 15, 2013	$0.484375
June 18, 2013	July 1, 2013	July 15, 2013	$0.220660

(b) Dividends on Common Stock

The following table presents cash dividends declared by the Company on its common stock with respect to each of the quarterly periods commencing January 1, 2013 and ended March 31, 2014:

Period	Declaration Date	Record Date	Payment Date	Cash Dividend Per Share
First Quarter 2014	March 13, 2014	March 24, 2014	April 25, 2014	$ 0.27
Fourth Quarter 2013	December 10, 2013	December 20, 2013	January 27, 2014	0.27
Third Quarter 2013	September 12, 2013	September 23, 2013	October 25, 2013	0.27
Second Quarter 2013	June 18, 2013	June 28, 2013	July 25, 2013	0.27
First Quarter 2013	March 18, 2013	March 28, 2013	April 25, 2013	0.27

(c) Public Offering of Common Stock

The table below presents information with respect to shares of the Company's common stock issued through public offerings during the three months ended March 31, 2014. There were no public offerings of common stock during the three months ended March 31, 2013.

Share Issue Date	Shares Issued	Net Proceeds [1]
(Amounts in Thousands)		
January 10, 2014	11,500	$ 75,846

(1) Proceeds are net of underwriting costs and offering expenses paid by the Company.

(d) Equity Distribution Agreement

On June 11, 2012, we entered into an equity distribution agreement with JMP Securities LLC ("JMP") as the placement agent, pursuant to which we may sell up to $25,000,000 worth of shares of our common stock from time to time through JMP. We have no obligation to sell any of the shares under the equity distribution agreement and may at any time suspend solicitations and offers under the equity distribution agreement. During the three months ended March 31, 2014, there were no shares issued under the equity distribution agreement. During the three months ended March 31, 2013, we issued 315,514 shares under the equity distribution agreement resulting in total net proceeds to the Company of $2.3 million, after deducting the placement fees. Also, as of March 31, 2013, we had 164,500 share subscriptions that settled on April 1, 2013, resulting in total net proceeds to the Company of $1.2 million after deducting the placement fees.

15. Earnings Per Share

The Company calculates basic net income per share by dividing net income for the period by weighted-average shares of common stock outstanding for that period. Diluted net income per share takes into account the effect of dilutive instruments, such as convertible preferred stock, stock options and unvested restricted or performance stock, but 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. There were no dilutive instruments for the three months ended March

31, 2014 and 2013.

The following table presents the computation of basic and dilutive net income per share for the periods indicated (dollar amounts in thousands, except per share amounts):

	For the Three Months Ended March 31,	
	2014	2013
Numerator:		
Net income attributable to common stockholders – Basic	$21,258	$15,383
Net income attributable to common stockholders – Dilutive	$21,258	$15,383
Denominator:		
Weighted average basic shares outstanding	74,505	49,611
Weighted average dilutive shares outstanding	74,505	49,611
EPS:		
Basic EPS	$0.29	$0.31
Dilutive EPS	$0.29	$0.31

16. Stock Incentive Plan

Pursuant to the 2010 Plan Stock Incentive Plan as approved by the Company’s stockholders, eligible employees, officers and directors of the Company have the opportunity to acquire the Company's common stock through the award of restricted stock and other equity awards under the 2010 Plan. The maximum number of shares that may be issued under the 2010 Plan is 1,190,000.

Of the common stock authorized at March 31, 2014 and December 31, 2013, 890,512 shares and 995,029 shares, respectively, were reserved for issuance under the Company's 2010 Stock Incentive Plan. At March 31, 2014 and December 31, 2013, there were 162,171 and 94,873 shares of unvested restricted stock outstanding under the 2010 Plan. The Company's directors have been issued 83,311 shares under the 2010 Plan as of March 31, 2014 and December 31, 2013. The Company's officers have been issued 216,177 and 111,660 shares under the 2010 Plan as of March 31, 2014 and December 31, 2013, respectively.

During the three months ended March 31, 2014 and 2013, the Company recognized non-cash compensation expense of $82,000 and $35,000, respectively. Dividends are paid on all restricted stock issued, whether those shares have vested or not. In general, non-vested restricted stock is forfeited upon the recipient's termination of employment. There were no forfeitures during the three months ended March 31, 2014 and 2013.

A summary of the activity of the Company's non-vested restricted stock under the 2010 Plan for the three months ended March 31, 2014 and 2013, respectively, are presented below:

	2014		2013	
	Number of Non-vested Restricted Shares	Weighted Average Per Share Grant Date Fair Value [1]	Number of Non-vested Restricted Shares	Weighted Average Per Share Grant Date Fair Value [1]
Non-vested shares at January 1	94,873	$ 7.01	31,580	$ 6.58
Granted	104,517	7.39	75,385	7.13
Vested	(37,219)	6.97	(12,092)	6.65
Non-vested shares as of March 31	162,171	$ 7.26	94,874	$ 7.01
Weighted-average fair value of restricted stock granted during the period	104,517	$ 7.39	75,385	$ 7.13

(1) The grant date fair value of restricted stock awards is based on the closing market price of the Company's common stock at the grant date.

At March 31, 2014 and 2013, the Company had unrecognized compensation expense of $1.1 million and $0.6 million, respectively, related to the non-vested shares of restricted common stock under the 2010 Plan. The unrecognized compensation expense at March 31, 2014 is expected to be recognized over a weighted average period of 2.5 years. The total fair value of restricted shares vested during the three months ended March 31, 2014 and 2013 was

approximately $0.3 million and $0.1 million, respectively. The requisite service period for restricted shares at issuance is three years.

17. Income Taxes

At March 31, 2014, a wholly owned TRS of the Company had approximately $59 million of net operating loss carryforwards which the Company does not expect to be able to utilize to offset future taxable income, other than taxable income arising from certain “built in gains” on its CLOs. The carryforwards will expire between 2024 through 2028. The Internal Revenue Code places certain limitations on the annual amount of net operating loss carryforwards that can be utilized if certain changes in the Company’s ownership occur. The Company determined during 2012 that it had undergone ownership changes within the meaning of Internal Revenue Code Section 382 that the Company believes will substantially eliminate utilization of these net operating loss carryforwards to offset future taxable income. In general, if a company incurs an ownership change under Section 382, the company's ability to utilize a net operating loss, or NOL carryforward to offset its taxable income becomes limited to a certain amount per year. In 2013, the Company, through its wholly owned TRSs, incurred net operating losses in the aggregate amount of approximately $2.5 million. The Company’s carryforward net operating losses will expire by 2033 if they are not offset by future taxable income. Additionally, during 2013, the Company, through one of its wholly owned TRSs, also incurred approximately $3.5 million in capital losses. The Company’s carryforward capital losses will expire by 2018 if they are not offset by future capital gains. The Company has recorded a valuation allowance against certain deferred tax assets at March 31, 2014 as management does not believe that it is more likely than not that these deferred tax assets will be realized.

The Company files income tax returns with the U.S. federal government and various state and local jurisdictions. The Company is no longer subject to tax examinations by tax authorities for years prior to 2010. The Company has assessed its tax positions for all open years, which includes 2010 to 2013 and concluded that there are no material uncertainties to be recognized.

During the three months ended March 31, 2014 and 2013, the Company's TRSs recorded approximately $3.0 million and $0.1 million, respectively, of income tax expense. The Company's estimated taxable income differs from the federal statutory rate as a result of state and local taxes, non-taxable REIT income and a valuation allowance and other differences.

The gross deferred tax asset at March 31, 2014 and December 31, 2013 is $30.7 million and $30.3 million, respectively. The major sources of temporary differences included in the deferred tax assets and their deferred tax effect as of March 31, 2014 and December 31, 2013 are as follows (dollar amounts in thousands):

	March 31, 2014	**December 31, 2013**
Deferred tax assets		
Net operating loss carryforward	$28,642	$28,250
Net capital loss carryforward	1,755	1,594
GAAP/Tax basis differences	313	489
Total deferred tax assets [1]	30,710	30,333
Valuation allowance	(30,561)	(30,278)
Total net deferred tax asset	149	55
Deferred tax liabilities		
Deferred tax liabilities	183	55
Total deferred tax liabilities [2]	183	55
Total net deferred tax liability	$34	$—

(1) Included in receivables and other assets in the accompanying condensed consolidated balance sheets.
(2) Included in accrued expenses and other liabilities in the accompanying condensed consolidated balance sheets.

18. Related Party Transactions

Management Agreements

On April 5, 2011, the Company entered into a management agreement with RiverBanc, pursuant to which RiverBanc provides investment management services to the Company. On March 13, 2013, the Company entered into an amended and restated management agreement with RiverBanc (as amended, the "RiverBanc Management Agreement"). The RiverBanc Management Agreement replaces the prior management agreement between RiverBanc and the Company, dated as of April 5, 2011. The amended and restated agreement has an effective date of January 1, 2013 and has a term that will expire on December 31, 2014, subject to automatic annual one-year renewals thereof.

As of March 31, 2014 and December 31, 2013, the Company owned a 20% membership interest in RiverBanc. For the three months ended March 31, 2014 and 2013, the Company recognized approximately $142,000 and $19,000 in income related to its investment in RiverBanc, respectively.

For the three months ended March 31, 2014 and 2013, the Company expensed $1.1 million and $0.7 million in fees to RiverBanc, respectively. As of March 31, 2014 and December 31, 2013, the Company had fees payable to RiverBanc of $0.7 million and $1.0 million, respectively, included in accrued expenses and other liabilities.

19. Subsequent Events

On April 7, 2014, we closed on the issuance of 14,950,000 shares of common stock to the underwriters (including the 1,950,000 shares issuable pursuant to the option granted to the underwriters), resulting in net proceeds to the Company of approximately $109.9 million, after deducting estimated offering expenses.

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

CAUTIONARY 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 SEC, or in press releases or other written or oral communications issued or made by us, statements which are not historical in nature, including those containing words such as "believe," "expect," "anticipate," "estimate," "plan," "continue," "intend," "should," "would," "could," "goal," "objective," "will," "may" or similar expressions, are intended to identify "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, or Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or 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 performance, taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. The following factors are examples of those that could cause actual results to vary from our forward-looking statements: changes in interest rates and the market value of our securities, changes in credit spreads, the impact of the downgrade of the long-term credit ratings of the U.S., Fannie Mae, Freddie Mac, and Ginnie Mae; market volatility; changes in the prepayment rates on the mortgage loans underlying our investment securities; increased rates of default and/or decreased recovery rates on our assets; our ability to borrow to finance our assets; changes in government laws, regulations or policies affecting our business, including actions taken by the U.S. Federal Reserve and the U.S. Treasury; our ability to maintain our qualification as a REIT for federal tax purposes; our ability to maintain our exemption from registration under the Investment Company Act of 1940, as amended; 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 in this report and in Part I, Item 1A – "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2013 and as updated by our subsequent filings with the SEC under the Exchange Act, could cause our actual results to differ materially from those projected in any forward-looking statements we make. All forward-looking statements speak only as of the date on which they are made. New risks and uncertainties arise over time and it is not possible to predict those events or how they may affect us. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Defined Terms

In this Quarterly Report on Form 10-Q we refer to New York Mortgage Trust, Inc., together with its consolidated subsidiaries, as "we," "us," "Company," or "our," unless we specifically state otherwise or the context indicates otherwise. We refer to our wholly-owned taxable REIT subsidiaries as "TRSs" and our wholly-owned qualified REIT

subsidiaries as "QRSs." In addition, the following defines certain of the commonly used terms in this report: "RMBS" refers to residential mortgage-backed securities comprised of adjustable-rate, hybrid adjustable-rate, fixed-rate, interest only and inverse interest only, and principal only securities; "Agency RMBS" refers to RMBS representing interests in or obligations backed by pools of mortgage loans issued or guaranteed by a federally chartered corporation ("GSE"), such as the Federal National Mortgage Association ("Fannie Mae") or the Federal Home Loan Mortgage Corporation ("Freddie Mac"), or an agency of the U.S. government, such as the Government National Mortgage Association ("Ginnie Mae"); "Agency ARMs" refers to Agency RMBS comprised of adjustable-rate and hybrid adjustable-rate RMBS; "non-Agency RMBS" refers to RMBS backed by prime jumbo and Alternative A-paper ("Alt-A") mortgage loans; "IOs" refers collectively to interest only and inverse interest only mortgage-backed securities that represent the right to the interest component of the cash flow from a pool of mortgage loans; "Agency IOs" refers to IOs that represent the right to the interest components of the cash flow from a pool of mortgage loans issued or guaranteed by a GSE or an agency of the U.S. government; "POs" refers to mortgage-backed securities that represent the right to the principal component of the cash flow from a pool of mortgage loans; "ARMs" refers to adjustable-rate residential mortgage loans; "prime ARM loans"and "residential securitized loans"each refer to prime credit quality residential ARM loans ("prime ARM loans") held in securitization trusts; "distressed residential loans" refers to pools of performing and re-performing, fixed-rate and adjustable-rate, fully amortizing, interest-only and balloon, seasoned mortgage loans secured by first liens on one- to four-family properties; "CMBS" refers to commercial mortgage-backed securities comprised of commercial mortgage pass-through securities, as well as IO or PO securities that represent the right to a specific component of the cash flow from a pool of commercial mortgage loans; and "CLO" refers to collateralized loan obligations.

General

We are a REIT, for federal income tax purposes, in the business of acquiring, investing in, financing and managing primarily mortgage-related assets and financial assets. Our objective is to manage a portfolio of investments that will deliver stable distributions to our stockholders over diverse economic conditions. We intend to achieve this objective through a combination of net interest margin and net realized capital gains from our investment portfolio. Our portfolio includes certain credit sensitive assets and investments sourced from distressed markets in recent years that create the potential for capital gains, as well as more traditional types of mortgage-related investments that generate interest income.

We have endeavored to build in recent years a diversified investment portfolio that includes elements of interest rate and credit risk, as we believe a portfolio diversified among interest rate and credit risks are best suited to delivering stable cash flows over various economic cycles. Under our investment strategy, our targeted assets currently include multi-family CMBS, mezzanine loans to and preferred equity investments in owners of multi-family properties, residential mortgage loans, including loans sourced from distressed markets, and Agency RMBS. Subject to maintaining our qualification as a REIT, we also may opportunistically acquire and manage various other types of mortgage-related and financial assets that we believe will compensate us appropriately for the risks associated with them, including, without limitation, non-Agency RMBS (which may include IOs and POs), collateralized mortgage obligations and securities issued by newly originated residential securitizations, including credit sensitive securities from these securitizations.

We strive to maintain and achieve a balanced and diverse funding mix to finance our assets and operations. To this end, we rely primarily on a combination of short-term borrowings, such as repurchase agreements with terms typically of 30 days, and longer term structured financings, such as securitization and re-securitization transactions, with terms longer than one year.

We internally manage a certain portion of our portfolio, including Agency ARMs, fixed-rate Agency RMBS, non-Agency RMBS, CLOs and certain residential mortgage loans held in securitization trusts. In addition, as part of our investment strategy, we also contract with certain external investment managers to manage specific asset types targeted by us. We are a party to separate investment management agreements with Headlands Asset Management LLC (“Headlands”), The Midway Group, LP (“Midway”) and RiverBanc, LLC (“RiverBanc”), with Headlands providing investment management services with respect to our investments in certain distressed residential mortgage loans, Midway providing investment management services with respect to our investments in Agency IOs, and RiverBanc providing investment management services with respect to our investments in multi-family CMBS and certain commercial real estate-related debt investments.

Key First Quarter 2014 Developments

Public Offering of Common Stock

On January 10, 2014, we closed on the issuance of 11,500,000 shares of common stock in an underwritten public offering (including 1,500,000 shares issuable pursuant to an option granted to the underwriters), resulting in net proceeds of approximately $75.8 million after deducting offering expenses.

Sales and Refinancing of Distressed Residential Mortgage Loans

During the first quarter of 2014, the Company sold and refinanced distressed residential mortgage loans with a carrying value, including advances, of approximately $32.7 million for aggregate proceeds of approximately $40.9 million, which resulted in a net realized gain, before income taxes, to the Company of approximately $8.2 million.

First Quarter 2014 Common Stock and Preferred Stock Dividends

On March 13, 2014, our Board of Directors declared a regular quarterly cash dividend of $0.27 per common share for the quarter ended March 31, 2014. The dividend was paid on April 25, 2014 to our common stockholders of record as of March 24, 2014.

Also, in accordance with the terms of our Series B Preferred Stock, on March 13, 2014, our Board of Directors declared a Series B Preferred Stock quarterly cash dividend of $0.484375 per share of Series B Preferred Stock. The dividend was paid on April 15, 2014 to our preferred stockholders of record as of April 1, 2014.

Subsequent Events

On April 7, 2014, we closed on the issuance of 14,950,000 shares of common stock to the underwriters (including the 1,950,000 shares issuable pursuant to the option granted to the underwriters), resulting in net proceeds to the Company of approximately $109.9 million, after deducting estimated offering expenses.

Current Market Conditions and Commentary

General. The U.S. economy grew less than initially expected during the first quarter of 2014 due, in part, to adverse weather in parts of the United States. U.S. real gross domestic product ("GDP") expanded by 0.1% during the first quarter of 2014, as compared to growth of 4.1% and 2.6% in the third and fourth quarters of 2013, respectively. According to the U.S. Department of Labor, the U.S. unemployment rate at the end of March 2014 held steady at 6.7%, unchanged from the unemployment rate as of the end of December 2013, while total nonfarm payroll employment posted an estimated average monthly increase of approximately 178,000 jobs during the first quarter of 2014 as compared to an average monthly increase of 194,000 jobs during the year ended December 31, 2013. The lower average monthly employment growth numbers for the first quarter of 2014 was significantly impacted by the jobs number in January 2014, which recorded just 144,000 new jobs. However, other signs have suggested that labor conditions are improving modestly, including a recent jobs report that indicated that the economy added 288,000 new jobs in April and an unemployment rate of 6.3% at the end of April 2014. In light of the slower than expected economic growth during the first quarter of 2014, U.S. Federal Reserve, or Federal Reserve, policymakers slightly reduced the high end of their range for GDP growth projections for 2014 and 2015, with the central tendency projections for GDP growth ranging from 2.8% to 3.0% for 2014 and 3.0% to 3.2% for 2015.

As previously publicized, in December 2013, given indications that the U.S. economy had improved sufficiently, the Federal Reserve announced that it would reduce the pace of its purchases under QE3 of (i) longer-term U.S. Treasury securities to $40 billion per month and (ii) Agency RMBS to $35 billion per month, and that it would likely reduce the pace of asset purchases in further measured steps to be announced at future meetings. In late January 2014, the Federal Reserve announced that it would reduce its asset purchases by an additional $10 billion per month beginning in February 2014. The Federal Reserve has maintained that pace of reductions in its asset purchase program throughout the first quarter of 2014. In April 2014, the Federal Reserve indicated that, beginning in May 2014, it would reduce the pace of its purchases of (i) longer-term U.S. Treasury securities to $25 billion per month and (ii) Agency RMBS to $20 billion per month. These reductions have been in-line with the market's expectations for asset purchase reductions under QE3.

While the Federal Reserve maintained its asset purchase reductions as expected, the Federal Reserve announced in March 2014 an update to its forward guidance for the target range of the federal funds rate. The Federal Reserve maintained its intent to keep the target range for the federal funds rate between 0% and 0.25%, but indicated that in determining how long to maintain the current target range, the Federal Reserve will assess progress, both realized and

expected, towards its objectives of maximum employment and 2% inflation. Recognizing that unemployment was likely to drop below 6.5% in the near term, the Federal Reserve elected to eliminate this quantitative unemployment rate threshold that had previously been part of its forward guidance relating to the federal fund rate.

With most of the reports out of the Federal Reserve during the first quarter of 2014 relatively in-line with the market's expectations for Federal Reserve actions, the rate on the ten-year U.S. Treasury note has traded in a range from 2.60% to 3.01% during the first quarter of 2014, finishing the quarter at 2.72%.

Single-Family Homes and Residential Mortgage Market. The residential real estate market has started to show signs of slowing in recent months. Data released by S&P Indices for its S&P/Case-Shiller Home Price Indices for January 2014 showed that, while on average, home prices increased by 13.2% for the 20-City Composite in January 2014 as compared to January 2013, January 2014 represented the third consecutive monthly decline in prices for the 20-City Composite. In addition, according to data provided by the U.S. Department of Commerce, privately-owned housing starts for single family homes averaged a seasonally adjusted annual rate of 605,300 during the first quarter of 2014, as compared to an annual rate of 617,600 in the year ended December 31, 2013. We expect the single-family residential real estate market to continue to improve modestly in the near term, but believe that higher interest rates and tepid job creation will contribute to slowing housing gains for single family homes over the next 12 months.

Multi-family Housing. Apartments and other residential rental properties remain one of the better performing segments of the commercial real estate market. According to data provided by the U.S. Department of Commerce, starts on multi-family homes containing five units or more averaged a seasonally adjusted annual rate of 305,300 during the first quarter of 2014, as compared to an annual rate of 293,700 in the year ended December 31, 2013. Strength in the multi-family housing sector has contributed to valuation improvements for multi-family properties and, in turn, many of the multi-family CMBS that we own.

Developments at Fannie Mae and Freddie Mac. Payments on the Agency ARMs and fixed-rate Agency RMBS in which we invest are guaranteed by Fannie Mae and Freddie Mac. In addition, although not guaranteed by Freddie Mac, all of our multi-family CMBS has been issued by securitization vehicles sponsored by Freddie Mac. As broadly publicized, Fannie Mae and Freddie Mac are presently under federal conservatorship as the U.S. Government continues to evaluate the future of these entities and what role the U.S. Government should continue to play in the housing markets in the future. Since being placed under federal conservatorship, there have been a number of proposals introduced, both from industry groups and by the U.S. Congress, relating to changing the role of the U.S. government in the mortgage market and reforming or eliminating Fannie Mae and Freddie Mac. One of the proposed bills that has received serious consideration is the Housing Finance Reform and Taxpayer Protection Act of 2013, also known as the Corker-Warner Bill, which was introduced in the U.S. Senate. This legislation, among other things, would eliminate Freddie Mac and Fannie Mae and replace them with a new agency which would provide a financial guarantee that would only be tapped after private institutions and investors stepped in. It remains unclear how this or any other proposal will become law or, should a proposal become law, if or how the enacted law will differ from the current draft of this bill. It is unclear how the proposal or any other similar proposal would impact housing finance, and what impact, if any, they will have on mortgage REITs.

Credit Spreads. Credit spreads in the residential and commercial markets have generally continued to tighten further during the first quarter of 2014, continuing a trend exhibited during a significant part of 2012 and 2013. Typically when credit spreads widen, credit-sensitive assets such as CLOs, multi-family CMBS, distressed residential loans, as well as Agency IOs, are negatively impacted, while tightening credit spreads typically have a positive impact on the value of such assets.

Asset gathering in the first quarter of 2014 has been more difficult as an increased supply of investable capital focused more on credit sensitive assets which has put upward pressure on pricing on certain of our targeted assets. While this has had a positive impact on the valuation of many of the assets in our current portfolio, it has caused the sourcing of new investments at attractive risk-adjusted return levels to become more challenging in recent months.

Financing markets and liquidity. The 30-day London Interbank Offered Rate ("LIBOR") was 0.15% at March 31, 2014, marking a decrease of approximately 2 basis points from December 31, 2013. Longer term interest rates were lower as of March 31, 2014 as compared to the 2013 year end, with the rate on the 10-year U.S. Treasury note decreasing by approximately 31 basis points to 2.72%.

Significant Estimates and Critical Accounting Policies

A summary of our critical accounting policies is included in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013 and "Note 2 – Summary of Significant Accounting Policies" to the condensed consolidated financial statements included therein.

Revenue Recognition. Interest income on our investment securities available for sale and on our mortgage loans is accrued based on the outstanding principal balance and their contractual terms. Premiums and discounts associated with investment securities and mortgage loans at the time of purchase or origination are amortized into interest income over the life of such securities using the effective yield method. Adjustments to premium amortization are made for actual prepayment activity.

Interest income on our credit sensitive securities, such as our non-Agency RMBS and certain of our CMBS that were purchased at a discount to par value, is recognized based on the security's effective interest rate. The effective interest rate on these securities is based on management's estimate from each security of the projected cash flows, which are estimated based on the Company's assumptions related to fluctuations in interest rates, prepayment speeds and the timing and amount of credit losses. On at least a quarterly basis, the Company reviews and, if appropriate, makes adjustments to its cash flow projections based on input and analysis received from external sources, internal models, and its judgment about interest rates, prepayment rates, the timing and amount of credit losses, and other factors. Changes in cash flows from those originally projected, or from those estimated at the last evaluation, may result in a prospective change in the yield/interest income recognized on these securities.

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

With respect to interest rate swaps that have not been designated as hedges, any net payments under, or fluctuations in the fair value of, such swaps will be recognized in current earnings.

Fair value. The Company has established and documented processes for determining fair values. Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, then fair value is based upon internally developed models that primarily use inputs that are market-based or independently-sourced market parameters, including interest rate yield curves. Such inputs to the valuation methodology are unobservable and significant to the fair value measurement. The Company's IOs, POs, multi-family loans held in securitization trusts and multi-family CDOs are considered to be the most significant of its fair value estimates.

The Company's valuation methodologies are described in "Note 13 – Fair Value of Financial Instruments" included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Residential Mortgage Loans Held in Securitization Trusts – Impaired Loans (net). Impaired residential mortgage loans held in the securitization trusts are recorded at amortized cost less specific loan loss reserves. Impaired loan value is based on management's estimate of the net realizable value taking into consideration local market conditions of the distressed property, updated appraisal values of the property and estimated expenses required to remediate the impaired loan.

Variable Interest Entities – A variable interest entity ("VIE") is an entity that lacks one or more of the characteristics of a voting interest entity. A VIE is defined as an entity in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. The Company consolidates a VIE when it is the primary beneficiary of such VIE. As primary beneficiary, it has both the power to direct the activities that most significantly impact the economic performance of the VIE and a right to receive benefits or absorb losses of the entity that could be potentially significant to the VIE. The Company is required to reconsider its evaluation of whether to consolidate a VIE each reporting period, based upon changes in the facts and circumstances pertaining to the VIE.

Loan Consolidation Reporting Requirement for Certain Multi-Family K-Series Securitizations. As of March 31, 2014 and December 31, 2013, we owned 100% of the first loss, tranche of securities of the "Consolidated K-Series". The Consolidated K-Series, collectively represents six separate Freddie Mac sponsored multi-family loan K-Series securitizations, of which we, or one of our special purpose entities, or SPEs, own the first loss PO securities and certain IO securities. We determined that the Consolidated K-Series were VIEs and that we are the primary beneficiary of the Consolidated K-Series. As a result, we are required to consolidate the Consolidated K-Series' underlying multi-family loans including their liabilities, income and expenses in our consolidated financial statements. We have elected the fair value option on the assets and liabilities held within the Consolidated K-Series, which requires that changes in valuations in the assets and liabilities of the Consolidated K-Series will be reflected in our consolidated statement of operations.

Fair Value Option – The fair value option provides an election that allows companies to irrevocably elect fair value for financial assets and liabilities on an instrument-by-instrument basis at initial recognition. Changes in fair value for

assets and liabilities for which the election is made will be recognized in earnings as they occur. The Company elected the fair value option for its Agency IO strategy and the Consolidated K-Series (as defined in Note 2 to our unaudited condensed consolidated financial statements included in this report).

Acquired Distressed Residential Mortgage Loans – Acquired distressed residential mortgage loans that have evidence of deteriorated credit quality at acquisition are accounted for under ASC Subtopic 310-30, "Loans and Debt Securities Acquired with Deteriorated Credit Quality" ("ASC 310-30"). Under ASC 310-30, the acquired loans may be aggregated and accounted for as a pool of loans if the loans being aggregated have common risk characteristics. A pool is accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows. Once a pool is assembled, it is treated as if it was one loan for purposes of applying the accounting guidance. The Company applied pool accounting on distressed residential mortgage loans acquired starting January 1, 2013; distressed residential mortgage loans acquired prior to 2013 are accounted for individually (i.e., not in pools).

Under ASC 310-30, the excess of cash flows expected to be collected over the carrying amount of the loans, referred to as the “accretable yield,” is accreted into interest income over the life of the loans in each pool or individually using a level yield methodology. Accordingly, our acquired distressed residential mortgage loans accounted for under ASC 310-30 are not subject to classification as nonaccrual classification in the same manner as our residential mortgage loans that were not distressed when acquired by us. Rather, interest income on acquired distressed residential mortgage loans relates to the accretable yield recognized at the pool level or on an individual loan basis, and not to contractual interest payments received at the loan level. The difference between contractually required principal and interest payments and the cash flows expected to be collected, referred to as the “non-accretable difference,” includes estimates of both the impact of prepayments and expected credit losses over the life of the individual loan, or the pool (for loans grouped into a pool).

The Company monitors actual cash collections against its expectations, and revised cash flow expectations are prepared as necessary. A decrease in expected cash flows in subsequent periods may indicate that the loan pool or individual loan, as applicable, is impaired thus requiring the establishment of an allowance for loan losses by a charge to the provision for loan losses. An increase in expected cash flows in subsequent periods initially reduces any previously established allowance for loan losses by the increase in the present value of cash flows expected to be collected, and results in a recalculation of the amount of accretable yield for the loan pool. The adjustment of accretable yield due to an increase in expected cash flows is accounted for prospectively as a change in estimate. The additional cash flows expected to be collected are reclassified from the non-accretable difference to the accretable yield, and the amount of periodic accretion is adjusted accordingly over the remaining life of the loans in the pool or individual loan, as applicable.

Recent Accounting Pronouncements

A discussion of recent accounting pronouncements and the possible effects on our financial statements is included in "Note 2 — Summary of Significant Accounting Policies" included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Capital Allocation

The following tables set forth our allocated capital by investment type at March 31, 2014 and December 31, 2013, respectively (dollar amounts in thousands):

At March 31, 2014:

	Agency RMBS[1]	Agency IOs	Multi-Family[2]	Distressed Residential Loans	Residential Securitized Loans[3]	Other[4]	Total
Carrying value	$729,377	$144,978	$380,606	$235,265	$159,512	$41,221	$1,690,959
Liabilities:							
Callable[5]	(665,139)	(94,238)	—	—	—	(8,450)	(767,827)
Non-callable	—	—	(135,191)	(163,009)	(154,456)	(45,000)	(497,656)
Hedges (Net)[6]	3,337	5,241	—	—	—	—	8,578
Cash	11,000	38,711	—	—	—	65,508	115,219

Other	1,820	2,015	1,295	28,533	1,370	(18,464)	16,569
Net capital allocated	$80,395	$96,707	$246,710	$100,789	$6,426	$34,815	$565,842

(1) Includes both Agency ARMs and Agency fixed rate RMBS.

(2) The Company determined it is the primary beneficiary of the Consolidated K-Series and has consolidated the Consolidated K-Series into the Company's financial statements. A reconciliation to our financial statements as of March 31, 2014 follows:

Multi-family loans held in securitization trusts, at fair value	$8,221,642
Multi-family CDOs, at fair value	(7,975,421)
Multi-family real estate owned	3,545
Net carrying value	249,766
Investment securities available for sale, at fair value held in securitization trusts	96,124
Total CMBS, at fair value	345,890
First mortgage loan, mezzanine loan and preferred equity investments	34,716
Securitized debt	(135,191)
Other	1,295
Net Capital in Multi-Family	$246,710

(3) Represents our residential mortgage loans held in securitization trusts.

(4) Other includes CLOs having a carrying value of $34.7 million, non-Agency RMBS and loans held for investment. Other callable liabilities include an $8.5 million repurchase agreement on our CLO securities and other non-callable liabilities consist of $45.0 million in subordinated debentures.

(5) Includes repurchase agreements.

(6) Includes derivative assets, derivative liabilities, payable for securities purchased and restricted cash posted as margin.

At December 31, 2013:

	Agency RMBS[1]	Agency IOs	Multi-Family[2]	Distressed Residential Loans	Residential Securitized Loans[3]	Other[4]	Total
Carrying value	$745,265	$131,609	$360,430	$265,390	$163,237	$39,825	$1,705,756
Liabilities:							
Callable[5]	(687,927)	(94,698)	—	—	—	(8,500)	(791,125)
Non-callable	—	—	(135,093)	(169,871)	(158,410)	(45,000)	(508,374)
Hedges (Net)[6]	3,474	11,256	—	—	—	—	14,730
Cash	—	30,441	—	—	—	31,798	62,239
Other	1,916	1,861	1,218	7,975	1,745	(17,275)	(2,560)
Net capital allocated	$62,728	$80,469	$226,555	$103,494	$6,572	$848	$480,666

(1) Includes both Agency ARMs and Agency fixed rate RMBS.

(2) The Company determined it is the primary beneficiary of the Consolidated K-Series and has consolidated the Consolidated K-Series into the Company's financial statements. A reconciliation to our financial statements as of December 31, 2013 follows:

Multi-family loans held in securitization trusts, at fair value	$ 8,111,022
Multi-family CDOs, at fair value	(7,871,020)
Net carrying value	240,002
Investment securities available for sale, at fair value held in securitization trusts	92,578
Total CMBS, at fair value	332,580
First mortgage loan, mezzanine loan and preferred equity investments	27,850
Securitized debt	(135,093)
Other	1,218
Net Capital in Multi-Family	$ 226,555

(3) Represents our residential mortgage loans held in securitization trusts.

(4) Other includes CLOs having a carrying value of $33.2 million, non-Agency RMBS and loans held for investment. Other callable liabilities include an $8.5 million repurchase agreement on our CLO securities and other non-callable liabilities consist of $45.0 million in subordinated debentures.

(5) Includes repurchase agreements.

(6) Includes derivative assets, derivative liabilities, payables for securities purchased and restricted cash posted as margin.

Results of Operations

Comparison of the Three Months Ended March 31, 2014 to the Three Months Ended March 31, 2013

For the three months ended March 31, 2014, we reported net income attributable to common stockholders of $21.3 million as compared to net income attributable to common stockholders of $15.4 million for the same period in 2013. The main components of the change in net income for the three months ended March 31, 2014, as compared to the same period in 2013 are detailed in the following table (dollar amounts in thousands, except per share data):

	For the Three Months Ended March 31,		
	2014	2013	$ Change
Net interest income	$19,825	$12,984	$6,841
Total other income	$13,475	$6,466	$7,009
Total general, administrative and other expenses	$7,559	$3,936	$3,623
Income from operations before income taxes	$25,741	$15,514	$10,227
Income tax expense	$3,030	$131	$2,899
Net income	$22,711	$15,383	$7,328
Preferred stock dividends	$(1,453)	$—	$(1,453)
Net income attributable to common stockholders	$21,258	$15,383	$5,875
Basic income per common share	$0.29	$0.31	$(0.02)
Diluted income per common share	$0.29	$0.31	$(0.02)

In general, the significant increases in a number of the line items set forth above is largely a function of the growth in the Company's stockholders' equity from $328.4 million as of March 31, 2013 to $565.8 million as of March 31, 2014 and the corresponding growth in the size of the Company's portfolio of interest earning assets, combined with a high demand for many credit sensitive assets, such as our multi-family CMBS, which has favorably impacted the valuation of these assets, and greater sale and refinancing activity in our distressed residential portfolio, which resulted in a realized gain of $8.2 million. The increase in tax expense was primarily due to the increase in realized gains resulting from loan sales in our distressed loan portfolio, as loan sale activity is transacted in a taxable REIT subsidiary for REIT compliance purposes and accordingly is subject to federal, state and local taxes.

Net Interest Income

The significant increase in net interest income for the three months ended March 31, 2014 is directly attributable to the growth in our average interest earning assets, which increased by $186.1 million at March 31, 2014 as compared to the first quarter of 2013. During the past year, the Company increasingly allocated capital to credit sensitive, higher yielding investments and allocated less capital to its Agency RMBS portfolio, which is lower-yielding. As of March 31, 2014, 61% of the Company's capital was allocated to investments in multi-family CMBS, other multi-family investments and distressed residential loans, up from 48% at March 31, 2013. This selective allocation of capital favorably impacted net interest margin in recent quarters, including the first quarter of 2014. In addition, the first quarter of 2014 was also favorably impacted by a slowdown in prepayment rates in our Agency RMBS and Agency IO portfolios as compared to our prepayment experience in 2013 (See "Quarterly Comparative Net Interest Spread" section below).

The combination of investment allocation to credit sensitive assets and decreased prepayment rates resulted in a 91 basis point increase in net interest spread when comparing the first quarter of 2014 to the first quarter of 2013.

Other Income

Total other income increased by $7.0 million for the three months ended March 31, 2014 as compared to the same period in 2013. The changes in total other income for the three months ended March 31, 2014 as compared to the same period in 2013 were primarily driven by:

- an increase in realized gains on distressed residential mortgage loans of $8.1 million for the three months ended March 31, 2014 as compared to the same period in 2013. The realized gains are derived from loan refinancings, workouts and resales, with the majority of the realized income on these assets in the first quarter of 2014 from loan resales.

- a decrease in net unrealized gains on multi-family loans and debt held in securitization trusts of $2.1 million for the three months ended March 31, 2014 as compared to the same period in 2013, primarily due to a less favorable credit spread environment for our multi-family CMBS investments during the first quarter of 2014 as compared to the first quarter of 2013; and

- an increase in realized gain on investment securities and related hedges of $5.2 million partially offset by an increase in unrealized loss on investment securities and related hedges of $4.2 million for the three months ended March 31, 2014, respectively, as compared to the same period in 2013, which is primarily related to our Agency IO portfolio. The Agency IO portfolio performed better in the first quarter of 2014 due to lower interest rate volatility and improved IO pricing as compared to the first quarter of 2013.

Comparative Expenses *(dollar amounts in thousands)*

	For the Three Months Ended March 31,		
General, Administrative and Other Expenses	**2014**	**2013**	**$ Change**
Salaries, benefits and directors' compensation	$1,050	$597	$ 453
Professional fees	891	680	211
Base management and incentive fees	3,778	1,555	2,223
Expenses on distressed residential mortgage loans	1,212	432	780
Other	628	672	(44)
Total	$7,559	$3,936	$ 3,623

The increase in general, administrative and other expenses was largely attributable to the increase in management fees, expenses related to our distressed residential mortgage loan investments and salaries, benefits and directors' compensation. The increase in base management and incentive fees was driven in large part by the increase in assets managed by our external managers, which closely corresponds to the growth in our stockholders' equity since the first quarter of 2013, and the performance of the assets they manage for us during the period, which resulted in incentive fees earned. The increase in expenses related to distressed residential mortgage loans is due to the significant increase in our investment in this asset class as compared to the same period in 2013. The distressed residential mortgage loan strategy typically has a higher cost, as loan servicing and resolution processing on distressed loans is more operationally intensive than performing loans. The increase in salaries, benefits and directors' compensation can be attributed to internalization of the Company's accounting function.

Quarterly Comparative Net Interest Spread

Our results of operations for our investment portfolio during a given period typically reflect the net interest income earned on our investment portfolio of Agency and non-Agency RMBS, CMBS (including CMBS held in securitization trusts), residential securitized loans, distressed residential loans including, distressed residential loans held in securitization trusts, loans held for investment, loans held for sale and CLOs (collectively, our "Interest Earning Assets"). The net interest spread is impacted by factors such as our cost of financing, the interest rate that our investments bear and our interest rate hedging strategies. Furthermore, the amount of premium or discount paid on purchased portfolio investments and the prepayment rates on portfolio investments will impact the net interest spread as such factors will be amortized over the expected term of such investments. Realized and unrealized gains and losses on TBAs, Eurodollar and Treasury futures and other derivatives associated with our Agency IO investments, which do not utilize hedge accounting for financial reporting purposes, are included in other income (expense) in our statement of operations, and therefore, not reflected in the data set forth below.

The following table sets forth, among other things, the net interest spread for our portfolio of Interest Earning Assets by quarter for the eight most recently completed quarters, excluding the costs of our subordinated debentures:

Quarter Ended	**Average Interest Earning Assets ($ millions)[2]**	**Weighted Average Yield on Interest Earning Assets[3]**	**Cost of Funds[4]**	**Net Interest Spread[5]**
March 31, 2014[1]	$ 1,632.2	6.40 %	2.01 %	4.39 %
December 31, 2013[1]	$ 1,644.7	5.99 %	1.89 %	4.10 %
September 30, 2013[1]	$ 1,586.6	5.21 %	1.62 %	3.59 %
June 30, 2013[1]	$ 1,524.1	4.89 %	1.41 %	3.48 %
March 31, 2013[1]	$ 1,446.1	4.86 %	1.38 %	3.48 %
December 31, 2012	$ 1,350.2	4.46 %	1.13 %	3.33 %
September 30, 2012	$ 698.5	5.99 %	1.29 %	4.70 %
June 30, 2012	$ 409.4	7.28 %	1.33 %	5.95 %

(1) Average Interest Earning Assets for the quarter excludes all Consolidated K-Series assets other than those securities issued by the securitizations comprising the Consolidated K-Series that are actually owned by us.

(2) Our Average Interest Earning Assets is calculated each quarter as the daily average balance of our Interest Earning Assets for the quarter, excluding unrealized gains and losses.

(3) Our Weighted Average Yield on Interest Earning Assets was calculated by dividing our annualized interest income from Interest Earning Assets for the quarter by our average Interest Earning Assets for the quarter.

(4) Our Cost of Funds was calculated by dividing our annualized interest expense from our Interest Earning Assets for the quarter by our average financing arrangements, portfolio investments, Residential CDOs and Securitized Debt for the quarter. Our cost of funds includes the impact of our liability interest rate hedging activities.

(5) Net Interest Spread is the difference between our Weighted Average Yield on Interest Earning Assets and our Cost of Funds.

Prepayment Experience

The following table sets forth the actual constant prepayment rates ("CPR") for selected asset classes, by quarter, for the periods indicated:

Quarter Ended	**Agency ARMs**	**Agency Fixed Rate**	**Agency IOs**	**Non-Agency RMBS**	**Residential Securitizations**	**Weighted Average for Overall Portfolio**
March 31, 2014	8.8 %	5.2 %	11.3 %	9.7 %	7.5 %	8.8 %
December 31, 2013	6.7 %	5.3 %	13.5 %	16.8 %	12.6 %	10.0 %
September 30, 2013	16.8 %	8.5 %	20.4 %	23.6 %	12.0 %	15.3 %
June 30, 2013	22.2 %	6.4 %	21.9 %	18.3 %	6.5 %	15.4 %
March 31,2013	20.8 %	3.8 %	21.6 %	15.9 %	10.2 %	12.9 %
December 31, 2012	14.5 %	1.9 %	21.8 %	16.2 %	11.6 %	12.5 %
September 30, 2012	17.5 %	2.0 %	19.2 %	15.1 %	4.6 %	15.1 %
June 30, 2012	24.8 %	N/A	19.4 %	15.2 %	7.4 %	16.6 %

When prepayment expectations over the remaining life of assets increase, we have to amortize premiums over a shorter time period resulting in a reduced yield to maturity on our investment assets. Conversely, if prepayment expectations decrease, the premium would be amortized over a longer period resulting in a higher yield to maturity. In addition, the market values and cash flows from our Agency IOs can be adversely affected during periods of elevated prepayments. We monitor our prepayment experience on a monthly basis and adjust the amortization rate to reflect current market conditions.

As a result of the significant increase in long-term treasury rates and mortgage rates during the quarter ended June 30, 2013, mortgage originations related to refinancing decreased, resulting in lower prepayment speeds for many of our Agency RMBS in the latter part of 2013 and early 2014.

Portfolio Asset Yields for the Quarter Ended March 31, 2014

The following table summarizes the Company's significant assets at and for the quarter ended March 31, 2014, classified by relevant categories (dollar amount in thousands):

	Carrying Value	**Coupon[1]**	**Yield[1]**	**CPR[1]**
Agency Fixed Rate RMBS	$525,631	2.94 %	2.07 %	5.2 %
CMBS[2]	$345,890	0.14 %	12.27 %	N/A
Distressed Residential Loans[3]	$234,459	5.93 %	6.84 %	N/A
Agency ARMs	$203,746	2.91 %	2.15 %	8.8 %
Residential Securitized Loans	$159,512	2.44 %	2.34 %	7.5 %
Agency IOs	$144,978	5.57 %	16.15 %	11.3 %
CLOs	$34,695	4.13 %	40.15 %	N/A

(1) Coupons, yields and CPRs are based on first quarter 2014 daily average balances. Yields are calculated on amortized cost basis.

(2) CMBS carrying value, coupons and yield calculations are based on the underlying CMBS that are actually owned by the Company and do not include the other consolidated assets and liabilities of the Consolidated K-Series not owned by the Company.

(3) Distressed residential loan yield is net of provision for loan losses.

Financial Condition

As of March 31, 2014, we had approximately $10.1 billion of total assets, as compared to approximately $9.9 billion of total assets as of December 31, 2013. The increase is primarily due to cash proceeds from our public offering of common stock in the first quarter. A significant portion of our assets represents the assets comprising the Consolidated K-Series, which we consolidate under the accounting rules. See "Loan Consolidation Reporting Requirement for Certain Multi-Family K-Series Securitizations."

Balance Sheet Analysis

Investment Securities Available for Sale. At March 31, 2014, our securities portfolio includes Agency RMBS, including Agency fixed-rate and ARM pass-through certificates, Agency IOs, non-Agency RMBS and CLOs, which are classified as investment securities available for sale. At March 31, 2014, we had no investment securities in a single issuer or entity that had an aggregate book value in excess of 10% of our total assets. The decrease in investment securities available for sale as of March 31, 2014 as compared to December 31, 2013 is primarily a result of principal paydowns.

The following tables set forth the balances of our investment securities available for sale by vintage (i.e., by issue year) as of March 31, 2014 and December 31, 2013, respectively (dollar amounts in thousands):

	March 31, 2014		December 31, 2013	
	Par Value	Carrying Value	Par Value	Carrying Value
Agency RMBS				
ARMs				
Prior to 2011	$23,774	$25,082	$24,500	$25,815
2011	24,412	25,764	25,795	27,243
2012	149,921	152,900	153,863	156,264
Total ARMs	198,107	203,746	204,158	209,322
Fixed				
2011	2,724	2,798	3,028	3,085
2012	511,550	522,833	526,465	532,858
Total Fixed	514,274	525,631	529,493	535,943
IO				
Prior to 2011	248,201	35,964	247,739	34,793
2011	154,003	25,477	160,856	26,350
2012	307,500	55,292	293,322	52,388
2013	138,412	25,879	100,656	18,078
2014	18,212	2,366	—	—
Total IOs	866,328	144,978	802,573	131,609
Total Agency RMBS	1,578,709	874,355	1,536,224	876,874
Non Agency RMBS				
2006	2,924	2,274	3,001	2,361
CLOs				
2007	35,550	34,695	35,550	33,208

Total	$1,617,183	$911,324	$1,574,775	$912,443

Investment Securities Available for Sale Held in Securitization Trusts. At March 31, 2014, our securities portfolio includes multi-family CMBS classified as investment securities available for sale held in securitization trusts, which are multi-family CMBS transferred to securitization trusts as part of securitization transactions. The increase in carrying value at March 31, 2014 is primarily due to improved pricing on our CMBS investments. The following table sets forth the balances of our investment securities available for sale held in securitization trusts by vintage (i.e., by issue year) as of March 31, 2014 and December 31, 2013 (dollar amounts in thousands):

	March 31, 2014		December 31, 2013	
	Par Value	Carrying Value	Par Value	Carrying Value
CMBS:				
2011	$897,500	$30,331	$900,137	$29,289
2012	1,100,627	65,793	1,101,549	63,289
Total	$1,998,127	$96,124	$2,001,686	$92,578

Residential Mortgage Loans Held in Securitization Trusts (net). Included in our portfolio are prime ARM loans that we originated or purchased in bulk from third parties that met our investment criteria and portfolio requirements and that we subsequently securitized in 2005.

At March 31, 2014, residential mortgage loans held in securitization trusts totaled approximately $159.5 million. The Company's net investment in the residential securitization trusts, which is the maximum amount of the Company's investment that is at risk to loss and represents the difference between the carrying amount of the ARM mortgage loans and real estate owned held in residential securitization trusts and the amount of Residential CDOs outstanding, was $6.4 million. Of the residential mortgage loans held in securitized trusts, 100% are traditional ARMs or hybrid ARMs, 82.9% of which are ARM loans that are interest only. With respect to the hybrid ARMs included in these securitizations, interest rate reset periods were predominately five years or less and the interest-only period is typically 9 years, which mitigates the "payment shock" at the time of interest rate reset. None of the residential mortgage loans held in securitization trusts are pay option-ARMs or ARMs with negative amortization.

The following table details our residential mortgage loans held in securitization trusts at March 31, 2014 and December 31, 2013, respectively (dollar amounts in thousands):

	Number of Loans	Par Value	Carrying Value
March 31, 2014	416	$161,337	$159,512

December 31, 2013	422	$165,173	$163,237

Characteristics of Our Residential Mortgage Loans Held in Securitization Trusts:

The following table sets forth the composition of our residential mortgage loans held in securitization trusts as of March 31, 2014 and December 31, 2013 respectively (dollar amounts in thousands):

	March 31, 2014			December 31, 2013		
	Average	**High**	**Low**	**Average**	**High**	**Low**
General Loan Characteristics:						
Original Loan Balance	436	2,950	48	$438	$2,950	$48
Current Coupon Rate	2.76 %	7.25 %	1.25 %	2.77 %	7.25 %	1.25 %
Gross Margin	2.37 %	4.13 %	1.13 %	2.37 %	4.13 %	1.13 %
Lifetime Cap	11.32%	13.25%	9.13 %	11.32%	13.25%	9.13 %
Original Term (Months)	360	360	360	360	360	360
Remaining Term (Months)	253	261	220	256	264	223
Average Months to Reset	3	11	1	3	11	1
Original FICO Score	727	818	593	727	818	593
Original LTV	70.26%	95.00%	13.94%	70.21%	95.00%	13.94%

The following tables detail the activity for the residential mortgage loans held in securitization trusts (net) for the three months ended March 31, 2014 and 2013, respectively (dollar amounts in thousands):

	Principal	Premium	Allowance for Loan Losses	Net Carrying Value
Balance, January 1, 2014	$ 165,173	$ 1,053	$ (2,989)	$ 163,237
Principal repayments	(4,365)	—	—	(4,365)
Provision for loan loss	—	—	(16)	(16)
Transfer to real estate owned	(212)	—	157	(55)
Charge-Offs	741	—	—	741
Amortization of premium	—	(30)	—	(30)
Balance, March 31, 2014	$ 161,337	$ 1,023	$ (2,848)	$ 159,512

	Principal	Premium	Allowance for Loan Losses	Net Carrying Value
Balance, January 1, 2013	$ 189,009	$ 1,198	$ (2,978)	$ 187,229
Principal repayments	(6,181)	—	—	(6,181)
Provision for loan loss	—	—	(280)	(280)
Transfer to real estate owned	(71)	—	53	(18)
Charge-Offs	—	—	—	—
Amortization of premium	—	(37)	—	(37)
Balance, March 31, 2013	$ 182,757	$ 1,161	$ (3,205)	$ 180,713

Acquired Distressed Residential Mortgage Loans. Distressed residential mortgage loans held in securitization trusts and distressed residential mortgage loans are comprised of pools of fixed and adjustable rate residential mortgage loans acquired by the Company at a discount to par value (that is due, in part, to the credit quality of the borrower). Distressed residential mortgage loans held in securitization trusts are distressed residential mortgage loans transferred to Consolidated VIEs that have been securitized into beneficial interests.

At March 31, 2014 and December 31, 2013, distressed residential mortgage loans held in securitization trusts, had a carrying value of $229.2 million and $254.7 million, respectively. The Company’s net investment in the securitization trusts, which is the maximum amount of the Company’s investment that is at risk to loss and represents the difference between the carrying amount of the net assets and liabilities associated with the distressed residential mortgage loans held in securitization trusts, was $95.6 million and $93.9 million at March 31, 2014 and December 31, 2013, respectively.

At March 31, 2014 and December 31, 2013, distressed residential mortgage loans included in receivables and other assets account in the accompanying condensed consolidated balance sheets had a carrying value of $5.2 million and $9.7 million, respectively.

The following table details our portfolio of distressed residential mortgage loans, including those distressed residential mortgage loans held in securitization trusts, at March 31, 2014 and December 31, 2013, respectively (dollar amounts in thousands):

	Number of Loans	**Unpaid principal**	**Carrying Value**
March 31, 2014	2,348	$294,585	$234,459
December 31, 2013	2,580	$339,578	$264,434

Characteristics of Our Distressed Residential Mortgage Loans, including Distressed Residential Mortgage Loans Held in Securitization Trusts:

Loan to Value at Purchase			**March 31, 2014**		**December 31, 2013**	
50.00%	or	less	4.5	%	4.3	%
50.01%	-	60.00%	4.4	%	4.2	%
60.01%	-	70.00%	7.5	%	7.4	%
70.01%	-	80.00%	10.3	%	9.9	%
80.01%	-	90.00%	14.7	%	14.5	%
90.01%	-	100.00%	13.0	%	12.2	%
100.01%	and	over	45.6	%	47.5	%
Total			100.0	%	100.0	%

FICO Scores at Purchase			March 31, 2014		December 31, 2013	
550	or	less	15.4	%	16.4	%
551	to	600	21.9	%	22.6	%
601	to	650	24.1	%	24.6	%
651	to	700	19.4	%	18.8	%
701	to	750	12.6	%	11.7	%
751	to	800	5.8	%	5.2	%
801	and	over	0.8	%	0.7	%
Total			100.0	%	100.0	%

Current Coupon			March 31, 2014		December 31, 2013	
3.00%	or	less	16.7	%	17.9	%
3.01%	-	4.00%	7.9	%	9.9	%
4.01%	-	5.00%	10.3	%	10.1	%
5.01%	-	6.00%	13.3	%	14.6	%
6.01%	and	over	51.8	%	47.5	%
Total			100.0	%	100.0	%

Delinquency Status			March 31, 2014		December 31, 2013	
Current			80.7	%	79.5	%
31	–	60 days	13.4	%	12.0	%
61	–	90 days	0.9	%	4.1	%
90+ days			5.0	%	4.4	%
Total			100.0	%	100.0	%

Origination Year	March 31, 2014		December 31, 2013	
2005 or earlier	35.5	%	33.4	%
2006	16.1	%	15.6	%
2007	41.5	%	44.0	%
2008 or later	6.9	%	7.0	%
Total	100.0	%	100.0	%

Consolidated K-Series As of March 31, 2014 and December 31, 2013, we owned 100% of the first loss securities of the Consolidated K-Series. The Consolidated K-Series are comprised of multi-family mortgage loans held in six Freddie Mac-sponsored multi-family K-Series securitizations as of March 31, 2014 and December 31, 2013, respectively, of which we, or one of our SPEs, own the first loss securities and certain IOs. We determined that the securitizations comprising the Consolidated K-Series were VIEs and that we are the primary beneficiary of these securitizations. Accordingly, we are required to consolidate the Consolidated K-Series' underlying multi-family loans and related debt, income and expense in our financial statements. We have elected the fair value option on the assets and liabilities held within the Consolidated K-Series, which requires that changes in valuations in the assets and liabilities of the Consolidated K-Series will be reflected in our consolidated statement of operations. As of March 31, 2014 and December 31, 2013, the Consolidated K-Series was comprised of $8.2 billion and $8.1 billion, respectively, in multi-family loans held in securitization trusts and $8.0 billion and $7.9 billion, respectively, in multi-family CDOs outstanding with a weighted average interest rate of 4.16%. As a result of the consolidation of the Consolidated K-Series, our condensed consolidated statements of operations for the three months ended March 31, 2014 included $74.9 million in interest income and $68.7 million in interest expense, respectively. Also, we recognized a $4.9 million unrealized gain in the statement of operations for the three months ended March 31, 2014 as a result of the fair value accounting method election. We do not have any claims to the assets (other than the security represented by our first loss piece) or obligations for the liabilities of the Consolidated K-Series. Our investment in the Consolidated K-Series is limited to the multi-family CMBS comprised of first loss tranche PO securities and or/certain IOs issued by these K-Series securitizations with an aggregate net carrying value of $249.8 million and $240.0 million as of March 31, 2014 and December 31, 2013, respectively.

Multi-Family CMBS Loan Characteristics:

The following table details the loan characteristics of the loans that back our multi-family CMBS (including the Consolidated K-Series) in our portfolio as of March 31, 2014 and December 31, 2013, respectively (dollar amounts in thousands, except as noted):

	March 31, 2014		December 31, 2013	
Current balance of loans	$12,518,863		$12,585,131	
Number of loans	739		742	
Weighted average original LTV	69.0	%	69.0	%
Weighted average underwritten debt service coverage ratio	1.50	x	1.50	x
Current average loan size	$16,940		$16,961	
Weighted average original loan term (in months)	112		112	
Weighted average current remaining term (in months)	86		85	
Weighted average loan rate	4.37	%	4.37	%
First mortgages	100	%	100	%
Geographic state concentration (greater than 5.0%):				
California	14.1	%	14.0	%
Texas	13.6	%	13.7	%
New York	7.3	%	7.2	%
Florida	6.4	%	6.5	%
Washington	5.3	%	5.3	%

Financing Arrangements, Portfolio Investments. As of March 31, 2014 and December 31, 2013, we had approximately $767.8 million and $791.1 million of repurchase borrowings outstanding, respectively. As of March 31, 2014 and December 31, 2013, the current weighted average borrowing rate on these financing facilities was 0.44% and 0.49%, respectively. Our repurchase agreements typically have terms of 30 days.

As of March 31, 2014 and December 31, 2013, we had no counterparties where the amount at risk was in excess of 5% of Stockholders' Equity. The amount at risk is defined as the fair value of securities pledged as collateral to the repurchase agreement in excess of the repurchase agreement liability.

As of March 31, 2014 and December 31, 2013, the outstanding balance under our repurchase agreements was funded at an advance rate of 92.2% that implies an average haircut of 7.8%. The weighted average "haircut" related to our repurchase agreement financing for our Agency RMBS (excluding Agency IOs), Agency IOs and CLOs was approximately 5%, 25% and 35%, respectively, for a total weighted average "haircut" of 7.8% as of March 31, 2014 and December 31, 2013.

The following table details the ending balance, quarterly average balance and maximum balance at any month-end during the quarter over the last three years for repurchase agreement borrowings outstanding (dollar amounts in thousands):

Quarter Ended	Quarterly Average Balance	End of Quarter Balance	Maximum Balance at any Month-End
March 31, 2014	$ 774,545	$ 767,827	$ 784,019
December 31, 2013	$ 796,044	$ 791,125	$ 800,193
September 30, 2013	$ 799,341	$ 794,181	$ 810,506
June 30, 2013	$ 885,942	$ 855,153	$ 924,667
March 31, 2013	$ 879,732	$ 878,824	$ 882,611
December 31, 2012	$ 878,201	$ 889,134	$ 889,134
September 30, 2012	$ 446,610	$ 580,176	$ 592,976
June 30, 2012	$ 129,101	$ 138,871	$ 138,871
March 31, 2012	$ 113,092	$ 118,385	$ 118,385

Residential Collateralized Debt Obligations. As of March 31, 2014 and December 31, 2013, we had Residential CDOs, of $154.5 million and $158.4 million, respectively. As of March 31, 2014 and December 31, 2013, the weighted average interest rate of these Residential CDOs was 0.54% and 0.55%, respectively. The Residential CDOs are collateralized by ARM loans with a principal balance of $161.3 million and $165.2 million at March 31, 2014 and December 31, 2013, respectively. The Company retained the owner trust certificates, or residual interest for three securitizations, and, as of March 31, 2014 and December 31, 2013, had a net investment in the residential securitization trusts of $6.4 million and $6.6 million, respectively.

Securitized Debt. The following table summarizes the Company's securitized debt collateralized by multi-family CMBS and distressed residential mortgage loans (dollar amounts in thousands):

	Multi-family CMBS Re-securitization	**Collateralized Recourse Financings**	**Distressed Residential Mortgage Loan Securitizations**
Original Face amount of Notes issued by the VIE and purchased by 3rd party investors	$ 35,000	$ 107,853	$176,970
Principal Amount at March 31, 2014	$ 34,431	$ 107,853	$163,009
Principal Amount at December 31, 2013	$ 34,508	$ 107,853	$169,871
Carrying Value at March 31, 2014	$ 27,338	$ 107,853	$163,009
Carrying Value at December 31, 2013	$ 27,240	$ 107,853	$169,871
Pass-through rate of Notes issued	5.35%	One-month LIBOR plus 5.25% - 6.50%	4.25% - 4.85%

Refer to Note 7 of our condensed consolidated financial statements included in this report for more information on Securitized Debt.

Subordinated Debentures. As of March 31, 2014, certain of our wholly owned subsidiaries had trust preferred securities outstanding of $45.0 million with a weighted average interest rate of 4.07%. The securities are fully guaranteed by us with respect to distributions and amounts payable upon liquidation, redemption or repayment. These securities are classified as subordinated debentures in the liability section of our condensed consolidated balance sheets.

Derivative Assets and Liabilities. We generally hedge the risks related to changes in interest rates related to our borrowings as well as market values of our overall portfolio.

In order to reduce our interest rate risk related to our borrowings, we may utilize various hedging instruments, such as interest rate swap agreement contracts whereby we receive floating rate payments in exchange for fixed rate payments, effectively converting our short term repurchase agreement borrowings or Residential CDOs to a fixed rate. At March 31, 2014, the Company had $350.0 million of notional amount of interest rate swaps outstanding with a fair market asset value of $1.9 million. At December 31, 2013, the Company had $350.0 million of notional amount of interest rate swaps outstanding with a fair market asset value of $2.0 million. The interest rate swaps qualify as cash flow hedges for financial reporting purposes.

In addition to utilizing interest rate swaps, we may purchase or sell short U.S. Treasury securities or enter into Eurodollar or other futures contracts or options on futures to help mitigate the potential impact of changes in interest rates on the performance of our Agency IOs. We may borrow securities to cover short sales of U.S. Treasury securities under reverse repurchase agreements. Realized and unrealized gains and losses associated with purchases and short sales of U.S. Treasury securities, Eurodollar or other futures and swaptions are recognized through earnings in the condensed consolidated statements of operations.

The Company uses To-Be-Announced securities, or TBAs, U.S. Treasury securities and U.S. Treasury futures and options to hedge interest rate risk, as well as spread risk associated with its investments in Agency IOs. For example, we may utilize TBAs to hedge the interest rate or yield spread risk inherent in our long Agency RMBS positions associated with our investments in Agency IOs by taking short positions in TBAs that are similar in character. In a TBA transaction, we would agree 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. The Company typically does not take delivery of TBAs, but rather settles with its trading counterparties on a net basis. TBAs are liquid and have quoted market prices and represent the most actively traded class of RMBS. For TBA contracts that we have entered into, we have not asserted that physical settlement is probable. Because we have not designated these forward commitments associated with our Agency IOs as hedging instruments, realized and unrealized gains and losses associated with these TBAs, U.S. Treasury securities and U.S. Treasury futures and options are recognized through earnings in the condensed consolidated statements of operations.

The use of TBAs exposes the Company to market value risk, as the market value of the securities that the Company is required to purchase pursuant to a TBA transaction may decline below the agreed-upon purchase price. Conversely, the market value of the securities that the Company is required to sell pursuant to a TBA transaction may increase above the agreed upon sale price. The use of TBAs associated with our Agency IO investments creates significant short term payables (and/or receivables) on our balance sheet.

Derivative financial instruments may contain credit risk to the extent that the institutional counterparties may be unable to meet the terms of the agreements. We minimize this risk by limiting our counterparties to major financial institutions with good credit ratings. In addition, we regularly monitor the potential risk of loss with any one party resulting from this type of credit risk. Accordingly, we do not expect any material losses as a result of default by other parties, but we cannot guarantee that we will not experience counterparty failures in the future.

In connection with our investment in Agency IOs, we utilize several types of derivative instruments to hedge the overall risk profile of these investments. This hedging technique is dynamic in nature and requires frequent adjustments, which accordingly makes it very difficult to qualify for hedge accounting treatment. Hedge accounting treatment requires specific identification of a risk or group of risks and then requires that we designate a particular trade to that risk with no minimal ability to adjust over the life of the transaction. Because we and Midway are frequently adjusting these derivative instruments in response to current market conditions, we have determined to account for all the derivative instruments related to our Agency IO investments as derivatives not designated as hedging instruments.

Balance Sheet Analysis - Stockholders' Equity

Stockholders' equity at March 31, 2014 was $565.8 million and included $11.4 million of accumulated other comprehensive income. The accumulated other comprehensive income consisted of $14.6 million in unrealized gains primarily related to our CLOs, $20.2 million in net unrealized gains related to our CMBS and $1.9 million in unrealized derivative gains related to cash flow hedges, partially offset by $25.3 million in unrealized losses related to our Agency RMBS and non-Agency RMBS. Stockholders' equity at December 31, 2013 was $480.7 million and included $3.1 million of accumulated other comprehensive income. The accumulated other comprehensive income consisted of $14.7 million in unrealized gains primarily related to our CLOs, $18.3 million in net unrealized gains related to our CMBS and $2.0 million in unrealized derivative gains related to cash flow hedges, partially offset by $31.9 million in unrealized losses related to our Agency RMBS and non-Agency RMBS. The increase in stockholders' equity at March 31, 2014, as compared to December 31, 2013, is primarily due to our issuance of common stock in public offerings with net proceeds to us of $75.8 million, after deducting offering expenses, during the three months ended March 31, 2014.

Analysis of Changes in Book Value

The following table analyzes the changes in book value of our common stock for the three months ended March 31, 2014 (amounts in thousands, except per share):

	Three Months Ended March 31, 2014		
	Amount	**Shares**	**Per Share** [1]
Beginning Balance [2]	$405,666	64,102	$6.33
Common stock issuance, net	76,038	11,605	
Balance after share issuance activity	481,704	75,707	6.35
Dividends declared	(20,441)		(0.27)
Net change AOCI: [3]			
Hedges	(129)		0.00
RMBS	6,636		0.09
CMBS	1,920		0.03
CLOs	(106)		0.00
Net income attributable to common stockholders	21,258		0.28
Ending Balance	$490,842	75,707	$6.48

(1) Outstanding shares used to calculate book value per share for the quarter ended period is based on outstanding shares as of March 31, 2014 of 75,706,546
(2) Includes preferred stock liquidation preference amounting to $75 million.
(3) Accumulated other comprehensive income ("AOCI").

Liquidity and Capital Resources

General

Liquidity is a measure of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund and maintain investments, comply with margin requirements, fund our operations, pay management, incentive and consulting fees, pay dividends to our stockholders and other general business needs. Our investments and assets, excluding the principal only multi-family CMBS we invest in, generate liquidity on an ongoing basis

through principal and interest payments, prepayments, net earnings retained prior to payment of dividends and distributions from unconsolidated investments, while the principal only multi-family CMBS we invest in are backed by balloon non-recourse mortgage loans that provide for the payment of principal at maturity date, which is typically seven to ten years. In addition, depending on market conditions, the sale of investment securities, structured financings or capital market transactions may provide additional liquidity. However, our intention is to meet our liquidity needs through normal operations with the goal of avoiding unplanned sales of assets or emergency borrowing of funds.

During the three months ended March 31, 2014, net cash increased $44.7 million, as a result of $27.8 million provided by investing activities, $6.3 million provided by financing activities and $10.6 million of cash provided by operating activities. Our investing activities primarily included $21.3 million in principal paydowns received on investment securities available for sale, $16.6 million in principal repayments received on multi-family loans held in securitization trusts, $4.0 million in principal repayments received on residential mortgage loans held in securitization trusts, $42.8 million in principal repayments and proceeds from sales and refinancings of distressed residential mortgage loans, partially offset by $4.8 million of purchases of distressed residential mortgage loans, $12.5 million of purchases of investment securities, $6.9 million in the funding of a mezzanine loan and $34.7 million decrease in restricted cash. Our financing activities primarily included net proceeds from common stock issuances of $75.8 million, partially offset by $23.3 million in payments of financing arrangements, $16.6 million in payments made on multi-family CDOs, $18.7 million in dividends paid on common stock and Series B Preferred Stock, $4.0 million in payments made on Residential CDOs, and $6.9 million in payments made on securitized debt.

We fund our investments and operations through a balanced and diverse funding mix, which includes proceeds from equity offerings, short-term and longer-term repurchase agreement borrowings, CDOs, securitized debt, and trust preferred debentures. The type and terms of financing used by us depends on the asset being financed. In those cases where we utilize some form of structured financing, be it through CDOs, longer-term repurchase agreements or securitized debt (including financings similar to our CMBS Master Repurchase Agreements), the cash flow produced by the assets that serve as collateral for these structured finance instruments may be restricted in terms of its use or applied to pay principal or interest on CDOs, repurchase agreements, or notes that are senior to our interests. At March 31, 2014, we had cash and cash equivalents balances of $76.5 million, which increased from December 31, 2013. Based on our current investment portfolio, new investment initiatives, leverage ratio and available and future possible borrowing arrangements, we believe our existing cash balances, funds available under our various financing arrangements and cash flows from operations will meet our liquidity requirements for at least the next 12 months.

Liquidity – Financing Arrangements

We rely primarily on short-term repurchase agreements (typically 30 days) to finance the more liquid assets in our investment portfolio, such as Agency RMBS and CLOs. Recently, certain repurchase agreement lenders have elected to exit the repo lending market for various reasons, including capital requirement regulations. However, as certain lenders have exited the space, other financing counterparts that had not participated in the repo lending market historically have begun to step in to replace many of the lenders that have elected to exit.

As of March 31, 2014, we have outstanding short-term repurchase agreements, a form of collateralized short-term borrowing, with eleven different financial institutions. These agreements are secured by certain of our investment securities and bear interest rates that have historically moved in close relationship to LIBOR. Our borrowings under repurchase agreements are based on the fair value of our investment securities portfolio. Interest rate changes and increased prepayment activity can have a negative impact on the valuation of these securities, reducing the amount we can borrow under these agreements. Moreover, our repurchase agreements allow the counterparties to determine a new market value of the collateral to reflect current market conditions and because these lines of financing are not committed, the counterparty can call the loan at any time. Market value of the collateral represents the price of such collateral obtained from generally recognized sources or most recent closing bid quotation from such source plus accrued income. If a counterparty determines that the value of the collateral has decreased, the counterparty may initiate a margin call and require us to either post additional collateral to cover such decrease or repay a portion of the outstanding borrowing in cash, on minimal notice. Moreover, in the event an existing counterparty elected to not renew the outstanding balance at its maturity into a new repurchase agreement, we would be required to repay the outstanding balance with cash or proceeds received from a new counterparty or to surrender the securities that serve as collateral for the outstanding balance, or any combination thereof. If we are unable to secure financing from a new counterparty and had to surrender the collateral, we would expect to incur a loss. In addition, in the event one of our lenders under the repurchase agreement defaults on its obligation to “re-sell” or return to us the securities that are securing the borrowings at the end of the term of the repurchase agreement, we would incur a loss on the transaction equal to the amount of “haircut” associated with the short-term repurchase agreement, which we sometimes refer to as the “amount at risk.” As of March 31, 2014, we had an aggregate amount at risk under our repurchase agreements with eleven counterparties of approximately $61.1 million, with no greater than approximately $21.1 million at risk with any single counterparty.

At March 31, 2014, the Company had short-term repurchase agreement borrowings of $767.8 million as compared to $791.1 million as of December 31, 2013. In addition to our excess cash, the Company has $82.4 million in unencumbered securities, including $62.7 million of RMBS, of which $60.4 million are Agency RMBS. The $76.5 million of cash, the $62.7 million in RMBS, and $38.7 million held in overnight deposits in our Agency IO portfolio included in restricted cash that is available to meet margin calls as it relates to our Agency IO portfolio repurchase agreements, which collectively represent 23.2% of our financing arrangements, portfolio investments, are liquid and could be monetized to pay down or collateralize the liability immediately.

At March 31, 2014, we also had other longer-term debt, including Residential CDOs outstanding of $154.5 million, multi-family CDOs outstanding of $8.0 billion (which represent obligations of the Consolidated K-Series), subordinated debt of $45.0 million and securitized debt of $298.2 million. The CDOs are collateralized by residential and multi-family loans held in securitization trusts, respectively. The securitized debt represents the notes issued in (i) our May 2012 multi-family re-securitization transaction, (ii) our November 2012 and November 2013 multi-family CMBS collateralized recourse financing transaction, and (iii) our December 2012, July 2013 and September 2013 distressed residential mortgage loan securitization transactions, which are described in Note 7 in our condensed consolidated financial statements.

As of March 31, 2014, our overall leverage ratio, including both our short- and longer-term financing (and excluding the CDO's issued by the Consolidated K-Series and our Residential CDOs) divided by stockholders' equity, was approximately 2.0 to 1. As of March 31, 2014, our leverage ratio on our short term financings or callable debt was approximately 1.4 to 1. We monitor all at risk or short term borrowings to ensure that we have adequate liquidity to satisfy margin calls and have the ability to respond to other market disruptions.

Liquidity – Hedging and Other Factors

Certain of our hedging instruments may also impact our liquidity. We use interest rate swaps, swaptions, TBAs, Eurodollar or other futures contracts to hedge interest rate risk associated with our investments in Agency RMBS (including Agency IOs). With respect to interest rate swaps, futures contracts and TBAs, initial margin deposits will be made upon entering into these contracts and can be either cash or securities. During the period these contracts are open, changes in the value of the contract are recognized as unrealized gains or losses by marking to market on a daily basis to reflect the market value of these contracts at the end of each day's trading. We may be required to satisfy variable margin payments periodically, depending upon whether unrealized gains or losses are incurred.

We also use TBAs to hedge interest rate risk associated with our investments in Agency IOs. Since delivery for these securities extends beyond the typical settlement dates for most non-derivative investments, these transactions are more prone to market fluctuations between the trade date and the ultimate settlement date, and thereby are more vulnerable to increasing amounts at risk with the applicable counterparties. The use of TBAs associated with our Agency IO investments creates significant short term payables (and/or receivables), amounting to $199.2 million at March 31, 2014, and is included in payable for securities purchased on our condensed consolidated balance sheet.

We also use U.S. Treasury securities and U.S. Treasury futures and options to hedge interest rate risk associated with our investments in Agency IOs and interest rate swap agreements and swaptions as a mechanism to reduce the interest rate risk of our Agency ARMs and mortgage loans held in securitization trusts.

For additional information regarding the Company's derivative instruments and hedging activities for the periods covered by this report, including the fair values and notional amounts of these instruments and realized and unrealized gains and losses relating to these instruments, please see Note 8 to our consolidated financial statements included in this report. Also, please see Item 3. Quantitative and Qualitative Disclosures about Market Risk, under the caption, "Fair Value Risk", for a tabular presentation of the sensitivity of the market value and net duration changes of the Company's portfolio across various changes in interest rates, which takes into account the Company's hedging activities.

Liquidity — Equity Offerings

In addition to the financing arrangements described above under the caption "Liquidity—Financing Arrangements," we also rely on secondary equity offerings as a source of both short-term and long-term liquidity. During the three months ended March 31, 2014 and before the filing of the Company's Quarterly Form 10-Q, we closed on the following public equity offerings:

On January 7, 2014, we entered into an underwriting agreement whereby the underwriters agreed to purchase 11,500,000 shares of our common stock (including the 1,500,000 shares that were issuable pursuant to an over-allotment option) from us at a price of $6.61 per share. On January 10, 2014, we closed on the issuance of 11,500,000 shares of common stock to the underwriters, resulting in net proceeds to the Company of approximately $75.8 million, after deducting offering expenses.

On April 2, 2014, we entered into an underwriting agreement whereby the underwriters agreed to purchase 13,000,000 shares of our common stock (including the 1,950,000 shares that were issuable pursuant to an over-allotment option) from us at a price of $7.36 per share. On April 7, 2014, we closed on the issuance of 14,950,000 shares of common stock to the underwriters, resulting in net proceeds to the Company of approximately $109.9 million, after deducting offering expenses.

We intend to invest substantially all of the net proceeds from the respective offerings to fund additional investments in our targeted assets, particularly, distressed residential mortgage loans and mezzanine loans to or preferred equity investments in owners of multi-family properties.

We also may generate liquidity through the sale of shares of our common stock in an "at the market" offering program pursuant to an equity distribution agreement, as well as through the sale of shares of our common stock pursuant to our Dividend Reinvestment Plan, or DRIP. On January 14, 2013, we filed a registration statement on Form S-3 to enable us to issue up to $20,000,000 of shares of our common stock pursuant to our DRIP. On June 11, 2012, we entered into an equity distribution agreement with JMP Securities LLC as the placement agent, pursuant to which we may sell up to $25,000,000 of shares of our common stock from time to time through the placement agent. Pursuant to the equity distribution agreement, the shares may be offered and sold through the placement agent in transactions that are deemed to be "at the market" offerings as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on The Nasdaq Global Select Market or sales made to or through a market maker other than on an exchange or, subject to the terms of a written notice from us, in privately negotiated transactions. We have no obligation to sell any of the shares under the equity distribution agreement and may at any time suspend solicitations and offers under the equity distribution agreement. During the three months ended March 31, 2014, we did not issue any shares under the equity distribution agreement.

Management Agreements

We have investment management agreements with RiverBanc, Midway and Headlands, pursuant to which we pay these managers a base management and incentive fee, if earned, quarterly in arrears. See "- Results of Operations - Comparison of the Three Months Ended March 31, 2014 to Three Months Ended March 31, 2013 - Comparative Expenses" for more information regarding the management fees paid during the three months ended March 31, 2014. In addition, pursuant to the terms of our former advisory relationship with Harvest Capital Strategies LLC, or HCS, we also may pay incentive compensation to HCS with respect to those assets of our company that were managed by HCS at the time the advisory relationship with HCS concluded (the “Incentive Tail Assets”) until such time as such Incentive Tail Assets are disposed of by us or mature.

Dividends

On March 13, 2014, we declared a Series B Preferred Stock cash dividend of $0.484375 per share of Series B Preferred Stock for the quarterly period that began on January 15, 2014 and ended on April 14, 2014. This dividend was paid on April 15, 2014 to holders of record of Series B Preferred Stock as of April 1, 2014.

On March 13, 2014, we declared a 2014 first quarter cash dividend of $0.27 per common share, which is the same amount that was declared for the fourth quarter of 2013. The dividend was paid on April 25, 2014 to common stockholders of record as of March 24, 2014. The dividend was paid out of our working capital.

We expect to continue to pay quarterly cash dividends on our common stock during the near term. However, our Board of Directors will continue to evaluate our dividend policy each quarter and will make adjustments as necessary, based on a variety of factors, including, among other things, the need to maintain our REIT status, our financial condition, liquidity, earnings projections and business prospects. Our dividend policy does not constitute an obligation to pay dividends.

We intend to make distributions to our stockholders to comply with the various requirements to maintain our REIT status and to minimize or avoid corporate income tax and the nondeductible excise tax. However, differences in timing between the recognition of REIT taxable income and the actual receipt of cash could require us to sell assets or to borrow funds on a short-term basis to meet the REIT distribution requirements and to minimize or avoid corporate income tax and the nondeductible excise tax.

Exposure to European financial counterparties

We finance the acquisition of a significant portion of our mortgage-backed securities with repurchase agreements. In connection with these financing arrangements, we pledge our securities as collateral to secure the borrowings. The amount of collateral pledged will typically exceed the amount of the financing with the extent of over-collateralization from 5% of the amount borrowed (in the case of Agency ARM and Agency fixed rate RMBS collateral), 25% (in the case of Agency IOs) and up to 35% (in the case of CLO collateral).While our repurchase agreement financing results in us recording a liability to the counterparty in our consolidated balance sheet, we are exposed to the counterparty, if during the term of the repurchase agreement financing, a lender should default on its obligation and we are not able to recover our pledged assets. The amount of this exposure is the difference between the amount loaned to us plus interest due to the counterparty and the fair value of the collateral pledged by us to the lender (including accrued interest receivable on such collateral).

Several large European banks have experienced financial difficulty in recent years, some of whom have required a rescue or assistance from other large European banks or the European Central Bank. Some of these banks have U.S. banking subsidiaries which have provided repurchase agreement financing or interest rate swap agreements to us in connection with the acquisition of various investments, including mortgage-backed securities investments. We have outstanding repurchase agreement borrowings with Credit Suisse First Boston LLC in the amount of $76.8 million at March 31, 2014 with a net exposure of $4.1 million. We have outstanding repurchase agreement borrowings with Barclays Capital Inc. in the amount of $41.4 million at March 31, 2014 with a net exposure of $2.9 million. We have outstanding interest rate swap agreements with Credit Suisse International as a counterparty in the amount of $245.0 million notional with a net exposure of $0.9 million. In addition, certain of our U.S. based counterparties may have significant exposure to the financial and economic turmoil in Europe which could impact their future lending activities or cause them to default under agreements with us. In the event one or more of these counterparties or their affiliates experience liquidity difficulties in the future, our liquidity could be materially adversely affected.

Inflation

For the periods presented herein, inflation has been relatively low and we believe that inflation has not had a material effect on our results of operations. The impact of inflation is primarily reflected in the increased costs of our operations. Virtually all our assets and liabilities are financial in nature. Our consolidated financial statements and corresponding notes thereto have been prepared in accordance with GAAP, which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. As a result, interest rates and other factors influence our performance far more than inflation. Inflation affects our operations primarily through its effect on interest rates, since interest rates typically increase during periods of high inflation and decrease during periods of low inflation. During periods of increasing interest rates, demand for mortgages and a borrower's ability to qualify for mortgage financing in a purchase transaction may be adversely affected. During periods of decreasing interest rates, borrowers may prepay their mortgages, which in turn may adversely affect our yield and subsequently the value of our portfolio of mortgage assets.

Off-Balance Sheet Arrangements

We did not maintain any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, 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.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

This section should be read in conjunction with "Item 1A. Risk Factors" in our Annual Report on Form 10-K and our subsequent periodic reports filed with the SEC.

We seek to manage risks that we believe will impact our business including, interest rates, liquidity, prepayments, credit quality and market value. When managing these risks we consider the impact on our assets, liabilities and derivative positions. While we do not seek to avoid risk completely, we believe the risk can be quantified from historical experience and seek to actively manage that risk, to generate risk-adjusted total returns that we believe compensate us appropriately for those risks and to maintain capital levels consistent with the risks we take.

The following analysis includes forward-looking statements that assume that certain market conditions occur. Actual results may differ materially from these projected results due to changes in our portfolio assets and borrowings mix and due to developments in the domestic and global financial and real estate markets. Developments in the financial markets include the likelihood of changing interest rates and the relationship of various interest rates and their impact on our portfolio yield, cost of funds and cash flows. The analytical methods that we use to assess and mitigate these market risks should not be considered projections of future events or operating performance.

Interest Rate Risk

Interest rates are sensitive to many factors, including governmental, monetary, tax policies, domestic and international economic conditions, and political or regulatory matters beyond our control. Changes in interest rates affect the value of the financial assets we manage and hold in our investment portfolio and the variable-rate borrowings we use to finance our portfolio. Changes in interest rates also affect the interest rate swaps and caps, Eurodollar and other futures, TBAs and other securities or instruments we use to hedge our portfolio. As a result, our net interest income is particularly affected by changes in interest rates.

For example, we hold RMBS, some of which may have fixed rates or interest rates that adjust on various dates that are not synchronized to the adjustment dates on our repurchase agreements. In general, the re-pricing of our repurchase agreements occurs more quickly than the re-pricing of our variable-interest rate assets. Thus, it is likely that our floating rate borrowings, such as our repurchase agreements, may react to interest rates before our RMBS because the weighted average next re-pricing dates on the related borrowings may have shorter time periods than that of the RMBS. In addition, the interest rates on our Agency ARMs backed by hybrid ARMs may be limited to a “periodic cap,” or an increase of typically 1% or 2% per adjustment period, while our borrowings do not have comparable limitations. Moreover, changes in interest rates can directly impact prepayment speeds, thereby affecting our net return on RMBS. During a declining interest rate environment, the prepayment of RMBS may accelerate (as borrowers may opt to refinance at a lower interest rate) causing the amount of liabilities that have been extended by the use of interest rate swaps to increase relative to the amount of RMBS, possibly resulting in a decline in our net return on RMBS, as replacement RMBS may have a lower yield than those being prepaid. Conversely, during an increasing interest rate environment, RMBS may prepay more slowly than expected, requiring us to finance a higher amount of RMBS than originally forecast and at a time when interest rates may be higher, resulting in a decline in our net return on RMBS. Accordingly, each of these scenarios can negatively impact our net interest income.

We seek to manage interest rate risk in our portfolio by utilizing interest rate swaps, swaptions, caps, Eurodollar and other futures, options and U.S. Treasury securities with the goal of optimizing the earnings potential while seeking to maintain long term stable portfolio values. We continually monitor the duration of our mortgage assets and have a policy to hedge the financing of those assets such that the net duration of the assets, our borrowed funds related to such assets, and related hedging instruments, is less than one year. In addition, we utilize TBAs to mitigate the risks on our long Agency RMBS positions associated with our investments in Agency IOs.

We utilize a model-based risk analysis system to assist in projecting portfolio performances over a scenario of different interest rates. The model incorporates shifts in interest rates, changes in prepayments and other factors impacting the valuations of our financial securities and instruments, including mortgage-backed securities, repurchase agreements, interest rate swaps and interest rate caps, TBAs and Eurodollar futures.

Based on the results of the model, the instantaneous changes in interest rates specified below would have had the following effect on net interest income for the next 12 months based on our assets and liabilities as of March 31, 2014 (dollar amounts in thousands):

Changes in Net Interest Income

Changes in Interest Rates	**Changes in Net Interest Income**
+200	$1,809
+100	$4,495
-100	$(8,512)

Interest rate changes may also impact our net book value as our financial assets and related hedge derivatives are marked-to-market each quarter. Generally, as interest rates increase, the value of our mortgage assets, other than IOs, decreases, and conversely, as interest rates decrease, the value of such investments will increase. The value of an IO will likely be negatively affected in a declining interest rate environment due to the risk of increasing prepayment rates because the IOs' value is wholly contingent on the underlying mortgage loans having an outstanding balance. In general, we expect that, over time, decreases in the value of our portfolio attributable to interest rate changes will be offset, to the degree we are hedged, by increases in the value of our interest rate swaps or other financial instruments used for hedging purposes, and vice versa. However, the relationship between spreads on securities and spreads on our hedging instruments may vary from time to time, resulting in a net aggregate book value increase or decline. That said, unless there is a material impairment in value that would result in a payment not being received on a security or loan, changes in the book value of our portfolio will not directly affect our recurring earnings or our ability to make a distribution to our stockholders.

Liquidity Risk

Liquidity is a measure of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund and maintain investments, pay dividends to our stockholders and other general business needs. We recognize the need to have funds available to operate our business. It is our policy to have adequate liquidity at all times. We plan to meet liquidity through normal operations with the goal of avoiding unplanned sales of assets or emergency borrowing of funds.

Our principal sources of liquidity are the repurchase agreements on our mortgage-backed securities, the CDOs we have issued to finance our loans held in securitization trusts, securitized debt, trust preferred securities, the principal and interest payments from our assets and cash proceeds from the issuance of equity or debt securities (as market and other conditions permit). We believe our existing cash balances and cash flows from operations will be sufficient for our liquidity requirements for at least the next 12 months.

We are subject to “margin call” risk under the terms of our repurchase agreements. In the event the value of our assets pledged as collateral suddenly decreases, margin calls relating to our repurchase agreements could increase, causing an adverse change in our liquidity position. Additionally, if one or more of our repurchase agreement counterparties chooses not to provide ongoing funding, we may be unable to replace the financing through other lenders on favorable terms or at all. As such, we provide no assurance that we will be able to roll over our repurchase agreements as they mature from time to time in the future. See Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources" in this Quarterly Report on Form 10-Q for further information about our liquidity and capital resource management.

Derivative financial instruments used to hedge interest rate risk are subject to “margin call” risk. For example, under our interest rate swaps, typically we pay a fixed rate to the counterparties while they pay us a floating rate. If interest rates drop below the fixed rate we are paying on an interest rate swap, we may be required to post cash margin.

Prepayment Risk

When borrowers repay the principal on their residential mortgage loans before maturity or faster than their scheduled amortization, the effect is to shorten the period over which interest is earned, and therefore, reduce the yield for residential mortgage assets purchased at a premium to their then current balance, as with our portfolio of Agency RMBS. Conversely, residential mortgage assets purchased for less than their then current balance, such as our distressed residential mortgage loans, exhibit higher yields due to faster prepayments. Furthermore, actual prepayment speeds may differ from our modeled prepayment speed projections impacting the effectiveness of any hedges we have in place to mitigate financing and/or fair value risk. Generally, when market interest rates decline, borrowers have a tendency to refinance their mortgages, thereby increasing prepayments. The impact of increasing prepayment rates, whether as a result of declining interest rates, government intervention in the mortgage markets or otherwise, is particularly acute with respect to our Agency IOs. Because the value of an IO security is wholly contingent on the underlying mortgage loans having an outstanding principal balance, an unexpected increase in prepayment rates on the pool of mortgage loans underlying the IOs could significantly negatively impact the performance of our Agency IOs.

Our modeled prepayments will help determine the amount of hedging we use to off-set changes in interest rates. If actual prepayment rates are higher than modeled, the yield will be less than modeled in cases where we paid a premium for the particular residential mortgage asset. Conversely, when we have paid a premium, if actual prepayment rates experienced are slower than modeled, we would amortize the premium over a longer time period, resulting in a higher yield to maturity.

In an environment of increasing prepayment speeds, the timing difference between the actual cash receipt of principal paydowns and the announcement of the principal paydown may result in additional margin requirements from our repurchase agreement counterparties.

We mitigate prepayment risk by constantly evaluating our residential mortgage assets relative to prepayment speeds observed for assets with similar structures, quantities and characteristics. Furthermore, we stress-test the portfolio as to prepayment speeds and interest rate risk in order to further develop or make modifications to our hedge balances. Historically, we have not hedged 100% of our liability costs due to prepayment risk.

Credit Risk

Credit risk is the risk that we will not fully collect the principal we have invested in our credit sensitive assets, including distressed residential and other mortgage loans, CMBS, and CLOs, due to borrower defaults. In selecting the credit sensitive assets in our portfolio, we seek to identify and invest in assets with characteristics that we believe offset or limit the exposure of borrower defaults to the Company.

We seek to manage credit risk through our pre-acquisition due diligence process, and by factoring projected credit losses into the purchase price we pay for all of our credit sensitive assets. In general, we evaluate relative valuation, supply and demand trends, prepayment rates, delinquency and default rates, vintage of collateral and macroeconomic factors as part of this process. Nevertheless, these procedures do not guarantee unanticipated credit losses which would materially affect our operating results.

With respect to the $234.4 million of distressed residential loans the Company owned at March 31, 2014, the mortgage loans were purchased at a discount to par reflecting their distressed state or perceived higher risk of default, which may include higher loan to value ratios and, in certain instances, delinquent loan payments. Prior to the acquisition of distressed residential mortgage loans, the Company validates key information provided by the sellers that is necessary to determine the value of the distressed residential mortgage loans. We then seek to maximize the value of the mortgage loans that we acquire either through borrower assisted refinancing, outright loan sale or through foreclosure and resale of the underlying home. We evaluate credit quality on an ongoing basis by reviewing borrower's payment status and current financial and economic condition. Additionally, we look at the carrying value of any delinquent loan and compare to the current value of the underlying collateral.

As of March 31, 2014, we own $274.3 million of first loss CMBS comprised primarily of first loss POs that are backed by commercial mortgage loans on multi-family properties at a weighted average amortized purchase price of approximately 29.5% of current par. Prior to the acquisition of each of our first loss CMBS securities, the Company completes an extensive review of the underlying loan collateral, including loan level cash flow re-underwriting, site inspections on selected properties, property specific cash flow and loss modeling, review of appraisals, property condition and environmental reports, and other credit risk analyses. We continue to monitor credit quality on an ongoing basis using updated property level financial reports provided by borrowers and periodic site inspection of selected properties. We also reconcile on a monthly basis the actual bond distributions received against projected distributions to assure proper allocation of cash flow generated by the underlying loan pool. As of March 31, 2014, we own approximately $34.7 million of notes issued by a CLO at a discounted purchase price equal to 56% of par. The securities are backed by a portfolio of corporate loans. We also own approximately $34.7 million of first mortgage loan, mezzanine financing and preferred equity investments at March 31, 2014, backed by residential and multi-family properties.

Fair Value Risk

Changes in interest rates also expose us to market value (fair value) fluctuation on our assets, liabilities and hedges. While the fair value of the majority of our assets (when excluding all Consolidated K-Series assets other than the securities we actually own) that are measured on a recurring basis are determined using Level 2 fair values, we own certain assets, such as our CMBS, for which fair values may not be readily available if there are no active trading markets for the instruments. In such cases, fair values would only be derived or estimated for these investments using various valuation techniques, such as computing the present value of estimated future cash flows using discount rates commensurate with the risks involved. However, the determination of estimated future cash flows is inherently subjective and imprecise. Minor changes in assumptions or estimation methodologies can have a material effect on these derived or estimated fair values. Our fair value estimates and assumptions are indicative of the interest rate environments as of March 31, 2014, and do not take into consideration the effects of subsequent interest rate fluctuations.

We note that the values of our investments in derivative instruments, primarily interest rate hedges on our debt, will be sensitive to changes in market interest rates, interest rate spreads, credit spreads and other market factors. The value of these investments can vary and has varied materially from period to period.

The following describes the methods and assumptions we use in estimating fair values of our financial instruments:

Fair value estimates are made as of a specific point in time based on estimates using present value or other valuation techniques. These techniques involve uncertainties and are significantly affected by the assumptions used and the judgments made regarding risk characteristics of various financial instruments, discount rates, estimate of future cash flows, future expected loss experience and other factors.

Changes in assumptions could significantly affect these estimates and the resulting fair values. Derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in an immediate sale of the instrument. Also, because of differences in methodologies and assumptions used to estimate fair values, the fair values used by us should not be compared to those of other companies.

The table below presents the sensitivity of the market value and net duration changes of our portfolio as of March 31, 2014, using a discounted cash flow simulation model assuming an instantaneous interest rate shift. Application of this method results in an estimation of the fair market value change of our assets, liabilities and hedging instruments per 100 basis point (“bp”) shift in interest rates.

The use of hedging instruments is a critical part of our interest rate risk management strategies, and the effects of these hedging instruments on the market value of the portfolio are reflected in the model's output. This analysis also takes into consideration the value of options embedded in our mortgage assets including constraints on the re-pricing of the interest rate of assets resulting from periodic and lifetime cap features, as well as prepayment options. Assets and liabilities that are not interest rate-sensitive such as cash, payment receivables, prepaid expenses, payables and accrued expenses are excluded.

Changes in assumptions including, but not limited to, volatility, mortgage and financing spreads, prepayment behavior, defaults, as well as the timing and level of interest rate changes will affect the results of the model. Therefore, actual results are likely to vary from modeled results.

Market Value Changes		
Changes in Interest Rates	**Changes in Market Value** (Amounts in thousands)	**Net Duration**
+200	$ (76,086)	3.31
+100	$ (40,103)	2.54
Base		1.55
-100	$ 24,340	0.16

It should be noted that the model is used as a tool to identify potential risk in a changing interest rate environment but does not include any changes in portfolio composition, financing strategies, market spreads or changes in overall market liquidity.

Although market value sensitivity analysis is widely accepted in identifying interest rate risk, it does not take into consideration changes that may occur such as, but not limited to, changes in investment and financing strategies, changes in market spreads and changes in business volumes. Accordingly, we make extensive use of an earnings simulation model to further analyze our level of interest rate risk.

There are a number of key assumptions in our earnings simulation model. These key assumptions include changes in market conditions that affect interest rates, the pricing of ARM products, the availability of investment assets and the availability and the cost of financing for portfolio assets. Other key assumptions made in using the simulation model include prepayment speeds and management's investment, financing and hedging strategies, and the issuance of new equity. We typically run the simulation model under a variety of hypothetical business scenarios that may include different interest rate scenarios, different investment strategies, different prepayment possibilities and other scenarios that provide us with a range of possible earnings outcomes in order to assess potential interest rate risk. The assumptions used represent our estimate of the likely effect of changes in interest rates and do not necessarily reflect actual results. The earnings simulation model takes into account periodic and lifetime caps embedded in our assets in determining the earnings at risk.

Item 4. Controls and Procedures

Evaluation of 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 March 31, 2014. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2014.

Changes in Internal Control Over Financial Reporting. There have been no changes in our internal control over financial reporting during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 10, 2014.

Item 6. Exhibits

The information set forth under “Exhibit Index” below is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements 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.

NEW YORK MORTGAGE TRUST, INC.

Date: May 8, 2014 By: /s/ Steven R. Mumma
Steven R. Mumma
Chief Executive Officer and President
(Principal Executive Officer)

Date: May 8, 2014 By: /s/ Fredric S. Starker
Fredric S. Starker
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT INDEX

Exhibit	Description
3.1(a)	Articles of Amendment and Restatement of New York Mortgage Trust, Inc., as amended (Incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K filed on March 10, 2014 (File No. 001-32216)).
3.2	Bylaws of New York Mortgage Trust, Inc., as amended (Incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K filed on March 4, 2011).
3.3	Articles Supplementary designating the Company's 7.75% Series B Cumulative Redeemable Preferred Stock (the "Series B Preferred Stock") (Incorporated by reference to Exhibit 3.3 of the Company's Registration Statement on Form 8-A filed on May 31, 2013).
4.1	Form of Common Stock Certificate. (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-11 as filed with the Securities and Exchange Commission (Registration No. 333-111668), effective June 23, 2004).
4.2(a)	Junior Subordinated Indenture between The New York Mortgage Company, LLC and JPMorgan Chase Bank, National Association, as trustee, dated September 1, 2005. (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K as filed with the Securities and Exchange Commission on September 6, 2005).
4.2(b)	Parent Guarantee Agreement between New York Mortgage Trust, Inc. and JPMorgan Chase Bank, National Association, as guarantee trustee, dated September 1, 2005. (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the Securities and Exchange Commission on September 6, 2005 (File No 001-32216)).
4.3(a)	Junior Subordinated Indenture between The New York Mortgage Company, LLC and JPMorgan Chase Bank, National Association, as trustee, dated March 15, 2005 (Incorporated by reference to Exhibit 4.3(a) to the Company's Quarterly Report on Form 10-Q filed on August 9, 2012 (File No. 001-32216)).
4.3(b)	Parent Guarantee Agreement between New York Mortgage Trust, Inc. and JPMorgan Chase Bank, National Association, as guarantee trustee, dated March 15, 2005. (Incorporated by reference to Exhibit 4.3(b) to the Company's Quarterly Report on Form 10-Q filed on August 9, 2012 (File No. 001-32216)).
	Certain instruments defining the rights of holders of long-term debt securities of the Registrant and its subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. The Registrant hereby undertakes to furnish to the SEC, upon request, copies of any such instruments.
4.4	Form of Certificate representing the Series B Preferred Stock. (Incorporated by reference to Exhibit 3.4 of the Company's Registration Statement on Form 8-A filed on May 31, 2013).
10.1	Underwriting Agreement, dated as of January 7, 2014, by and among the Company, UBS Securities LLC, Barclays Capital Inc. and Credit Suisse Securities (USA), LLC. (Incorporated by reference to

	Exhibit 1.1 to the Company's Current Report on Form 8-K filed on January 10, 2014 (File No. 001-32216)).
10.2	New York Mortgage Trust, Inc. 2013 Incentive Compensation Plan (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K as filed with the SEC on March 26, 2013 (File No. 001-32216)).
12.1	Statement re: Computation of Ratios.
31.1	Section 302 Certification of Chief Executive Officer.
31.2	Section 302 Certification of Chief Financial Officer.
32.1	Section 906 Certification of Chief Executive Officer and Chief Financial Officer.*
101.INS	XBRL Instance Document **
101.SCH	Taxonomy Extension Schema Document **
101.CAL	Taxonomy Extension Calculation Linkbase Document **
101.DEF XBRL	Taxonomy Extension Definition Linkbase Document **
101.LAB	Taxonomy Extension Label Linkbase Document **
101.PRE	Taxonomy Extension Presentation Linkbase Document **

* Furnished herewith. Such certification shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

** Submitted electronically herewith. Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets at March 31, 2014 and December 31, 2013; (ii) Condensed Consolidated Statements of Operations for the three months ended March 31, 2014 and 2013; (iii) Condensed Consolidated Statements of Comprehensive Income for the three months ended March 31, 2014 and 2013; (iv) Condensed Consolidated Statement of Changes in Stockholders' Equity for the three months ended March 31, 2014; (v) Condensed Consolidated Statements of Cash Flows for the three months ended

March 31, 2014 and 2013; and (vi) Notes to Condensed Consolidated Financial Statements.