NEW YORK MORTGAGE TRUST INC
Form 10-Q
August 06, 2015

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 June 30, 2015

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 August 1, 2015 was 109,401,721.

NEW YORK MORTGAGE TRUST, INC.

FORM 10-Q

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 share data)

	June 30, 2015 (unaudited)	December 31, 2014
ASSETS		
Investment securities, available for sale, at fair value (including pledged securities of $644,787 and $702,684, respectively)	$ 735,320	$ 816,647
Investment securities, available for sale, at fair value held in securitization trusts	40,217	38,594
Residential mortgage loans held in securitization trusts (net)	137,440	149,614
Distressed residential mortgage loans held in securitization trusts (net)	201,392	221,591
Distressed residential mortgage loans	379,148	361,106
Multi-family loans held in securitization trusts, at fair value	7,235,328	8,365,514
Derivative assets	302,817	288,850
Receivables for securities sold	34,733	–
Cash and cash equivalents	106,461	75,598
Receivables and other assets	232,588	222,491
Total Assets (1)	$ 9,405,444	$ 10,540,005
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Financing arrangements, portfolio investments	$ 585,492	$ 651,965
Financing arrangements, distressed residential mortgage loans	236,908	238,949
Residential collateralized debt obligations	133,258	145,542
Multi-family collateralized debt obligations, at fair value	6,932,092	8,048,053
Securitized debt	191,689	232,877
Derivative liabilities	4,411	1,463
Payable for securities purchased	302,322	283,537
Accrued expenses and other liabilities (including $461 and $6,317 to related parties, respectively)	62,823	74,692
Subordinated debentures	45,000	45,000
Total liabilities (1)	8,493,995	9,722,078
Commitments and Contingencies		

Stockholders' Equity:		
Preferred stock, $0.01 par value, 7.75% Series B cumulative redeemable, $25 liquidation preference per share, 6,000,000 and 3,450,000 shares authorized as of June 30, 2015 and December 31, 2014 respectively, 3,000,000 shares issued and outstanding as of June 30,2015 and December 31, 2014	72,397	72,397
Preferred stock, $0.01 par value, 7.875% Series C cumulative redeemable, $25 liquidation preference per share, 4,140,000 shares authorized, 3,600,000 and 0 shares issued and outstanding as of June 30, 2015 and December 31, 2014	86,862	–
Common stock, $0.01 par value, 400,000,000 shares authorized, 109,401,721 and 105,094,565 shares issued and outstanding as of June 30, 2015 and December 31, 2014, respectively	1,094	1,051
Additional paid-in capital	734,118	701,871
Accumulated other comprehensive (loss)income	(563)	10,015
Retained earnings	17,541	32,593
Total stockholders' equity	911,449	817,927
Total Liabilities and Stockholders' Equity	$ 9,405,444	$ 10,540,005

(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 June 30, 2015 and December 31, 2014, assets of consolidated VIEs totaled $7,663,228 and $8,847,078, respectively, and the liabilities of consolidated VIEs totaled $7,281,234 and $8,457,034, respectively. See Note 7 for further discussion.

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 June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
INTEREST INCOME:				
Investment securities and other	$ 10,196	$ 14,193	$ 21,540	$ 29,157
Multi-family loans held in securitization trusts	62,984	75,501	129,284	150,445
Residential mortgage loans held in securitization trusts	895	1,005	2,075	1,983
Distressed residential mortgage loans	10,325	4,849	20,486	9,201
Total interest income	84,400	95,548	173,385	190,786
INTEREST EXPENSE:				
Investment securities and other	3,442	1,402	6,905	2,872
Multi-family collateralized debt obligations	56,992	69,110	117,087	137,857
Residential collateralized debt obligations	221	228	460	463
Securitized debt	2,974	4,459	6,101	8,961
Subordinated debentures	468	466	928	925
Total interest expense	64,097	75,665	131,481	151,078
NET INTEREST INCOME	20,303	19,883	41,904	39,708
OTHER INCOME (EXPENSE):				
Provision for loan losses	(112)	(663)	(548)	(1,152)
Realized (loss) gain on investment securities and related hedges, net	(1,291)	1,325	(167)	3,364
Gain on de-consolidation of multi-family loans held in securitization trust and multi-family collateralized debt obligations	–	–	1,483	–
Realized gain on distressed residential mortgage loans	3,614	418	4,290	8,643
Unrealized gain (loss) on investment securities and related hedges, net	4,716	(1,291)	(1,012)	(3,027)
Unrealized gain on multi-family loans and debt held in securitization trusts, net	5,418	20,019	19,046	24,945
Other income (including $1,712, $121, $3,588 and $263 from related parties, respectively)	2,300	203	4,586	713
Total other income	14,645	20,011	27,678	33,486
Base management and incentive fees (including $3,917, $1,129, $4,822 and $2,219 to related parties, respectively)	4,141	3,866	11,011	7,644
Expenses related to distressed residential mortgage loans	2,682	1,217	4,566	2,429
Other general and administrative expenses (including $0, $80, $0 and $80 to related parties, respectively)	2,316	2,494	4,408	5,063
Total general, administrative and other expenses	9,139	7,577	19,985	15,136

INCOME FROM OPERATIONS BEFORE INCOME TAXES	25,809	32,317	49,597	58,058
Income tax expense	1,178	538	1,423	3,568
NET INCOME	24,631	31,779	48,174	54,490
Preferred stock dividends	(3,087)	(1,453)	(4,540)	(2,906)
NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	$ 21,544	$ 30,326	$ 43,634	$ 51,584
Basic income per common share	$ 0.20	$ 0.34	$ 0.41	$ 0.63
Diluted income per common share	$ 0.20	$ 0.34	$ 0.41	$ 0.63
Weighted average shares outstanding-basic	109,252	89,686	107,380	82,137
Weighted average shares outstanding-diluted	109,252	89,686	107,380	82,137

NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollar amounts in thousands)
(unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	**2014**	**2015**	**2014**
NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	$21,544	$30,326	$43,634	$51,584
OTHER COMPREHENSIVE INCOME (LOSS)				
(Decrease) increase in net unrealized gain on available for sale securities	(3,490)	13,427	(353)	21,877
Reclassification adjustment for net gain included in net income	(9,063)	–	(9,063)	–
Increase(decrease) in fair value of derivative instruments utilized for cash flow hedges	99	(1,201)	(1,162)	(1,330)
OTHER COMPREHENSIVE (LOSS) INCOME	(12,454)	12,226	(10,578)	20,547
COMPREHENSIVE INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	$9,090	$42,552	$33,056	$72,131

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 (Loss) Income	Total
Balance, December 31, 2014	$ 1,051	$ 72,397	$ 701,871	$ 32,593	$ 10,015	$ 817,927
Net income	–	–	–	48,174	–	48,174
Stock issuance, net	43	86,862	32,247	–	–	119,152
Dividends declared	–	–	–	(63,226)	–	(63,226)
Reclassification adjustment for net gain included in net income	–	–	–	–	(9,063)	(9,063)
Increase in net unrealized loss on available for sale securities	–	–	–	–	(353)	(353)
Decrease in fair value of derivative instruments utilized for cash flow hedges	–	–	–	–	(1,162)	(1,162)
Balance, June 30, 2015	$ 1,094	$ 159,259	$ 734,118	$ 17,541	$ (563)	$ 911,449

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NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollar amounts in thousands)
(unaudited)

	For the Six Months Ended June 30	
	2015	**2014**
Cash Flows from Operating Activities:		
Net income	$48,174	$54,490
Adjustments to reconcile net income to net cash provided by operating activities:		
Net amortization	(1,298)	(1,617)
Realized loss on investment securities and related hedges, net	167	(3,364)
Realized gain on distressed residential mortgage loans	(4,290)	(8,643)
Unrealized loss on investment securities and related hedges, net	1,012	3,027
Gain on de-consolidation of multi-family loans held in securitization trusts and multi-family collateralized debt obligations	(1,483)	–
Unrealized gain on loans and debt held in multi-family securitization trusts	(19,046)	(24,945)
Net decrease in loans held for sale	10	24
Provision for loan losses	548	1,152
Proceeds from sale of real estate owned	547	–
Income from investments in limited partnerships and limited liability companies	(5,856)	(727)
Distributions of income from investments in limited partnership and limited liability companies	3,924	859
Amortization of stock based compensation, net	458	667
Changes in operating assets and liabilities:		
Receivables and other assets	6,919	(5,585)
Accrued expenses and other liabilities and accrued expenses, related parties	(14,667)	1,159
Net cash provided by operating activities	15,119	16,497
Cash Flows from Investing Activities:		
Restricted cash	3,167	(32,665)
Purchases of investment securities	(5,265)	(20,273)
Purchases of FHLBI stock	(5,445)	–
Purchases of other assets	(6)	(77)
Funding of mezzanine loans, equity and preferred equity investments	(25,101)	(12,543)
Net proceeds on other derivative instruments settled during the period	(2,178)	3,688
Principal repayments received on residential mortgage loans held in securitization trusts	11,634	7,212
Principal repayments and proceeds from sales and refinancing of distressed residential mortgage loans	51,115	48,088
Principal repayments received on multi-family loans held in securitization trusts	37,701	33,669
Principal paydowns on investment securities - available for sale	37,748	45,488
Purchases of residential mortgage loans and distressed residential mortgage loans	(30,038)	(20,107)
Sales of loans held in multi-family securitization trusts	44,261	–
Net cash provided by investing activities	117,593	52,480

Cash Flows from Financing Activities:		
Payments made on financing arrangements, net of FHLBI advances	(68,514)	(122,697)
Common stock issuance, net	31,832	185,710
Preferred stock issuance, net	86,862	–
Dividends paid on common stock	(57,523)	(37,736)
Dividends paid on preferred stock	(2,906)	(2,906)
Payments made on residential collateralized debt obligations	(12,334)	(7,340)
Payments made on multi-family collateralized debt obligations	(37,694)	(33,669)
Payments made on securitized debt	(41,572)	(11,004)
Net cash used in financing activities	(101,849)	(29,642)
Net Increase in Cash and Cash Equivalents	30,863	39,335
Cash and Cash Equivalents - Beginning of Period	75,598	31,798
Cash and Cash Equivalents - End of Period	$106,461	$71,133
Supplemental Disclosure:		
Cash paid for interest	$157,462	$176,893
Cash paid for income taxes	$2,300	$4,519
Non-Cash Investment Activities:		
Sales of investment securities not yet settled	$121,508	$–
Purchase of investment securities not yet settled	$389,097	$204,580
Deconsolidation of multi-family loans held in securitization trusts	$1,075,529	$–
Deconsolidation of multi-family collateralized debt obligations	$1,031,268	$–
Non-Cash Financing Activities:		
Dividends declared on common stock to be paid in subsequent period	$29,538	$24,485
Dividends declared on preferred stock to be paid in subsequent period	$3,087	$1,453

NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2015

(unaudited)

1. Organization

New York Mortgage Trust, Inc., together with its consolidated subsidiaries (“NYMT,” or the “Company), is 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, residential mortgage loans, including loans sourced from distressed markets, multi-family CMBS, direct financing to owners of multi-family properties through mezzanine loans and preferred equity investments, equity and debt securities issued by entities that invest in commercial real estate-related debt investments, 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; “Prime ARM loans” and “residential securitized loans” each refer to prime credit quality residential ARM loans (“prime ARM loans”) held in securitization trusts; “Agency ARMs” refers to Agency RMBS comprised of adjustable-rate and hybrid adjustable-rate RMBS; “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; “multi-family CMBS” refers to CMBS backed by commercial mortgage loans on multi-family properties; “CDOs” refers to collateralized debt obligations; and “CLO” refers to collateralized loan obligations.

Basis of Presentation – The accompanying condensed consolidated balance sheet as of December 31, 2014 has been derived from audited financial statements. The accompanying condensed consolidated balance sheet as of June 30, 2015, the accompanying condensed consolidated statements of operations for the three and six months ended June 30, 2015 and 2014, the accompanying condensed consolidated statements of comprehensive income for the three and six months ended June 30, 2015 and 2014, the accompanying condensed consolidated statement of changes in stockholders' equity for the six months ended June 30, 2015 and the accompanying condensed consolidated statements of cash flows for the six months ended June 30, 2015 and 2014 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, 2014, as filed with the U.S. Securities and Exchange Commission ("SEC"). The results of operations for the three and six months ended June 30, 2015 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.

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 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, U.S. Treasury securities, certain Agency ARMs and Agency Fixed Securities within the Agency IO portfolio, which measures unrealized gains and losses through earnings in the accompanying condensed consolidated statements of operations. The fair value option was elected for these investment securities to mitigate earnings volatility by better matching the accounting for these investment securities with the related derivative instruments within the Agency IO portfolio. The derivative instruments within the Agency IO portfolio are not designated as hedging instruments for accounting purposes.

The Company generally intends to hold its investment securities until maturity; however, from time to time, it may sell any of its securities as part of the overall management of its business. As a result, 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 as of June 30, 2015 and December 31, 2014 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", and certain IOs issued from two 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. 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 real estate agent 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 accounted for individually or 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

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 impacts 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 five and six Freddie Mac-sponsored multi-family K-Series securitizations (the "Consolidated K-Series") as of June 30, 2015 and December 31, 2014, respectively. 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 collectability 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 June 30, 2015 and December 31, 2014 include restricted cash held by third parties of $51.1 million and $54.2 million, respectively. Included in restricted cash is $38.4 million and $40.6 million held in our Agency IO portfolio to be used for trading purposes and $10.8 million and $11.4 million held by counterparties as collateral for hedging instruments as of June 30, 2015 and December 31, 2014, respectively. Interest receivable on multi-family loans held in securitization trusts is also included in the amounts of $24.0 million and $29.8 million as of June 30, 2015 and December 31, 2014, respectively.

Financing Arrangements, Portfolio Investments – The Company finances its Agency RMBS using repurchase agreements and Federal Home Loan Bank Advances. 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.

On February 20, 2015, our wholly-owned subsidiary, Great Lakes Insurance Holdings LLC (“GLIH”), became a member of the Federal Home Loan Bank of Indianapolis (“FHLBI”). As a member of the FHLBI, GLIH will have access to a variety of products and services offered by the FHLBI, including secured advances. As of June 30, 2015, GLIH had $121 million in outstanding secured advances from FHLBI, which are included on the Company’s accompanying condensed balance sheet in financing arrangement, portfolio investments.

Financing Arrangements, Distressed Residential Mortgage Loans – The Company finances a portion of its distressed residential mortgage loans through a repurchase agreement, expiring within one year. The borrowing under the repurchase agreement bears an interest rate of a specified margin over one-month LIBOR. The repurchase agreement is treated as a collateralized financing transaction and is carried at the contractual amounts, as specified in the respective agreement. Costs related to the establishment of the repurchase agreement which include underwriting, 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 $0.9 million as of June 30, 2015 and $1.7 million as of December 31, 2014, 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.

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 residential mortgage loan 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 $1.6 million and $2.2 million as of June 30, 2015 and December 31, 2014, 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 condensed 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 condensed 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 and six months ended June 30, 2015 and 2014.

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 award at the grant date.

The Company has awarded restricted stock to eligible employees and officers as part of their compensation. Compensation expense for awarded restricted stock is based on the grant date fair value of the stock and is recognized over the vesting period.

In May 2015, the Company granted certain Performance Share Awards ("PSAs") which cliff vest after a three-year period, subject to the achievement of certain performance criteria based on a formula tied to the Company's achievement of three-year total stockholder return ("TSR") and the Company's TSR relative to the TSR of certain peer companies. The feature in this award constitutes a "market condition" which impacts the amount of compensation expense recognized for these awards. The grant date fair values of PSAs were determined through Monte-Carlo simulation analysis.

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 and financial assets, and currently operate in only one reportable segment.

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Summary of Recent Accounting Pronouncements

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 if an in substance repossession or foreclosure occurs, then 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 became effective for the Company beginning January 1, 2015. The adoption of ASU 2014-04 did not have a material effect on our financial condition, results of operations and disclosures.

Transfers and Servicing (ASC 860)

In June 2014, the FASB issued ASU 2014-11, Transfers and Servicing: Repurchase-to-Maturity Transaction, Repurchase Financings, and Disclosures ("ASU 2014-09"). This guidance requires repurchase-to-maturity transactions to be accounted for as secured borrowings as if the transferor retains effective control, even though the transferred financial assets are not returned to the transferor at settlement. ASU 2014-09 also eliminates existing guidance for repurchase financings and requires instead that entities consider the initial transfer and the related repurchase agreement separately when applying the derecognition requirements of ASC 860, Transfers and Servicing. New disclosures will be required for (1) certain transactions accounted for as secured borrowings, and (2) transfers accounted for as sales when the transferor also retains substantially all of the exposure to the economic return on the transferred financial assets throughout the term of the transaction. ASU 2014-09 became effective for the Company beginning January 1, 2015. The adoption of ASU 2014-11 did not have a significant effect on our financial condition, results of operations and disclosures.

Revenue Recognition (Topic 606)

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers ("ASU 2014-09"). This guidance creates a new, principle-based revenue recognition framework that will affect nearly every revenue-generating entity. ASU 2014-09 also creates a new topic in the Codification, Topic 606 ("ASC 606"). In addition to superseding and replacing nearly all existing U.S. GAAP revenue recognition guidance, including industry-specific guidance, ASC 606 does the following: (1) establishes a new control-based revenue recognition model; (2) changes the basis for deciding when revenue is recognized over time or at a point in time; (3) provides new and more detailed guidance on specific aspects of revenue recognition; and (4) expands and improves disclosures about revenue. ASC 606 is effective for public business entities for annual reporting periods beginning after December 15, 2017, including interim periods therein. Early application is not permitted for public business entities. The Company is currently assessing the impact of this guidance.

Consolidation (Topic 810)

In August 2014, the FASB issued ASU 2014-13, *Measuring the Financial Assets and the Financial Liabilities of a Consolidated Collateralized Financing Entity* ("ASU 2014-13"). For entities that consolidate a collateralized financing entity within the scope of this update, an option to elect to measure the financial assets and the financial liabilities of that collateralized financing entity using either the measurement alternative included in this Update or Topic 820 on fair value measurement is provided. The guidance is effective for fiscal years beginning after December 15, 2015, and the interim periods within those fiscal years. Early adoption is permitted as of the beginning of an annual period. We do not expect the adoption of ASU 2014-13 to have a significant effect on our financial condition, results of operations and disclosures.

In February 2015, the FASB issued ASU 2015-02, *Amendments to the Consolidation Analysis* ("ASU 2015-02"). The update is intended to improve targeted areas of consolidation guidance for legal entities such as limited partnerships, limited liability corporations, and securitization structures (collateralized debt obligations, collateralized loan obligations, and mortgage-backed security transactions). The guidance is effective for fiscal years beginning after December 15, 2015, and the interim periods within those fiscal years. Early adoption is permitted as of the beginning of an annual period. The Company is currently assessing the impact of this guidance.

Interest - Imputation of Interest (Topic 835)

In April 2015, the FASB issued ASU 2015-03, *Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs* ("ASU 2015-03"). The amendments in ASU 2015-03 are intended to simplify the presentation of debt issuance costs. These amendments require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU. The guidance is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. We do not expect the adoption of ASU 2015-03 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 June 30, 2015 and December 31, 2014 (dollar amounts in thousands):

	June 30, 2015				December 31, 2014			
		Unrealized				Unrealized		
	Amortized Cost	Gains	Losses	Fair Value	Amortized Cost	Gains	Losses	Fair Value
Agency RMBS [1]:								
Agency ARMs								
Freddie Mac	$54,997	$57	$(436)	$54,618	$57,597	$55	$(488)	$57,164
Fannie Mae	106,211	137	(849)	105,499	113,192	81	(1,037)	112,236
Ginnie Mae	10,606	1	(159)	10,448	12,552	—	(259)	12,293
Total Agency ARMs	171,814	195	(1,444)	170,565	183,341	136	(1,784)	181,693
Agency Fixed Rate								
Freddie Mac	34,729	—	(660)	34,069	37,800	—	(629)	37,171
Fannie Mae	416,011	—	(11,282)	404,729	451,694	—	(10,184)	441,510
Ginnie Mae	219	1	—	220	—	—	—	—
Total Agency Fixed Rate	450,959	1	(11,942)	439,018	489,494	—	(10,813)	478,681
Agency IOs [1]								
Freddie Mac	36,805	827	(4,871)	32,761	38,844	273	(5,779)	33,338
Fannie Mae	48,122	1,259	(5,101)	44,280	53,666	741	(6,388)	48,019
Ginnie Mae	41,217	721	(4,962)	36,976	42,991	310	(5,527)	37,774

Total Agency IOs	126,144	2,807	(14,934)	114,017	135,501	1,324	(17,694)	119,131
Total Agency RMBS	748,917	3,003	(28,320)	723,600	808,336	1,460	(30,291)	779,505
Non-Agency RMBS	1,886	67	(233)	1,720	2,061	69	(191)	1,939
U.S. Treasury securities	9,999	1	—	10,000	—	—	—	—
CLOs	—	—	—	—	26,140	9,063	—	35,203
Total investment securities available for sale	$760,802	$3,071	$(28,553)	$735,320	$836,537	$10,592	$(30,482)	$816,647
CMBS	$27,394	$12,823	$—	$40,217	$26,193	$12,401	$—	$38,594
Total investment securities available for sale held in securitization trusts	$27,394	$12,823	$—	$40,217	$26,193	$12,401	$—	$38,594

(1) Included in investment securities available for sale are Agency IOs, Agency Fixed Rate, Agency ARM and U.S. Treasury securities managed by Midway that are measured at fair value through earnings.

During the three and six months ended June 30, 2015, the Company received proceeds of approximately $34.5 million, realizing approximately $3.2 million of net gains, from the sale of investment securities available for sale. There were no sales of investment securities available for sale during the three months and six months ended June 30, 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. As of June 30, 2015 and December 31, 2014, based on management's estimates using three month historical Constant Prepayment Rate ("CPR"), the weighted average life of the Company's available for sale securities portfolio was approximately 4.45 and 4.95 years, respectively.

The following table sets forth the weighted average lives our investment securities available for sale as of June 30, 2015 and December 31, 2014 (dollar amounts in thousands):

Weighted Average Life	**June 30, 2015**	**December 31, 2014**
0 to 5 years	$489,511	$393,080
Over 5 to 10 years	172,357	365,386
10+ years	73,452	58,181
Total	$735,320	$816,647

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 June 30, 2015 and December 31, 2014 at carrying value (dollar amounts in thousands):

	June 30, 2015				**December 31, 2014**			
	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	$128,357	$14,608	$580,635	$723,600	$89,442	$21,746	$668,317	$779,505
Non-Agency RMBS	1,720	—	—	1,720	1,939	—	—	1,939
U.S. Treasury securities	10,000	—	—	10,000	—	—	—	—
CLOs	—	—	—	—	35,203	—	—	35,203
Total investment securities available for sale	$140,077	$14,608	$580,635	$735,320	$126,584	$21,746	$668,317	$816,647
CMBS	$—	$—	$40,217	$40,217	$—	$—	$38,594	$38,594
Total investment securities available for sale held in securitization trusts	$—	$—	$40,217	$40,217	$—	$—	$38,594	$38,594

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 June 30, 2015 and December 31, 2014 (dollar amounts in thousands):

June 30, 2015	**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	$48,748	$ (318)	$535,697	$ (13,068)	$584,445	$ (13,386)
Non-Agency RMBS	—	—	846	(233)	846	(233)
Total investment securities available for sale	$48,748	$ (318)	$536,543	$ (13,301)	$585,291	$ (13,619)

December 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	$ —	$ —	$638,936	$ (12,597)	$638,936	$ (12,597)
Non-Agency RMBS	—	—	967	(191)	967	(191)
Total investment securities available for sale	$ —	$ —	$639,903	$ (12,788)	$639,903	$ (12,788)

For the three and six months ended June 30, 2015 and 2014, 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 June 30, 2015 and December 31, 2014, respectively (dollar amounts in thousands):

	June 30, 2015	December 31, 2014
Unpaid principal balance	$140,641	$152,277
Deferred origination costs – net	891	968
Reserve for loan losses	(4,092)	(3,631)
Total	$137,440	$149,614

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 six months ended June 30, 2015 and 2014, respectively (dollar amounts in thousands):

	Six months Ended June 30,	
	2015	2014
Balance at beginning of period	$3,631	$2,989
Provisions for loan losses	656	367
Transfer to real estate owned	1	(157)

Charge-offs	(196)	—
Balance at the end of period	$4,092	$3,199

On an ongoing basis, the Company evaluates the adequacy of its allowance for loan losses. The Company’s allowance for loan losses as of June 30, 2015 was $4.1 million, representing 291 basis points of the outstanding principal balance of residential loans held in securitization trusts, as compared to 238 basis points as of December 31, 2014. 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 six months ended June 30, 2015 and 2014, respectively (dollar amounts in thousands):

	Six months Ended June 30,	
	2015	**2014**
Balance at beginning of period	$965	$1,108
Write downs	—	(53)
Transfer from/(to) mortgage loans held in securitization trusts	(192)	55
Disposal	(362)	(577)
Balance at the end of period	$411	$533

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. 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 (i) the carrying amount of the mortgage loans and real estate owned held in residential securitization trusts and (ii) the amount of Residential CDOs outstanding, was $5.1 million and $5.6 million as of June 30, 2015 and December 31, 2014, respectively.

Delinquency Status of Our Residential Mortgage Loans Held in Securitization Trusts

As of June 30, 2015, we had 34 delinquent loans with an aggregate principal amount outstanding of approximately $19.9 million categorized as Residential Mortgage Loans Held in Securitization Trusts (net). Of the $19.9 million in delinquent loans, $12.2 million, or 61%, 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 June 30, 2015 (dollar amounts in thousands):

June 30, 2015

Days Late	**Number of Delinquent Loans**	**Total Unpaid Principal**	**% of Loan Portfolio**
30 - 60	4	$ 3,482	2.45 %
61 - 90	—	$ —	0.00 %
90 +	30	$ 16,384	11.54 %
Real estate owned through foreclosure	3	$ 1,334	0.94 %

As of December 31, 2014, we had 33 delinquent loans with an aggregate principal amount outstanding of approximately $18.5 million categorized as Residential Mortgage Loans Held in Securitization Trusts (net). Of the $18.5 million in delinquent loans, $9.4 million, or 51%, 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, 2014 (dollar amounts in thousands):

December 31, 2014

Days Late	Number of Delinquent Loans	Total Unpaid Principal	% of Loan Portfolio
30 - 60	4	$ 1,522	0.99 %
61 - 90	—	$ —	0.00 %
90 +	29	$ 16,997	11.01 %
Real estate owned through foreclosure	6	$ 2,100	1.36 %

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 June 30, 2015 and December 31, 2014 are as follows:

	June 30, 2015	December 31, 2014
New York	35.6 %	36.1 %
Massachusetts	22.9 %	24.0 %
New Jersey	11.5 %	10.9 %
Florida	6.7 %	6.2 %
Connecticut	5.9 %	5.9 %

5. Distressed Residential Mortgage Loans

As of June 30, 2015 and December 31, 2014, the carrying value of the Company's distressed residential mortgage loans, including distressed residential mortgage loans held in securitization trusts, amounts to approximately $580.5 million and $582.7 million, respectively.

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 six months ended June 30, 2015 (dollar amounts in thousands):

	June 30, 2015
Contractually required principal and interest	$70,630
Non-accretable yield	(3,997)
Expected cash flows to be collected	66,633
Accretable yield	(37,225)
Fair value at the date of acquisition	$29,408

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 six months ended June 30, 2015 and 2014, respectively (dollar amounts in thousands):

	June 30, 2015	**June 30, 2014**
Balance at beginning of period	$640,416	$171,112
Additions	44,485	53,395
Disposals	(34,897)	(54,842)
Accretion	(20,486)	(9,201)
Balance at end of period [(1)]	$629,518	$160,464

(1) 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 update its estimates regarding the loans and the underlying collateral, the accretable yield may change. Therefore, the amount of accretable income recorded in the six-month period ended June 30, 2015 and 2014 is not necessarily indicative of future results.

The geographic concentrations of credit risk exceeding 5% of the unpaid principal balance of our distressed residential mortgage loans, including distressed residential mortgage loans held in securitization trusts, as of June 30, 2015 and December 31, 2014, respectively, are as follows:

	June 30, 2015		**December 31, 2014**	
Florida	13.0	%	12.4	%
North Carolina	8.2	%	8.2	%
California	8.1	%	8.9	%
Georgia	6.7	%	6.9	%
New York	5.1	%	5.1	%

The Company’s distressed residential mortgage loans held in securitization trusts with a carrying value of approximately $201.4 million and $221.6 million at June 30, 2015 and December 31, 2014, respectively, are pledged as collateral for certain of the Securitized Debt issued by the Company (*see Note 7*). In addition, distressed residential mortgage loans with a carrying value of approximately $321.9 million at June 30, 2015 are pledged as collateral for a Master Repurchase Agreement with Deutsche Bank AG, Cayman Islands Branch (*see Note 10*).

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 $303.2 million and $317.5 million at June 30, 2015 and December 31, 2014, respectively (*see Note 7*).

The condensed consolidated balance sheets of the Consolidated K-Series at June 30, 2015 and December 31, 2014, respectively, are as follows (dollar amounts in thousands):

Balance Sheets	**June 30, 2015**	**December 31, 2014**
Assets		
Multi-family loans held in securitization trusts	$7,235,328	$8,365,514
Receivables	24,012	29,809
Total Assets	$7,259,340	$8,395,323
Liabilities and Equity		
Multi-family CDOs	$6,932,092	$8,048,053
Accrued expenses	23,567	29,354
Total Liabilities	6,955,659	8,077,407
Equity	303,681	317,916
Total Liabilities and Equity	$7,259,340	$8,395,323

The multi-family loans held in securitization trusts had an unpaid principal balance of approximately $6.9 billion and $7.9 billion at June 30, 2015 and December 31, 2014, respectively. The multi-family CDOs had an unpaid principal balance of approximately $6.9 billion and $7.9 billion at June 30, 2015 and December 31, 2014, respectively. As of June 30, 2015 and December 31, 2014, the current weighted average interest rate on these multi-family CDOs was 4.11% and 4.15%, respectively.

In February 2015, the Company sold a first loss PO security in one of the Company's Consolidated K-Series obtaining total proceeds of approximately $44.3 million and realizing a gain of approximately $1.5 million. The sale resulted in a de-consolidation of $1.1 billion in Multi-Family loans held in a securitization trust and $1.0 billion in Multi-Family CDOs.

The Company does not have any claims to the assets or obligations for the liabilities of the Consolidated K-Series (other than the security represented by our first loss piece). We have elected the fair value option for the Consolidated K-Series. The net fair value of our investment in the Consolidated K-Series, which represents the difference between the carrying values of multi-family loans held in securitization trusts less the carrying value of multi-family CDOs, approximates the fair value of our underlying securities. The fair value of our underlying securities is determined using the same valuation methodology as our CMBS investments available for sale (*see Note 14*).

The condensed consolidated statements of operations of the Consolidated K-Series for the three and six months ended June 30, 2015 and 2014, respectively, are as follows (dollar amounts in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
Statements of Operations	**2015**	**2014**	**2015**	**2014**
Interest income	$62,984	$75,501	$129,284	$150,445
Interest expense	56,992	69,110	117,087	137,857
Net interest income	5,992	6,391	12,197	12,588
Unrealized gain on multi-family loans and debt held in securitization trusts, net	5,418	20,019	19,046	24,945
Net Income	$11,410	$26,410	$31,243	$37,533

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 June 30, 2015 and December 31, 2014, respectively, are as follows:

	June 30, 2015	December 31, 2014
California	13.7%	13.5 %
Texas	12.6%	12.5 %
New York	8.0 %	7.7 %
Maryland	5.2 %	5.2 %

7. Use of Special Purpose Entities and Variable Interest Entities

A 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 financing 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 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 condensed 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 as of June 30, 2015.

The following tables presents a summary of the assets and liabilities of these consolidated VIEs as of June 30, 2015 and December 31, 2014, respectively. Intercompany balances have been eliminated for purposes of this presentation.

Assets and Liabilities of consolidated VIEs as of June 30, 2015 (dollar amounts in thousands):

	Financing VIEs				**Non-financed VIEs**	
	Multi-family CMBS re-securitization[1]	**Collateralized Recourse Financing**[2]	**Distressed Residential Mortgage Loan Securitization**	**Residential Mortgage Loan Securitization**	**Multi-family CMBS**[3]	**Total**
Investment securities available for sale, at fair value held in securitization trusts	$40,217	$—	$—	$—	$—	$40,217
Residential mortgage loans held in securitization trusts (net)	—	—	—	137,440	—	137,440
Distressed residential mortgage loans held in securitization trust, (net)	—	—	201,392	—	—	201,392
Multi-family loans held in securitization trusts, at fair value	1,258,658	4,693,357	—	—	1,283,313	7,235,328
Receivables and other assets	4,873	14,985	22,705	961	5,327	48,851
Total assets	$1,303,748	$4,708,342	$224,097	$138,401	$1,288,640	$7,663,228

Residential collateralized debt obligations	$—	$—	$—	$ 133,258	$—	$133,258
Multi-family collateralized debt obligations, at fair value	1,203,584	4,510,143	—	—	1,218,365	6,932,092
Securitized debt	27,830	55,853	108,006	—	—	191,689
Accrued expenses and other liabilities	4,401	14,105	446	13	5,230	24,195
Total liabilities	$1,235,815	$4,580,101	$ 108,452	$ 133,271	$1,223,595	$7,281,234

(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 November 2013 collateralized recourse financing are comprised of securities issued from three separate Freddie Mac-sponsored multi-family K-Series securitizations. The Financing VIE consolidated these 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*).

(3) One of the Company's Freddie Mac-sponsored multi-family K-Series securitizations included in the Consolidated K-Series is not subject to any financing as of June 30, 2015. In February 2015, the Company sold a first loss PO security issued by one of the Consolidated K-Series securitizations obtaining total proceeds of approximately $44.3 million and realizing a gain of approximately $1.5 million. The sale resulted in a de-consolidation of $1.1 billion in Multi-Family loans held in a securitization trust and $1.0 billion in Multi-Family CDOs.

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

	Financing VIEs				**Non-financed VIEs**	
	Multi-family CMBS re-securitization[1]	**Collateralized Recourse Financing**[2]	**Distressed Residential Mortgage Loan Securitization**	**Residential Mortgage Loan Securitization**	**Multi-family CMBS**[3]	**Total**
Investment securities available for sale, at fair value held in securitization trusts	$38,594	$—	$—	$—	$—	$38,594
Residential mortgage loans held in securitization trusts (net)	—	—	—	149,614	—	149,614
Distressed residential mortgage loans held in securitization trust (net)	—	—	221,591	—	—	221,591
Multi-family loans held in securitization trusts, at fair value	1,273,633	4,720,908	—	—	2,370,973	8,365,514
Receivables and other assets	5,097	15,631	39,084	1,545	10,408	71,765
Total assets	$1,317,324	$4,736,539	$ 260,675	$ 151,159	$2,381,381	$8,847,078
Residential collateralized debt obligations	$—	$—	$—	$ 145,542	$ -	$145,542
Multi-family collateralized debt obligations, at fair value	1,221,555	4,558,065	—	—	2,268,433	8,048,053
Securitized debt	27,660	55,853	149,364	—	—	232,877
Accrued expenses and other liabilities	4,581	14,639	1,024	14	10,304	30,562
Total liabilities	$1,253,796	$4,628,557	$ 150,388	$ 145,556	$2,278,737	$8,457,034

(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 November 2013 collateralized recourse financing are comprised of securities issued from three separate Freddie Mac-sponsored multi-family K-Series securitizations. The Financing VIE consolidated these 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*). In September 2014, the Company repaid the Company's outstanding notes from its collateralized recourse financing transaction completed in November 2012 with a principal amount of $52.0 million. With the repayment of the notes, the Company terminated and deconsolidated the Financing VIE that facilitated the financing transaction and the multi-family CMBS serving as collateral on the notes were transferred back to the Company.

(3) Two of the Company's Freddie Mac-sponsored multi-family K-Series securitizations included in the Consolidated K-Series are not subject to any Financing VIE as of December 31, 2014.

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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 (1)	**Collateralized Recourse Financing** (2)	**Distressed Residential Mortgage Loan Securitizations** (3)
Original Face amount of Notes issued by the VIE and purchased by 3rd party investors	$ 35,000	$55,853	$ 176,970
Principal Amount at June 30, 2015	$ 33,995	$55,853	$ 108,006
Principal Amount at December 31, 2014	$ 34,208	$55,853	$ 149,364
Carrying Value at June 30, 2015 (4)	$ 27,830	$55,853	$ 108,006
Carrying Value at December 31, 2014 (4)	$ 27,660	$55,853	$ 149,364
Pass-through rate of Notes issued	5.35 %	One-month LIBOR plus 5.25%	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 a CMBS Master Repurchase Agreement with a three-year term for the purpose of financing a portion of its multi-family CMBS portfolio. In connection with the transaction, the Company agreed to guarantee the due and punctual payment of its wholly-owned subsidiary's obligations under the CMBS Master Repurchase Agreement.

(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 these two notes. 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 respective note, reserve amounts and certain other transaction expenses, will be available for the purchase by the respective 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 June 30, 2015 and December 31, 2014, respectively:

Scheduled Maturity (principal amount)	**June 30, 2015**	**December 31, 2014**
(Dollar amount in thousands)		
Within 24 months	$ 163,859	$ 205,217
Over 36 months	33,995	34,208
Total	197,854	239,425
Discount	(6,165)	(6,548)
Carrying value	$ 191,689	$ 232,877

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. The fourth was accounted for as a sale and accordingly, is not included in the Company's accompanying condensed consolidated financial statements.

Unconsolidated VIEs

The Company has evaluated its multi-family CMBS investments in two Freddie Mac-sponsored K-Series securitizations as of June 30, 2015 and December 31, 2014, respectively, 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 June 30, 2015 and December 31, 2014 (dollar amounts in thousands):

	June 30, 2015			**December 31, 2014**		
	Investment securities available for sale, at fair value	**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	$40,217	$ 78	$40,295	$38,594	$ 80	$38,674
Mezzanine loan and equity investments	—	99,825	99,825	—	72,799	72,799
Total assets	$40,217	$ 99,903	$140,120	$38,594	$ 72,879	$111,473

Our maximum loss exposure on the multi-family CMBS investments, mezzanine loan and equity investments is approximately $140.1 million and $111.5 million at June 30, 2015 and December 31, 2014, 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 June 30, 2015 and December 31, 2014, respectively (dollar amounts in thousands):

Derivatives Not Designated as Hedging Instruments	**Balance Sheet Location**	**June 30, 2015**	**December 31, 2014**
TBA securities [1]	Derivative assets	$300,674	$284,971
U.S. Treasury futures	Derivative assets	—	379
Swaptions	Derivative assets	1,907	2,273
Options on U.S. Treasury futures	Derivative assets	3	92
Eurodollar futures	Derivative liabilities	2,288	900
Interest rate swaps[2]	Derivative liabilities	260	232
Interest rate swap futures	Derivative liabilities	1,533	331
U.S. Treasury futures	Derivative liabilities	69	—

(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.
(2) Includes interest rate swaps in our Agency IO portfolio.

The tables below summarize the activity of derivative instruments not designated as hedges for the six months ended June 30, 2015 and 2014, respectively (dollar amounts in thousands):

	Notional Amount For the Six Months Ended June 30, 2015			
Derivatives Not Designated as Hedging Instruments	**December 31, 2014**	**Additions**	**Settlement, Expiration or Exercise**	**June 30, 2015**
TBA securities	$273,000	$2,176,000	$(2,153,000)	$296,000
U.S. Treasury futures	2,300	123,600	(135,400)	(9,500)
Interest rate swap futures	(190,100)	597,800	(605,000)	(197,300)
Eurodollar futures	(2,961,000)	1,463,000	(1,453,000)	(2,951,000)
Options on U.S. Treasury futures	21,000	187,000	(201,000)	7,000
Swaptions	180,000	9,000	—	189,000
Interest rate swaps	10,000	—	—	10,000

	Notional Amount For the Six Months Ended June 30, 2014			
Derivatives Not Designated as Hedging Instruments	**December 31, 2013**	**Additions**	**Settlement, Expiration or Exercise**	**June 30, 2014**
TBA securities	$188,000	$1,188,000	$(1,178,000)	$198,000
U.S. Treasury futures	(11,900)	66,900	(60,200)	(5,200)
Interest rate swap futures	(242,700)	479,900	(470,200)	(233,000)
Eurodollar futures	(3,360,000)	1,840,000	(1,568,000)	(3,088,000)
Options on U.S. Treasury futures	40,000	—	(40,000)	—
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 and six months ended June 30, 2015 and 2014 (dollar amounts in thousands):

	Three Months Ended June 30,	
	2015	**2014**

	Realized Gains (Losses)	Unrealized Gains (Losses)	Realized Gains (Losses)	Unrealized Gains (Losses)
TBA Securities	$(2,243)	$ (2,749)	$4,040	$ 2,282
Eurodollar futures [1]	(1,032)	185	(226)	(518)
Interest rate swaps	—	90	—	—
Swaptions	—	516	—	(323)
U.S. Treasury and Interest rate swap futures and options	(1,167)	1,350	(2,482)	(2,106)
Total	$(4,442)	$ (608)	$1,332	$ (665)

	Six Months Ended June 30,			
	2015		2014	
	Realized Gains (Losses)	Unrealized Gains (Losses)	Realized Gains (Losses)	Unrealized Gains (Losses)
TBA Securities	$587	$ (2,095)	$7,354	$ 2,547
Eurodollar futures [1]	(1,279)	(1,388)	(1,438)	208
Interest rate swaps	—	(29)	—	—
Swaptions	—	(41)	—	(842)
U.S. Treasury and Interest rate swap futures and options	(2,611)	(1,707)	(2,526)	(5,239)
Total	$(3,303)	$ (5,260)	$3,390	$ (3,326)

(1) At June 30, 2015, the Eurodollar futures consist of 2,951 contracts with expiration dates ranging between September 2015 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 June 30, 2015 and December 31, 2014, our condensed consolidated balance sheets include TBA-related liabilities of $302.1 million and $283.5 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. TBA sales amounting to approximately $86.8 million were netted against TBA purchases amounting to approximately $388.9 million at June 30, 2015. There was no netting of TBA sales against TBA purchases at December 31, 2014.

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 June 30, 2015 and December 31, 2014, respectively (dollar amounts in thousands):

Derivatives Designated as Hedging Instruments	**Balance Sheet Location**	**Total Notional Amount**	**June 30, 2015**	**December 31, 2014**
Interest Rate Swaps	Derivative liability	$245,000	$261	$ —
Interest Rate Swaps	Derivative asset	105,000	233	—
Interest Rate Swaps	Derivative asset	350,000	—	1,135

The following table presents the impact of the Company's derivative instruments on the Company's accumulated other comprehensive income for the six months ended June 30, 2015 and 2014, respectively (dollar amounts in thousands):

Derivatives Designated as Hedging Instruments	**Six Months Ended June 30, 2015**	**2014**
Accumulated other comprehensive income for derivative instruments:		
Balance at beginning of the period	$1,135	$2,041
Unrealized (loss) on interest rate swaps	(1,163)	(1,330)
Balance at end of the period	$(28)	$711

The Company estimates that over the next 12 months, approximately $1.0 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, except interest swaps included in our Agency IO portfolio, designated as hedging instruments included in interest expense for the three and six months ended June 30, 2015 and 2014, respectively (dollar amounts in thousands):

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2015	**2014**	**2015**	**2014**
Interest income				
Interest expense-investment securities	$439	$469	$890	$925

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 June 30, 2015 and December 31, 2014, respectively (dollar amounts in thousands):

	June 30, 2015		December 31, 2014	
Maturity [(1)]	**Notional Amount**	**Weighted Average Fixed Pay Interest Rate**	**Notional Amount**	**Weighted Average Fixed Pay Interest Rate**
Within 30 Days	$20,000	0.42 %	$—	— %
Over 30 days to 3 months	75,000	0.49	—	—
Over 3 months to 6 months	40,000	0.39	—	—
Over 6 months to 12 months	—	—	135,000	0.45
Over 12 months to 24 months	—	—	—	—
Over 24 months to 36 months	215,000	0.83	215,000	0.83
Over 36 months to 48 months	—	—	—	—
Over 48 months to 60 months	10,000	2.25	10,000	2.25
Total	$360,000	0.73 %	$360,000	0.73 %

(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 June 30, 2015 and December 31, 2014. The Company had $10.8 million and $11.4 million of restricted cash related to margin posted for its agreements as of June 30, 2015 and December 31, 2014, 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 finances its portfolio investments with a combination of repurchase agreements and Federal Home Loan Bank advances. The Company has entered into repurchase agreements with third party financial institutions and the Company's wholly owned subsidiary, GLIH, as a member of the FHLBI, has access to a variety of products and services offered by the FHLBI, including secured advances. These financing arrangements 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 June 30, 2015, the Company had repurchase agreements with an outstanding balance of $464.5 million and a weighted average interest rate of 0.48%. At December 31, 2014, the Company had repurchase agreements with an outstanding balance of $652.0 million and a weighted average interest rate of 0.43%.

As of June 30, 2015, GLIH had $121 million in outstanding secured advances with a weighted average borrowing rate of 0.27%, and had an additional $79 million of available uncommitted capacity for borrowings, which may be adjusted at the sole discretion of the FHLBI. The ability to borrow from the FHLBI is subject to the Company's continued creditworthiness, pledging of sufficient eligible collateral to secure advances, and compliance with certain agreements with the FHLBI. Each advance requires approval by the FHLBI and is secured by collateral in accordance with the FHLBI's credit and collateral guidelines, as may be revised from time to time by the FHLBI. Eligible collateral may include Agency RMBS and certain non-Agency RMBS with a rating of A and above, conventional 1-4 family residential mortgage loans and commercial real estate loans. Investment securities available for sale with a carrying value of $129.9 million at June 30, 2015, are pledged or restricted as collateral for the future payment obligations of FHLBI advances. The FHLBI advances had contractual maturities within 30 days from June 30, 2015.

The FHLBI retains the right to mark the underlying collateral for FHLBI advances to fair value. A reduction in the value of pledged assets would require the Company to provide additional collateral. In addition, as a condition to membership in the FHLBI, the Company is required to purchase and hold a certain amount of FHLBI stock, which is based, in part, upon the outstanding principal balance of advances from the FHLBI. At June 30, 2015, the Company had stock in the FHLBI totaling $5.4 million, which is included in other assets on the condensed consolidated balance sheet. FHLBI stock is considered a non-marketable, long-term investment, is carried at cost and is subject to recoverability testing under applicable accounting standards. This stock can only be redeemed or sold at its par value, and only to the FHLBI. Accordingly, when evaluating FHLBI stock for impairment, the Company considers the ultimate recoverability of the par value rather than recognizing temporary declines in value. As of June 30, 2015, the Company had not recognized an impairment charge related to its FHLBI stock.

The following table presents detailed information about the Company's borrowings under financing arrangements, including FHLBI advances and associated assets pledged as collateral at June 30, 2015 and December 31, 2014 (dollar amounts in thousands):

	June 30, 2015			December 31, 2014		
	Outstanding Financing Arrangements	Fair Value of Collateral Pledged	Amortized Cost Of Collateral Pledged	Outstanding Financing Arrangements	Fair Value of Collateral Pledged	Amortized Cost Of Collateral Pledged
Agency ARMs	$240,062	$155,156	$156,387	$171,852	$181,694	$183,342
Agency Fixed Rate	284,052	402,319	413,369	413,199	437,002	446,851
Agency IOs/U.S. Treasury Securities	61,378	87,312	95,148	66,914	83,988	95,129
Balance at end of the period	$585,492	$644,787	$664,904	$651,965	$702,684	$725,322

As of June 30, 2015 and December 31, 2014, the average days to maturity for financing arrangements, including FHLBI advances were 23 days and 26 days, respectively. The Company's accrued interest payable on outstanding financing arrangements, including FHLBI advances at June 30, 2015 and December 31, 2014 amounts to $0.3 million and $0.3 million, respectively, and is included in accrued expenses and other liabilities on the Company's condensed consolidated balance sheets.

The following table presents contractual maturity information about the Company's outstanding financing arrangements, including FHLBI advances at June 30, 2015 and December 31, 2014 (dollar amounts in thousands):

Contractual Maturity	**June 30, 2015**	**December 31, 2014**
Within 30 days	$505,159	$157,008
Over 30 days to 90 days	80,333	494,957
Over 90 days	—	—
Total	$585,492	$651,965

As of June 30, 2015, the outstanding balance under our financing arrangements was funded at an advance rate of 93.1% that implies an average haircut of 6.9%. The weighted average "haircut" related to our repurchase agreement financing for our Agency RMBS (excluding Agency IOs) and Agency IOs was approximately 5% and 25%.

In the event we are unable to obtain sufficient short-term financing through existing financings arrangements, 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 June 30, 2015 and December 31, 2014, the Company had financing arrangements with 6 and 10 counterparties, respectively. As of June 30, 2015 and December 31, 2014, 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 financing arrangement in excess of the financing arrangement liability.

As of June 30, 2015, the Company had $106.5 million in cash and $172.9 million in unencumbered investment securities to meet additional haircut or market valuation requirements, including $90.5 million of RMBS, of which $88.8 million are Agency RMBS, and $82.4 million of multi-family CMBS (which represents the net fair value of certain first loss tranche PO securities and/or certain IOs issued by certain K-Series securitizations included in the Consolidated K-Series). The $106.5 million of cash, the $90.5 million in RMBS, the $82.4 million of CMBS, and the $38.4 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 financing arrangements), which collectively represent 54.3% of our financing arrangements, are liquid and could be monetized to pay down or collateralize the liability immediately.

10. Financing Arrangements, Distressed Residential Mortgage Loans

On December 16, 2014, the Company entered into a master repurchase agreement with Deutsche Bank AG, Cayman Islands Branch in an aggregate principal amount of up to $260.0 million, to fund a portion of the purchase price of a pool of distressed residential mortgage loans. The outstanding balance on this master repurchase agreement as of June 30, 2015 and December 31, 2014 amounts to approximately $236.9 million and $238.9 million, respectively, bearing interest at one month LIBOR plus 2.50% (2.69% and 2.66% at June 30, 2015 and December 31, 2014, respectively) and expires on December 17, 2015.

During the term of this master repurchase agreement, proceeds from the pool of distressed residential mortgage loans will be applied to pay any price differential and to reduce the aggregate repurchase price of the collateral. The financing under the master repurchase agreement is subject to margin calls to the extent the market value of the pool of distressed residential mortgage loans falls below specified levels and repurchase may be accelerated upon an event of default under the master repurchase agreement. The master repurchase agreement contains contain various covenants, including among other things, to maintain certain levels of net worth, liquidity and leverage ratios. The Company is in compliance with such covenants as of August 6, 2015.

11. 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 June 30, 2015 and December 31, 2014, the Company had Residential CDOs outstanding of $133.3 million and $145.5 million, respectively. As of June 30, 2015 and December 31, 2014, the current weighted average interest rate on these Residential CDOs was 0.57%. The Residential CDOs are collateralized by ARM loans with a principal balance of $140.6 million and $152.3 million at June 30, 2015 and December 31, 2014, respectively. The Company retained the owner trust certificates, or residual interest for three securitizations, and, as of June 30, 2015 and December 31, 2014, had a net investment in the residential securitization trusts of $5.1 million and $5.6 million, respectively.

12. 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 June 30, 2015 and December 31, 2014 (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 quarterly	Three month LIBOR plus 3.95%, resetting quarterly
Scheduled maturity	March 30, 2035	October 30, 2035

As of August 6, 2015, the Company has not been notified, and is not aware, of any event of default under the covenants for the subordinated debentures.

13. 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 six months ended June 30, 2015.

Outstanding Litigation – The Company is at times subject to various legal proceedings arising in the ordinary course of business. As of June 30, 2015, 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.

14. 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, U.S. Treasury Securities 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. The Company's U.S. Treasury securities are classified as Level 1 fair values.

b. *Investment Securities Available for Sale (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 10.1%. 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 2.7% to 5.5%. 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 future contracts are based on exchange-traded prices. The Company's derivatives are classified as Level 1 or Level 2 fair values.

e. *Multi-Family CDOs* – Multi-Family collateralized debt obligations are recorded at fair value and classified as Level 3 fair values. 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 Company’s Multi-family CDOs are classified as Level 3 fair values.

The following table presents the Company's financial instruments measured at fair value on a recurring basis as of June 30, 2015 and December 31, 2014, respectively, on the Company's condensed consolidated balance sheets (dollar amounts in thousands):

	Measured at Fair Value on a Recurring Basis at June 30, 2015				**December 31, 2014**			
	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	$—	$723,600	$—	$723,600	$—	$779,505	$—	$779,505
Non-Agency RMBS	—	1,720	—	1,720	—	1,939	—	1,939
CLOs	—	—	—	—	—	35,203	—	35,203
U.S. Treasury Securities	10,000	—	—	10,000	—	—	—	—
Investment securities available for sale held in securitization trusts:								
CMBS	—	—	40,217	40,217	—	—	38,594	38,594
Multi-family loans held in securitization trusts	—	—	7,235,328	7,235,328	—	—	8,365,514	8,365,514
Derivative assets:								
TBA Securities	—	300,674	—	300,674	—	284,971	—	284,971
Options on U.S. Treasury futures	3	—	—	3	92	—	—	92
U.S. Treasury futures	—	—	—	—	379	—	—	379
Interest rate swaps	—	233	—	233	—	1,135	—	1,135
Swaptions	—	1,907	—	1,907	—	2,273	—	2,273
Total	$10,003	$1,028,134	$7,275,545	$8,313,682	$471	$1,105,026	$8,404,108	$9,509,605
Liabilities carried at fair value								
Multi-family collateralized debt obligations	$—	$—	$6,932,092	$6,932,092	$—	$—	$8,048,053	$8,048,053

Derivative liabilities:								
U.S. Treasury futures	69	—	—	69	—	—	—	—
Eurodollar futures	2,288	—	—	2,288	900	—	—	900
Interest rate swaps	—	521	—	521	—	232	—	232
Interest rate swap futures	1,533	—	—	1,533	331	—	—	331
Total	$3,890	$521	$6,932,092	$6,936,503	$1,231	$232	$8,048,053	$8,049,516

The following table details changes in valuation for the Level 3 assets for the six months ended June 30, 2015 and 2014, respectively (amounts in thousands):

Level 3 Assets:

	Six Months Ended June 30,	
	2015	**2014**
Balance at beginning of period	$8,404,108	$8,203,600
Total gains/(losses) (realized/unrealized)		
Included in earnings [(1)]	(15,756)	318,427
Included in other comprehensive income	422	8,402
Sales[(2)]	(1,075,529)	—
Paydowns	(37,700)	(33,669)
Sale of real estate owned	—	(3,385)
Balance at the end of period	$7,275,545	$8,493,375

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

(2) In February 2015, the Company sold a first loss PO security from one of the Company's Consolidated K-Series securitizations obtaining total proceeds of approximately $44.3 million and realizing a gain of approximately $1.5 million. The sale resulted in a de-consolidation of $1.1 billion in Multi-Family loans held in a securitization trust and $1.0 billion in Multi-Family CDOs.

The following table details changes in valuation for the Level 3 liabilities for the six months ended June 30, 2015 and 2014, respectively (amounts in thousands):

Level 3 Liabilities:

	Six Months Ended June 30,	
	2015	2014
Balance at beginning of period	$8,048,053	$7,871,020
Total gains/(losses) (realized/unrealized)		
Included in earnings [1]	(46,999)	280,303
Included in other comprehensive income	—	—
Sales[2]	(1,031,268)	—
Paydowns	(37,694)	(37,053)
Balance at the end of period	$6,932,092	$8,114,270

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

(2) In February 2015, the Company sold a first loss PO security from one of the Company's Consolidated K-Series securitizations obtaining total proceeds of approximately $44.3 million and realizing a gain of approximately $1.5 million. The sale resulted in a de-consolidation of $1.1 billion in Multi-Family loans held in a securitization trust and $1.0 billion in Multi-Family CDOs.

The following table details the changes in unrealized gains (losses) included in earnings for our Level 3 assets and liabilities for the three and six months ended June 30, 2015 and 2014, respectively (dollar amounts in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Change in unrealized (losses)gains – assets	$(136,701)	$197,248	$(305)	$340,690
Change in unrealized gains(losses) – liabilities	142,119	(177,229)	19,351	(315,745)
Net change in unrealized gains included in earnings for assets and liabilities	$5,418	$20,019	$19,046	$24,945

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 June 30, 2015 and December 31, 2014, respectively, on the condensed consolidated balance sheets (dollar amounts in thousands):

	Assets Measured at Fair Value on a Non-Recurring Basis at							
	June 30, 2015				**December 31, 2014**			
	Level 1	**Level 2**	**Level 3**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Residential mortgage loans held in securitization trusts – impaired loans (net)	$ —	$ —	$ 10,211	$ 10,211	$ —	$ —	$ 9,323	$ 9,323
Real estate owned held in residential securitization trusts	—	—	410	410	—	—	965	965

The following table presents gains(losses) incurred for assets measured at fair value on a non-recurring basis for the three and six months ended June 30, 2015 and 2014, respectively, on the Company's condensed consolidated statements of operations (dollar amounts in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Residential mortgage loans held in securitization trusts – impaired loans (net)	$(345)	$(351)	$(656)	$(367)
Real estate owned held in residential securitization trusts	—	31	26	(53)

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 June 30, 2015 and December 31, 2014, respectively, (dollar amounts in thousands):

	Fair Value Hierarchy Level	June 30, 2015		December 31, 2014	
		Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial Assets:					
Cash and cash equivalents	Level 1	$106,461	$106,461	$75,598	$75,598
Investment securities available for sale	Level 1 or 2	735,320	735,320	816,647	816,647
Investment securities available for sale, at fair value held in securitization trusts	Level 3	40,217	40,217	38,594	38,594
Residential mortgage loans held in securitization trusts (net)	Level 3	137,440	125,682	149,614	135,241
Distressed residential mortgage loans (net) [(1)]	Level 3	580,540	598,112	582,697	599,182

Multi-family loans held in securitization trusts	Level 3	7,235,328	7,235,328	8,365,514	8,365,514
Derivative assets	Level 1 or 2	302,817	302,817	288,850	288,850
Mortgage loans held for sale (net) (2)	Level 3	2,471	2,529	7,712	7,713
First mortgage loans (2)	Level 3	10,474	10,887	9,544	9,832
Mezzanine loan and equity investments (2)	Level 3	93,054	93,412	66,951	67,233
Receivable for securities sold	Level 1	34,733	34,733	—	—
Financial Liabilities:					
Financing arrangements, portfolio investments	Level 2	$585,492	$585,492	$651,965	$651,965
Financing arrangements, distressed residential mortgage loans	Level 2	236,908	236,908	238,949	238,949
Residential collateralized debt obligations	Level 3	133,258	119,188	145,542	130,919
Multi-family collateralized debt obligations	Level 3	6,932,092	6,932,092	8,048,053	8,048,053
Securitized debt	Level 3	191,689	198,315	232,877	240,341
Derivative liabilities	Level 1 or 2	4,411	4,411	1,463	1,463
Payable for securities purchased	Level 1	302,322	302,322	283,537	283,537
Subordinated debentures	Level 3	45,000	37,477	45,000	36,531

(1) Includes distressed residential mortgage loans held in securitization trusts with a carrying value amounting to approximately $201.4 million and $221.6 million at June 30, 2015 and December 31, 2014, respectively and distressed residential mortgage loans with a carrying value amounting to approximately $379.1 million and $361.1 million at June 30, 2015 and December 31, 2014, 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. *Receivable for securities sold* – Estimated fair value approximates the carrying value of such assets

e. *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.

f. *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.

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

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

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

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

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

15. 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 6,600,000 and 3,000,000 shares issued and outstanding as of June 30, 2015 and December 31, 2014.

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, in an underwritten public offering, for net proceeds of approximately $72.4 million, after deducting underwriting discounts and offering expenses. As of June 30, 2015 and December 31, 2014, there were 6,000,000 and 3,450,000 shares of Series B Preferred Stock authorized, respectively. 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 dividends and distribution of assets upon liquidation, dissolution or winding up.

On April 22, 2015, the Company issued 3,600,000 shares of 7.875% Series C Cumulative Redeemable Preferred Stock ("Series C Preferred Stock"), with a par value of $0.01 per share and a liquidation preference of $25 per share, in an underwritten public offering, for net proceeds of approximately $86.9 million, after deducting underwriting discounts and offering expenses. As of June 30, 2015, there were 4,140,000 shares of Series C Preferred Stock authorized. The Series C Preferred Stock is entitled to receive a dividend at a rate of 7.875% per year on the $25 liquidation preference and is senior to the common stock with respect to dividends and distribution of assets upon liquidation, dissolution or winding up.

The Series B Preferred Stock and Series C Preferred Stock generally do 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, holders of the Series B Preferred Stock and Series C Preferred Stock, voting together as a single class with the holders of all other classes or series of our preferred stock upon which like voting rights have been conferred and are exercisable and which are entitled to vote as a class with the Series B Preferred Stock and Series C Preferred Stock, will be entitled to vote to elect two additional directors to the Company's Board of Directors (the "Board") until all unpaid dividends have been paid or declared and set apart for payment. In addition, certain material and adverse changes to the terms of the Series B Preferred Stock and Series C 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 and Series C Preferred Stock.

The Series B Preferred Stock and Series C Preferred Stock are not redeemable by the Company prior to June 4, 2018 and April 22, 2020, respectively, 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 and Series C Preferred Stock, respectively). On and after June 4, 2018 and April 22, 2020, the Company may, at its option, redeem the Series B Preferred Stock and Series C Preferred Stock, respectively, 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 and Series C 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 and Series C 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 and Series C Preferred Stock.

Upon the occurrence of a Change of Control, each holder of Series B Preferred Stock and Series C Preferred Stock will have the right (unless the Company has exercised its right to redeem the Series B Preferred Stock or Series C Preferred Stock, respectively) to convert some or all of the Series B Preferred Stock or Series C Preferred Stock held by such holder into a number of shares of our common stock per share of Series B Preferred Stock or Series C 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 June 30, 2015, the Company has declared and paid all required quarterly dividends on such stock. The following table presents the relevant dates with respect to quarterly cash dividends on the Series B Preferred Stock from January 1, 2014 through June 30, 2015 and cash dividends on Series C Preferred Stock from issuance through June 30, 2015:

Series B Preferred Stock				**Series C Preferred Stock**			
Declaration Date	**Record Date**	**Payment Date**	**Cash Dividend Per Share**	**Declaration Date**	**Record Date**	**Payment Date**	**Cash Dividend Per Share**
June 18, 2015	July 1, 2015	July 15, 2015	$0.484375	June 18, 2015	July 1, 2015	July 15, 2015	$0.45391 (1)
March 18, 2015	April 1, 2015	April 15, 2015	$0.484375	—	—	—	—
December 12, 2014	January 1, 2015	January 15, 2015	$0.484375	—	—	—	—
September 18, 2014	October 1, 2014	October 15, 2014	$0.484375	—	—	—	—
June 18, 2014	July 1, 2014	July 15, 2014	$0.484375	—	—	—	—
March 31, 2014	April 1, 2014	April 15, 2014	$0.484375	—	—	—	—

(1) Cash dividend for the partial quarterly period that began on April 22, 2015 and ended on July 14, 2015.

(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, 2014 and ended June 30, 2015:

Period	**Declaration Date**	**Record Date**	**Payment Date**	**Cash Dividend**

				Per Share
Second Quarter 2015	June 18, 2015	June 29, 2015	July 27, 2015	$ 0.27
First Quarter 2015	March 18, 2015	March 30, 2015	April 27, 2015	$ 0.27
Fourth Quarter 2014	December 12, 2014	December 22, 2014	January 26, 2015	$ 0.27
Third Quarter 2014	September 18, 2014	September 29, 2014	October 27, 2014	$ 0.27
Second Quarter 2014	June 18, 2014	June 30, 2014	July 25, 2014	$ 0.27
First Quarter 2014	March 13, 2014	March 24, 2014	April 25, 2014	$ 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 underwritten public offerings during the six months ended June 30, 2014. There were no underwritten public offerings of common stock during the six months ended June 30, 2015.

Share Issue Date	**Shares Issued**	**Net Proceeds (1)**
(Amounts in Thousands)		
April 7, 2014	14,950	$ 109,916
January 10, 2014	11,500	$ 75,846

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

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(d) Equity Distribution Agreement

On March 20, 2015, the Company entered into separate equity distribution agreements (collectively, the "Equity Distribution Agreements") with each of JMP Securities LLC ("JMP") and MLV & Co. LLC ("MLV"), each an "Agent" and collectively, the "Agents", pursuant to which the Company may sell up to $75,000,000 of aggregate value of (i) shares of the Company's common stock, par value $0.01 per and (ii) shares of the Company's Series B Preferred Stock, from time to time through the Agents. The Company has no obligation to sell any of the shares under the Equity Distribution Agreements and may at any time suspend solicitations and offers under the Equity Distribution Agreements. During the three and six months ended June 30, 2015, the Company issued 1,413,757 and 2,789,439 shares of its common stock, respectively, under the Equity Distribution Agreements, at an average sales price of $7.79 and $7.91, respectively, resulting in total net proceeds to the Company of $10.8 million and $21.6 million, respectively, after deducting the placement fees. As of June 30, 2015, approximately $52.9 million of securities remains available for issuance under the Equity Distribution Agreements.

On March 20, 2015, in connection with the Company's execution of the Equity Distribution Agreements described above, the Company delivered to JMP a notice of termination of the Equity Distribution Agreement dated June 11, 2012 (the "Prior Equity Distribution Agreement"), which termination became effective March 23, 2015. The Prior Equity Distribution Agreement provided for the sale by the Company of common stock having a maximum aggregate value of up to $25,000,000 from time to time through JMP, as the Company's agent. During the six months ended June 30, 2015, the Company issued 1,326,676 shares under the Prior Equity Distribution Agreement, at an average sales price of $7.89 resulting in total net proceeds to the Company of $10.3 million, after deducting the placement fees. During the term of the Prior Equity Distribution Agreement, the Company sold a total of 2,153,989 shares of its common stock at an average price of $7.63 per share pursuant to the Prior Distribution Agreement, resulting in net proceeds to the Company of approximately $16.1 million.

16. 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 six months ended June 30, 2015 and 2014.

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		For the Six Months Ended	
	June 30, 2015	2014	June 30, 2015	2014
Numerator:				
Net income attributable to common stockholders– Basic	$21,544	$30,326	$43,634	$51,584
Net income attributable to common stockholders– Dilutive	21,544	30,326	43,634	51,584
Denominator:				
Weighted average basic shares outstanding	109,252	89,686	107,380	82,137
Weighted average dilutive shares outstanding	109,252	89,686	107,380	82,137
EPS:				
Basic EPS	$0.20	$0.34	$0.41	$0.63
Dilutive EPS	$0.20	$0.34	$0.41	$0.63

17. Stock Based Compensation

Pursuant to the Company’s 2010 Stock Incentive Plan (the “2010 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 common stock, performance share awards 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 June 30, 2015 and December 31, 2014, 641,238 shares and 862,512 shares, respectively, were reserved for issuance under the 2010 Plan. The Company's directors have been issued 146,935 and 111,311 shares under the 2010 Plan as of June 30, 2015 and December 31, 2014, respectively. The Company's employees have been issued 401,827 and 216,177 restricted shares under the 2010 Plan as of June 30, 2015 and December 31, 2014, respectively. At June 30, 2015 and December 31, 2014, there were 280,457 and 162,171 shares of unvested restricted stock outstanding under the 2010 Plan.

(a) Restricted Common Stock Awards

During the three and six months ended June 30, 2015, the Company recognized non-cash compensation expense on its restricted common stock awards of $0.2 million and $0.4 million, respectively. During the three and six months ended June 30, 2014, the Company recognized non-cash compensation expense on its restricted common stock awards of $0.1 million and $0.2 million, respectively. Dividends are paid on all restricted common 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 six months ended June 30, 2015 and 2014.

A summary of the activity of the Company's non-vested restricted stock under the 2010 Plan for the six months ended June 30, 2015 and 2014, respectively, is presented below:

	2015		**2014**	
	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	162,171	$ 7.26	94,873	$ 7.01
Granted	185,650	7.79	104,517	7.39
Vested	(67,364)	7.18	(37,219)	6.97
Non-vested shares as of June 30	280,457	$ 7.63	162,171	$ 7.26
Weighted-average fair value of restricted stock granted during the period	185,650	$ 7.79	104,517	$ 7.39

(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 June 30, 2015 and 2014, the Company had unrecognized compensation expense of $1.6 million and $1.0 million, respectively, related to the non-vested shares of restricted common stock under the 2010 Plan. The unrecognized compensation expense at June 30, 2015 is expected to be recognized over a weighted average period of 2.3 years. The total fair value of restricted shares vested during the six months ended June 30, 2015 and 2014 was approximately $0.5 million and $0.3 million, respectively. The requisite service period for restricted shares at issuance is three years.

(b) Performance Share Awards

In May, 2015, the Compensation Committee of the Board of Directors approved a performance share award ("PSA") pursuant to the 2010 Plan to the Company's Chairman, Chief Executive Officer and President. The PSA granted consisted of 89,629 shares of common stock and had a grant date fair value of approximately $0.4 million. The PSA are awards under which the number of underlying shares of Company common stock that vest and that the recipient becomes entitled to receive at the time of vesting will generally range from 0% to 200% of the target number of PSAs granted, with the target number of PSAs granted being adjusted to reflect the value of the reinvestment of any dividends declared on Company common stock during the vesting period. Vesting of these PSUs will occur at the end of three years based on three-year TSR, as follows:

If three-year TSR is less than 33%, then 0% of the PSUs will vest;

If three-year TSR is greater than or equal to 33% and the TSR is not in the bottom quartile of an identified peer group, then 100% of the PSAs will vest;

If three-year TSR is greater than or equal to 33% and the TSR is in the top quartile of an identified peer group then 200% of the PSAs will vest;

If three-year TSR is greater than or equal to 33% and the TSR is in the bottom quartile of an identified peer group then 50% of the PSAs will vest.

The grant date fair values of PSAs were determined through a Monte-Carlo simulation of the Company's common stock total shareholder return and the common stock total shareholder return of its peer companies to determine the TSR of the Company's common stock relative to its peer companies over a future period of three years. For the 2015 PSA grant, the inputs used by the model to determine the fair value are (i) historical stock return volatilities of the Company and its peer companies over the most recent three year period, (ii) a risk free rate based on the three year U.S. Treasury rate on grant date, and (iii) historical pairwise stock return correlations between the Company and its peer companies over the most recent three year period.

Compensation expenses related to PSAs were $12.0 thousand for the three and six months ended June 30, 2015. As of June 30, 2015, there was $360.0 thousand of unrecognized compensation cost related to unvested PSAs.

18. Income Taxes

At June 30, 2015, a wholly owned TRS of the Company had approximately $55.9 million of net operating loss carryforwards which the Company does not expect to be able to utilize to offset future taxable income. 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 2014, the Company, through its wholly owned TRSs, incurred net operating losses in the aggregate amount of approximately $3.6 million. The Company's carryforward net operating losses, which are not subject to a Section 382 limitation, will expire between 2033 and 2034 if they are not offset by future taxable income. Additionally, during 2014, 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 June 30, 2015 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 2011. The Company has assessed its tax positions for all open years, which includes 2011 to 2014 and concluded that there are no material uncertainties to be recognized.

During the three and six months ended June 30, 2015, the Company's TRSs recorded approximately $1.2 million and $1.4 million, respectively, of income tax expense. During the three and six months ended June 30, 2014, the Company's TRSs recorded approximately $0.5 million and $3.6 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, a valuation allowance and other differences.

The components of the Company's deferred tax assets and liabilities are as follows (dollar amounts in thousands):

	June 30, 2015	December 31, 2014
Deferred tax assets		
Net operating loss carryforward	$27,606	$ 28,704
Net capital loss carryforward	4,527	1,592
GAAP/Tax basis differences	2,868	1,755
Total deferred tax assets (1)	35,001	32,051
Valuation allowance (1)	(33,642)	(30,412)
Deferred tax liabilities		
Deferred tax liabilities	193	1,040
Total deferred tax liabilities (2)	193	1,040
Total net deferred tax asset	$1,166	$ 599

(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.

19. Related Party Transactions

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 replaced 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, 2015, subject to automatic annual one-year renewals thereof.

As of June 30, 2015 and December 31, 2014, the Company owned a 20% membership interest in RiverBanc. For the three and six months ended June 30, 2015, the Company recognized approximately $0.1 million and $0.8 million in income related to its investment in RiverBanc, respectively. For the three and six months ended June 30, 2014, the Company recognized approximately $0.1 million and $0.3 million in income related to its investment in RiverBanc, respectively.

RiverBanc manages an entity, RB Multifamily Investors LLC ("RBMI"), in which the Company owns, as of June 30, 2015 and December 31, 2014, approximately 67% of the outstanding common equity interests and certain preferred equity interests. Pursuant to a management agreement between RiverBanc and this entity, RiverBanc is entitled to receive base management and incentive fees for its management of assets owned by RBMI. Our total investment in RMI, which is included in receivable and other assets on the accompanying condensed consolidated balance sheets, amounts to approximately $48.4 million and $36.6 million as of June 30, 2015 and December 31, 2014, respectively. For the three and six months ended June 30, 2015, the Company recognized $1.7 million and $2.8 million in income related to our investment in RMI, respectively. For the three and six months ended June 30, 2014, the Company recognized $(0.1) million and $0.0 million in income related to our investment in RMI, respectively.

For the three and six months ended June 30, 2015, the Company expensed $0.9 million and $4.8 million in fees to RiverBanc, respectively. For the three and six months ended June 30, 2014, the Company expensed $1.1 million and $2.2 million in fees to RiverBanc, respectively   As of June 30, 2015 and December 31, 2014, the Company had fees payable to RiverBanc of $0.5 million and $6.3 million, respectively, included in accrued expenses and other liabilities.

20. Subsequent Events

On July 22, 2015, the Company entered into a contribution agreement by and among the Company, RBMI, RiverBanc Multifamily Investors, Inc. ("RMI"), RiverBanc Multifamily LP ("RMI OP") and certain other third parties pursuant to which the Company agreed to contribute 100% of the Company's common and preferred equity ownership interests in RBMI (the "Equity Contribution") to RMI in exchange for an aggregate of 2,451,211 shares of RMI's common stock. RBMI would become a subsidiary of RMI upon completion of the transaction. In addition, the Company entered into a contribution agreement with RMI and RMI OP pursuant to which the Company agreed to sell to RMI a portfolio of preferred equity investments (which includes one preferred equity investment in a multifamily property that the Company has under contract to acquire) and a mezzanine loan for cash consideration of approximately $28.5 million. The transactions contemplated by the contribution agreements are subject to certain closing conditions, including the completion of RMI's initial public offering of RMI common stock.

In July 2015, we purchased pools of distressed residential mortgage loans with an unpaid principal balance of approximately $81.2 million for an aggregate purchase price of approximately $67.5 million.

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 and those relating to Fannie Mae, Freddie Mac or Ginnie Mae; 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, in Part I, Item 1A – "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2014, in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 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") residential 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 residential 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; "multi-family CMBS" refers to CMBS backed by commercial mortgage loans on multi-family properties; "CDOs" refers to collateralized debt obligations; "CLO" refers to collateralized loan obligation; "Consolidated K-Series" refers to, as of June 30, 2015, five separate Freddie Mac- sponsored multi-family loan K-Series securitizations, or as of December 31, 2014, six separate Freddie Mac-sponsored multi-family loan K-Series securitizations, of which we, or one of our special purpose entities,("SPEs"), own the first loss PO securities and certain IO securities; "Variable Interest Entity" or "VIE" refers to 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; and "Consolidated VIEs" refers to VIEs where the Company is the primary beneficiary, as 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.

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 residential mortgage loans, including loans sourced from distressed markets, multi-family CMBS, mezzanine loans to and preferred equity investments in owners of multi-family properties, equity and debt securities issued by entities that invest in commercial real estate-related debt investments 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 seek to achieve a balanced and diverse funding mix to finance our assets and operations. To this end, we currently rely primarily on a combination of short-term borrowings, such as repurchase agreements and Federal Home Loan Bank advances with terms typically of 30 days (or currently, in some cases, up to one year) 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, Midway and 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 Second Quarter 2015 Developments

Second Quarter 2015 Common Stock and Preferred Stock Dividends

On June 18, 2015, our Board of Directors declared a regular quarterly cash dividend of $0.27 per share of common stock for the quarter ended June 30, 2015. The dividend was paid on July 27, 2015 to our common stockholders of record as of June 29, 2015.

On June 18, 2015, in accordance with the terms of our Series B Preferred Stock, 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 July 15, 2015 to our Series B Preferred stockholders of record as of July 1, 2015.

Also on June 18, 2015, in accordance with the terms of our Series C Preferred Stock, our Board of Directors declared a Series C Preferred Stock cash dividend of $0.45391 per share of Series C Preferred Stock for the partial quarterly period that began on April 22, 2015 and ended on July 14, 2015. The dividend was paid on July 15, 2015 to our Series C Preferred stockholders of record as of July 1, 2015.

Public Offering of Series C Cumulative Preferred Sock

On April 22, 2015, the Company closed on an underwritten public offering of 3,600,000 shares of the Company’s Series C Preferred Stock. The issuance and sale of the Series C Preferred Stock resulted in total net proceeds to the Company of approximately $86.9 million after deduction of underwriting discounts and commissions and estimated offering expenses.

Issuance of Common Stock under At-the-Market Offering Programs

For the three months ended June 30, 2015, the Company issued and sold 1,413,757 shares of its common stock at an average price of $7.79 per share under its at-the-market offering programs, resulting in net proceeds to the Company of approximately $10.8 million.

Sale of CLOs

In June 2015, we completed the sale of certain CLO securities, realizing a gain of approximately $3.2 million.

Sales and Refinancing of Distressed Residential Mortgage Loans

During the second quarter of 2015, we sold and refinanced distressed residential mortgage loans with a carrying value, of approximately $16.6 million for net proceeds of approximately $20.2 million, which resulted in a net realized gain, before income taxes, of approximately $3.6 million.

Subsequent Events

In July 2015, we entered into a Contribution Agreement with RiverBanc Multifamily Investors, Inc. (“RMI”), RiverBanc Multifamily LP (“RMI OP”) and certain other third parties pursuant to which the Company agreed to contribute 100% of its common and preferred equity ownership interests in RB Multifamily Investors LLC (“RBMI”) that the Company holds to RMI in exchange for an aggregate of 2,451,211 shares of RMI’s common stock. RBMI would become a subsidiary of RMI upon completion of the transaction. In addition, the Company entered into a contribution agreement with RMI and RMI OP pursuant to which the Company agreed to sell to RMI a portfolio of preferred equity investments and a mezzanine loan for cash consideration of approximately $28.5 million. The transaction contemplated by the contribution agreements are subject to certain closing conditions, including the completion of RMI's initial offering of RMI stock.

In July 2015, we purchased pools of distressed residential mortgage loans with an unpaid principal balance of approximately $81.2 million for an aggregate purchase price of approximately $67.5 million.

Current Market Conditions and Commentary

General. The U.S. economy exhibited lower U.S. real gross domestic product ("GDP") growth in the first half of 2015 posting an increase of 0.6% (revised) in GDP in the first quarter of 2015, and an increase of 2.3% (advance estimate) in GDP during the second quarter of 2015. This compares to growth of 2.2% in the fourth quarter of 2014 and the U.S. Federal Reserve ("Federal Reserve") policymakers prediction in early 2015 of 2.3% to 2.7% GDP growth for full year 2015. With the slow start in 2015, Federal Reserve policymakers have reduced their GDP growth projections for 2015. According to minutes of the Federal Reserve's June 2015 meeting, the central tendency projections for GDP growth in 2015 have been reduced to 1.8% to 2.0% (as compared to 2.3% to 2.7% as of March 2015), whereas projections for 2016 have remained relatively the same with projections of 2.4% to 2.7% (as compared to 2.3% and 3.0% as of March 2015).

The labor market exhibited signs of improvement during the second quarter of 2015. According to the U.S. Department of Labor, the U.S. unemployment rate at the end of June 2015 was 5.3%, slightly lower than the 5.5% unemployment rate as of the end of March 2015, with total nonfarm payroll employment posting an estimated average monthly increase of approximately 223,000 jobs during the second quarter of 2015 as compared to an average monthly increase of approximately 197,000 jobs during the first quarter of 2015 and 246,000 jobs during the year ended December 31, 2014. The lower average monthly employment growth numbers for the first quarter of 2015 were significantly impacted by a low jobs number in March 2015, which at 126,000 new jobs was significantly below most projections. In addition, other signs suggest that labor conditions are improving, albeit modestly, including that as of June 2015, the unemployment rate and the number of unemployed persons were down by 0.8% and 1.2 million, respectively, from June 2014.

Federal Reserve and Monetary Policy. In July 2015, the Federal Reserve maintained its intent to keep the target range for the federal funds rate between 0% and 0.25% and 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. Market participants generally understand that the Federal Reserve would like to move forward on raising the federal funds rate, but with continued signs of July tepid growth and mixed economic signals in the U.S. economy, including those signals from the labor market that are discussed above, and relatively low inflation risks, the bond market anticipates that such a tightening will likely occur in the second half of 2015 and at a very slow pace.

Single-Family Homes and Residential Mortgage Market. The residential real estate market has shown signs of accelerating again in the first half of 2015 after decelerating throughout much of 2014, as evidenced by the 0.4% rise in the S&P/Case-Shiller index of home prices in 20 major cities in April 2015 (as compared to March 2015). 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 685,000 during the second quarter of 2015, as compared to 636,000 during the first quarter of 2015 and 707,700 in the year ended December 31, 2014. We expect the single-family residential real estate market to continue to improve modestly in the near term, although we believe the rate of home price increases is more likely to slow than to accelerate. Improving single family housing fundamentals should have a positive impact on the overall credit profile of our portfolio of distressed residential loans.

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 476,000 during the second quarter of 2015, as compared to 321,333 during the first quarter of 2015 and 340,800 during the year ended December 31, 2014. Moreover, vacancy trends in the multi-family sector appear to be stable. According to the Multifamily Vacancy Index ("MVI"), which is produced by the National Association of Home Builders and surveys the multifamily housing industry's perception of vacancies, the MVI decreased three points to 36 during the first quarter of 2015 to its lowest level since fourth quarter of 2012. 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. We expect the multi-family sector to continue to be a strong performer in the near term given the current favorable conditions for multi-family housing in the U.S.

Credit Spreads. Comparable to conditions experienced in 2014, asset gathering in the first half of 2015 continues to be challenging. In our view, further tightening of credit spreads has largely resulted from the continued pursuit of credit sensitive assets by a significant amount of investable capital, thereby placing upward pressure on the pricing of the credit sensitive assets that we currently target. Although this trend has had a positive impact on the value of many of the credit sensitive assets in our existing portfolio, it has resulted in a more challenging current return environment for new investment in these asset classes, particularly for new multi-family CMBS product and distressed residential loans. Given this challenging current return environment, we expect to remain selective and opportunistic as we source new credit sensitive product over the next couple of quarters, but remain focused in the near term on allocating greater capital to credit sensitive assets that rely on asset selection rather than leverage to generate our targeted returns.

Financing markets and liquidity. During the second quarter of 2015, the bond market experienced a significant amount of volatility with the closing yield of the ten-year U.S. Treasury Note trading between 1.85% and 2.50%, settling at 2.35% at June 30, 2015, as compared to 2.17% at December 31, 2014 and 1.94% at March 31, 2015. Meanwhile short-term interest rates have held steady for the most part during the first quarter of 2015. The 30-day London Interbank Offered Rate ("LIBOR") was 0.19% at June 30, 2015, which is effectively unchanged from March 31, 2015.

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 and the Agency IOs we invest in are issued by Fannie Mae, Freddie Mac or Ginnie Mae. 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. It remains unclear how the U.S. Congress will move forward on such reform at this time and what impact, if any, this reform will have on mortgage REITs.

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, 2014 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 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 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 interest-only CMBS, principal-only CMBS, 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 14 – 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 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 June 30, 2015 and December 31, 2014, we owned 100% of the first loss tranche of securities of the Consolidated K-Series. The Consolidated K-Series collectively represents, as of June 30, 2015, five separate Freddie Mac sponsored multi-family loan K-Series securitizations, or as of December 31, 2014, six separate Freddie Mac sponsored multi-family loan K-Series securitizations, of which we, or one of our 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 to 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 investments and the Consolidated K-Series (as defined in Note 2 to our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q).

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

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 June 30, 2015 and December 31, 2014, respectively (dollar amounts in thousands):

At June 30, 2015:

	Agency RMBS[(1)]	**Agency IOs**	**Multi-Family[(2)]**	**Distressed Residential Loans [(3)]**	**Residential Securitized Loans[(4)]**	**Other[(5)]**	**Total**
Carrying value	$609,047	$124,553	$445,222	$584,986	$137,440	$5,951	$1,907,199
Liabilities:							
Callable[(6)]	(524,114)	(61,378)	—	(236,908)	—	—	(822,400)
Non-callable	—	—	(83,684)	(108,006)	(133,258)	(45,000)	(369,948)
Hedges (Net)[(7)]	1,724	5,202	—	—	—	—	6,926
Cash[(8)]	3,364	39,247	2,101	1,384	—	100,586	146,682
Other	10,867	2,940	40	27,696	948	499	42,990
Net capital allocated	$100,888	$110,564	$363,679	$269,152	$5,130	$62,036	$911,449

(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 June 30, 2015 follows:

Multi-family loans held in securitization trusts, at fair value	$	7,235,328	
Multi-family CDOs, at fair value		(6,932,092	)
Net carrying value		303,236	
Investment securities available for sale, at fair value held in securitization trusts		40,217	
Total CMBS, at fair value		343,453	
First mortgage loan, mezzanine loan and preferred equity investments		101,769	
Securitized debt		(83,684	)
Cash and other		2,141	
Net Capital in Multi-Family	$	363,679	

(3) Includes mortgage loans held for sale with a carrying value of $4.5 million that is included in the Company's accompanying condensed consolidated balance sheet in receivables and other assets.
(4) Represents our residential mortgage loans held in securitization trusts. We securitized these loans in 2005.
(5) Other includes non-Agency RMBS and loans held for investment. Other non-callable liabilities consist of $45.0 million in subordinated debentures.
(6) Includes repurchase agreements and Federal Home Loan Bank Advances.
(7) Includes derivative assets, derivative liabilities, payable for securities purchased and restricted cash posted as margin.

(8) Includes $38.4 million held in overnight deposits in our Agency IO portfolio to be used for trading purposes. Such deposit is included in the Company's accompanying condensed consolidated balance sheet in receivables and other assets.

At December 31, 2014:

	Agency RMBS[1]	Agency IOs	Multi-Family[2]	Distressed Residential Loans[3]	Residential Securitized Loans[4]	Other[5]	Total
Carrying value	$660,374	$119,131	$430,789	$587,860	$149,614	$41,383	$1,989,151
Liabilities:							
Callable[6]	(585,051)	(66,914)	—	(238,949)	—	—	(890,914)
Non-callable	—	—	(83,513)	(149,364)	(145,542)	(45,000)	(423,419)
Hedges (Net)[7]	3,501	11,415	—	—	—	—	14,916
Cash[8]	2,781	40,572	—	—	—	72,809	116,162
Other	2,731	3,329	(5,569)	39,759	1,531	(29,750)	12,031
Net capital allocated	$84,336	$107,533	$341,707	$239,306	$5,603	$39,442	$817,927

(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, 2014
follows:

Multi-family loans held in securitization trusts, at fair value	$8,365,514
Multi-family CDOs, at fair value	(8,048,053)
Net carrying value	317,461
Investment securities available for sale, at fair value held in securitization trusts	38,594
Total CMBS, at fair value	356,055
First mortgage loan, mezzanine loan and preferred equity investments	74,734
Securitized debt	(83,513)
Other	(5,569)
Net Capital in Multi-family	$341,707

(3) Includes mortgage loans held for sale with a carrying value of $5.2 million that is included in the Company's accompanying consolidated balance sheet in receivables and other assets.

(4) Represents our residential mortgage loans held in securitization trusts. We securitized these loans in 2005.

(5) Other includes CLOs having a carrying value of $35.2 million, non-Agency RMBS and loans held for investment. Other non-callable liabilities consist of $45.0 million in subordinated debentures.

(6) Includes repurchase agreements.

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

(8) Includes $40.6 million held in overnight deposits in our Agency IO portfolio to be used for trading purposes. Such deposit is included in the Company's accompanying consolidated balance sheet in receivables and other assets.

Comparison of the Three and Six Months Ended June 30, 2015 to the Three and Six Months Ended June 30, 2014

For the three and six months ended June 30, 2015, we reported net income attributable to common stockholders of $21.5 million and $43.6 million as compared to net income attributable to common stockholders of $30.3 million and $51.6 million for the same periods in 2014. The main components of the change in net income for the three and six months ended June 30, 2015 as compared to the same period in 2014 are detailed in the following table (dollar amounts in thousands, except per share data):

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2015	2014	$ Change	2015	2014	$ Change
Net interest income	$20,303	$19,883	$420	$41,904	$39,708	$2,196
Total other income	$14,645	$20,011	$(5,366)	$27,678	$33,486	$(5,808)
Total general, administrative and other expenses	$(9,139)	$(7,577)	$(1,562)	$(19,985)	$(15,136)	$(4,849)
Income from operations before income taxes	$25,809	$32,317	$(6,508)	$49,597	$58,058	$(8,461)
Income tax expense	$(1,178)	$(538)	$(640)	$(1,423)	$(3,568)	$2,145
Net income	$24,631	$31,779	$(7,148)	$48,174	$54,490	$(6,316)
Preferred stock dividends	$(3,087)	$(1,453)	$(1,634)	$(4,540)	$(2,906)	$(1,634)
Net income attributable to common stockholders	$21,544	$30,326	$(8,782)	$43,634	$51,584	$(7,950)
Basic income per common share	$0.20	$0.34	$(0.14)	$0.41	$0.63	$(0.22)
Diluted income per common share	$0.20	$0.34	$(0.14)	$0.41	$0.63	$(0.22)

Net Interest Income

The increase in net interest income for the three and six months ended June 30, 2015 as compared to the corresponding period in 2014 is primarily attributable to an increase in the Company’s average interest earning assets, which were approximately $1.8 billion for the three and six months ended June 30, 2015 as compared to $1.6 billion for the three and six months ended June 30, 2014. In particular, the Company's investments in distressed residential loans have increased to $580.5 million as of June 30, 2015 from $243.8 million as of June 30, 2014, resulting in an increase of approximately $4.0 million and $8.5 million in net interest income for the three and six months ended June 30, 2015, respectively, as compared to the same periods in 2014. Net interest income for the three and six months ended June 30, 2015 was negatively impacted by our Agency IO portfolio, with net interest income declining by approximately $2.8 million and $5.1 million for the three and six months ended June 30, 2015, respectively, as compared to the same periods in 2014 due primarily to higher prepayment rates. Net interest income was also impacted by a reduction in the average interest earning assets in our multi-family portfolio due to the opportunistic sale of two multi-family CMBS investments in the second half of 2014 and one multi-family CMBS investment in February 2015. This reduction in average interst earning assets contributed to a reduction of $0.7 million and $1.2 million for the three and six months ended June 30, 2015, respectively, as compared to the same periods in 2014 in net interest income from our multi-family portfolio.

Other Income

Total other income decreased by $5.4 million and $5.8 million for the three and six months ended June 30, 2015, respectively, as compared to the same periods in 2014. The changes in total other income were primarily driven by:

A decrease in realized gain on investment securities and related hedges of $2.6 million and $3.5 million for the three and six months ended June 30, 2015, respectively, as compared to the same periods in 2014. Our Agency IO portfolio had an increase of $5.8 million and $6.7 million in realized losses on its derivative instruments for the three and six months ended June 30, 2015, respectively, as compared to the same periods in 2014. The increase in realized losses generated by the Agency IO portfolio was partially offset by the realized gain on the sale of CLOs amounting to $3.2 million for the three and six months ended June 30, 2015.

An increase in net unrealized gain on investment securities and related hedges of $6.0 million and $2.0 million for the three and six months ended June 30, 2015, respectively, as compared to the same periods in 2014, primarily related to our Agency IO portfolio. The increase in net unrealized gain activity partially offset the realized loss activity generated by the Agency IO portfolio as discussed above. The Agency IO portfolio strategy is structured and hedged to primarily generate net interest margin on the portfolio such that, over time, the unrealized and realized gain/loss activity associated with the strategy will offset each other and result in no gain or loss. During the second quarter of 2015, our Agency IO portfolio was also negatively impacted by increased prepayment levels and overall interest rate volatility.

An increase in gain on de-consolidation of $1.5 million for the six months ended June 30, 2015 due to the sale of a first loss PO security issued by a single Freddie Mac-sponsored securitization included in the Consolidated K-Series in the first quarter of 2015.

A decrease in net unrealized gains on multi-family loans and debt held in securitization trusts of $14.6 million and $6.0 million for the three and six months ended June 30, 2015, respectively as compared to the same periods in 2014.

An increase in realized gains on distressed residential mortgage loans of $3.2 million for the three months ended June 30, 2015, as compared to the same period in 2014, due to increased refinancing and sale activity in the second quarter of 2015 as compared to second quarter of 2014. A decrease in realized gains on distressed residential mortgage loans of $4.4 million for the six months ended June 30, 2015, as compared to the same period in 2014, due to less refinancing and sale activity in the first half of 2015 as compared to the first half of 2014. Because each loan buyer's diligence requirements differ, income generation from the workout or resale of these loans remains challenging to predict and is expected to be uneven from quarter to quarter.

An increase in other income of $2.1 million and $3.9 million for the three and six months ended June 30, 2015, respectively as compared to the same periods in 2014, which is primarily due to the following two factors: 1) an increase in income from our common and preferred equity ownership interests in RB Multifamily Investors LLC, an entity that invests in commercial real estate-related debt investments and is managed by RiverBanc, and 2) an increase in income related to our 20% membership interest in RiverBanc.

Comparative Expenses *(dollar amounts in thousands)*

	For the Three Months Ended June 30,			**For the Six Months Ended June 30,**		
General, Administrative and Other Expenses	**2015**	**2014**	**$ Change**	**2015**	**2014**	**$ Change**
Salaries, benefits and directors' compensation	$1,280	$1,144	$ 136	$2,362	$2,194	$ 168
Base management and incentive fees	4,141	3,866	275	11,011	7,644	3,367
Expenses on distressed residential mortgage loans	2,682	1,217	1,465	4,566	2,429	2,137
Other	1,036	1,350	(314)	2,046	2,869	(823)
Total	$9,139	$7,577	$ 1,562	$19,985	$15,136	$ 4,849

The increase in base management and incentive fees for the three and six months ended June 30, 2015 as compared to the same period in 2014 was driven by (i) an increase in assets managed by our external managers, and (ii) the incentive compensation earned by Harvest Capital Strategies LLC ("HCS"), pursuant to our prior advisory agreement with HCS in connection with the sale of the CLOs in the second quarter of 2015.

The increase in expenses related to distressed residential mortgage loans for the three and six months ended June 30, 2015 as compared to the same periods in 2014 is due to a higher average balance of loans outstanding, thereby resulting in higher servicing costs, work-out costs and due diligence costs.

Income Tax Expense

The increase in income tax expense for the three months ended June 30, 2015 as compared to the same period in 2014 was primarily due to increased loan sale activity in our distressed loan portfolio during the second quarter of 2015 as compared to second quarter 2014. The decrease in income tax expense for the six months ended June 30, 2015 as compared to the same period in 2014 was primarily due to less loan sale activity in our distressed loan portfolio during the first half 2015 as compared to first half 2014. For the first half of 2014, a majority of the realized income on distressed residential from loan resales was generated during the first quarter of 2014 as compared to the first half 2015, where a majority of the realized income on distressed residential from loan resales was generated during the second quarter of 2015.

The realized gain on sale from loan activity is transacted in a taxable REIT subsidiary for REIT compliance purposes and accordingly is subject to local, state and federal taxes.

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 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, mezzanine loans and preferred equity investments, where the risks and payment characteristics are equivalent to accounted for as loans, 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 certain information about our portfolio by investment type and their related interest income, interest expense, weighted average yield, average cost of funds and net interest spread for the three and six months ended June 30, 2015 and 2014 (dollar amounts in thousands):

For the Three Months Ended June 30, 2015	**Agency RMBS**	**Agency IOs**	**Multi-Family** (1) (2)	**Distressed Residential Loans**	**Residential Securitized Loans**	**Other**	**Total**
Interest Income	$2,827	$2,341	$7,844 (1)	$10,356	$864	$3,176	$27,408
Interest Expense	(1,175)	(202)	(1,500)	(3,539)	(221)	—	(6,637)
Interest Expense on Subordinated Debentures	—	—	—	—	—	(468)	(468)
Net Interest Income	$1,652	$2,139	$6,344	$6,817	$643	$2,708	$20,303
Average Interest Earning Assets (2) (3)	$633,024	$128,086	$263,415	$577,674	$145,667	$32,906	$1,780,772

Weighted Average Yield on Interest Earning Assets(4)	1.79 %	7.31 %	11.91 %	7.17 %	2.37 %	38.61 %	6.16 %
Average Cost of Funds(5)	(0.87)%	(1.27)%	(7.13)%	(4.00)%	(0.64)%	—	(2.25)%
Subordinated debentures	—	—	—	—	—	(4.11)%	(4.11)%
Net interest spread(6)	0.92 %	6.04 %	4.78 %	3.17 %	1.73 %	38.61 %	3.91 %
For the Six Months Ended June 30, 2015							
Interest Income	$6,142	$5,907	$15,665 (1)	$20,826	$1,735	$6,023	$56,298
Interest Expense	(2,395)	(400)	(2,986)	(7,225)	(460)	—	(13,466)
Interest Expense on Subordinated Debentures	—	—	—	—	—	(928)	(928)
Net Interest Income	$3,747	$5,507	$12,679	$13,601	$1,275	$5,095	$41,904
Average Interest Earning Assets (2) (3)	$646,256	$129,838	$264,317	$576,944	$148,840	$31,578	$1,797,773
Weighted Average Yield on Interest Earning Assets(4)	1.90 %	9.10 %	11.85 %	7.22 %	2.33 %	38.15 %	6.26 %
Average Cost of Funds(5)	(0.86)%	(1.25)%	(7.14)%	(4.01)%	(0.66)%	—	(2.23)%
Subordinated debentures	—	—	—	—	—	(4.10)%	(4.10)%
Net interest spread(6)	1.04 %	7.85 %	4.71 %	3.21 %	1.67 %	38.15 %	4.03 %

For the Three Months Ended June 30, 2014

	Agency RMBS	Agency IOs	Multi-Family (1) (2)	Distressed Residential Loans	Residential Securitized Loans	Other	Total
Interest Income	$3,719	$5,152	$9,525 (1)	$4,852	$1,002	$2,188	$26,438
Interest Expense	(1,154)	(211)	(2,444)	(2,015)	(228)	(37)	(6,089)
Interest Expense on Subordinated Debentures	—	—	—	—	—	(466)	(466)
Net Interest Income	$2,565	$4,941	$7,081	$2,837	$774	$1,685	$19,883
Average Interest Earning Assets (3)	$740,350	$152,420	$307,830	$237,760	$162,870	$23,740	$1,624,970
Weighted Average Yield on Interest Earning Assets(4)	2.01%	13.52%	12.38%	8.16%	2.46%	36.87%	6.51%
Average Cost of Funds(5)	(0.70)%	(0.93)%	(7.19)%	(4.78)%	(0.59)%	(1.73)%	(2.00)%
Subordinated debentures	—	—	—	—	—	(4.10)%	(4.10)%
Net interest spread(6)	1.31%	12.59%	5.19%	3.38%	1.87%	34.77%	4.51%

For the Six Months Ended June 30, 2014

	Agency RMBS	Agency IOs	Multi-Family (1) (2)	Distressed Residential Loans	Residential Securitized Loans	Other	Total
Interest Income	$7,747	$11,085	$18,735 (1)	$9,204	$1,980	$4,178	$52,929
Interest Expense	(2,364)	(434)	(4,869)	(4,092)	(463)	(74)	(12,296)
Interest Expense on Subordinated Debentures	—	—	—	—	—	(925)	(925)
Net Interest Income	$5,383	$10,651	$13,866	$5,112	$1,517	$3,179	$39,708
Average Interest Earning Assets (3)	$752,280	$149,650	$304,070	$234,840	$164,900	$22,880	$1,628,620
Weighted Average Yield on Interest Earning Assets(4)	2.06%	14.81%	12.32%	7.84%	2.40%	36.52%	6.50%

Average Cost of Funds[5]	(0.71)%	(0.93)%	(7.21)%	(4.81)%	(0.59)%	(1.75)%	(2.00)%
Subordinated debentures	—	—	—	—	—	(4.09)%	(4.09)%
Net interest spread[6]	1.35 %	13.88 %	5.11 %	3.03 %	1.81 %	35.147 %	4.50 %

(1) The Company determined it is the primary beneficiary of certain Freddie Mac-sponsored K-Series securitizations (the "Consolidated K-Series," as defined below) and has consolidated the Consolidated K-Series into the Company's financial statements. Average Interest Earning Assets for the periods indicated exclude all Consolidated K-Series assets other than those securities issued by the securitizations comprising the Consolidated K-Series that are actually owned by us and interest income amounts represent interest income earned by securities that are actually owned by us. A reconciliation of our interest income in multi-family investments to our condensed consolidated financial statements for the three and six months ended June 30, 2015 and 2014 is set forth below (dollar amounts in thousands):

	For the Three Months Ended June 30,		**For the Six Months Ended June 30,**	
	2015	**2014**	**2015**	**2014**
Interest income, multi-family loans held in securitization trusts	$62,984	$75,501	$129,284	$150,445
Interest income, investment securities, available for sale (Note 1)	921	2,477	1,753	4,895
Interest expense, multi-family collateralized obligation	(56,992)	(69,110)	(117,087)	(137,857)
Interest income, multi-family CMBS	6,913	8,868	13,950	17,483
Interest income, mezzanine loan and preferred equity investments (Note 1)	931	657	1,715	1,252
Interest income in Multi-Family	$7,844	$9,525	$15,665	$18,735

(Note 1) Included in the Company's accompanying condensed consolidated statements of operations in interest income, investment securities and other.

(2) 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.

(3) Our Average Interest Earning Assets is calculated each quarter based on daily average amortized cost.

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

(5) Our Average Cost of Funds was calculated by dividing our annualized interest expense by our average interest bearing liabilities, excluding subordinated debentures for the quarter. Our Average Cost of funds includes interest expense on our interest rate swaps.

(6)

Net Interest Spread is the difference between our Weighted Average Yield on Interest Earning Assets and our Average Cost of Funds, excluding the Weighted Average Cost of subordinated debentures.

Prepayment Experience

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

Quarter Ended	Agency ARMs	Agency Fixed Rate	Agency IOs	Non-Agency RMBS	Residential Securitizations	Weighted Average for Overall Portfolio
June 30, 2015	9.2 %	10.6 %	16.3 %	12.5 %	11.1 %	13.3 %
March 31, 2015	9.1 %	6.5 %	14.7 %	15.5 %	13.7 %	11.5 %
December 31, 2014	12.3 %	6.5 %	14.6 %	13.7 %	5.4 %	11.1 %
September 30, 2014	20.5 %	9.2 %	15.2 %	18.7 %	5.4 %	13.1 %
June 30, 2014	9.9 %	6.7 %	12.7 %	10.5 %	7.0 %	10.1 %
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 %

When prepayment expectations over the remaining life of assets increase, we have to amortize premiums or discount over a shorter time period resulting in a reduced yield to maturity on our investment assets. Conversely, if prepayment expectations decrease, the premium or discounts 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.

Financial Condition

As of June 30, 2015, we had approximately $9.4 billion of total assets, as compared to approximately $10.5 billion of total assets as of December 31, 2014. The decrease in total assets is primarily a result of our de-consolidation of $1.1 billion in Multi-Family loans held in a securitization trust due to the sale of a first loss PO security in one of the Company's Consolidated K-Series. A significant portion of our assets represents the assets comprising the Consolidated K-Series, which we consolidate under the accounting rules. As of June 30, 2015 and December 31, 2014, the Consolidated K-Series assets amount to approximately $7.2 billion and $8.4 billion, respectively. See "Significant Estimates and Critical Accounting Policies - Loan Consolidation Reporting Requirement for Certain Multi-Family K-Series Securitizations.

Balance Sheet Analysis

Investment Securities Available for Sale. At June 30, 2015, our securities portfolio includes Agency RMBS, including Agency fixed-rate and ARM pass-through certificates, Agency IOs, non-Agency RMBS, and U.S. Treasury securities, which are classified as investment securities available for sale. At June 30, 2015, 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 carrying value of investment securities available for sale as of June 30, 2015 as compared to December 31, 2014 is primarily a result of principal paydowns, as well as a decline in pricing due to increase in interest rate volatility.

The following tables set forth the balances of our investment securities available for sale by vintage (i.e., by issue year) as of June 30, 2015 and December 31, 2014, respectively (dollar amounts in thousands):

	June 30, 2015		**December 31, 2014**	
	Par Value	**Carrying Value**	**Par Value**	**Carrying Value**
Agency RMBS				
ARMs				
Prior to 2011	$18,197	$19,359	$19,129	$20,329
2011	16,867	17,827	19,408	20,381
2012	128,397	133,379	135,885	140,983
Total ARMs	163,461	170,565	174,422	181,693
Fixed				
Prior to 2011	67	69	—	—
2011	1,801	1,866	1,899	1,973
2012	422,627	437,068	458,871	476,708
2013	14	15	—	—
Total Fixed	424,509	439,018	460,770	478,681
IO				
Prior to 2011	188,134	27,392	202,962	28,312
2011	117,572	18,769	132,545	20,858
2012	268,347	45,046	278,332	46,262
2013	116,338	21,155	125,176	21,822
2014	15,335	1,655	16,577	1,877
Total IOs	705,726	114,017	755,592	119,131
Total Agency RMBS	1,293,696	723,600	1,390,784	779,505
U.S. Treasury securities				
2015	10,000	10,000	—	—
Non Agency RMBS				
2006	2,296	1,720	2,533	1,939
CLOs				
2007	—	—	35,550	35,203
Total	$1,305,992	$735,320	$1,428,867	$816,647

Investment Securities Available for Sale Held in Securitization Trusts. At June 30, 2015, 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 Consolidated VIEs that have been securitized into beneficial interests. 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 June 30, 2015 and December 31, 2014 (dollar amounts in thousands):

	June 30, 2015		December 31, 2014	
	Par Value	Carrying Value	Par Value	Carrying Value
CMBS:				
2011	$864,458	$40,217	$886,117	$38,594
Total	$864,458	$40,217	$886,117	$38,594

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 June 30, 2015, residential mortgage loans held in securitization trusts totaled approximately $137.4 million. The Company's net investment in the residential securitization trusts was $5.1 million at June 30, 2015, 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 (i) the ARM loans and real estate owned held in residential securitization trusts and (ii) the amount of Residential CDOs outstanding. Of the residential mortgage loans held in securitized trusts, 100% are traditional ARMs or hybrid ARMs, 83.6% 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 June 30, 2015 and December 31, 2014, respectively (dollar amounts in thousands):

	Number of Loans	**Unpaid Principal**	**Carrying Value**
June 30, 2015	370	$140,641	$137,440
December 31, 2014	395	$152,277	$149,614

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 June 30, 2015 and December 31, 2014, respectively (dollar amounts in thousands):

	June 30, 2015			**December 31, 2014**		
	Average	**High**	**Low**	**Average**	**High**	**Low**
General Loan Characteristics:						
Original Loan Balance	$437	2,950	48	$441	$2,950	$48
Current Coupon Rate	2.75 %	7.25 %	1.25 %	2.75 %	7.25 %	1.25 %
Gross Margin	2.38 %	4.13 %	1.13 %	2.38 %	4.13 %	1.13 %
Lifetime Cap	11.34%	13.25%	9.38 %	11.34%	13.25%	9.38 %
Original Term (Months)	360	360	360	360	360	360
Remaining Term (Months)	239	246	205	245	252	211

Average Months to Reset	3	11	1	5	11	1
Original FICO Score	725	818	593	726	818	593
Original LTV	70.18%	95.00%	13.94%	70.38%	95.00%	13.94%

The following tables detail the activity for the residential mortgage loans held in securitization trusts (net) for the six months ended June 30, 2015 and 2014, respectively (dollar amounts in thousands):

	Principal	Premium	Allowance for Loan Losses	Net Carrying Value
Balance, January 1, 2015	$ 152,277	$ 968	$ (3,631)	$ 149,614
Principal repayments	(11,828)	—	—	(11,828)
Provision for loan loss	—	—	(656)	(656)
Transfer to real estate owned	192	—	(1)	191
Charge-Offs	—	—	196	196
Amortization of premium	—	(77)	—	(77)
Balance, June 30, 2015	$ 140,641	$ 891	$ (4,092)	$ 137,440

	Principal	Premium	Allowance for Loan Losses	Net Carrying Value
Balance, January 1, 2014	$ 165,173	$ 1,053	$ (2,989)	$ 163,237
Principal repayments	(7,745)	—	—	(7,745)
Provision for loan loss	—	—	(367)	(367)
Transfer to real estate owned	(212)	—	157	(55)
Charge-Offs	1,111	—	—	1,111
Amortization of premium	—	(52)	—	(52)
Balance, June 30, 2014	$ 158,327	$ 1,001	$ (3,199)	$ 156,129

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 June 30, 2015 and December 31, 2014, distressed residential mortgage loans had a carrying value of $580.5 million and $582.7 million, respectively.

The Company's distressed residential mortgage loans held in securitization trusts with a carrying value of approximately $201.4 million and $221.6 million at June 30, 2015 and December 31, 2014, respectively, are pledged as collateral for certain of the securitized debt issued by the Company. 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 $115.6 million and $110.3 million at June 30, 2015 and December 31, 2014, respectively.

In addition, distressed residential mortgage loans with a carrying value of approximately $321.9 million and $327.4 million at June 30, 2015 and December 31, 2014, respectively, are pledged as collateral for a master repurchase agreement, with Deutsche Bank AG, Cayman Islands Branch.

The following table details our portfolio of distressed residential mortgage loans, including those distressed residential mortgage loans held in securitization trusts, at June 30, 2015 and December 31, 2014, respectively (dollar amounts in thousands):

	Number of Loans	**Unpaid principal**	**Carrying Value**
June 30, 2015	6,354	$675,814	$580,540
December 31, 2014	6,291	$684,508	$582,698

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

Loan to Value at Purchase	**June 30, 2015**	**December 31, 2014**
50.00% or less	3.6 %	3.6 %
50.01% - 60.00%	3.7 %	3.7 %
60.01% - 70.00%	6.5 %	6.6 %
70.01% - 80.00%	9.1 %	9.0 %
80.01% - 90.00%	11.7 %	11.9 %
90.01% - 100.00%	12.6 %	12.4 %
100.01% and over	52.8 %	52.8 %
Total	100.0 %	100.0 %

FICO Scores at Purchase	**June 30, 2015**	**December 31, 2014**
550 or less	14.5 %	13.8 %
551 to 600	26.6 %	26.3 %
601 to 650	29.3 %	29.0 %
651 to 700	18.2 %	18.4 %
701 to 750	8.3 %	8.9 %
751 to 800	2.6 %	3.0 %
801 and over	0.5 %	0.6 %
Total	100.0 %	100.0 %

Current Coupon	**June 30, 2015**	**December 31, 2014**
3.00% or less	15.8 %	17.1 %
3.01% - 4.00%	7.4 %	7.0 %
4.01% - 5.00%	16.2 %	15.2 %
5.01% – 6.00%	13.1 %	12.7 %
6.01% and over	47.5 %	48.0 %
Total	100.0 %	100.0 %

Delinquency Status	**June 30, 2015**	**December 31, 2014**

Current	85.4	%	88.2	%
31 – 60 days	3.6	%	5.5	%
61 – 90 days	4.3	%	2.3	%
90+ days	6.7	%	4.0	%
Total	100.0	%	100.0	%

Origination Year	**June 30, 2015**		**December 31, 2014**	
2005 or earlier	25.5	%	25.6	%
2006	19.8	%	36.5	%
2007	36.4	%	36.5	%
2008 or later	18.3	%	18.1	%
Total	100.0	%	100.0	%

Consolidated K-Series. As of June 30, 2015 and December 31, 2014, 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 five and six Freddie Mac-sponsored multi-family K-Series securitizations as of June 30, 2015 and December 31, 2014, 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 June 30, 2015 and December 31, 2014, the Consolidated K-Series was comprised of $7.2 billion and $8.4 billion, respectively, in multi-family loans held in securitization trusts and $6.9 billion and $8.0 billion, respectively, in multi-family CDOs outstanding with a weighted average interest rate of 4.11%. As a result of the consolidation of the Consolidated K-Series, our condensed consolidated statements of operations for the three and six months ended June 30, 2015 included $63.0 million and $129.3 million in interest income, respectively, and $57.0 million and $117.1 million in interest expense, respectively. Also, we recognized a $5.4 million and $19.0 million unrealized gain in the condensed consolidated statement of operations for the three and six months ended June 30, 2015 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 $303.2 million and $317.5 million as of June 30, 2015 and December 31, 2014, respectively.

In February 2015, the Company sold a first loss PO security in one of the Company's Consolidated K-Series obtaining total proceeds of approximately $44.3 million and realizing a gain of approximately $1.5 million. The sale resulted in a de-consolidation of $1.1 billion in Multi-Family loans held in a securitization trust and $1.0 billion in Multi-Family CDOs.

Multi-Family CMBS Loan Characteristics:

The following table details the loan characteristics of the loans that back the multi-family CMBS (including the Consolidated K-Series) in our portfolio as of June 30, 2015 and December 31, 2014, respectively (dollar amounts in thousands, except as noted):

	June 30, 2015		**December 31, 2014**	
Current balance of loans	$9,133,129		$10,189,074	
Number of loans	550		610	
Weighted average original LTV	68.8	%	68.8	%
Weighted average underwritten debt service coverage ratio	1.49	x	1.48	x
Current average loan size	$16,606		$16,703	

Weighted average original loan term (in months)	119		119	
Weighted average current remaining term (in months)	81		82	
Weighted average loan rate	4.40	%	4.54	%
First mortgages	100	%	100	%
Geographic state concentration (greater than 5.0%):				
California	13.7	%	13.5	%
Texas	12.6	%	12.5	%
New York	8.0	%	7.7	%
Maryland	5.2	%	5.2	%

Financing Arrangements, Portfolio Investments**.** The Company finances its portfolio investments with a combination of repurchase agreements and Federal Home Loan Bank advances. The Company has entered into repurchase agreements with third party financial institutions and the Company's wholly owned subsidiary, GLIH as a member of the FHLBI, has access to a variety of products and services offered by the FHLBI, including secured advances. These financing arrangements are short-term borrowings that bear interest rates typically based on a spread to LIBOR, and are secured by the securities which they finance.

As of June 30, 2015 and December 31, 2014, we had approximately $585.5 million and $652.0 million of borrowings under financing arrangements including FHLBI advances, respectively. As of June 30, 2015 and December 31, 2014, the current weighted average borrowing rate on these financing facilities was 0.44% and 0.43%, respectively.

As of June 30, 2015 and December 31, 2014, 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 financing agreement in excess of the financing agreement liability.

As of June 30, 2015 and December 31, 2014, the outstanding balance under our financing agreements was funded at an advance rate of 93.1% and 92.8% that implies an average haircut of 6.9% and 7.2%, respectively. The weighted average "haircut" related to our repurchase agreement financing for our Agency RMBS (excluding Agency IOs) and Agency IOs was approximately 5% and 25%, respectively.

The following table details the ending balance, quarterly average balance and maximum balance at any month-end during each quarter in 2015, 2014 and 2013 for outstanding financing arrangements, including FHLBI advances (dollar amounts in thousands):

Quarter Ended	Quarterly Average Balance	End of Quarter Balance	Maximum Balance at any Month-End
June 30, 2015	$ 513,254	$ 585,492	$ 645,162
March 31, 2015	$ 633,132	$ 619,741	$ 645,162
December 31, 2014	$ 658,360	$ 651,965	$ 668,901
September 30, 2014	$ 639,831	$ 627,881	$ 653,181
June 30, 2014	$ 725,761	$ 668,428	$ 758,857
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

Financing Arrangements, Distressed Residential Mortgage Loans. On December 16, 2014, the Company entered into a master repurchase agreement, with Deutsche Bank AG, Cayman Islands Branch, to fund a portion of the purchase price of a pool of distressed residential mortgage loans comprised of re-performing loans. The outstanding balance on the master repurchase agreement, as of June 30, 2015 and December 31, 2014, amounts to approximately $236.9 million and $238.9 million, respectively, bore interest at one-month LIBOR plus 2.50% (2.69% and 2.66% at June 30, 2015 and December 31, 2014, respectively) and expires on December 17, 2015. Distressed residential mortgage loans with a carrying value of approximately $321.9 million at June 30, 2015, are pledged as collateral for the borrowings under the master repurchase agreement.

Residential Collateralized Debt Obligations. As of June 30, 2015 and December 31, 2014, we had Residential CDOs of $133.3 million and $145.5 million, respectively. As of June 30, 2015 and December 31, 2014, the weighted average interest rate of these Residential CDOs was 0.56%. The Residential CDOs are collateralized by ARM loans with a principal balance of $140.6 million and $152.3 million at June 30, 2015 and December 31, 2014, respectively. The Company retained the owner trust certificates, or residual interest for three securitizations, and, as of June 30, 2015 and December 31, 2014, had a net investment in the residential securitization trusts of $5.1 million and $5.6 million, respectively.

Securitized Debt. As of June 30, 2015 and December 31, 2014 we had approximately $191.7 million and $232.9 million of securitized debt, respectively. The Company's securitized debt is collateralized by multi-family CMBS and distressed residential mortgage loans. See Note 7 of our condensed consolidated financial statements included in this report for more information on securitized debt. The reduction in our securitized debt is due to paydown of principal during the period from the proceeds of the sale of distressed residential loans held in securitization trusts in December 2014.

Subordinated Debentures. As of June 30, 2015, certain of our wholly owned subsidiaries had trust preferred securities outstanding of $45.0 million with a weighted average interest rate of 4.1%. 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 financing arrangement or Residential CDOs to a fixed rate. At June 30, 2015 and December 31, 2014, the Company had $350.0 million of notional amount of interest rate swaps outstanding that qualify as cash flow hedges for financial reporting purposes. The interest rate swaps had a net fair market liability value of $28 thousand and $1.1 million at June 30, 2015 and December 31, 2014, respectively. At June 30, 2015, the Company had $10.0 million of notional amount of interest rate swap with a net fair market liability value of $0.3 million that was not designated as a hedging instrument (*See Note 8*).

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 June 30, 2015 was $911.4 million and included $0.6 million of accumulated other comprehensive loss. The accumulated other comprehensive loss consisted of $12.8 million in net unrealized gains related to our CMBS, partially offset by $0.0 million in unrealized derivative losses related to cash flow hedges and $13.4 million in unrealized losses related to our Agency RMBS and non-Agency RMBS. Stockholders' equity at December 31, 2014 was $817.9 million and included $10.0 million of accumulated other comprehensive income. The accumulated other comprehensive income consisted of $9.1 million in unrealized gains primarily related to our CLOs, $12.4 million in net unrealized gains related to our CMBS and $1.1 million in unrealized derivative gains related to cash flow hedges, partially offset by $12.6 million in unrealized losses related to our Agency RMBS and non-Agency RMBS.

Analysis of Changes in Book Value

The following table analyzes the changes in book value of our common stock for the three and six months ended June 30, 2015 (amounts in thousands, except per share):

	Three Months Ended June 30, 2015			Six Months Ended June 30, 2015		
	Amount	**Shares**	**Per Share[1]**	**Amount**	**Shares**	**Per Share[1]**
Beginning Balance	**$758,759**	**107,952**	**$ 7.03**	**$742,927**	**105,095**	**$ 7.07**
Common stock issuance, net	11,276	1,450		32,289	4,307	
Preferred stock issuance, net	86,862			86,862		
Preferred stock liquidation preference	(90,000)			(90,000)		
Balance after share issuance activity	766,897	109,402	7.01	772,078	109,402	7.06
Dividends declared	(29,538)		(0.27)	(58,685)		(0.54)
Net change AOCI: [2]						
Hedges	99		-	(1,162)		(0.01)
RMBS	(6,361)		(0.06)	(775)		(0.01)
CMBS	354		-	422		-
CLOs	(6,546)		(0.06)	(9,063)		(0.08)
Net income attributable to common stockholders	21,544		0.20	43,634		0.40
Ending Balance	**$746,449**	**109,402**	**$ 6.82**	**$746,449**	**109,402**	**$ 6.82**

(1) Outstanding shares used to calculate book value per share for the ending balance is based on outstanding shares as of June 30, 2015 of 109,401,721.
(2) 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. Our principal only multi-family CMBS 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 from the date the underlying mortgage loans are originated, and therefore do not directly contribute to monthly cash flows. In addition, the Company will, from time to time, sell on an opportunistic basis certain securities, primarily CMBS and distressed residential mortgage loans as part of its overall investment strategy and these sales will provide additional liquidity

During the six months ended June 30, 2015, net cash increased by $30.9 million, as a result of $117.6 million provided by investing activities and $15.1 million of cash provided by operating activities offset by $101.8 million used in financing activities. Our investing activities primarily included $44.3 million in proceeds from sale of loans held in multi-family securitization trusts, $37.7 million in principal paydowns received on investment securities available for sale, $37.7 million in principal repayments received on multi-family loans held in securitization trusts, $11.6 million in principal repayments received on residential mortgage loans held in securitization trusts, $51.1 million in principal repayments and proceeds from sales and refinancing of distressed residential mortgage loans, partially offset by $30.0 million in purchases of residential mortgage loans and distressed residential mortgage loans, $25.1 million in the funding of mezzanine loans and preferred equity investments, $5.3 million in purchases of investment securities and $5.4 million in purchases of FHLBI stock. Our financing activities primarily included net proceeds from common stock issuances of $31.8 million and proceeds from preferred stock issuance of $86.7 million, partially offset by $68.5 million in payments of financing arrangements, net of FHLBI advances, $37.7 million in payments made on multi-family CDOs, $60.4 million in dividends paid on common stock, Series B Preferred Stock and Series C Preferred Stock, $12.3 million in payments made on Residential CDOs, and $41.6 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, FHLBI advances, 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 June 30, 2015, we had cash and cash equivalents balances of $106.5 million, which increased from $75.6 million at December 31, 2014. 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 to finance the more liquid assets in our investment portfolio, such as Agency RMBS. Recently, certain repurchase agreement lenders have elected to exit the repo lending market for various reasons, including new capital requirement regulations. However, as certain lenders have exited the space, other financing counterparties 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.

In light of the evolving repurchase agreement lending environment, we intend to replace a portion of our repurchase agreement borrowings with secured advances from the FHLBI, of which, GLIH, one of our subsidiaries, is a member. Each advance from the FHLBI will require approval by the FHLBI and will be secured by collateral in accordance with the FHLBI's credit and collateral guidelines, as may be revised from time to time by the FHLBI. Eligible collateral may include conventional one-to-four family residential mortgage loans, CMBS, Agency RMBS and Non-Agency RMBS with an A rating and above. In connection with GLIH becoming a member of the FHLBI, the Company has agreed to guarantee the due and punctual payment of GLIH's obligations under its financing agreement with FHLBI. As of June 30, 2015, the Company had $121 million in outstanding secured advances from FHLBI.

As of June 30, 2015, we have outstanding short-term repurchase agreements, a form of collateralized short-term borrowing, with five 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 June 30, 2015, we had an aggregate amount at risk under our repurchase agreements with five counterparties of approximately $49.6 million, with no more than approximately $27.6 million at risk with any single counterparty. At June 30, 2015, the Company had short-term repurchase agreement borrowings of $464.5 million as compared to $652.0 million as of December 31, 2014.

As of June 30, 2015, the Company had $106.5 million in cash and $172.9 million in unencumbered investment securities to meet additional haircut or market valuation requirements, including $90.5 million of RMBS, of which $88.8 million are Agency RMBS, and $82.4 million of multi-family CMBS (which represents the net fair value of certain first loss tranche PO securities and/or certain IOs issued by certain K-Series securitizations included in the Consolidated K-Series). The $106.5 million of cash, the $90.5 million in RMBS, $82.4 million of CMBS, and $38.4 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 financing arrangements), which collectively represent 54.3% of our financing arrangements, are liquid and could be monetized to pay down or collateralize the liability immediately.

At June 30, 2015, the Company also had a master repurchase agreement, with Deutsche Bank AG, Cayman Islands Branch, in an aggregate principal amount of up to $260.0 million, expiring on December 17, 2015. The outstanding balance under the master repurchase agreement amounted to approximately $236.9 million at June 30, 2015. This master repurchase agreement is collateralized by distressed residential mortgage loans with a carrying value of $321.9 million at June 30, 2015.

At June 30, 2015, we also had other longer-term debt, including Residential CDOs outstanding of $133.3 million, multi-family CDOs outstanding of $6.9 billion (which represent obligations of the Consolidated K-Series), subordinated debt of $45.0 million and securitized debt of $191.7 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 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 of our condensed consolidated financial statements in the Quarterly Report on Form 10-Q.

As of June 30, 2015, our overall leverage ratio, including both our short- and longer-term financing, such as securitized debt and subordinated debt (and excluding the CDOs issued by the Consolidated K-Series and our Residential CDOs) divided by stockholders' equity, was approximately 1.2 to 1. As of June 30, 2015, our leverage ratio on our short term financings or callable debt was approximately 0.9 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 $302.1 million at June 30, 2015, 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 residential 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 condensed 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. On April 22, 2015, the Company closed on an underwritten public offering of 3,600,000 shares of the Company's Series C Preferred Stock. The issuance and sale of the 3,600,000 shares of Series C Preferred Stock resulted in total net proceeds to the Company of approximately $86.9 million after deduction of underwriting discounts and commissions and estimated offering expenses.

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 March 20, 2015, the Company entered into separate equity distribution agreements (collectively, the “Equity Distribution Agreements”) with each of JMP Securities LLC (“JMP”) and MLV & Co. LLC (“MLV”), each an “Agent” and collectively, the “Agents”, pursuant to which the Company may sell up to $75,000,000 of aggregate value of (i) shares of the Company’s common stock, par value $0.01 per and (ii) shares of the Company’s Series B Preferred Stock, from time to time through the Agents. Pursuant to the Equity Distribution Agreements, the shares may be offered and sold through the Agents 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 Agreements and may at any time suspend solicitations and offers under the Equity Distribution Agreements. During the six months ended June 30, 2015, the Company issued 2,789,439 shares under the Equity Distribution Agreements, at an average sales price of $7.91, resulting in total net proceeds to the Company of $21.6 million, after deducting the placement fees. As of June 30, 2015, approximately $52.9 million remains available for issuance under the Equity Distribution Agreements.

On March 20, 2015, in connection with the Company’s execution of the Equity Distribution Agreements described above, the Company delivered to JMP a notice of termination of the Equity Distribution Agreement dated June 11, 2012 (the “Prior Equity Distribution Agreement”), which termination became effective March 23, 2015. The Prior Equity Distribution Agreement provided for the sale by the Company of common stock having a maximum aggregate value of up to $25,000,000 from time to time through JMP, as the Company’s agent. During the six months ended June 30, 2015, the Company issued 1,326,676 shares under the Prior Equity Distribution Agreement, at an average sales price of $7.89 resulting in total net proceeds to the Company of $10.3 million, after deducting the placement fees. During the term of the Prior Equity Distribution Agreement, the Company sold a total of 2,153,989 shares of its common stock at an average price of $7.63 per share pursuant to the Prior Distribution Agreement, resulting in net proceeds to the Company of approximately $16.1 million

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 and Six Months Ended June 30, 2015 to Three and Six Months Ended June 30, 2014 - Comparative Expenses" for more information regarding the base management and incentive fee incurred during the three and six months ended June 30, 2015.

Dividends

On June 18, 2015, 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 April 15, 2015 and ended on July 14, 2015. This dividend was paid on

July 15, 2015 to holders of record of Series B Preferred Stock as of July 1, 2015.

On June 18, 2015, we declared a Series C Preferred Stock cash dividend of $0.45391 per share of Series C Preferred Stock for the partial quarterly period that began on April 22, 2015 and ended on July 14, 2015. This dividend was paid on July 15, 2015 to holders of record of Series B Preferred Stock as of July 1, 2015.

On June 18, 2015, we declared a 2015 second quarter cash dividend of $0.27 per common share. The dividend was paid on July 27, 2015 to common stockholders of record as of June 29, 2015. 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) and up to 25% (in the case of Agency IOs).

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 Deutsche Bank AG, Cayman Islands Branch, in the amount of $236.9 million at June 30, 2015 with a net exposure of $85.0 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, "Item 1A. Risk Factors" in Part II of this Quarterly Report on Form 10-Q and in 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 June 30, 2015 (dollar amounts in thousands):

Changes in Net Interest Income

Changes in Interest Rates	**Changes in Net Interest Income**
+200	$5,418
+100	$5,475
-100	$(15,047)

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 $580.5 million of distressed residential loans the Company owned at June 30, 2015, 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 June 30, 2015, we own $311.0 million of first loss CMBS comprised solely of first loss POs that are backed by commercial mortgage loans on multi-family properties at a weighted average amortized purchase price of approximately 32.8% of current par. Prior to the acquisition of each of our first loss CMBS securities, the Company completed 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 June 30, 2015, we own approximately $52.3 million of first mortgage loan, mezzanine loan and preferred equity investments at June 30, 2015, backed by residential and multi-family properties. We also have invested approximately $48.4 million in equity and debt securities issued by an entity that invests in commercial real estate-related debt investments.

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 June 30, 2015, 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 June 30, 2015, 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**	**Net Duration**

	Market Value (Amounts in thousands)	
+200	$(115,025)	3.39
+100	$(56,822)	2.99
Base		1.67
-100	$40,147	1.18

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 June 30, 2015. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2015.

Changes in Internal Control Over Financial Reporting. There have been no changes in our internal control over financial reporting during the quarter ended June 30, 2015 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

We previously disclosed risk factors under "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014 and in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015. In addition to those risk factors and the other information included elsewhere in this report, you should also carefully consider the risk factor discussed below. The risks described below and in our Annual Report on Form 10-K for the year ended December 31, 2014 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we deem to be immaterial also may materially adversely affect our business, financial condition and/or results of operations.

Second mortgage loan investments expose us to greater credit risks.

We expect to invest in second mortgages on residential properties, which are subject to a greater risk of loss than a traditional mortgage. Our security interest in the property securing a second mortgage is subordinated to the interest of the first mortgage holder and the second mortgages have a higher combined loan-to-value ratio than do the first mortgages. If the borrower experiences difficulties in making senior lien payments or if the value of the property is equal to or less than the amount needed to repay the borrower's obligation to the first mortgage holder upon foreclosure, our investment in the second mortgage loan may not be repaid in full or at all. Further, it is likely that any investments we make in second mortgages will be placed with private entities and not insured by a GSE.

Our results of operations may be affected by the value of equity securities we hold for investment and we may be unable to liquidate such equity securities in a timely manner at full value.

We currently own approximately 67% of the common and preferred equity ownership interests in RBMI (the “RBMI Equity Interests”), a private entity that owns a portfolio of structured investments comprised of preferred equity and joint venture investments in, and mezzanine loans secured by, multifamily apartment properties, and that is externally managed by RiverBanc. As discussed above in “Part I—Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations—Subsequent Developments,” we entered into a Contribution Agreement with RMI, RMI and certain other third parties pursuant to which we agreed to contribute 100% of our common and preferred equity ownership interests in RBMI to RMI in exchange for an aggregate of 2,451,211 shares of RMI’s common stock (the “RMI Stock”). RBMI would become a subsidiary of RMI upon completion of the transaction. The transaction contemplated by the contribution agreement is subject to certain closing conditions, including the completion of RMI's initial offering of RMI stock.

At June 30, 2015, the fair value of our RBMI Equity Interests was approximately $48.4 million and represents approximately 2% of our total assets (excluding all Consolidated K-Series assets other than those securities issued by the securitizations comprising the Consolidated K-Series that are actually owned by us). Our results of operations may be affected by gain or loss recognized upon the sale of these investments, including the exchange of our RBMI Equity Interests for RMI Stock, or upon the determination that any such investment has become impaired.

Our investment in these securities involve special risks relating to RBMI or RMI, as applicable, including the financial condition and business outlook of the issuer, its focus on the multi-family apartment sector and risks inherent to investing in real estate generally, and preferred equity and joint venture investments in, and mezzanine loans secured by, multi-family apartment properties specifically. Moreover, our investment in such issuers are further subject to risks of: limited liquidity in the secondary trading market in the case of unlisted or thinly traded securities; substantial market price volatility in the case of traded equity securities; subordination to the debt and other liabilities of the issuer; the possibility that earnings of the issuer may be insufficient to meet its debt service and other obligations and, therefore, to make distributions to us on any equity securities we may currently own or acquire in the future; and the declining creditworthiness and potential for insolvency of the issuer during periods of rising interest rates and economic downturn. In the event that the transactions contemplated by the exchange of RBMI Equity Interests for RMI Stock are completed, RMI will become a listed company and the fair value of our investment in this issuer will be conducted as a Level 1 or Level 2 instrument. Accordingly, there may be periods where the trading price of RMI's common stock does not correlate with the performance or value of its assets. These risks may adversely affect the value of the issuer's equity securities and the ability of the issuer to make distributions to its equity holders, which in turn could have a material adverse effect on our business, result of operations, financial conditions and ability to make distributions to our stockholders.

In addition, we own a significant amount of RBMI's outstanding equity ownership interests and may in the future own a significant amount of RMI's outstanding common stock and we may be unable to liquidate or dispose of our investment in a timely manner at full value. In the event that we are unable to liquidate or dispose of our investment at full value, our gain from the sale of our investment may be reduced or our loss from the sale of our investment may be increased.

We may fail to qualify as a REIT as a result of our investment in another REIT.

We may acquire a significant equity ownership interest in RMI, which intends to make an election to be taxed as a REIT. If RMI were to fail to qualify as a REIT, we would likely fail to satisfy one or more of the REIT gross income and asset tests. If we failed to satisfy a REIT gross income or asset test as a result of an investment in RMI, we would fail to continue to qualify as a REIT unless we are able to qualify for a statutory REIT "savings" provisions, which may require us to pay a significant penalty tax to maintain our REIT qualification.

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: August 6, 2015	By:	/s/ Steven R. Mumma
		Steven R. Mumma
		Chief Executive Officer and President
		(Principal Executive Officer)

Date: August 6, 2015	By:	/s/ Kristine R. Nario
		Kristine R. Nario
		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 as filed with the Securities and Exchange Commission on March 10, 2014).
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 as filed with the Securities and Exchange Commission 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 as filed with the Securities and Exchange Commission on May 31, 2013).
3.4	Articles Supplementary classifying and designating 2,550,000 additional shares of the Company’s Series B Preferred Stock (Incorporated by reference to Exhibit 3.1 of the Company’s Current Report on Form 8-K as filed with the Securities and Exchange Commission on March 20, 2015).
3.5	Articles Supplementary classifying and designating the 7.875% Series C Cumulative Redeemable Preferred Stock (the “Series C Preferred Stock”) (Incorporated by reference to Exhibit 3.5 of the Company’s Registration Statement on Form 8-A as filed with the Securities and Exchange Commission on April 21, 2015).
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).
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 as filed with the Securities and Exchange Commission on August 9, 2012).
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 as filed with the Securities and Exchange Commission on August 9, 2012).
4.3(d)	Parent Guarantee Agreement by New York Mortgage Trust, Inc. for the benefit of the Federal Home Loan Bank of Indianapolis, dated April 2, 2015. (Incorporated by reference to Exhibit 4.3(d) of the Company's Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on May 7, 2015.)
	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 as filed with the Securities and Exchange Commission on May 31, 2013).
4.5	Form of Certificate representing the Series C Preferred Stock. (Incorporated by reference to Exhibit 3.6 of the Company’s Registration Statement on Form 8-A as filed with the Securities and Exchange Commission on April 21, 2015).

10.1	Performance Share Award Agreement between Steven R. Mumma and New York Mortgage Trust, Inc., dated as of May 28, 2015. (Incorporated by reference to Exhibit 10.1 of the Company's Form 8-K as filed with the Securities and Exchange Commission on May 29, 2015).
10.2	New York Mortgage Trust, Inc. 2013 Incentive Compensation Plan (effective for fiscal year 2015). (Incorporated by reference to Exhibit 10.2 of the Company's Form 8-K as filed with the Securities and Exchange Commission on May 29, 2015).
10.3	Waiver Letter to Certain Provisions of the Management Agreement among New York Mortgage Trust, Inc., RB Commercial Mortgage LLC and RiverBanc LLC, dated as of June 30, 2015.
10.4	Underwriting Agreement, dated as of April 15, 2015, by and among the Company, Morgan Stanley & Co. LLC, UBS Securities LLC and Keefe, Bruyette & Woods, Inc. (Incorporated by reference to Exhibit 1.1 of the Company's Current Report on Form 8-K as filed with the Securities and Exchange Commission on April 21, 2015).
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	Taxonomy Extension Definition Linkbase Document **
XBRL 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 June 30, 2015 and December 31, 2014; (ii) Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2015 and 2014; (iii) Condensed Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2015 and 2014; (iv) Condensed Consolidated Statement of Changes in Stockholders' Equity for the six months ended June 30, 2015; (v) Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2015 and 2014; and (vi) Notes to Condensed Consolidated Financial Statements.