

CYS Investments, Inc.  
Form 10-Q  
October 18, 2013  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

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

For the quarterly period ended September 30, 2013

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 001-33740

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CYS Investments, Inc.  
(Exact name of registrant as specified in its charter)

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Maryland	20-4072657
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

890 Winter Street, Suite 200	02451
Waltham, Massachusetts	
(Address of principal executive offices)	(Zip Code)
(617) 639-0440	
(Registrant's telephone number, including area code)	

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	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 ☒

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

Class	October 18, 2013
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Common Stock (\$0.01 par value)

166,894,242

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## PART I. Financial Information

## Item 1. Financial Statements

## CYS INVESTMENTS, INC.

## CONDENSED STATEMENTS OF ASSETS AND LIABILITIES (UNAUDITED)

(In thousands, except per share numbers)	September 30, 2013	December 31, 2012*
<b>ASSETS:</b>		
Investments in securities, at fair value (including pledged assets of \$12,407,463 and \$14,831,648, respectively)	\$14,456,252	\$20,861,718
Derivative assets, at fair value	267,409	124,169
Cash and cash equivalents	10,597	13,882
Receivable for securities sold and principal repayments	744,491	10,343
Interest receivable	38,773	46,558
Other assets	892	826
Total assets	15,518,414	21,057,496
<b>LIABILITIES:</b>		
Repurchase agreements	11,735,071	13,981,307
Derivative liabilities, at fair value	49,537	98,575
Payable for securities purchased	1,656,724	4,515,501
Payable for cash received as collateral	35,488	28,910
Distribution payable	61,149	1,243
Accrued interest payable (including accrued interest on repurchase agreements of \$2,865 and \$11,717, respectively)	15,139	28,863
Accrued expenses and other liabilities	5,219	435
Total liabilities	13,558,327	18,654,834
Commitments and contingencies (note 6)	—	—
<b>NET ASSETS</b>	<b>\$1,960,087</b>	<b>\$2,402,662</b>
Net assets consist of:		
Preferred Stock, \$25.00 par value, 50,000 shares authorized:		
7.75% Series A Cumulative Redeemable Preferred Stock, (3,000 and 3,000 shares issued and outstanding, respectively, \$75,000 in aggregate liquidation preference)	\$72,369	\$72,369
7.50% Series B Cumulative Redeemable Preferred Stock, (8,000 and 0 shares issued and outstanding, respectively, \$200,000 in aggregate liquidation preference)	193,550	—
Common Stock, \$0.01 par value, 500,000 shares authorized (166,880 and 174,924 shares issued and outstanding, respectively)	1,669	1,749
Additional paid in capital	2,167,393	2,237,512
Retained earnings (accumulated deficit)	(474,894)	) 91,032
<b>NET ASSETS</b>	<b>\$1,960,087</b>	<b>\$2,402,662</b>
<b>NET ASSET VALUE PER COMMON SHARE</b>	<b>\$10.10</b>	<b>\$13.31</b>

\* Derived from audited financial statements.

See notes to condensed financial statements.



CYS INVESTMENTS, INC.  
CONDENSED SCHEDULES OF INVESTMENTS  
SEPTEMBER 30, 2013 (UNAUDITED)

INVESTMENTS IN SECURITIES – UNITED STATES OF AMERICA

(In thousands)	Face Amount	Fair Value
Fixed Income Securities - 737.5% <sup>(c)</sup>		
Mortgage Pass-Through Agency RMBS - 737.2% <sup>(c)</sup>		
Fannie Mae Pools - 599.5% <sup>(c)</sup>		
2.15%, due 10/1/2042 - 2/1/2043 (a)(b)	\$132,758	\$133,571
2.18%, due 11/1/2042 (a)(b)	29,783	30,001
2.24%, due 10/1/2042 (a)(b)	47,341	47,928
2.26%, due 11/1/2042 (a)(b)	40,479	40,891
2.34%, due 11/1/2042 (a)(b)	65,636	66,511
2.37%, due 1/1/2043 (a)(b)	86,645	87,704
2.39%, due 10/1/2042 (a)(b)	20,662	20,932
2.40%, due 9/1/2042 (a)(b)	32,783	33,217
2.41%, due 11/1/2042 (a)(b)	65,178	66,071
2.42%, due 9/1/2042 - 10/1/2042 (a)(b)	180,583	183,074
2.43%, due 6/1/2042 - 1/1/2043 (a)(b)	111,899	113,528
2.50%, due 10/1/2042 (a)(b)	77,970	79,258
2.51%, due 10/1/2042 (a)(b)	46,267	47,004
2.58%, due 8/1/2042 (a)(b)	30,257	30,797
2.60%, due 4/1/2042 (a)(b)	32,122	32,835
2.70%, due 6/1/2042 (a)(b)	57,465	58,724
2.79%, due 4/1/2042 (a)(b)	139,002	143,813
2.80%, due 2/1/2042 - 4/1/2042 (a)(b)	88,947	91,824
2.83%, due 2/1/2042 (a)(b)	27,652	28,494
2.84%, due 12/1/2041 (a)(b)	45,003	46,680
3.00%, due 2/1/2027 - 10/1/2028 (a)	4,620,867	4,787,923
3.00%, due 12/1/2037 (a)	51,729	50,900
3.00%, due 10/1/2042 (a)	42,959	41,465
3.06%, due 9/1/2041 (a)(b)	28,807	29,870
3.24%, due 3/1/2041 (b)	12,056	12,580
3.35%, due 5/1/2041 (a)(b)	14,785	15,424
3.36%, due 8/1/2041 (a)(b)	22,336	23,267
3.50%, due 12/1/2025 - 10/1/2028 (a)	953,512	1,006,774
3.50%, due 6/1/2042 - 10/1/2043 (a)	2,148,929	2,190,239
3.98%, due 9/1/2039 (b)	8,139	8,575
4.00%, due 1/1/2026 - 4/1/2026 (a)	244,812	259,903
4.00%, due 7/1/2043 - 10/1/2043 (a)	1,544,256	1,620,828
4.50%, due 4/1/2030 - 11/1/2030 (a)	89,615	96,643
4.50%, due 11/1/2041 (a)	208,233	222,652
Total Fannie Mae Pools	11,349,467	11,749,900
Freddie Mac Pools - 132.8% <sup>(c)</sup>		
2.19%, due 2/1/2043 (a)(b)	28,951	29,052
2.22%, due 12/1/2042 (a)(b)	44,420	44,759
2.29%, due 11/1/2042 (a)(b)	93,202	94,062

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2.43%, due 6/1/2042 (a)(b)	35,541	36,146
2.44%, due 4/1/2043 (a)(b)	30,125	29,591
2.45%, due 7/1/2042 (a)(b)	39,773	40,393

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CYS INVESTMENTS, INC.

CONDENSED SCHEDULES OF INVESTMENTS - (Continued)

SEPTEMBER 30, 2013 (UNAUDITED)

	Face Amount	Fair Value
2.52%, due 11/1/2042 (a)(b)	\$37,992	\$38,627
2.54%, due 7/1/2042 (a)(b)	35,605	36,296
2.56%, due 2/1/2043 (a)(b)	113,721	112,544
2.59%, due 3/1/2042 (a)(b)	30,501	31,322
2.79%, due 12/1/2041 (a)(b)	35,177	36,197
3.31%, due 1/1/2041 (a)(b)	28,117	29,474
3.50%, due 4/1/2026 - 2/1/2027 (a)	138,332	145,704
3.50%, due 5/1/2043 - 7/1/2043 (a)	1,368,831	1,390,517
4.00%, due 8/1/2043 - 10/1/2043 (a)	448,594	469,139
4.50%, due 12/1/2024 - 5/1/2025 (a)	38,012	40,203
Total Freddie Mac Pools	2,546,894	2,604,026
Ginnie Mae Pools - 4.9%(c)		
3.50%, due 7/20/2040 (a)(b)	81,800	85,760
4.00%, due 1/20/2040 (a)(b)	9,119	9,621
Total Ginnie Mae Pools	90,919	95,381
Total Mortgage Pass-Through Agency RMBS (Cost - \$14,346,058)	13,987,280	14,449,307
Other investments (Cost - \$6,945)(d) - 0.3%(c)	6,945	6,945
Total Investments in Securities (Cost - \$14,353,003)	\$13,994,225	\$14,456,252

## Interest Rate Cap Contracts - 11.0%(c)(e)

Expiration	Cap Rate	Notional Amount	Fair Value
10/15/2015	1.43	% \$ 300,000	\$306
11/8/2015	1.36	% 200,000	255
5/23/2019	2.00	% 300,000	11,645
6/1/2019	1.75	% 300,000	13,307
6/29/2019	1.50	% 300,000	15,481
7/2/2019	1.50	% 300,000	15,852
7/16/2019	1.25	% 500,000	28,839
3/26/2020	1.25	% 500,000	38,213
3/30/2020	1.25	% 700,000	52,826
5/20/2020	1.25	% 500,000	39,268
Total Interest Rate Cap Contracts (Cost, \$143,373)		\$ 3,900,000	\$215,992



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CYS INVESTMENTS, INC.

CONDENSED SCHEDULES OF INVESTMENTS - (Continued)

SEPTEMBER 30, 2013 (UNAUDITED)

## Interest Rate Swap Contracts - (0.1%)(c)(e)

Expiration	Pay Rate	Notional Amount	Fair Value
7/1/2014	1.72	% \$ 100,000	\$(1,071 )
7/16/2014	1.73	% 250,000	(2,838 )
8/16/2014	1.35	% 200,000	(1,840 )
9/23/2014	1.31	% 500,000	(4,890 )
10/6/2014	1.17	% 240,000	(2,081 )
2/14/2015	2.15	% 500,000	(12,309 )
6/2/2016	1.94	% 300,000	(10,320 )
12/19/2016	1.43	% 250,000	(4,649 )
4/24/2017	1.31	% 500,000	(5,888 )
7/13/2017	0.86	% 750,000	5,711
9/6/2017	0.77	% 250,000	3,500
9/6/2017	0.77	% 500,000	6,845
9/6/2017	0.77	% 250,000	3,570
11/29/2017(f)	0.87	% 500,000	7,671
2/21/2018	1.02	% 500,000	6,265
2/27/2018	0.96	% 500,000	7,770
4/25/2018(g)	1.01	% 500,000	10,085
8/15/2018	1.65	% 500,000	(3,651 )
Interest Rate Swap Contracts (Cost, \$0)		\$ 7,090,000	\$1,880

## LEGEND

(a) Securities or a portion of the securities are pledged as collateral for repurchase agreements, interest rate swap contracts, or forward settling transactions.

(b) The coupon rate shown on floating or adjustable rate securities represents the rate at September 30, 2013.

(c) Percentage of net assets.

(d) Comprised of investments that were individually less than 1% of net assets.

(e) The Company's interest rate swap contracts receive a floating rate set quarterly to three month LIBOR. Interest rate caps will receive a floating rate quarterly in the amount of three month LIBOR that is in excess of the cap rate.

(f) The interest rate swap effective date is November 29, 2013, and it does not accrue any income or expense until that date.

(g) The interest rate swap effective date is April 25, 2014, and it does not accrue any income or expense until that date.

See notes to condensed financial statements.

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CYS INVESTMENTS, INC.

CONDENSED SCHEDULES OF INVESTMENTS - (Continued)

DECEMBER 31, 2012 (UNAUDITED)\*

## INVESTMENTS IN SECURITIES – UNITED STATES OF AMERICA

(In thousands)	Face Amount	Fair Value
Fixed Income Securities - 868.3% <sup>(c)</sup>		
Mortgage Pass-Through Agency RMBS - 865.9% <sup>(c)</sup>		
Fannie Mae Pools - 822.8% <sup>(c)</sup>		
2.15%, due 2/1/2043(b)	\$ 100,000	\$ 103,991
2.16%, due 10/1/2042(b)	44,800	46,452
2.17%, due 3/1/2043(b)	30,000	31,167
2.18%, due 11/1/2042(b)	34,926	36,246
2.24%, due 10/1/2042(b)	49,605	51,511
2.26%, due 11/1/2042(b)	45,372	47,149
2.34%, due 11/1/2042(b)	75,085	78,162
2.38%, due 1/1/2043(a)(b)	100,237	104,444
2.40%, due 9/1/2042 - 10/1/2042(a)(b)	63,216	65,915
2.41%, due 7/1/2042 - 9/1/2042(a)(b)	69,629	72,585
2.42%, due 11/1/2042(a)(b)	75,395	78,710
2.43%, due 2/1/2043(b)	25,000	26,174
2.44%, due 7/1/2042 - 10/1/2042(a)(b)	241,204	251,833
2.45%, due 10/1/2042 - 11/1/2042(b)	87,021	90,808
2.46%, due 6/1/2042(a)(b)	57,508	60,021
2.50%, due 2/1/2028 - 3/1/2028	1,900,000	1,985,203
2.51%, due 10/1/2042(a)(b)	146,723	153,519
2.57%, due 7/1/2042 - 2/1/2043(a)(b)	130,372	136,513
2.58%, due 8/1/2042(a)(b)	34,217	35,801
2.60%, due 2/1/2043(b)	50,000	52,406
2.62%, due 7/1/2042(a)(b)	46,138	48,256
2.63%, due 4/1/2042(a)(b)	35,609	37,264
2.70%, due 6/1/2042(a)(b)	67,729	70,933
2.79%, due 1/1/2042 - 3/1/2042(a)(b)	85,732	89,912
2.80%, due 2/1/2042 - 11/1/2042(a)(b)	349,671	366,718
2.81%, due 2/1/2042(a)(b)	55,367	58,090
2.84%, due 2/1/2042(a)(b)	32,607	34,247
2.85%, due 12/1/2041(a)(b)	53,238	55,952
2.87%, due 1/1/2042(a)(b)	59,639	63,234
2.89%, due 2/1/2042(a)(b)	40,377	42,409
3.00%, due 1/1/2041(a)(b)	29,557	31,002
3.00%, due 2/1/2027 - 12/1/2027(a)	6,794,861	7,183,772
3.00%, due 2/1/2032 - 2/1/2033(a)	967,503	1,018,411
3.00%, due 10/1/2042(a)	46,277	47,556
3.02%, due 12/1/2040(a)(b)	101,591	106,680
3.04%, due 9/1/2041(a)(b)	38,752	40,639
3.05%, due 9/1/2041(a)(b)	36,363	38,205
3.06%, due 6/1/2042(b)	37,791	40,031
3.16%, due 9/1/2041(a)(b)	31,611	33,343
3.18%, due 11/1/2041(a)(b)	27,672	29,179

3.21%, due 9/1/2041(a)(b)

84,111

88,670

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CYS INVESTMENTS, INC.

CONDENSED SCHEDULES OF INVESTMENTS - (Continued)

DECEMBER 31, 2012 (UNAUDITED)\*

	Face Amount	Fair Value
3.24%, due 3/1/2041(a)(b)	\$15,547	\$16,389
3.26%, due 4/1/2041(a)(b)	38,941	40,970
3.30%, due 5/1/2041(a)(b)	31,843	33,499
3.35%, due 8/1/2041(a)(b)	27,024	28,827
3.36%, due 6/1/2041(a)(b)	81,763	86,263
3.38%, due 5/1/2041(a)(b)	17,894	18,822
3.50%, due 7/1/2021(a)	207,091	219,747
3.50%, due 12/1/2025 - 2/1/2028(a)	1,481,478	1,572,774
3.50%, due 8/1/2042 - 3/1/2043(a)	3,209,041	3,425,338
3.61%, due 6/1/2041(a)(b)	49,197	52,170
3.65%, due 7/1/2040(a)(b)	29,174	30,810
3.99%, due 9/1/2039(b)	11,717	12,432
4.00%, due 1/1/2025 - 6/1/2026(a)	613,772	657,599
4.00%, due 8/1/2042(a)	106,594	114,664
4.50%, due 2/1/2028 - 11/1/2030(a)	136,333	147,730
4.50%, due 11/1/2041(a)	256,057	277,486
Total Fannie Mae Pools	18,695,972	19,768,633
Freddie Mac Pools - 38.0% <sup>(c)</sup>		
2.22%, due 12/1/2042(b)	50,184	52,100
2.30%, due 11/1/2042(a)(b)	99,093	103,022
2.43%, due 6/1/2042(a)(b)	38,618	40,336
2.45%, due 7/1/2042(a)(b)	46,980	49,027
2.52%, due 9/1/2042(a)(b)	122,825	128,547
2.54%, due 7/1/2042(a)(b)	41,200	43,077
2.55%, due 11/1/2042(b)	54,278	56,826
2.59%, due 3/1/2042(a)(b)	35,421	37,203
2.79%, due 12/1/2041(a)(b)	42,260	44,357
3.27%, due 6/1/2041(a)(b)	32,330	33,995
3.30%, due 1/1/2041(a)(b)	35,460	37,608
3.50%, due 4/1/2026 - 2/1/2027(a)	187,349	197,014
3.63%, due 6/1/2041(a)(b)	32,394	34,105
4.50%, due 12/1/2024 - 5/1/2025(a)	52,637	56,006
Total Freddie Mac Pools	871,029	913,223
Ginnie Mae Pools - 5.1% <sup>(c)</sup>		
3.50%, due 7/20/2040(a)(b)	101,626	108,469
4.00%, due 1/20/2040(a)(b)	12,875	13,818
Total Ginnie Mae Pools	114,501	122,287
Total Mortgage Pass-Through Agency RMBS (Cost - \$20,560,760)	19,681,502	20,804,143
U.S. Treasury Bills - 1.6% <sup>(c)</sup>		
0.06%, due 2/7/2013(a)(d)	38,000	37,999
Total U.S. Treasury Bills (Cost - \$37,995)	\$38,000	\$37,999
Other investments (Cost - \$12,855) <sup>(c)</sup> - 0.8% <sup>(c)</sup>	20,473	19,576
Total Investments in Securities (Cost - \$20,611,610)	\$19,739,975	\$20,861,718



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CYS INVESTMENTS, INC.

CONDENSED SCHEDULES OF INVESTMENTS - (Continued)

DECEMBER 31, 2012 (UNAUDITED)\*

## Interest Rate Cap Contracts - 5.1%(c)(f)

Expiration	Cap Rate	Notional Amount	Fair Value
12/30/2014	2.07	% \$ 200,000	\$38
10/15/2015	1.43	% 300,000	386
11/8/2015	1.36	% 200,000	302
5/23/2019	2.00	% 300,000	6,714
6/1/2019	1.75	% 300,000	7,553
6/29/2019	1.50	% 300,000	8,686
7/2/2019	1.50	% 300,000	9,165
7/16/2019	1.25	% 500,000	17,255
7/16/2022	1.75	% 500,000	36,010
7/25/2022	1.75	% 500,000	36,880
Total Interest Rate Cap Contracts (Cost, \$134,815)		\$ 3,400,000	\$122,989

## Interest Rate Swap Contracts - (4.1%)(c)(f)

Expiration	Pay Rate	Notional Amount	Fair Value
5/26/2013	1.60	% \$ 100,000	\$(529 )
6/28/2013	1.38	% 300,000	(1,574 )
7/15/2013	1.37	% 300,000	(1,706 )
12/15/2013	1.31	% 400,000	(3,773 )
12/16/2013	1.26	% 400,000	(3,602 )
12/16/2013	1.28	% 500,000	(4,581 )
12/17/2013	1.32	% 400,000	(3,838 )
7/1/2014	1.72	% 100,000	(2,049 )
7/16/2014	1.73	% 250,000	(5,309 )
8/16/2014	1.35	% 200,000	(3,246 )
9/23/2014	1.31	% 500,000	(8,167 )
10/6/2014	1.17	% 240,000	(3,405 )
2/14/2015	2.15	% 500,000	(18,564 )
6/2/2016	1.94	% 300,000	(14,320 )
12/19/2016	1.43	% 250,000	(7,996 )
4/24/2017(g)	1.31	% 500,000	(11,556 )
7/13/2017	0.86	% 750,000	(4,117 )
9/6/2017	0.77	% 250,000	33
9/6/2017	0.77	% 250,000	26
9/6/2017	0.77	% 500,000	(243 )
11/29/2017(h)	0.87	% 500,000	1,121
Interest Rate Swap Contracts (Cost, \$0)		\$ 7,490,000	\$(97,395 )

## LEGEND

\* Derived from audited financial statements.

(a) Securities or a portion of the securities are pledged as collateral for repurchase agreements, interest rate swap contracts or forward settling transactions.

(b) The coupon rate shown on floating or adjustable rate securities represents the rate at December 31, 2012.

(c) Percentage of net assets.

(d) Zero coupon bond, rate shown represents purchase yield.

(e) Comprised of investments that were individually less than 1% of net assets.

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CYS INVESTMENTS, INC.

CONDENSED SCHEDULES OF INVESTMENTS - (Continued)

DECEMBER 31, 2012 (UNAUDITED)\*

- (f) The Company's interest rate swap contracts receive a floating rate set quarterly to three month LIBOR. Interest rate caps will receive a floating rate quarterly in the amount of three month LIBOR that is in excess of the cap rate.
- (g) The interest rate swap effective date is April 24, 2013, and it does not accrue any income or expense until that date.
- (h) The interest rate swap effective date is November 29, 2013, and it does not accrue any income or expense until that date.

See notes to condensed financial statements.



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## CYS INVESTMENTS, INC.

## CONDENSED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,		
(In thousands, except per share numbers)	2013	2012	2013	2012	
INVESTMENT INCOME:					
Interest income from Agency RMBS	\$ 85,599	\$ 75,609	\$ 238,691	\$ 210,108	
Other income	37	1,022	1,597	3,639	
Total investment income	85,636	76,631	240,288	213,747	
EXPENSES:					
Interest	11,969	11,893	41,047	27,739	
Compensation and benefits	3,453	3,068	10,198	9,578	
General, administrative and other	2,144	2,272	6,623	6,160	
Total expenses	17,566	17,233	57,868	43,477	
Net investment income	68,070	59,398	182,420	170,270	
GAINS AND (LOSSES) FROM INVESTMENTS:					
Net realized gain (loss) on investments	(407,728	) 27,049	(572,466	) 93,335	
Net unrealized appreciation (depreciation) on investments	423,509	194,078	(146,859	) 229,528	
Net gain (loss) from investments	15,781	221,127	(719,325	) 322,863	
GAINS AND (LOSSES) FROM SWAP AND CAP CONTRACTS:					
Net swap and cap interest income (expense)	(23,744	) (17,255	) (72,399	) (41,448	)
Net gain (loss) on termination of swap and cap contracts	25,707	—	41,666	—	
Net unrealized appreciation (depreciation) on swap and cap contracts	(55,243	) (21,363	) 183,720	(38,955	)
Net gain (loss) from swap and cap contracts	(53,280	) (38,618	) 152,987	(80,403	)
NET INCOME (LOSS)	\$ 30,571	\$ 241,907	\$ (383,918	) \$ 412,730	
DIVIDENDS ON PREFERRED STOCK	(5,203	) (953	) (10,651	) (953	)
NET INCOME (LOSS) AVAILABLE TO COMMON SHARES	\$ 25,368	\$ 240,954	\$ (394,569	) \$ 411,777	
NET INCOME (LOSS) PER COMMON SHARE BASIC & DILUTED	\$ 0.14	\$ 1.46	\$ (2.29	) \$ 3.19	

See notes to condensed financial statements.

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## CYS INVESTMENTS, INC.

## CONDENSED STATEMENTS OF CHANGES IN NET ASSETS (UNAUDITED)

(In thousands)	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013
Net income (loss):		
Net investment income	\$68,070	\$182,420
Net realized gain (loss) on investments	(407,728)	) (572,466 )
Net unrealized appreciation (depreciation) on investments	423,509	(146,859 )
Net gain (loss) from swap and cap contracts	(53,280)	) 152,987 )
Net income (loss)	30,571	(383,918 )
Dividends on preferred stock	(5,203)	) (10,651 )
Net income (loss) available to common shares	25,368	(394,569 )
Capital transactions:		
Net proceeds (payments) from issues and repurchase of common shares	(46,100)	) (72,772 )
Net proceeds from issuance of preferred shares	—	193,550
Distributions to common stockholders	(56,739)	) (171,357 )
Amortization of share based compensation	905	2,573
Decrease in net assets from capital transactions	(101,934)	) (48,006 )
Total decrease in net assets	(76,566)	) (442,575 )
Net assets:		
Beginning of period	2,036,653	2,402,662
End of period	\$1,960,087	\$1,960,087
See notes to condensed financial statements.		

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## CYS INVESTMENTS, INC.

## CONDENSED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine Months Ended September	
	30,	
(In thousands)	2013	2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$(383,918	) \$412,730
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Purchase of investment securities	(39,821,249	) (26,295,320 )
Premium paid on interest rate caps	(91,860	) (133,483 )
Proceeds from disposition of investment securities	43,280,830	11,428,649
Proceeds from termination of interest rate swap and cap contracts	103,275	—
Proceeds from paydowns of investment securities	2,122,423	1,940,265
Amortization of share based compensation	2,573	2,119
Amortization of premiums and discounts on investment securities	104,137	69,092
Amortization of premiums on interest rate cap contracts	17,985	7,412
Net realized (gain) loss on investments	572,466	(93,335 )
Net (gain) loss on termination of cap contracts	(37,958	) —
Net unrealized (appreciation) depreciation on investments	146,859	(229,528 )
Net unrealized (appreciation) depreciation on swap and cap contracts	(183,720	) 38,955
Change in assets and liabilities:		
Receivable for securities sold and principal repayments	(734,148	) (14,873 )
Interest receivable	7,785	(22,618 )
Other assets	(66	) (39 )
Payable for securities purchased	(2,858,777	) 5,620,745
Payable for cash received as collateral	6,578	47,960
Accrued interest payable	(13,724	) 3,772
Accrued expenses and other liabilities	4,784	3,216
Net cash provided by (used in) operating activities	2,244,275	(7,214,281 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from repurchase agreements	99,827,406	59,689,598
Repayments of repurchase agreements	(102,073,642	) (53,658,435 )
Net proceeds (payments) from issuance and repurchase of common shares	(72,772	) 1,235,842
Net proceeds from issuance of preferred stock	193,550	72,488
Distributions paid	(122,102	) (116,224 )
Net cash provided by (used in) financing activities	(2,247,560	) 7,223,269
Net increase (decrease) in cash and cash equivalents	(3,285	) 8,988
CASH AND CASH EQUIVALENTS - Beginning of period	13,882	11,508
CASH AND CASH EQUIVALENTS - End of period	\$10,597	\$20,496
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Interest paid	\$116,079	\$67,128
<b>SUPPLEMENTAL DISCLOSURES OF NONCASH FLOW INFORMATION:</b>		
Distributions declared, not yet paid	\$61,149	\$79,677
Reinvestment of common share distributions	\$—	\$1,310
See notes to condensed financial statements.		

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### CYS INVESTMENTS, INC.

### CONDENSED NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

#### 1. ORGANIZATION

CYS Investments, Inc. (the "Company") was formed as a Maryland corporation on January 3, 2006, and commenced operations on February 10, 2006. The Company has elected to be taxed and intends to continue to qualify as a real estate investment trust ("REIT") and is required to comply with the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), with respect thereto. Since March 2008, the Company has primarily purchased residential mortgage-backed securities that are issued and the principal and interest of which are guaranteed by a federally chartered corporation ("Agency RMBS"), 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"), or debt securities issued by the United States Department of Treasury ("U.S. Treasury Securities"). On December 10, 2012 the Company's board of directors amended and restated its investment guidelines to permit the company to invest in (i) Agency RMBS, (ii) collateralized mortgage obligations issued by a government agency or government-sponsored entity that are collateralized by Agency RMBS and (iii) U.S. Treasury Securities or, a government sponsored entity that is not backed by collateral but, in the case of government agencies, is backed by the full faith and credit of the U.S. government, and, in the case of government sponsored entities, is backed by the integrity and creditworthiness of the issuer ("US Agency Debentures"). The Company's common stock, Series A Cumulative Redeemable Preferred Stock, \$25.00 liquidation preference (the "Series A Preferred Stock"), and Series B Cumulative Redeemable Preferred Stock, \$25.00 liquidation preference (the "Series B Preferred Stock"), trade on the New York Stock Exchange under the symbols "CYS," "CYS PrA" and "CYS PrB," respectively.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

##### Basis of Presentation

The accompanying interim unaudited condensed financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and the instructions to Form 10-Q and Article 10, Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The interim unaudited condensed financial statements should be read in conjunction with the Company's audited financial statements as of and for the year ended December 31, 2012, included in its annual report on Form 10-K. The results for interim periods are not necessarily indicative of the results to be expected for the fiscal year.

The Company adopted Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 946, Clarification of the Scope of Audit and Accounting Guide Investment Companies ("ASC 946"), prior to its deferral in February 2008. Under ASC 946, the Company uses financial reporting for investment companies.

##### Segment Reporting

The Company operates as a single segment reporting to the Chief Executive Officer, who manages the entire investment portfolio.

##### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those management estimates.

##### Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, cash held in banks and highly liquid investments with original maturities of three months or less. Interest income earned on cash and cash equivalents is recorded in other income.

##### Offsetting

The Company's derivative agreements and repurchase agreements generally contain provisions that allow for netting or the offsetting of receivables and payables with each counterparty. The Company reports amounts in the statement of assets and liabilities on a gross basis without regard for such rights of offset or master netting arrangements. The Company's repurchase agreements are fully collateralized and do not require further disclosure in accordance with

ASC 210-20 Balance Sheet Offsetting. As of September 30, 2013, the Company recorded \$267.4 million of derivative assets on the statement of assets and liabilities, of which \$19.2 million could be offset in the event of default under master netting arrangements. As a result of this amount subject to potential offsetting and the \$226.8 million of collateral posted in support of the Company's derivative assets, \$21.4 million of derivative assets were exposed to counterparty credit risk. All derivative liabilities at September 30, 2013

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were fully collateralized. As of December 31, 2012, the Company recorded \$124.2 million of derivative assets on the statement of assets and liabilities, of which \$34.1 million could be offset in the event of default under master netting arrangements. As a result of this amount subject to potential offsetting and the \$47.3 million of collateral posted in support of the Company's derivative assets, \$42.8 million of derivative assets were exposed to counterparty credit risk. All derivative liabilities at December 31, 2012 were fully collateralized.

### Interest Rate Swap and Cap Contracts

The Company utilizes interest rate swaps and caps to hedge the interest rate risk associated with the financing of its portfolio. Specifically, the Company seeks to hedge the exposure to potential interest rate mismatches between the interest earned on investments and the borrowing costs caused by fluctuations in short term interest rates. In a simple interest rate swap, one investor pays a floating rate of interest on a notional principal amount and receives a fixed rate of interest on the same notional principal amount for a specified period of time. Alternatively, an investor may pay a fixed rate and receive a floating rate. In a simple interest rate cap, one investor pays a premium for a notional principal amount based on a capped interest rate (the "cap rate"). If the floating interest rate (the "floating rate") exceeds the cap rate, the investor receives a payment from the cap counterparty equal to the difference between the floating rate and the cap rate on the same notional principal amount for a specified period of time. Alternatively, an investor may receive a premium and pay the difference in cap rate and floating rate.

During the term of the interest rate swap or cap, the Company makes or receives periodic payments and unrealized gains or losses are recorded as a result of marking the swap and cap to their fair value. When the swap or cap is terminated, the Company records a realized gain or loss equal to the difference between the proceeds from (or cost of) the closing transaction and the Company's cost basis in the contract, if any. The periodic payments, amortization of premiums on cap contracts and any realized or unrealized gains or losses are reported under gains and losses from swap and cap contracts in the statements of operations. Swaps involve a risk that interest rates will move contrary to the Company's expectations, thereby increasing the Company's payment obligation.

Because the Company uses financial reporting for investment companies, its investments, including its interest rate swap and cap contracts, are carried at fair value with changes in fair value included in earnings. Consequently, there would be no impact to designating interest rate swaps and caps as cash flow or fair value hedges under GAAP.

The Company's interest rate swap and cap contracts are subject to master netting arrangements. The Company is exposed to credit loss in the event of nonperformance by the counterparty to the swap or cap limited to the fair value of collateral posted in excess of the fair value of the contract in a net liability position and the shortage of the fair value of collateral posted for the contract in a net asset position. As of September 30, 2013 and December 31, 2012, the Company did not anticipate nonperformance by any counterparty. Should interest rates move unexpectedly, the Company may not achieve the anticipated benefits of the interest rate swap or cap and may realize a loss.

### Investment Valuation

The Company has established a pricing committee responsible for establishing valuation policies and procedures as well as approving valuations on a monthly basis at a pricing meeting. The pricing committee is made up of individuals from the accounting team, the investment team and senior management.

Agency RMBS, Agency Debentures and U.S. Treasury Securities are generally valued on the basis of valuations provided by third party pricing services, as derived from such services' pricing models. Inputs to the models may include, but are not limited to, reported trades, executable bid and asked prices, broker quotations, prices or yields of securities with similar characteristics, benchmark curves or information pertaining to the issuer, as well as industry and economic events. The pricing services may use a matrix approach, which considers information regarding securities with similar characteristics to determine the valuation for a security.

Interest rate swaps and caps are generally valued using valuations provided by broker quotations. Such broker quotations are based on the present value of fixed and projected floating rate cash flows over the term of the swap contract. Future cash flows are discounted to their present value using swap rates provided by electronic data services or by broker. No credit valuation adjustments were made in determining the fair value of the Company's interest rate swaps and caps.

Fair values of long-lived assets, including real estate, are primarily derived internally and are based on inputs observed from sales transactions for similar assets. For real estate, fair values are based on discounted cash flow estimates

which reflect current and projected lease profiles and available industry information about capitalization rates and expected trends in rents and occupancy.

All valuations received from third party pricing services or broker quotes are non-binding. To date, the Company has not adjusted any of the prices received from third party pricing services or brokers, and all prices are reviewed by the Company. This review includes comparisons of similar market transactions, alternative third party pricing services and broker quotes, or

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comparisons to a pricing model. To ensure the proper fair value hierarchy, the Company reviews the third party pricing service's methodology to understand whether observable or unobservable inputs are being used.

### Agency RMBS

The Company's investments in Agency RMBS consist of pass-through certificates backed by fixed rate, monthly reset adjustable-rate loans ("ARMs") and hybrid ARMs, the principal and interest of which are guaranteed by Fannie Mae, Freddie Mac or Ginnie Mae. Hybrid ARMs have interest rates that have an initial fixed period (typically three, five, seven or ten years) and thereafter reset at regular intervals in a manner similar to ARMs.

### Forward Settling Transactions

The Company engages in forward settling transactions to purchase certain securities. The Company records forward settling transactions on the trade date and maintains security positions such that sufficient liquid assets will be available to make payment on the settlement date for the securities purchased. Securities purchased on a forward settling basis are carried at fair value and only begin earning interest on the settlement date. Losses may occur on these transactions due to changes in market conditions or the failure of counterparties to perform under the contract. Among other forward settling transactions, the Company from time to time transacts in to-be-announced securities ("TBAs"). As with other forward settling transactions, a seller agrees to issue TBAs at a future date. However, the seller does not specify the particular securities to be delivered. Instead, the Company agrees to accept any security that meets specified terms such as issuer, interest rate and terms of underlying mortgages. The Company records TBAs on the trade date utilizing information associated with the specified terms of the transaction as opposed to the specific mortgages. TBAs are carried at fair value and begin earning interest on the settlement date. Losses may occur due to the fact that the actual underlying mortgages received may be less favorable than those anticipated by the Company. As of September 30, 2013, the Company received Agency RMBS, U.S. Treasury Securities and cash with a fair value of \$5.4 million on its open forward settling transactions. As of December 31, 2012, the Company pledged Agency RMBS, U.S. Treasury Securities and cash with a fair value of \$10.4 million on its open forward settling transactions.

### Repurchase Agreements

Repurchase agreements are borrowings that are collateralized by the Company's Agency RMBS and are carried at their amortized cost, which approximates their fair value due to their short term nature, generally 30-90 days. The Company's repurchase agreement counterparties are large institutional dealers in fixed income securities. Collateral is valued daily and counterparties may require additional collateral when the fair value of the collateral declines. Counterparties have the right to sell or repledge collateral pledged for repurchase agreements.

### Investment Transactions and Income

The Company records its transactions in securities on a trade date basis. Realized gains and losses on securities transactions are recorded on an identified cost basis. Interest income and expense are recorded on the accrual basis. Interest income on Agency RMBS and Agency Debentures is accrued based on outstanding principal amount of the securities and their contractual terms. Amortization of premium and accretion of discount are recorded using the yield to maturity method, and are included in investment income in the statements of operations. The Company does not estimate prepayments when calculating the yield to maturity on Agency RMBS. The amount of premium or discount associated with a prepayment is recorded through investment income on the statements of operations as they occur. Interest on collateralized loan obligations ("CLOs") is accrued at a rate determined based on estimated future cash flows and adjusted prospectively as future cash flow amounts are recast. For CLOs placed on nonaccrual status or when the Company cannot reliably estimate cash flows, the cost recovery method is used.

### Compensation and Benefits

Included in the Company's compensation and benefits are salaries, incentive compensation, benefits, share based compensation and the expense relating to restricted stock granted to non-employees (prior to the internalization of the Company's management, which became effective on September 1, 2011). The Company accounts for share based compensation using the fair value based methodology prescribed by ASC 718, Share-Based Payment ("ASC 718"). Compensation cost related to restricted common stock issued is measured at its estimated fair value at the grant date and recognized as expense over the vesting period.

### Income Taxes



The Company has elected to be taxed as a REIT and intends to continue to comply with provisions of the Code with respect thereto. As a REIT, the Company generally will not be subject to federal or state income tax on income that it currently distributes to its stockholders. To maintain its qualification as a REIT, the Company must distribute at least 90% of its REIT taxable income to its stockholders and meet certain other tests relating to assets and income.

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## Earnings Per Share ("EPS")

Basic EPS is computed using the two class method by dividing net income (loss), after adjusting for the impact of unvested stock awards deemed to be participating securities, by the weighted average number of common shares outstanding calculated excluding unvested stock awards. Diluted EPS is computed by dividing net income (loss), after adjusting for the impact of unvested stock awards deemed to be participating securities, by the weighted average number of common shares outstanding calculated excluding unvested stock awards, giving effect to common stock options and warrants, if they are not anti-dilutive. See Note 3 for EPS computations.

## Recent Accounting Pronouncements

In June 2013, the FASB issued ASU 2013-08, Financial Services-Investment Companies (Topic 946). This update modifies the guidance for Topic 946 for determining whether an entity is an investment company for GAAP purposes. It requires entities that adopted Statement of Position 07-1 prior to its deferral to reassess whether they continue to meet the definition of an investment company for GAAP purposes. The guidance is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2013, with retrospective application. Earlier application is prohibited. Management has performed its reassessment and has determined that the Company does not meet the definition of an investment company in accordance with ASC 946 and as a result will need to select and apply other appropriate accounting principles which will change the presentation of the Company's financial statements effective January 1, 2014. Management is still assessing the impact on the Company's financial statements and currently does not expect there will be a material effect on the Company's financial position or results of operations.

In January 2013, the FASB issued ASU 2013-01, Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities (Topic 210), Balance Sheet. The update addresses implementation issues about ASU 2011-11 and applies to derivatives accounted for in accordance with Topic 815, Derivatives and Hedging, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with ASC 210-20-45 or ASC 815-10-45 or subject to an enforceable master netting arrangement or similar agreement. The guidance was effective January 1, 2013 and was applied retrospectively. This guidance does not amend the circumstances in which the Company offsets its derivative positions. As a result, the guidance does not have a material effect on the Company's financial statements.

## 3. EARNINGS PER SHARE

Components of the computation of basic and diluted EPS were as follows (in thousands except per share numbers):

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
	2013	2012	2013	2012
Net income (loss)	\$30,571	\$241,907	\$(383,918)	\$412,730
Less preferred stock dividends	(5,203)	(953)	(10,651)	(953)
Net income (loss) available to common shares	25,368	240,954	(394,569)	411,777
Less dividends paid:				
Common shares	(56,444)	(78,397)	(170,473)	(195,175)
Unvested shares	(295)	(327)	(884)	(1,083)
Undistributed earnings (loss)	(31,371)	162,230	(565,926)	215,519
Basic weighted average shares outstanding:				
Common shares	169,465	164,269	172,284	128,116
Basic earnings (loss) per common share:				
Distributed earnings	\$0.33	\$0.48	\$0.99	\$1.52
Undistributed earnings (loss)	(0.19)	0.98	(3.28)	1.67
Basic earnings (loss) per common share	\$0.14	\$1.46	\$(2.29)	\$3.19
Diluted weighted average shares outstanding:				
Common shares	169,465	164,269	172,284	128,116
Net effect of dilutive stock options <sup>(1)</sup>	—	—	—	—
	169,465	164,269	172,284	128,116
Diluted earnings (loss) per common share:				

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Distributed earnings	\$0.33	\$0.48	\$0.99	\$1.52
Undistributed earnings (loss)	(0.19	) 0.98	(3.28	) 1.67
Diluted earnings (loss) per common share	\$0.14	\$1.46	\$(2.29	) \$3.19

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(1) For the three and nine months ended September 30, 2013 and 2012, the Company had an aggregate of 131 stock options outstanding with a weighted average exercise price of \$30.00 that were not included in the calculation of EPS, as their inclusion would have been anti-dilutive. These instruments may have a dilutive impact on future EPS.

#### 4. INVESTMENTS IN SECURITIES AND INTEREST RATE SWAP AND CAP CONTRACTS AND OTHER ASSETS

The Company's valuation techniques are based on observable and unobservable inputs. Observable inputs reflect readily obtainable data from independent sources, while unobservable inputs reflect the Company's market assumptions. ASC 820, Fair Value Measurements, classifies these inputs into the following hierarchy:

Level 1 Inputs—Quoted prices for identical instruments in active markets.

Level 2 Inputs—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 Inputs—Instruments with primarily unobservable value drivers.

Excluded from the tables below are financial instruments carried on the accompanying financial statements at cost basis, which is deemed to approximate fair value, primarily due to the short duration of these instruments, including cash and cash equivalents, receivables, payables and borrowings under repurchase arrangements with initial terms of 1 year or less. The fair value of these instruments is determined using level two inputs. The following tables provide a summary of the Company's assets and liabilities that are measured at fair value on a recurring basis as of September 30, 2013 and December 31, 2012:

September 30, 2013	Fair Value Measurements Using			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Assets				
Agency RMBS	\$—	\$14,449,307	\$—	\$14,449,307
Other Investments	—	—	6,945	6,945
Derivative assets	—	267,409	—	267,409
Total	\$—	\$14,716,716	\$6,945	\$14,723,661
Liabilities				
Derivative liabilities	\$—	\$49,537	\$—	\$49,537
December 31, 2012	Fair Value Measurements Using			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Assets				
Agency RMBS	\$—	\$20,804,143	\$—	\$20,804,143
U.S. Treasury Bills	37,999	—	—	37,999
Other Investments	—	—	19,576	19,576
Derivative assets	—	124,169	—	124,169
Total	\$37,999	\$20,928,312	\$19,576	\$20,985,887
Liabilities				
Derivative liabilities	\$—	\$98,575	\$—	\$98,575

Other Investments is comprised of CLOs and real estate assets. The table below presents a reconciliation of changes in other investments classified as Level 3 in the Company's financial statements for the three and nine months ended September 30, 2013 and 2012. CLOs were generally valued using valuations provided by broker quotations. The Company validated the broker quotations using internal discounted cash flow models. The significant unobservable inputs used in the fair value measurement of the Company's CLOs were prepayment rates, probability of default, and recovery rate in the event of default. Significant changes in any of those inputs in isolation would have resulted in a materially different fair value measurement. Generally, a change in the assumption used for the probability of default is accompanied by a directionally similar change in the assumption used for the loss severity upon default and a

directionally opposite change in the assumption used for prepayment rates. The Company did not own any CLOs as of September 30, 2013. The weighted average inputs to the models as of December 31, 2012 were:

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	Constant Prepayment Rate	Default Rate	Recovery Rate	Recovery Lag
December 31, 2012	20	% 2	% 69	% 6 Months

Fair values of real estate assets are valued based on discounted cash flow models. A discussion of the method of fair valuing these assets is included above in Note 2 “Investment Valuation.” The significant unobservable input used in the fair value measurement is capitalization rates, which the Company estimated to be between 4% and 5% at September 30, 2013 and December 31, 2012.

## Level 3 Fair Value Reconciliation

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Other investments				
Beginning balance level 3 assets	\$6,945	\$24,802	\$19,576	\$18,675
Cash payments recorded as a reduction of cost basis	—	(964	) (324	) (3,081
Change in net unrealized appreciation (depreciation)	—	1,483	(6,721	) 2,799
Net purchases (sales)	—	(8,592	) (12,005	) (1,664
Net gain (loss) on sales	—	2,648	6,419	2,648
Transfers into (out of) level 3	—	—	—	—
Ending balance level 3 assets	\$6,945	\$19,377	\$6,945	\$19,377

The Agency RMBS portfolio consisted of Agency RMBS as follows:

September 30, 2013	Face Value	Fair Value	Weighted Average						
Asset Type	(in thousands)		Cost/Face	Fair Value/Face	MTR <sup>(1)</sup>	Coupon		CPR <sup>(2)</sup>	
15 Year Fixed Rate	\$5,995,535	\$6,240,505	\$102.43	\$104.09	N/A	3.14	%	15.1	%
20 Year Fixed Rate	89,615	96,644	103.08	107.84	N/A	4.50	%	31.3	%
30 Year Fixed Rate	5,813,529	5,985,741	102.33	102.96	N/A	3.70	%	4.1	%
Hybrid ARMs	2,088,601	2,126,417	103.59	101.81	68.9	2.57	%	19.1	%
Total/Weighted Average	\$13,987,280	\$14,449,307	\$102.57	\$103.30		3.30	%	12.4	%
December 31, 2012									
10 Year Fixed Rate	\$207,091	\$219,747	\$103.60	\$106.11	N/A	3.50	%	19.4	%
15 Year Fixed Rate	11,092,374	11,717,136	104.32	105.63	N/A	3.05	%	16.1	%
20 Year Fixed Rate	1,087,835	1,148,932	104.96	105.62	N/A	3.17	%	10.1	%
30 Year Fixed Rate	3,571,692	3,817,488	105.78	106.88	N/A	3.59	%	8.9	%
Hybrid ARMs	3,722,510	3,900,840	103.54	104.79	74.3	2.71	%	19.1	%
Total/Weighted Average	\$19,681,502	\$20,804,143	\$104.47	\$105.70		3.10	%	15.8	%

(1) MTR, or “Months to Reset” is the weighted average number of months remaining before the fixed rate on a hybrid ARM becomes a variable rate. At the end of the fixed period, the variable rate will be determined by the margin and the pre-specified caps of the ARM. After the fixed period, 100% of the hybrid ARMs in the portfolio reset annually.

(2) CPR, or “Constant Prepayment Rate,” is a method of expressing the prepayment rate for a mortgage pool that assumes that a constant fraction of the remaining principal is prepaid each month or year. Specifically, the CPR is an annualized version of the prior three month prepayment rate. Securities with no prepayment history are excluded from this calculation.

As of September 30, 2013 and December 31, 2012, the Company’s Agency RMBS were purchased at a net premium to their face value with approximately \$366.0 million and \$879.6 million, respectively, of unamortized premium included in their cost basis. The premium purchase price is due to the average coupon interest rates on these

investments being higher than prevailing market rates.

Actual maturities of Agency RMBS 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 September 30, 2013 and December 31, 2012, the average final contractual maturity of the Company's Agency RMBS portfolio is in year 2036 and 2033, respectively.

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In order to mitigate its interest rate exposure, the Company enters into interest rate swap and cap contracts. The Company had the following activity in interest rate swap and cap transactions during the three and nine months ended September 30, 2013 and 2012 (in thousands):

Three and Nine Months Ended September 30, 2013

Three and Nine Months Ended September 30, 2012

Trade Date	Transaction	Notional	Trade Date	Transaction	Notional
February 2013	Opened	\$1,500,000	April 2012	Opened	\$500,000
March 2013	Terminated	(500,000 )	May 2012	Opened	600,000
March 2013	Opened	1,200,000	June 2012	Opened	600,000
April 2013	Opened	500,000	July 2012	Opened	2,250,000
May 2013	Opened	500,000	September 2012	Opened	1,000,000
May 2013	Matured	(100,000 )	Net Increase		\$4,950,000
June 2013	Terminated	(700,000 )			
June 2013	Matured	(300,000 )			
July 2013	Matured	(300,000 )			
August 2013	Terminated	(2,200,000 )			
August 2013	Opened	500,000			
Net Increase		\$100,000			

As of September 30, 2013 and December 31, 2012, the Company had pledged Agency RMBS and U.S Treasury Securities with a fair value of \$92.3 million and \$127.6 million, respectively, as collateral on interest rate swap and cap contracts. As of September 30, 2013 the Company had Agency RMBS and U.S. Treasury Securities of \$199.5 million and cash of \$32.7 million pledged to it as collateral for its interest rate swap and cap contracts. As of December 31, 2012 the Company had Agency RMBS and U.S. Treasury Securities of \$18.4 million and cash of \$28.9 million pledged to it as collateral for its interest rate cap contracts. Below is a summary of our interest rate swap and cap contracts open as of September 30, 2013 and December 31, 2012 and the net gain and loss on swap and cap contracts for the three and nine months ended September 30, 2013 and 2012 (in thousands):

Derivatives not designated as hedging instruments under ASC 815<sup>(a)</sup>

Interest Rate Swap Contracts	Notional Amount	Fair Value	Statement of Assets and Liabilities Location
September 30, 2013	\$3,340,000	\$(49,537 )	Derivative liabilities, at fair value
September 30, 2013	3,750,000	51,417	Derivative assets, at fair value
December 31, 2012	6,490,000	(98,575 )	Derivative liabilities, at fair value
December 31, 2012	1,000,000	1,180	Derivative assets, at fair value

Interest Rate Cap Contracts	Notional Amount	Fair Value	Statement of Assets and Liabilities Location
September 30, 2013	\$3,900,000	\$215,992	Derivative assets, at fair value
December 31, 2012	3,400,000	122,989	Derivative assets, at fair value

		Amount of Gain or (Loss) Recognized in Income on Derivatives			
Derivatives Not Designated as Hedging Instruments Under ASC 815 <sup>(a)</sup>	Location of Gain or (Loss) Recognized in Income on Derivative	Three Months Ended September 30,		Nine Months Ended September 30,	
		2013	2012	2013	2012
Interest rate swap and cap contracts	Net gain (loss) from swap and cap contracts	\$(53,280 )	\$(38,618 )	\$152,987	\$(80,403 )

<sup>(a)</sup> See Note 2 for additional information on the Company's purpose for entering into interest rate swaps and caps and the decision not to designate them as hedging instruments.

#### Credit Risk

At September 30, 2013 and December 31, 2012, the Company continued to have minimal exposure to credit losses on its mortgage assets by owning principally Agency RMBS. The payment of principal and interest on Agency RMBS is



guaranteed

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by Freddie Mac, Fannie Mae or Ginnie Mae. In September 2008, both Freddie Mac and Fannie Mae were placed in the conservatorship of the United States government.

On August 5, 2011, Standard & Poor's downgraded the U.S.'s credit rating to AA+ for the first time. Because Fannie Mae and Freddie Mac are in conservatorship of the U.S. government, the implied credit ratings of Agency RMBS guaranteed by Freddie Mac, Fannie Mae or Ginnie Mae were also downgraded to AA+. While this downgrade did not have a significant impact on the fair value of the Agency RMBS in the Company's portfolio, it has increased the uncertainty regarding the credit risk of Agency RMBS.

**5. BORROWINGS**

The Company leverages its Agency RMBS portfolio through the use of repurchase agreements. Each of the borrowing vehicles used by the Company bears interest at floating rates based on a spread above or below the LIBOR. The fair value of borrowings under repurchase agreements approximates their carrying amount due to the short term nature of these financial instruments.

Certain information with respect to the Company's borrowings is summarized in the following tables. Each of the borrowings listed is contractually due in one year or less (dollars in thousands).

September 30, 2013

Outstanding repurchase agreements	\$11,735,071	
Interest accrued thereon	\$2,865	
Weighted average borrowing rate	0.39	%
Weighted average remaining maturity (in days)	44.0	
Fair value of the collateral <sup>(1)</sup>	\$12,342,112	

December 31, 2012

Outstanding repurchase agreements	\$13,981,307	
Interest accrued thereon	\$11,717	
Weighted average borrowing rate	0.48	%
Weighted average remaining maturity (in days)	19.6	
Fair value of the collateral <sup>(1)</sup>	\$14,693,645	

(1) Collateral for repurchase agreements consisted of Agency RMBS and U.S. Treasury Securities.

At September 30, 2013 and December 31, 2012, the Company did not have any borrowings under repurchase agreements where the amount at risk with an individual counterparty exceeded 10% of net assets.

**6. COMMITMENTS AND CONTINGENCIES**

The Company enters into certain contracts that contain a variety of indemnifications, principally with broker dealers.

As of September 30, 2013 and December 31, 2012, no claims have been asserted under these indemnification agreements. Accordingly, the Company has no liabilities recorded for these agreements as of September 30, 2013 and December 31, 2012.

**7. SHARE CAPITAL**

The Company has authorized 500,000,000 shares of common stock having par value of \$0.01 per share. As of September 30, 2013 and December 31, 2012, the Company had issued and outstanding 166,880,305 and 174,924,149 shares of common stock, respectively. The Company's common stock transactions during the nine months ended September 30, 2013 and 2012 are as follows (in thousands):

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	Nine Months Ended September 30, 2013		Nine Months Ended September 30, 2012	
	Shares	Amount	Shares	Amount
Shares sold in public offerings or issued as restricted stock	351	\$2,364	92,104	\$1,238,141
Shares issued in reinvestment of distributions	—	—	98	1,310
Shares repurchased or canceled	(8,395	) (72,563	) (13	) (180
Net increase (decrease)	(8,044	) \$(70,199	) 92,189	\$1,239,271

The Company has authorized 50,000,000 shares of preferred stock having a par value of \$0.01 per share. As of September 30, 2013 and December 31, 2012, 3,000,000 shares of 7.75% Series A Preferred Stock (\$25.00 liquidation preference) were issued and outstanding. As of September 30, 2013, 8,000,000 shares of 7.50% Series B Preferred Stock (\$25.00 liquidation preference) were issued and outstanding. The Series A Preferred Stock and Series B Preferred Stock will not be redeemable before August 3, 2017 and April 30, 2018, respectively, except under circumstances where it is necessary to preserve the Company's qualification as a REIT, for federal income tax purposes or the occurrence of a change of control. On or after August 3, 2017 and April 30, 2018, the Company may, at its option, redeem any or all of the shares of the Series A Preferred Stock and Series B Preferred Stock, respectively, at \$25.00 per share plus any accumulated and unpaid dividends to, but not including, the respective redemption date. The Series A Preferred Stock and Series B Preferred Stock have no stated maturity and are not subject to any sinking fund or mandatory redemption.

**Equity Offerings**

On February 1, 2012, the Company closed a public offering of 28,750,000 shares of its common stock at a public offering price of \$13.28 per share for total net proceeds of approximately \$377.3 million, after the underwriting discount and commissions and expenses.

On July 16, 2012, the Company closed a public offering of 46,000,000 shares of its common stock at a public offering price of \$13.70 per share for total net proceeds of approximately \$622.2 million, after the underwriting discount and commissions and expenses.

On August 3, 2012, the Company closed a public offering of 3,000,000 shares of its Series A Preferred Stock, liquidation preference of \$25.00 per share, for total net proceeds of approximately \$72.4 million, after the underwriting discount and commissions and expenses.

On April 30, 2013, the Company closed a public offering of 8,000,000 shares of its Series B Preferred Stock, liquidation preference of \$25.00 per share, for total net proceeds of approximately \$193.6 million, after the underwriting discount and commissions and expenses.

**Dividend Reinvestment and Direct Stock Purchase Plan ("DSPP")**

The Company sponsors a dividend reinvestment and direct stock purchase plan through which stockholders may purchase additional shares of common stock by reinvesting some or all of the cash dividends received on shares of common stock.

Stockholders may also make optional cash purchases of shares of common stock subject to certain limitations detailed in the plan prospectus. For the nine months ended September 30, 2013 the Company did not issue any shares under the plan. For the nine months ended September 30, 2012, the Company issued 5.3 million shares under the plan raising approximately \$74.0 million of net proceeds. As of September 30, 2013 and December 31, 2012, there were approximately 4.1 million shares available for issuance under the plan.

**Restricted Stock Awards**

For the nine months ended September 30, 2013 and 2012, the Company granted 350,807 and 205,390 shares of restricted stock, respectively, to certain of its directors, officers and employees.

**Equity Placement Program ("EPP")**

On June 7, 2011, the Company entered into a sales agreement with JMP Securities LLC whereby the Company may, from time to time, publicly offer and sell up to 15.0 million shares of the Company's common stock through at-the-market transactions and/or privately negotiated transactions. For the nine months ended September 30, 2013, the Company did not issue any shares under the plan. For the nine months ended September 30, 2012, the Company

issued 11.9 million shares under the plan raising approximately \$164.3 million. As of September 30, 2013 and December 31, 2012, approximately 3.1 million shares of common stock remained available for issuance and sale under the sales agreement.

Share Repurchase Program

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On November 15, 2012, the Company announced that its board of directors had authorized the repurchase of shares of the Company's common stock having an aggregate value of up to \$250 million. For the nine months ended September 30, 2013, the Company repurchased 8.4 million shares with a weighted average purchase price of \$8.62 or approximately \$72.4 million in the aggregate. The Company did not make any repurchases during 2012.

**8. FINANCIAL HIGHLIGHTS**

In accordance with financial reporting requirements applicable to investment companies, the Company has included below certain financial highlight information for the three and nine months ended September 30, 2013 and 2012:

	Per Common Share							
	Three Months Ended September 30,				Nine Months Ended September 30,			
	2013		2012		2013		2012	
Net asset value, beginning of period	\$10.20		\$13.52		\$13.31		\$13.02	
Net income (loss):								
Net investment income	0.40	(a)	0.36	(a)	1.05	(a)	1.32	(a)
Net gain (loss) from investments and swap and cap contracts	(0.22)	) (a)	1.11	(a)	(3.27)	) (a)	1.88	(a)
Net income (loss)	0.18		1.47		(2.22)	)	3.20	
Dividends on preferred stock	(0.03)	) (a)	(0.01)	) (a)	(0.06)	) (a)	(0.01)	) (a)
Net income (loss) available to common shares	0.15		1.46		(2.28)	)	3.19	
Capital transactions:								
Distributions to common stockholders	(0.34)	)	(0.45)	)	(1.00)	)	(1.45)	)
Issuance/Repurchase of common and preferred shares and amortization of share based compensation	0.09	(a)	(0.07)	) (a)	0.07	(a)	(0.30)	) (a)
Net decrease in net asset value from capital transactions	(0.25)	)	(0.52)	)	(0.93)	)	(1.75)	)
Net asset value, end of period	\$10.10		\$14.46		\$10.10		\$14.46	
Net asset value total return (%)	2.35	% (b)	10.28	% (b)	(16.60)	)% (b)	22.20	% (b)
Market value total return (%)	(8.02)	)% (b)	5.59	% (b)	(23.53)	)% (b)	18.88	% (b)
Ratios to Average Net Assets								
Expenses before interest expense	1.13	% (c)	0.93	% (c)	1.01	% (c)	1.16	% (c)
Total expenses	3.55	% (c)	3.00	% (c)	3.47	% (c)	3.21	% (c)
Net investment income	13.77	% (c)	10.33	% (c)	10.92	% (c)	12.59	% (c)

Calculated based on average shares outstanding during the period. Average shares outstanding include vested and (a) unvested restricted shares and differs from weighted average shares outstanding used in calculating EPS (see Note 3).

(b) Not computed on an annualized basis.

(c) Computed on an annualized basis.

**9. SUBSEQUENT EVENTS**

On October 1, 2013, an aggregate of 13,937 shares of restricted common stock were granted to certain directors as a portion of their compensation for serving on the Company's board of directors.

The CPR of the Company's Agency RMBS portfolio was approximately 5.5% for the month of October 2013.

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

In this Quarterly Report on Form 10-Q, we refer to CYS Investments, Inc. as "we," "us," "our company," or "our," unless we specifically state otherwise or the context indicates otherwise. The following defines certain of the commonly used terms in this quarterly report on Form 10-Q: RMBS refers to residential mortgage-backed securities; agency securities or Agency RMBS refers to our RMBS that are issued or whose principal and interest payments are guaranteed by a federally chartered corporation, such as the Federal National Mortgage Association ("Fannie Mae") or the Federal Home Loan Mortgage Corporation ("Freddie Mac"), or an agency of the U.S. government, such as the Government National Mortgage Association ("Ginnie Mae"); ARMs refers to adjustable-rate mortgage loans that typically have interest rates that adjust annually to an increment over a specified interest rate index; hybrids refers to ARMs that have interest rates that are fixed for a specified period of time and, thereafter, generally adjust annually to an increment over a specified interest rate index; U.S. Treasury Securities refers to debt securities issued by the United States Department of Treasury; and U.S. Agency Debentures refers to debt securities issued by a government sponsored entity that are not back by collateral but, in the case of government agencies, is backed by the full faith and credit of the U.S. government, and, in the case of government sponsored entities, is backed by the full faith and credit of the issuer. The following discussion should be read in conjunction with our financial statements and accompanying notes included in Item 1 of this Quarterly Report on Form 10-Q as well as our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed on February 15, 2013.

#### Forward Looking Statements

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

- the effect of movements in interest rates on our assets and liabilities (including our hedging instruments) and our net income;

- our investment, financing and hedging strategy and the success of these strategies;
- the effect of increased prepayment rates on our portfolio;
- our ability to convert our assets into cash or extend the financing terms related to our assets;
- the effect of widening credit spreads and/or shifts in the yield curve on the value of our assets and investment strategy;
- the types of indebtedness we may incur;
- our ability to quantify risks based on historical experience;
- our ability to be taxed as a real estate investment trust ("REIT") and to maintain an exemption from registration under the Investment Company Act of 1940, as amended (the "Investment Company Act");
- our assessment of counterparty risk;
- the risk of counterparty defaults;
- our ability to meet short term liquidity requirements with our cash flow from operations and borrowings;
- the effect of rising interest rates on economic indicators such as employment and home prices;
- our liquidity;
- our asset valuation policies;
- our distribution policy;
- changes in the presentation of the Company's financial statements;
- the impact of an inability to reach an agreement on the national debt ceiling or a budget;
- the effect of recent U.S. Government actions or inactions on interest rates and the housing and credit markets; and

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the effect of actual or proposed actions of the U.S. Federal Reserve with respect to monetary policy, inflation or the tapering of existing financial asset purchases.

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 could cause actual results to vary from our forward-looking statements:

- the factors referenced in this Quarterly Report on Form 10-Q;
- changes in our investment, financing and hedging strategy;
- the adequacy of our cash flow from operations and borrowings to meet our short term liquidity requirements;
- the liquidity of our portfolio;
- unanticipated changes in our industry, interest rates, the credit markets, the general economy or the real estate market;
- changes in interest rates and the market value of our Agency RMBS;
- changes in the prepayment rates on the mortgage loans underlying our Agency RMBS;
- our ability to borrow to finance our assets;
- changes in government regulations affecting our business;
- changes in the U.S. government's credit rating or ability to pay its debts;
- our ability to maintain our qualification as a REIT for federal income tax purposes;
- our ability to maintain our exemption from registration under the Investment Company Act and the availability of such exemption in the future; and
- risks associated with investing in real estate assets, including changes in business conditions and the general economy.

These and other risks, uncertainties and factors, including those described elsewhere in this report, 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.

### Overview

We are a specialty finance company created with the objective of achieving consistent risk-adjusted investment income. We seek to achieve this objective by investing, on a leveraged basis, in Agency RMBS. In addition, our investment guidelines permit investments in collateralized mortgage obligations issued by a government agency or government sponsored entity that are collateralized by Agency RMBS ("CMOs"), U.S. Treasury Securities and U.S. Agency Debentures, although we had not invested in any CMOs as of September 30, 2013. We commenced operations in February 2006, and completed our initial public offering in June 2009. Our common stock, our 7.75% Series A Cumulative Redeemable Preferred Stock, \$25.00 liquidation preference (the "Series A Preferred Stock"), and our 7.50% Series B Cumulative Redeemable Preferred Stock, \$25.00 liquidation preference (the "Series B Preferred Stock"), trade on the New York Stock Exchange under the symbols "CYS," "CYS PrA" and "CYS PrB," respectively. We earn investment income from our investment portfolio, and we use leverage to seek to enhance our returns. Our net investment income is generated primarily from the net spread, or difference, between the interest income we earn on our investment portfolio and the cost of our borrowings and hedging activities. The amount of net investment income we earn on our investments depends in part on our ability to control our financing costs, which comprise a significant portion of our operating expenses. Although we leverage our portfolio investments in Agency RMBS to seek to enhance our potential returns, leverage also may exacerbate losses.

While we use hedging to mitigate some of our interest rate risk, we do not hedge all of our exposure to changes in interest rates. This is because there are practical limitations on our ability to insulate our portfolio from all potential negative consequences associated with changes in interest rates in a manner that will allow us to achieve attractive spreads on our portfolio.





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In addition to investing in issued pools of Agency RMBS, we regularly utilize forward settling transactions, including forward settling purchases of Agency RMBS where the pool is "to-be-announced" ("TBAs"). Pursuant to these TBAs, we agree to purchase, 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. For our other forward settling transactions, we agree to purchase, for future delivery, Agency RMBS. However, unlike our TBAs, these forward settling transactions reference an identified Agency RMBS.

We have elected to be taxed as a REIT and have complied, and intend to continue to comply, with the provisions of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), with respect thereto. Accordingly, we generally do not expect to be subject to federal income tax on our REIT taxable income that we currently distribute to our stockholders if certain asset, income and ownership tests and recordkeeping requirements are fulfilled. Even if we maintain our qualification as a REIT, we may be subject to some federal, state and local taxes on our income.

### Factors that Affect our Results of Operations and Financial Condition

A variety of industry and economic factors may impact our results of operations and financial condition. These factors include:

- interest rate trends;
- prepayment rates on mortgages underlying our Agency RMBS, and credit trends insofar as they affect prepayment rates;
- competition for investments in Agency RMBS;
- actions or inactions taken by the U.S. Government, including the U.S. Federal Reserve (the "Federal Reserve") and the U.S. Treasury;
- credit rating downgrades of the United States' and certain European countries' sovereign debt; and
- other market developments.

In addition, a variety of factors relating to our business may also impact our results of operations and financial condition. These factors include:

- our degree of leverage;
- our access to funding and borrowing capacity;
- our borrowing costs;
- our hedging activities;
- the market value of our investments; and
- the REIT requirements and the requirements to qualify for a registration exemption under the Investment Company Act.

Changes in interest rates, particularly short term interest rates, may significantly influence our net investment income and net asset value.

Our net investment income may be affected by a difference between actual prepayment rates and our projections. Prepayments on loans and securities may be influenced by changes in market interest rates and homeowners' ability and desire to refinance their mortgages. To the extent we have acquired assets at a premium or discount to face value, changes in prepayment rates will impact our anticipated yield.

### Trends and Recent Market Impacts

#### U.S. Macroeconomic

The economic news for the third quarter of 2013 was dominated by the effects of the sequester, government shutdown and debt ceiling and the reaction of the market to the Federal Reserve's continuation of its third round of quantitative easing ("QE3"), which primarily consists of asset purchases, despite market expectations that tapering its asset purchases would begin in September. While there are signs of the private sector recovering some sustainable growth, inflation continues to be very low and the unemployment rate of approximately 7.3% in August 2013 remains higher than the 6.5% target threshold previously indicated by the the Federal Reserve as one of the key drivers of tapering of its asset purchases. Interest rates during the quarter were extremely volatile with the 10 year Treasury Rate reaching close to 3.0% in early September, but then declining to below 2.7% once the Federal Reserve indicated in its September meeting that it was going to postpone the commencement of its tapering. Uncertainty around who would be nominated for the next Fed Chairman magnified the interest



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rate volatility during the third quarter of 2013, though this has since been resolved with the nomination of Janet Yellen by President Obama on October 9, 2013.

The threat of a government shutdown and debate over the debt ceiling appeared to have been built into the market, as the bond market began to stabilize in the latter part of September and only exhibited a slight reaction when the government shut down commenced on October 1, 2013. Even though a temporary resolution was reached on the debt ceiling on October 16, 2013 and the government reopened on October 17, 2013, we expect the volatility in the bond market may continue until these issues have been resolved.

On September 13, 2012, the U.S. Federal Reserve Open Market Committee (the "FOMC" or "Committee") announced an open-ended program to purchase an additional \$40 billion of Agency RMBS per month until the unemployment rate, among other economic indicators, showed signs of improvement. The FOMC anticipated that it would maintain a highly accommodative stance, and keep the target range for the Federal Funds Rate between zero and 0.25% through at least mid-2015. The Federal Reserve provided further guidance to the market in December 2012 that it intended to keep the Federal Funds Rate close to zero while the unemployment rate is above 6.5% and as long as inflation does not rise above 2.5%. In December 2012, the Federal Reserve also announced that it would initially begin purchasing \$45 billion of long-term Treasury bonds each month and noted that such amount may increase in the future.

In the April 30-May 1, 2013 FOMC meeting, all but a few of the Committee members agreed to continue purchases of MBS at a pace of \$40 billion per month and purchases of longer-term Treasury securities at a pace of \$45 billion per month, and retained its forward guidance about the federal funds rate, including thresholds on the unemployment and inflation rates.

On May 22, 2013, the date on which the May FOMC meeting minutes were released, Chairman Bernanke, responding to a question from the U.S. Congress Joint Economic Committee, stated "If we see continued improvement and we have confidence that it will be sustained then we could in the next few meetings take a step down in our pace of purchases." Following this statement the 10 Year Treasury Rate moved above 2%, the Primary Mortgage Rate reached 3.73% and the price of bonds and stocks decreased significantly.

In the June 18-19, 2013 FOMC meeting, all but a few of the Committee members agreed to continue purchases of MBS at a pace of \$40 billion per month and purchases of longer-term Treasury securities at a pace of \$45 billion per month, and retained its forward guidance about the federal funds rate, including thresholds on the unemployment and inflation rates.

On June 19, 2013, at the FOMC Press Conference, Chairman Bernanke, responding to a journalist's question referring to a hypothetically optimistic economy, stated "In that case, we would expect probably to slow or moderate purchases some time later this year, and through the middle part of early next year, and ending, in that scenario, somewhere in the middle of the year." Following Chairman Bernanke's remarks the rate on the 10 Year Treasury rose to 2.35% and the Primary Mortgage Rate rose to 4.24%.

For the period from May 21, 2013 to June 28, 2013 the 10 Year Treasury Rate rose 56 basis points from 1.93% to 2.49% (with a high of 2.61% on June 25, 2013) while the Primary Mortgage Rate rose 74 basis points from 3.65% to 4.39% (with a high of 4.58% on June 25, 2013) reflecting a dislocation of the yields on Agency RMBS and Treasuries.

At the July 30-31, 2013 FOMC meeting, the Committee, despite some improvement in the labor market and modest economic expansion, decided to continue asset purchases. At the September 17-18, 2013 FOMC meeting, against many market participants' expectations, the Committee decided to hold back on tapering, causing a rapid move downward in interest rates with the 10 Year Treasury Rate ending the quarter at 2.61%. The steepened yield curve has created a more favorable reinvesting environment for the Company. During the second quarter of 2013 pricing of Agency RMBS detached from Treasury securities and swaps, causing a decline in the Company's net assets. However, in the third quarter of 2013, Agency RMBS prices have increased resulting in a stabilization of the Company's net assets.

The Federal Reserve continues to maintain its position that the timing and scope of tapering is dependent upon improving economic indicators. The economic projections of Federal Reserve Board Members included in the minutes of the Federal Reserve's September 2013 meeting show inflation running below the Federal Reserve's target inflation

rate of 2% through 2016. In addition, the projections show estimates for real GDP growth at 2.2% to 3.3% for 2014. Given the low inflation projections, monetary policy, including the timing of tapering asset purchases, will likely be dependent on actual growth in employment rather than inflation concerns. It's important to note that over the past several years, actual employment growth has been consistently below the Fed's projections.

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U.S. Employment

For the first eight months of 2013, the U.S. economy produced an average of 180,000 jobs a month. In that same period, the U.S. unemployment rate fell from 7.8% in December 2012 to 7.3% in August 2013. However, the participation rate also decreased from 63.6% in December 2012 to 63.2% in August 2013, reflecting dissolution among many of the long-term unemployed who have removed themselves from the workforce statistics. While these employment figures are positive compared to the 2012 figures, we do not believe they are indicative of a robust recovery. In addition, the effects of the government shutdown and rising interest rates on the consumer and/or employment will likely take several quarters to be reflected in the economic data.

U.S. Housing

The U.S. housing market has continued to improve. According to the Federal Housing Finance Authority ("FHFA") U.S. house price index, U.S. home prices rose 6.0% from December 2012 to July 2013, and have been on an upward trend since February 2012, averaging 0.66% per month through July 2013. In addition to home prices, housing starts have improved. Building permits hit their highest level since 2008 in March 2013 at 1,005,000, and remained strong at 891,000 in August 2013. Similar to U.S. employment, it is likely a rise in interest rates would slow the housing recovery.

Interest Rates

As described above, the market reactions to the Federal Reserve's actions have created a significant steepening in the yield curve and considerable interest rate volatility. While short rates have been relatively unchanged, the market's reaction to the possibility of the Federal Reserve tapering large scale asset purchases has pushed the long end of the curve up, bringing the 10 Year Treasury Rate up from 1.85% at March 31, 2013 to 2.61% at September 30, 2013. From the September 2013 FOMC meeting minutes, of the 17 FOMC participants, 14 reported their target federal funds rate to remain at 0.25% through 2014. Below is a graph of the yield curve at September 30, 2013, June 30, 2013, and March 31, 2013.

Below is a graph of yields for a 30 year 3.5% Fannie Mae RMBS and the 10 year Treasury.

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Below is a graph of the yield spreads between 30 year 3.5% RMBS, 15 year 2.5% RMBS and a 5 year swap curve.

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## Reinvestment Environment

During the third quarter of 2013, the yield curve steepened. However, the Federal Reserve's decision not to begin tapering its asset purchases flattened the yield curve slightly in September 2013. The current reinvesting environment remains favorable. The table below shows potential Agency RMBS investments and their respective net interest margins as of October 6, 2013:

	30 Yr. 3.5%		15 Yr. 3%	
Asset Yield	3.21	%	2.23	%
Financing Rate	0.39	%	0.39	%
Hedge Cost <sup>(1)</sup>	0.90	%	0.64	%
Net interest margin	1.92	%	1.20	%

<sup>(1)</sup> Assumed 5 Year and 4 Year Swap Hedge Ratio, respectively 70 % 50 %

During the three months ended September 30, 2013, the average yield on the Company's purchases of Agency RMBS was 2.94%.

## Prepayments

Using the 10 year Treasury Rate as a proxy, interest rates rose significantly during the second quarter of 2013, resulting in a substantial slowing of prepayments. The mortgage refinance index was in the range of 1,529 to 2,455 during the third quarter of 2013, compared to 2,568 to 5,230 in the second quarter of 2013. During the three months ended September 30, 2013, our portfolio had an average constant prepayment rate ("CPR") of 9.8%. We monitor every bond in our portfolio and assess the relative prepayment attributes. Due to the recent increase in rates, the focus has shifted from prepayment concerns to extension risk in the portfolio.

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### Government Activity

On July 11, 2013, members of the U.S. House of Representatives introduced the Protecting American Taxpayers and Homeowners Act ("PATH"), a broad financing reform bill that serves as a counterpart to the Corker-Warner Bill. PATH would also revoke the charters of Fannie Mae and Freddie Mac and remove barriers to private investment. However, PATH would maintain the FHFA and give it oversight over a new non-government, not-for-profit National Mortgage Market Utility whose mission would be to develop best practices standards for the private origination, servicing, pooling and securitizing of mortgages and operate a publicly accessible securitization outlet to match loan originators with investors. Additional provisions of PATH include the reduction in size and scope of the Federal Housing Administration ("FHA"), targeting its mission specifically to first-time borrowers and low and moderate income borrowers except in periods of significant credit contraction.

Government Sponsored Entity ("GSE") reform continues to be a topic of focus, but there is no way to know if either proposal will become law or, should one of the proposals become law, if or how the enacted law will differ from the current draft of the bill. It is unclear how this proposal would impact housing finance, and what impact, if any, it would have on mortgage REITs.

On June 25, 2013, Senators Bob Corker (R-TN) and Mark Warner (D-VA), with Senators Mike Johanns (R-NE), Jon Tester (D-MT), Dean Heller (R-NV), Heidi Heitkamp (D-ND), Jerry Moran (R-KS) and Kay Hagan (D-NC), formally introduced the Housing Finance Reform and Taxpayer Protection Act of 2013 (the "Corker-Warner Bill") into the U.S. Senate. While the current draft of the Corker-Warner Bill will likely undergo significant changes as it is debated, it is expected to serve as a basis of discussion for congressional efforts to reform Fannie Mae and Freddie Mac.

As currently drafted, the Corker-Warner Bill has three key provisions:

- i. the establishment of the Federal Mortgage Insurance Corporation (the "FMIC");
- ii. the creation of a Mortgage Insurance Fund (the "Fund"); and
- iii. the wind-down of Fannie Mae and Freddie Mac.

The FMIC would be a government guarantor modeled after the Federal Deposit Insurance Corporation (the "FDIC") in that it would collect insurance premiums and maintain a deposit fund on all outstanding obligations. Every mortgage-backed security issued through the FMIC would have a private investor bearing the first risk of loss and holding at least \$0.10 in equity capital for every dollar of risk. This private capital buffer would serve to protect taxpayers from the risk of default on the mortgages underlying securities issued by the FMIC. Thus, the ultimate purpose of the FMIC would be to bring in credit investors to bear the risk of default while providing liquidity, transparency and access to mortgage credit for the housing finance system.

The FHFA would be abolished after the establishment of the FMIC, and all current responsibilities of the FHFA, as well as its resources, would be transferred to the FMIC. In particular, the Corker-Warner Bill specifies that the FMIC would maintain a database of uniform loan-level information on eligible mortgages, develop standard uniform securitization agreements and oversee the common securitization platform currently being developed by the FHFA. In the event losses due to default on underlying mortgages exceed the first position losses of private credit investors in securities issued by the FMIC, the FMIC would cover such losses out of the Fund. The Corker-Warner Bill specifies that the FMIC would endeavor to attain a reserve balance of 1.25% of the aggregate outstanding principal balance of covered securities within five years of the establishment of the FMIC and 2.50% of such amount within ten years of the establishment of the FMIC. The Fund would be paid with insurance premiums, akin to user fees, paid by private investors with various reporting and transparency requirements.

As currently proposed, the Corker-Warner Bill would revoke the charters of Fannie Mae and Freddie Mac upon the establishment of the FMIC. Fannie Mae and Freddie Mac would wind down as expeditiously as possible while maximizing returns to taxpayers as their assets are sold off.

On October 4, 2012, the FHFA released its white paper entitled "Building a New Infrastructure for the Secondary Mortgage Market" (the "FHFA White Paper"). This release follows up on the FHFA's February 21, 2012 Strategic Plan for Enterprise Conservatorships, which set forth three goals for the next phase of the Fannie Mae and Freddie Mac conservatorships. These three goals are to (i) build a new infrastructure for the secondary mortgage market, (ii) gradually contract Fannie Mae and Freddie Mac's presence in the marketplace while simplifying and shrinking their operations, and (iii) maintain foreclosure prevention activities and credit availability for new and refinanced



mortgages.

The FHFA White Paper proposes a new infrastructure for Fannie Mae and Freddie Mac that has two basic goals. The first goal is to replace the current, outdated infrastructures of Fannie Mae and Freddie Mac with a common, more efficient infrastructure that aligns the standards and practices of the two entities, beginning with core functions performed by both entities such as issuance, master servicing, bond administration, collateral management and data integration. The second goal is

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to establish an operating framework for Fannie Mae and Freddie Mac that is consistent with the progress of housing finance reform and encourages and accommodates the increased participation of private capital in assuming credit risk associated with the secondary mortgage market. The FHFA recognizes that there are a number of impediments to their goals which may or may not be surmountable, such as the absence of any significant secondary mortgage market mechanisms beyond Fannie Mae, Freddie Mac and Ginnie Mae, and that their proposals are in the formative stages. As a result, it is unclear if the proposals will be enacted. If such proposals are enacted, it is unclear how closely what is enacted will resemble the proposals from the FHFA White Paper or what the effects of the enactment will be. On September 13, 2012, the Federal Reserve announced a third round of QE3, which is an open-ended program designed to expand the Federal Reserve's holdings of long-term securities by purchasing an additional \$40 billion of Agency RMBS per month until key economic indicators, such as the unemployment rate, show signs of improvement. The Federal Reserve also announced that it would keep the target range for the Federal Funds Rate between zero and 0.25% through at least mid-2015.

The Federal Reserve provided further guidance to the market in December 2012 by stating that it intended to keep the Federal Funds Rate close to zero while the unemployment rate is above 6.5% and as long as inflation does not rise above 2.5%. In December 2012, the Federal Reserve also announced that it would initially begin buying \$45 billion of long-term Treasury bonds each month and noted that such amount may increase in the future.

On January 4, 2012, the Federal Reserve released a report titled "The U.S. Housing Market: Current Conditions and Policy Considerations" to Congress, which provided a framework for thinking about certain issues and tradeoffs that policy makers might consider. It is unclear how future legislation may impact the housing finance market and the investing environment for Agency RMBS as the method of reform is undecided and has not yet been defined by the regulators.

### Dodd-Frank Act

On July 21, 2010, President Obama signed the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") into law. The Dodd-Frank Act is extensive, complicated and comprehensive legislation that impacts practically all aspects of banking and represents a significant overhaul of many aspects of the regulation of the financial services industry. Although many provisions remain subject to further rulemaking, the Dodd-Frank Act implements numerous and far-reaching regulatory changes that affect financial companies, including us and other banks and institutions which are important to our business model. Certain notable rules are, among other things: Requiring regulation and oversight of large, systemically important financial institutions ("SIFI") by establishing an interagency council on systemic risk and implementation of heightened prudential standards and regulation by the Board of Governors of the Federal Reserve for SIFI (including nonbank financial companies), as well as the implementation of the FDIC resolution procedures for liquidation of large financial companies to avoid market disruption;

applying the same leverage and risk-based capital requirements that apply to insured depository institutions to most bank holding companies, savings and loan holding companies and systemically important nonbank financial companies;

limiting the Federal Reserve's emergency authority to lend to nondepository institutions to facilities with broad-based eligibility, and authorizing the FDIC to establish an emergency financial stabilization fund for solvent depository institutions and their holding companies, subject to the approval of Congress, the Secretary of the U.S. Treasury and the Federal Reserve;

creating regimes for regulation of over-the-counter derivatives and non-admitted property and casualty insurers and reinsurers;

implementing regulation of hedge fund and private equity advisers by requiring such advisers to register with the SEC;

providing for the implementation of corporate governance provisions for all public companies concerning proxy access and executive compensation; and

- reforming regulation of credit rating agencies.

### Qualified Mortgages

The Dodd-Frank Act requires that lenders make a good faith effort to ensure consumers have an ability to repay new mortgage loans based on verified and documented information. To accomplish this, the Dodd-Frank Act created the Consumer Financial Protection Bureau ("CFPB"), which was assigned the responsibility of defining Qualified Mortgage ("QM"). The key factor for lenders and originators is that loans which meet the QM standard give lenders "safe harbor" against future claims that the loans violated "ability to repay" requirements. In January 2013, the CFPB published the definition of a QM. An important

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part of the QM definition is the cap on how much income can go toward debt: along with the other tests, mortgages made to people who have debt-to-income ratios less than or equal to 43 percent will be considered QM. This requirement helps ensure consumers are borrowing only what they can likely afford and it creates one level of protection for lenders. Before the crisis, many consumers took on mortgages they could not afford based on their incomes, and the QM rules are intended to protect consumers going forward. For a temporary, transitional period, loans that do not have a 43 percent debt-to-income ratio but meet government affordability or other standards, such as eligibility for purchase by Fannie Mae or Freddie Mac, will be considered QMs. Agency RMBS will continue to be a large portion of the overall mortgage market, and we believe that, as a result of this rule-making, it is unlikely that lenders will be willing to make loans without the safe harbor protections of QM. Lenders will be more deliberate and the resulting mortgages will be more consistent and will result in more predictable prepayments. We do not expect this to impact the current supply of Agency RMBS.

Many of the provisions of the Dodd-Frank Act, including certain provisions described above are subject to further study, rulemaking and the discretion of regulatory bodies. As the hundreds of regulations called for by the Dodd-Frank Act are promulgated, we will continue to evaluate their impact. It is unclear how this legislation may impact the borrowing environment, investing environment for Agency RMBS and interest rate swaps as much of the bill's implementation has not yet been defined by the regulators.

For a discussion of additional risks relating to our business see "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed on February 15, 2013 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, filed on July 19, 2013.

**Financial Condition**

As of September 30, 2013 and December 31, 2012, the Agency RMBS in our portfolio were purchased at a net premium to their face value due to the average interest rates on these investments being higher than the prevailing market rates at the time of purchase. As of September 30, 2013 and December 31, 2012, we had approximately \$366.0 million and \$879.6 million, respectively, of unamortized premium included in the cost basis of our investments.

As of September 30, 2013 and December 31, 2012, our Agency RMBS portfolio consisted of the following assets:

September 30, 2013	Face Value	Fair Value	Weighted Average						
Asset Type	(in thousands)		Cost/Face	Fair Value/Face	MTR <sup>(1)</sup>	Coupon	CPR <sup>(2)</sup>		
15 Year Fixed Rate	\$5,995,535	\$6,240,505	\$102.43	\$104.09	N/A	3.14	%	15.1	%
20 Year Fixed Rate	89,615	96,644	103.08	107.84	N/A	4.50	%	31.3	%
30 Year Fixed Rate	5,813,529	5,985,741	102.33	102.96	N/A	3.70	%	4.1	%
Hybrid ARMs	2,088,601	2,126,417	103.59	101.81	68.9	2.57	%	19.1	%
Total/Weighted Average	\$13,987,280	\$14,449,307	\$102.57	\$103.30		3.30	%	12.4	%
December 31, 2012									
10 Year Fixed Rate	\$207,091	\$219,747	\$103.60	\$106.11	N/A	3.50	%	19.4	%
15 Year Fixed Rate	11,092,374	11,717,136	104.32	105.63	N/A	3.05	%	16.1	%
20 Year Fixed Rate	1,087,835	1,148,932	104.96	105.62	N/A	3.17	%	10.1	%
30 Year Fixed Rate	3,571,692	3,817,488	105.78	106.88	N/A	3.59	%	8.9	%
Hybrid ARMs	3,722,510	3,900,840	103.54	104.79	74.3	2.71	%	19.1	%
Total/Weighted Average	\$19,681,502	\$20,804,143	\$104.47	\$105.70		3.10	%	15.8	%

MTR, or "Months to Reset" is the weighted average number of months remaining before the fixed rate on a hybrid ARM becomes a variable rate. At the end of the fixed period, the variable rate will be determined by the margin and the pre-specified caps of the ARM. After the fixed period, 100% of the hybrid ARMs in the portfolio reset annually.

CPR, or "Constant Prepayment Rate" is a method of expressing the prepayment rate for a mortgage pool that assumes that a constant fraction of the remaining principal is prepaid each month or year. Specifically, the constant prepayment rate is an annualized version of the prior three month prepayment rate. Securities with no prepayment history are excluded from this calculation.

The CPR of the Company's Agency RMBS portfolio was approximately 5.5% for the month of October 2013. As shown in the tables above, the Company repositioned its portfolio from December 2012 to September 2013 so that more of it consisted of more 30 year fixed rate Agency RMBS and less 15 year fixed rate Agency RMBS. Actual maturities of Agency RMBS 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 September 30, 2013 and

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December 31, 2012, the average final contractual maturity of the mortgage portfolio is in year 2036 and 2033, respectively. The average expected life of our Agency RMBS reflects the estimated average period of time the securities in the portfolio will remain outstanding. The average expected lives of our Agency RMBS do not exceed five years, based upon the prepayment model obtained through subscription-based financial information service providers. The prepayment model considers current yield, forward yield, the steepness of the yield curve, current mortgage rates, the mortgage rate of the outstanding loan, loan age, margin and volatility. The actual lives of the Agency RMBS in our investment portfolio could be longer or shorter than those estimates depending on the actual prepayment rates experienced over the lives of the applicable securities.

Hedging Instruments

We seek to hedge as much of the interest rate risk we determine is in the best interests of our stockholders. Our policies do not contain specific requirements as to the percentages or amount of interest rate risk we are required to hedge. No assurance can be given that our hedging activities will have the desired beneficial impact on our results of operations or financial condition.

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

- interest rate hedging can be expensive, particularly during periods of rising and volatile interest rates;
- available interest rate hedging may not correspond directly with the interest rate risk for which protection is sought;
- due to prepayments on assets and repayments of debt securing such assets, the duration of the hedge may not match the duration of the related liability or asset;
- the credit quality of the hedging counterparty may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction; and
- the hedging counterparty may default on its obligation to pay.

We engage in interest rate swaps and caps as a means of mitigating our interest rate risk on forecasted interest expense associated with repurchase agreements for the term of the swap and cap contracts. An interest rate swap is a contractual agreement entered into by two counterparties under which each agrees to make periodic payments to the other for an agreed period of time based upon a notional amount of principal. Under the most common form of interest rate swap, commonly known as a fixed-floating interest rate swap, a series of fixed interest rate payments on a notional amount of principal is exchanged for a series of floating interest rate payments on such notional amount. In a simple interest rate cap, one investor pays a premium for a notional principal amount based on a capped interest rate (the “cap rate”). When the floating interest rate (the “floating rate”) exceeds the cap rate, the investor receives a payment from the cap counterparty equal to the difference between the floating rate and the cap rate on the same notional principal amount for a specified period of time. Alternatively, an investor may receive a premium and pay the difference in cap rate and floating rate. Below is a summary of our interest rate swaps and caps as of September 30, 2013 and December 31, 2012:

	Number of Contracts	Notional (000's)	Weighted Average		Fair Value (000's)
			Rate	Maturity	
September 30, 2013					
Interest Rate Swaps	18	\$7,090,000	1.220	% January 2017	\$1,880
Interest Rate Caps	10	3,900,000	1.404	% May 2019	215,992
December 31, 2012					
Interest Rate Swaps	21	\$7,490,000	1.270	% August 2015	\$(97,395)
Interest Rate Caps	10	3,400,000	1.622	% July 2019	122,989

The current fair value of interest rate swaps and caps is heavily dependent on the prevailing market fixed rate, the corresponding term structure of floating rates (known as the yield curve) as well as the expectation of changes in future floating rates.

Liabilities

We have entered into repurchase agreements to finance some of our purchases of Agency RMBS. Borrowings under these agreements are secured by our Agency RMBS and bear interest at rates that have historically moved in close relationship to LIBOR. At September 30, 2013, we had approximately \$11,735.1 million of liabilities pursuant to

repurchase agreements with 24 counterparties that had weighted average interest rates of approximately 0.39%, and a weighted average maturity of 44.0 days. In addition, as of September 30, 2013, we had approximately \$1,656.7 million in payable for securities purchased, a portion of which will be financed through repurchase agreements. At December 31, 2012, we had approximately \$13,981.3 million of liabilities pursuant to repurchase agreements with 23 counterparties that had weighted average interest rates of

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approximately 0.48%, and a weighted average maturity of 19.6 days. In addition, as of December 31, 2012 we had approximately \$4,515.5 million in payable for securities purchased, a portion of which was financed through repurchase agreements. Below is a summary of our payable for securities purchased as of September 30, 2013 and December 31, 2012 (in thousands).

## September 30, 2013

Forward Settling Purchases	Settle Date	Face Value	Payable
FNMA - 30 Year 4.00% Fixed	10/10/2013	\$200,000	\$204,638
FHLMC - 30 Year 4.00% Fixed	10/10/2013	75,000	76,575
FNMA - 15 Year 3.00% Fixed	10/16/2013	1,281,642	1,307,959
FNMA - 15 Year 3.50% Fixed	10/16/2013	25,133	26,242
FNMA - 30 Year 4.00% Fixed	10/25/2013	40,000	41,310
		\$1,621,775	\$1,656,724

## December 31, 2012

Forward Settling Purchases	Settle Date	Face Value	Payable
FNMA - 20 Year 3.0% Fixed	1/14/2013	\$300,000	\$316,122
FNMA - 30 Year 3.5% Fixed	1/14/2013	1,550,000	1,646,880
FNMA - 15 Year 2.5% Fixed	1/17/2013	950,000	993,307
FNMA - 15 Year 3.5% Fixed	1/17/2013	38,000	40,363
FNMA - 15 Year 4.5% Fixed	1/17/2013	16,000	17,232
FNMA - 30 Year 2.43% Hybrid ARM	1/24/2013	25,000	26,234
FNMA - 30 Year 2.60% Hybrid ARM	1/25/2013	50,000	52,259
FNMA - 30 Year 2.15% Hybrid ARM	1/29/2013	100,000	103,542
FNMA - 30 Year 2.57% Hybrid ARM	1/29/2013	82,000	85,618
FNMA - 30 Year 3.5% Fixed	2/12/2013	200,000	212,651
FNMA - 15 Year 2.5% Fixed	2/14/2013	950,000	990,186
FNMA - 30 Year 2.17% Hybrid ARM	2/25/2013	30,000	31,107
		\$4,291,000	\$4,515,501



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## Summary Financial Data

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In thousands, except per share numbers)	2013	2012	2013	2012
<b>INVESTMENT INCOME:</b>				
Interest income from Agency RMBS	\$85,599	\$75,609	\$238,691	\$210,108
Other income	37	1,022	1,597	3,639
Total investment income	85,636	76,631	240,288	213,747
<b>EXPENSES:</b>				
Interest	11,969	11,893	41,047	27,739
Operating expenses	5,597	5,340	16,821	15,738
Total expenses	17,566	17,233	57,868	43,477
Net investment income	68,070	59,398	182,420	170,270
Net gain (loss) from investments	15,781	221,127	(719,325)	322,863
<b>GAINS AND (LOSSES) FROM SWAP AND CAP CONTRACTS:</b>				
Net swap and cap interest income (expense)	(23,744)	(17,255)	(72,399)	(41,448)
Net gain (loss) on termination of swap and cap contracts	25,707	—	41,666	—
Net unrealized appreciation (depreciation) on swap and cap contracts	(55,243)	(21,363)	183,720	(38,955)
Net gain (loss) from swap and cap contracts	(53,280)	(38,618)	152,987	(80,403)
NET INCOME (LOSS)	\$30,571	\$241,907	\$(383,918)	\$412,730
DIVIDEND ON PREFERRED STOCK	(5,203)	(953)	(10,651)	(953)
NET INCOME (LOSS) AVAILABLE TO COMMON SHARES	\$25,368	\$240,954	\$(394,569)	\$411,777
Net income (loss) per common share (diluted)	\$0.14	\$1.46	\$(2.29)	\$3.19
Distributions per common share	\$0.34	\$0.45	\$1.00	\$1.45
<b>Key Balance Sheet Metrics</b>				
Average settled Agency RMBS <sup>(1)</sup>	\$14,143,340	\$13,442,454	\$15,290,767	\$11,301,195
Average total Agency RMBS <sup>(2)</sup>	\$16,135,672	\$18,751,053	\$18,765,350	\$14,955,424
Average repurchase agreements <sup>(3)</sup>	\$12,180,713	\$11,571,371	\$13,306,964	\$9,905,284
Average Agency RMBS liabilities <sup>(4)</sup>	\$14,173,045	\$16,879,970	\$16,781,547	\$13,559,513
Average net assets <sup>(5)</sup>	\$1,977,424	\$2,300,096	\$2,226,481	\$1,803,466
Average common shares outstanding <sup>(6)</sup>	170,351	165,017	173,120	128,839
Leverage ratio (at period end) <sup>(7)</sup>	6.5:1	7.7:1	6.5:1	7.7:1
<b>Key Performance Metrics*</b>				
Average yield on settled Agency RMBS <sup>(8)</sup>	2.42	% 2.25	% 2.08	% 2.48
Average yield on total Agency RMBS including drop income <sup>(9)</sup>	2.67	% 2.40	% 2.28	% 2.47
Average cost of funds and hedge <sup>(10)</sup>	1.17	% 1.01	% 1.14	% 0.93
Adjusted average cost of funds and hedge <sup>(11)</sup>	1.01	% 0.69	% 0.90	% 0.68
Interest rate spread net of hedge <sup>(12)</sup>	1.25	% 1.24	% 0.94	% 1.55
Interest rate spread net of hedge including drop income <sup>(13)</sup>	1.66	% 1.71	% 1.38	% 1.79
Operating expense ratio <sup>(14)</sup>	1.13	% 0.93	% 1.01	% 1.16

- (1) The average settled Agency RMBS is calculated by averaging the month end cost basis of settled Agency RMBS during the period.
- (2) The average total Agency RMBS is calculated by averaging the month end cost basis of total Agency RMBS during the period.

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- (3) The average repurchase agreements are calculated by averaging the month end repurchase agreements balance during the period.
- (4) The average Agency RMBS liabilities are calculated by adding the average month end repurchase agreements balance plus average unsettled Agency RMBS during the period.
- (5) The average net assets are calculated by averaging the month end net assets during the period.
- (6) The average common shares outstanding are calculated by averaging the daily common shares outstanding during the period.
- (7) The leverage ratio is calculated by dividing (i) the Company's repurchase agreements balance plus payable for securities purchased minus receivable for securities sold by (ii) net assets.
- (8) The average yield on settled Agency RMBS for the period is calculated by dividing interest income from Agency RMBS by average settled Agency RMBS.
- (9) The average yield on total Agency RMBS including drop income for the period is calculated by dividing interest income from Agency RMBS plus drop income by average total Agency RMBS.
- (10) The average cost of funds and hedge for the period is calculated by dividing total interest expense, including net swap and cap interest income (expense), by average repurchase agreements.
- (11) The adjusted average cost of funds and hedge for the period is calculated by dividing total interest expense, including net swap and cap interest income (expense), by average Agency RMBS liabilities.
- (12) The interest rate spread net of hedge for the period is calculated by subtracting average cost of funds and hedge from average yield on settled Agency RMBS.
- (13) The interest rate spread net of hedge including drop income for the period is calculated by subtracting adjusted average cost of funds and hedge from average total yield on Agency RMBS including drop income.
- (14) The operating expense ratio for the period is calculated by dividing operating expenses by average net assets.

\* All percentages are annualized.

## Core Earnings

Core Earnings represents a non-GAAP financial measure and is defined as net income (loss) available to common shares excluding net gain (loss) from investments, net gain (loss) on termination of swap and cap contracts and net unrealized appreciation (depreciation) on swap and cap contracts. In order to evaluate the effective yield of the portfolio, management uses Core Earnings to reflect the net investment income of our portfolio as adjusted to include the net swap and cap interest income (expense). Core Earnings allows management to isolate the interest income (expense) associated with our swaps and caps in order to monitor and project our borrowing costs and interest rate spread. In addition, management utilizes Core Earnings as a key metric in conjunction with other portfolio and market factors to determine the appropriate leverage and hedging ratios, as well as the overall structure of the portfolio. We adopted Accounting Standards Codification ("ASC") 946, Clarification of the Scope of Audit and Accounting Guide Investment Companies ("ASC 946"), prior to its deferral in February 2008, while most, if not all, other public companies that invest only in Agency RMBS have not adopted ASC 946. Under ASC 946, we use financial reporting specified for investment companies, and accordingly, our investments are carried at fair value with changes in fair value included in earnings. Most other public companies that invest only in Agency RMBS include most changes in the fair value of their investments within other comprehensive income not in earnings. As a result, investors are not able to readily compare our results of operations to those of most of our competitors. We believe that the presentation of Core Earnings is useful to investors because it provides a means to compare our Core Earnings to those of our peers. In addition, because Core Earnings isolates the net swap and cap interest income (expense) it provides investors with an additional metric to identify trends in our portfolio as they relate to the interest rate environment. The primary limitation associated with Core Earnings as a measure of our financial performance over any period is that it excludes the effects of net realized gain (loss) from investments. In addition, our presentation of Core Earnings may not be comparable to similarly-titled measures of other companies, which may use different calculations. As a result, Core Earnings should not be considered as a substitute for our GAAP net income (loss) as a measure of our financial performance or any measure of our liquidity under GAAP.

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(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Non-GAAP Reconciliation:				
NET INCOME (LOSS) AVAILABLE TO COMMON SHARES	\$ 25,368	\$ 240,954	\$ (394,569 )	\$ 411,777
Net (gain) loss from investments	(15,781 )	(221,127 )	719,325	(322,863 )
Net (gain) loss on termination of swap and cap contracts	(25,707 )	—	(41,666 )	—
Net unrealized (appreciation) depreciation on swap and cap contracts	55,243	21,363	(183,720 )	38,955
Core Earnings	\$ 39,123	\$ 41,190	\$ 99,370	\$ 127,869

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## Results of Operations

Three Months Ended September 30, 2013 Compared to the Three Months Ended September 30, 2012

Net Income Available to Common Shares. Net income available to common shares decreased \$215.6 million to net income of \$25.4 million for the three months ended September 30, 2013, compared to net income of \$241.0 million for the three months ended September 30, 2012. The major components of this decrease are detailed below.

Investment Income. Investment income, which primarily consists of interest income on Agency RMBS, increased by \$9.0 million to \$85.6 million for the three months ended September 30, 2013, as compared to \$76.6 million for the three months ended September 30, 2012. The \$10.0 million change in income from Agency RMBS was primarily due to the increased size of our portfolio and increased yield on investments as shown below (in thousands):

Change in Size		Change in Yield		Change in Size & Yield	
Change in average settled	\$700,886	Change in average yield	0.17 %	Change in average settled	\$700,886
2012 average yield	2.25 %	2012 average settled	13,442,454	Change in average yield	0.17 %
Change	\$3,942	Change	\$5,748	Change	\$300
				Total change	\$9,990

Interest Expense. Interest expense increased \$0.1 million to \$12.0 million for the three months ended September 30, 2013, as compared to \$11.9 million for the three months ended September 30, 2012. As shown below, both the borrowings outstanding and rates on borrowings were stable during the three months ended September 30, 2013 and 2012 (in thousands):

Change in Size		Change in Rate		Change in Size & Yield	
Change in average outstanding	\$609,342	Change in average rate	(0.02 )%	Change in average outstanding	\$609,342
2012 average rate	0.41 %	2012 average outstanding	11,571,371	Change in average rate	(0.02 )%
Change	\$626	Change	\$(523 )	Change	\$(27 )
				Total change	\$76

Operating Expenses. Operating expenses were generally consistent at \$5.6 million and \$5.3 million for the three months ended September 30, 2013 and 2012, respectively. However, expenses increased significantly as a percentage of net assets during the three months ended September 30, 2013 to 1.13%, compared to 0.93% during the three months ended September 30, 2012. The increase in expenses as a percentage of net assets was mainly attributable to the decrease in our net assets. Our average net assets were \$1,977.4 million and \$2,300.1 million during the three months ended September 30, 2013 and 2012, respectively.

Net Gain (Loss) From Investments. Net gain from investments decreased by \$205.3 million to \$15.8 million for the three months ended September 30, 2013, compared to \$221.1 million for the three months ended September 30, 2012. For the three months ended September 30, 2013 and 2012, prices of Agency RMBS increased, but by a greater amount for the three months ended September 30, 2012. For example, during the three months ended September 30, 2013 the price of a 30 year 3.5% Agency RMBS increased \$0.438 and during the three months ended September 30, 2012 it increased \$2.094.

During the three months ended September 30, 2013 and 2012, we generated drop income of approximately \$22.1 million and \$36.9 million, respectively. Drop income is a component of our net gain (loss) from investments on our statement of operations and therefore excluded from Core Earnings. The Company derives drop income from forward settling transactions. Drop income is the difference between the spot price and the forward settlement price for the same security on the trade date. This difference is also the economic equivalent of the assumed net interest margin (yield minus financing costs) of the bond from trade date to settlement date.

Net Loss from Swap and Cap Contracts. Net loss from swap and cap contracts increased by \$14.7 million to a loss of \$53.3 million for the three months ended September 30, 2013, compared to a loss of \$38.6 million for the three months ended September 30, 2012. The increase in net loss on swap and cap contracts was primarily due to the change in swap rates combined with the change in the size of our interest rate swap and cap portfolio. During the three

months ended September 30, 2013 and 2012, our average interest rate swap and cap notional amount was \$11,915.0 million and \$9,077.5 million, respectively. During the three months ended September 30, 2013 and 2012, three year swap rates decreased by 5 basis points and 19 basis points, respectively.

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## Nine Months Ended September 30, 2013 Compared to the Nine Months Ended September 30, 2012

Net Income (Loss) Available to Common Shares. Net income (loss) available to common shares decreased \$806.4 million to a net loss of \$394.6 million for the nine months ended September 30, 2013, compared to net income of \$411.8 million for the nine months ended September 30, 2012. The major components of this decrease are detailed below.

Investment Income. Investment income, which primarily consists of interest income on Agency RMBS, increased by \$26.6 million to \$240.3 million for the nine months ended September 30, 2013, as compared to \$213.7 million for the nine months ended September 30, 2012. The change in investment income was primarily due to the increased size of our portfolio. During the nine months ended September 30, 2013, our average settled Agency RMBS portfolio was \$15,290.8 million, compared to \$11,301.2 million during the nine months ended September 30, 2012. However, the increased income due to the size of our portfolio was partially offset by the decrease in the average yield on settled Agency RMBS. During the nine months ended September 30, 2013 and 2012, our average yield on settled Agency RMBS was 2.08% and 2.48%, respectively. The impact of the \$28.6 million change in income from Agency RMBS from the increased size of our Agency RMBS portfolio and change in average yield on Agency RMBS portfolio is shown below (in thousands):

Change in Size			Change in Yield			Change in Size & Yield		
Change in average settled	\$3,989,572		Change in average yield	(0.40)	%)	Change in average settled	\$3,989,572	
2012 average yield	2.48	%	2012 average settled	11,301,195		Change in average yield	(0.40)	%)
Change	\$74,173		Change	\$(33,695)	)	Change	\$(11,895)	)
						Total change	\$28,583	

Interest Expense. Interest expense increased \$13.3 million to \$41.0 million for the nine months ended September 30, 2013, as compared to \$27.7 million for the nine months ended September 30, 2012. The increase was due to the increase in our average amounts outstanding under our repurchase agreements and higher interest rates as shown below (in thousands):

Change in Size			Change in Rate			Change in Size & Yield		
Change in average outstanding	\$3,401,680		Change in average rate	0.04	%)	Change in average outstanding	\$3,401,680	
2012 average rate	0.37	%	2012 average outstanding	9,905,284		Change in average rate	0.04	%)
Change	\$9,526		Change	\$2,815		Change	\$967	
						Total change	\$13,308	

Operating Expenses. For the nine months ended September 30, 2013, operating expenses increased by \$1.1 million to \$16.8 million, compared to \$15.7 million for the nine months ended September 30, 2012. However, expenses decreased as a percentage of net assets during the nine months ended September 30, 2013 to 1.01%, compared to 1.16% during the nine months ended September 30, 2012. The decrease in expenses as a percentage of net assets was mainly attributable to our larger asset base over the nine months ended September 30, 2013 and 2012. Our average net assets were \$2,226.5 million and \$1,803.5 million during the nine months ended September 30, 2013 and 2012, respectively.

Net Gain (Loss) From Investments. Net gain (loss) from investments decreased by \$1,042.2 million to a net loss of \$719.3 million for the nine months ended September 30, 2013, compared to \$322.9 million gain for the nine months ended September 30, 2012. For the nine months ended September 30, 2013, prices of Agency RMBS decreased, while for the nine months ended September 30, 2012 prices of Agency RMBS increased. For example, during the nine months ended September 30, 2013 the price of a 30 year 3.5% Agency RMBS decreased \$4.687 and during the nine months ended September 30, 2012 it increased \$4.407. In addition, during the nine months ended September 30, 2013, the size of our total Agency RMBS book was significantly larger at an average of \$18,765.4 million compared to \$14,955.4 million during the nine months ended September 30, 2012.

During the nine months ended September 30, 2013 and 2012, we generated drop income of approximately \$81.7 million and \$67.3 million, respectively.

Net Gain (Loss) from Swap and Cap Contracts. Net gain (loss) from swap and cap contracts increased by \$233.4 million to a gain of \$153.0 million for the nine months ended September 30, 2013, compared to a loss of \$80.4 million for the nine months ended September 30, 2012. The increase in net gain on swap and cap contracts was primarily due to the change in swap rates combined with the change in the size of our interest rate swap and cap portfolio. During the nine months ended September 30, 2013 and 2012, our average interest rate swap and cap notional amount was \$12,250.0 million and \$7,055.0 million, respectively. During the nine months ended September 30, 2013 and 2012, three year swap rates increased by 26 basis points and decreased by 38 basis points, respectively.



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## Contractual Obligations and Commitments

The following table summarizes our contractual obligations for repurchase agreements, interest expense on repurchase agreements and the office lease at September 30, 2013 and December 31, 2012 (dollars in thousands).

September 30, 2013	Within One Year	One to Three Years	Three to Five Years	Total
Repurchase agreements	\$11,735,071	\$—	\$—	\$11,735,071
Interest expense on repurchase agreements, based on rates at September 30, 2013	8,526	—	—	8,526
Long term operating lease obligation	309	459	—	768
Total	\$11,743,906	\$459	\$—	\$11,744,365
December 31, 2012	Within One Year	One to three Years	Three to Five Years	Total
Repurchase agreements	\$13,981,307	\$—	\$—	\$13,981,307
Interest expense on repurchase agreements, based on rates at December 31, 2012	15,173	—	—	15,173
Long term operating lease obligation	320	162	—	482
Total	\$13,996,800	\$162	\$—	\$13,996,962

We enter into interest rate swap and cap contracts as a means of mitigating our interest rate risk in forecasted interest expense associated with repurchase agreements for the term of the swap or cap contract. Effective June 2013, we began clearing interest rate swaps on exchanges, such as the Chicago Mercantile Exchange. For the \$1.0 billion of interest rate swaps cleared on the exchanges as of September 30, 2013, we will no longer face the original trade counterparty, but will instead face the exchange. This should greatly reduce the risk of counterparty default for us. However, we will continue to have credit exposure to banks and broker dealers on our interest rate caps and swaps that are not cleared on an exchange. At September 30, 2013 and December 31, 2012, we had the following interest rate swap and cap contracts not cleared on an exchange (dollars in thousands):

As of September 30, 2013

Counterparty	Total Notional	Fair Value	Amount At Risk <sup>(1)</sup>	Weighted Average Maturity in Years
Barclays Bank plc	\$1,000,000	\$49,353	\$(847)	5.6
BNP Paribas	250,000	3,500	880	3.9
Credit Suisse International	1,550,000	11,469	11,579	4.1
Deutsche Bank	940,000	2,924	8,477	2.5
Goldman Sachs	1,000,000	(17,200)	19,648	1.2
ING Capital Markets, LLC	300,000	15,481	181	5.7
Morgan Stanley Capital Markets	750,000	3,022	3,723	3.8
Nomura Global Financial Products, Inc.	550,000	(13,158)	5,729	1.8
The Bank of Nova Scotia	750,000	41,783	(513)	5.6
The Royal Bank of Scotland plc	2,300,000	88,925	(1,278)	4.7
UBS AG	300,000	15,852	262	5.7
Wells Fargo Bank, N.A.	300,000	13,307	(1,090)	5.6
Total	\$9,990,000	\$215,258	\$46,751	

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As of December 31, 2012

Counterparty	Total Notional	Fair Value	Amount At Risk <sup>(1)</sup>	Weighted Average Maturity in Years
BNP Paribas	\$250,000	\$26	\$2,159	4.7
Credit Suisse International	2,050,000	27,922	13,190	6.0
Deutsche Bank	1,340,000	(10,733	) 16,369	2.6
Goldman Sachs	1,800,000	(34,105	) 20,416	1.5
ING Capital Markets, LLC	300,000	8,685	585	6.5
Morgan Stanley Capital Markets	1,250,000	29,135	16,474	6.6
Nomura Global Financial Products, Inc.	550,000	(19,629	) 6,336	2.6
The Bank of Nova Scotia	250,000	33	1,627	4.7
The Royal Bank of Scotland plc	2,500,000	7,543	9,457	2.4
UBS AG	300,000	9,165	925	6.5
Wells Fargo Bank, N.A.	300,000	7,552	1,449	6.4
Total	\$10,890,000	\$25,594	\$88,987	

(1) Equal to the fair value of pledged securities plus accrued interest income, minus the fair value of the interest rate swap and cap and accrued interest income and expense.

We enter into certain contracts that contain a variety of indemnification obligations, principally with our brokers and counterparties to interest rate swap contracts and repurchase agreements. The maximum potential future payment amount we could be required to pay under these indemnification obligations is unlimited. We have not incurred any costs to defend lawsuits or settle claims related to these indemnification obligations. As a result, the estimated fair value of these agreements is minimal. Accordingly, we recorded no liabilities for these agreements as of September 30, 2013 and December 31, 2012. In addition, as of September 30, 2013 and December 31, 2012, we had \$1,656.7 million and \$4,515.5 million of payable for securities purchased, respectively, a portion of which either was or will be financed through repurchase agreements. A summary of our payable for securities purchased as of September 30, 2013 and December 31, 2012 is included in the “Financial Condition—Liabilities” section.

**Off-Balance Sheet Arrangements**

As of September 30, 2013 and December 31, 2012, we did not maintain any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance, special purpose or variable interest entities, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Further, as of September 30, 2013 and December 31, 2012, we had not guaranteed any obligations of unconsolidated entities or entered into any commitment or had any intent to provide funding to any such entities.

**Liquidity and Capital Resources**

As of September 30, 2013 and December 31, 2012, we had approximately \$1,290.9 million and \$1,519.3 million, respectively, in Agency RMBS, U.S. Treasury Securities and cash and cash equivalents available to satisfy future margin calls. To date, we have maintained sufficient liquidity to meet margin calls, and we have never been unable to satisfy a margin call, although no assurance can be given that we will be able to satisfy requests from our lenders to post additional collateral in the future.

Our primary sources of funds are borrowings under repurchase arrangements and monthly principal repayments and interest payments on our investments. Other sources of funds may include proceeds from debt and equity offerings and asset sales. As of September 30, 2013 and December 31, 2012, we had repurchase agreements totaling \$11,735.1 million and \$13,981.3 million, respectively, with a weighted average borrowing rate of 0.39% and 0.48%, respectively. In addition, during the nine months ended September 30, 2013 and 2012, we received \$2,122.4 million and \$1,940.3 million of principal repayments, respectively, and \$248.0 million and \$191.1 million of interest payments, respectively. We held cash and cash equivalents of \$10.6 million and \$13.9 million at September 30, 2013

and December 31, 2012, respectively.

During the nine months ended September 30, 2013 and 2012, our operations provided (used) net cash of \$2,244.3 million and \$(7,214.3) million, respectively. During the nine months ended September 30, 2013 and 2012, we had net purchases (sales) of securities (net of purchases, sales and principal repayments) of \$(5,582.0) million and \$12,926.4 million, respectively. As prices of Agency RMBS declined in the second quarter of 2013, we took a prudent risk management approach and maintained

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our leverage discipline by selling Agency RMBS to reduce our leverage to its current level of 6.5 to one at September 30, 2013. During the nine months ended September 30, 2013, we maintained a liquidity level greater than 44% of net assets.

Through the Direct Share Purchase Program ("DSPP"), stockholders may purchase additional shares of common stock by reinvesting some or all of the cash dividends received on shares of common stock. Stockholders may also make optional cash purchases of shares of common stock subject to certain limitations detailed in the plan prospectus. We did not issue any shares under the plan during the nine months ended September 30, 2013. During the nine months ended September 30, 2012 we issued 5.3 million shares under the plan, raising approximately \$74.0 million of net proceeds. As of September 30, 2013 and December 31, 2012, there were approximately 4.1 million shares available for issuance under the DSPP.

On June 7, 2011 we established the Equity Placement Program ("EPP") whereby, from time to time, we may publicly offer and sell up to 15.0 million shares of our common stock in at-the-market transactions and/or privately negotiated transactions with JMP Securities LLC acting as sales agent. For the nine months ended September 30, 2013, we did not issue any shares under the plan. During the nine months ended September 30, 2012, we issued 11.9 million shares under the plan raising approximately \$164.3 million. As of September 30, 2013 and December 31, 2012, there were approximately 3.1 million shares of common stock that remained available for issuance under the EPP.

On November 15, 2012, we announced that our board of directors authorized the repurchase of shares of our common stock having an aggregate value of up to \$250 million. We intend to repurchase shares only when the purchase price is less than our estimate of our current net asset value per share of our common stock. For the nine months ended September 30, 2013, we repurchased 8.4 million shares with a weighted average purchase price of \$8.62, or approximately \$72.4 million in the aggregate. We did not make any repurchases during 2012.

The following tables present certain information regarding our risk exposure on our repurchase agreements as of September 30, 2013 and December 31, 2012 (dollars in thousands):

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September 30, 2013

Counterparty	Total Outstanding Borrowings	% of Total	% of Net Assets At Risk (1)	Weighted Average Maturity in Days
Bank of America Securities LLC	\$676,855	5.8	% 1.9	% 45
Bank of Nova Scotia	643,785	5.5	1.0	43
Barclays Capital, Inc.	735,545	6.3	1.8	15
BNP Paribas Securities Corp	747,085	6.4	2.0	48
Cantor Fitzgerald & Co.	69,089	0.6	0.2	18
Citigroup Global Markets, Inc.	523,714	4.5	1.5	80
Credit Suisse Securities (USA) LLC	547,806	4.8	1.8	10
Daiwa Securities America, Inc.	288,108	2.5	0.8	127
Goldman Sachs & Co.	621,630	5.3	1.7	12
Guggenheim Liquidity Services, LLC	376,034	3.2	1.1	70
Industrial and Commercial Bank of China Financial Services LLC	673,294	5.7	1.7	51
ING Financial Markets LLC	696,166	5.9	2.0	38
J.P. Morgan Securities LLC	321,363	2.7	0.9	65
KGS Alpha Capital Markets	115,188	1.0	0.4	24
LBBW Securities LLC	134,102	1.1	0.5	24
Mitsubishi UFJ Securities (USA), Inc.	578,966	4.9	1.6	61
Mizuho Securities USA, Inc.	528,996	4.5	1.5	15
Morgan Stanley & Co. Inc.	680,834	5.8	1.8	58
Nomura Securities International, Inc.	379,942	3.2	1.0	94
RBC Capital Markets, LLC	614,379	5.2	1.8	49
The Royal Bank of Scotland PLC	183,892	1.6	0.6	9
South Street Securities LLC	345,988	2.9	1.3	49
UBS Securities LLC	592,119	5.0	1.6	54
Wells Fargo Securities, LLC	660,191	5.6	1.9	9
	\$11,735,071	100.0	% 32.4	%

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December 31, 2012

Counterparty	Total Outstanding Borrowings	% of Total	% of Net Assets At Risk (1)	Weighted Average Maturity in Days
Bank of America Securities LLC	\$1,143,279	8.2	% 2.4	% 16
Bank of Nova Scotia	660,889	4.7	1.1	12
Barclays Capital, Inc.	1,129,106	8.1	2.3	30
BNP Paribas Securities Corp	662,360	4.7	1.5	17
Citigroup Global Markets, Inc.	463,815	3.3	1.1	21
Credit Suisse Securities (USA) LLC	645,179	4.6	1.2	15
Daiwa Securities America, Inc.	305,954	2.2	0.7	22
Deutsche Bank Securities, Inc.	539,094	3.8	1.4	21
Goldman Sachs & Co.	1,058,174	7.6	2.4	17
Guggenheim Liquidity Services, LLC	281,225	2.0	0.6	22
Industrial and Commercial Bank of China Financial Services LLC	808,414	5.8	1.7	20
ING Financial Markets LLC	377,353	2.7	0.9	14
KGS Alpha Capital Markets	138,697	1.0	0.4	19
LBBW Securities LLC	140,953	1.0	0.3	28
Mitsubishi UFJ Securities (USA), Inc.	627,315	4.5	1.4	17
Mizuho Securities USA, Inc.	520,638	3.7	1.1	18
Morgan Stanley & Co. Inc.	634,179	4.5	1.6	17
Nomura Securities International, Inc.	623,556	4.5	1.5	21
RBC Capital Markets, LLC	791,610	5.7	1.8	17
South Street Securities LLC	375,289	2.7	1.1	18
The Royal Bank of Scotland PLC	167,604	1.2	0.4	9
UBS Securities LLC	936,333	6.7	2.3	38
Wells Fargo Securities, LLC	950,291	6.8	1.3	13
Total	\$13,981,307	100.0	% 30.5	%

(1) Equal to the fair value of pledged securities plus accrued interest income, minus the sum of repurchase agreement liabilities and accrued interest expense divided by net assets.

Our repurchase agreements contain typical provisions and covenants as set forth in the standard master repurchase agreement published by the Securities Industry and Financial Markets Association. Our repurchase agreements generally require us to transfer additional securities to the counterparty in the event the value of the securities then held by the counterparty in the margin account falls below specified levels and contain events of default in cases where we or the counterparty breaches our respective obligations under the agreement.

We receive margin calls from our repurchase agreement counterparties from time to time in the ordinary course of business similar to other entities in the specialty finance business. We receive two types of margin calls under our repurchase agreements. The first type, which are known as “factor calls,” are margin calls that occur each month and relate to the timing difference between the reduction of principal balances of our Agency RMBS, due to monthly principal payments on the underlying mortgages, and the receipt of the corresponding cash. The second type of margin call we may receive is a “valuation call”, which occurs due to market and interest rate movements. Both factor and valuation margin calls occur if the total value of our assets pledged as collateral to a counterparty drops beyond a threshold level, typically between \$100,000 and \$500,000. Both types of margin calls require a dollar for dollar restoration of the margin shortfall. Conversely, we may initiate margin calls to our counterparties when the value of our assets pledged as collateral with a counterparty increases above the threshold level, thereby increasing our

liquidity. All unrestricted cash and cash equivalents, plus any unpledged securities, are available to satisfy margin calls.

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An event of default or termination event under the standard master repurchase agreement would give our counterparty the option to terminate all repurchase transactions existing with us and make any amount due by us to the counterparty immediately payable.

We have made and intend to continue to make regular quarterly distributions of all or substantially all of our REIT taxable income to holders of our common stock. In order to qualify as a REIT and to avoid federal corporate income tax on the income that we distribute to our stockholders, we are required to distribute at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gain, on an annual basis. This requirement can impact our liquidity and capital resources.

For our short term (one year or less) and long term liquidity and capital resource requirements, we also rely on the cash flow from operations, primarily monthly principal and interest payments to be received on our Agency RMBS, as well as any securities offerings authorized by our board of directors.

Based on our current portfolio, leverage rate and available borrowing arrangements, we believe that our cash flow from operations and the utilization of borrowings will be sufficient to enable us to meet anticipated short term (one year or less) liquidity requirements such as funding our investment activities, funding our distributions to stockholders and for general corporate expenses. However, an increase in prepayment rates substantially above our expectations could cause a temporary liquidity shortfall due to the timing of the necessary margin calls on the financing arrangements and the actual receipt of the cash related to principal paydowns. If our cash resources are at any time insufficient to satisfy our liquidity requirements, we may have to issue debt or additional equity securities or sell Agency RMBS in our portfolio. If required, the sale of Agency RMBS at prices lower than their amortized cost would result in realized losses. We believe that we have additional capacity through repurchase agreements to leverage our equity further should the need for additional short term (one year or less) liquidity arise.

We may increase our capital resources by obtaining long term credit facilities or making public or private offerings of equity or debt securities. Such financing will depend on market conditions for capital raises and for the investment of any proceeds. If we are unable to renew, replace or expand our sources of financing on substantially similar terms, it may have an adverse effect on our business and results of operations.

#### Qualitative and Quantitative Disclosures about Short Term Borrowings

The following table discloses quantitative data about our short term borrowings under repurchase agreements during the three and nine months ended September 30, 2013 and 2012.

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Outstanding at period end	\$11,735	\$13,912	\$11,735	\$13,912
Weighted average rate at period end	0.39	% 0.42	% 0.39	% 0.42
Average outstanding during period <sup>(1)</sup>	\$12,181	\$11,571	\$13,307	\$9,905
Weighted average rate during period	0.39	% 0.41	% 0.41	% 0.37
Largest month end balance during period	\$13,809	\$13,912	\$14,544	\$13,912

(1) Calculated based on the average month end balance during the period.

As of September 30, 2013, our borrowing levels were lower when compared to the average outstanding during the three and nine months ended September 30, 2013, resulting from a decrease in net assets and a reduction in our leverage ratio. As of September 30, 2012, our borrowing levels increased when compared to the average outstanding during the three and nine months ended September 30, 2012, due to our July 16, 2012 public offering of our common stock and our August 3, 2012 offering of our Series A Preferred Stock, which allowed us to finance additional asset purchases. The Company's borrowing rates were stable during the the periods shown.

#### Inflation

Virtually all of our assets and liabilities are interest rate sensitive in nature. As a result, interest rates and other factors influence our performance far more than inflation. Changes in interest rates do not necessarily correlate with inflation rates or changes in inflation rates. Our financial statements are prepared in accordance with GAAP and our



distributions are determined by our board of directors based in part on our REIT taxable income as calculated according to the requirements of the Internal Revenue Code. In each case, our activities and balance sheet are measured with reference to fair value without considering inflation.

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### Item 3. Quantitative and Qualitative Disclosures about Market Risk

As of September 30, 2013 and December 31, 2012, the primary component of our market risk was interest rate risk, as described below. While we do not seek to avoid risk completely, we do believe that risk can be quantified from historical experience and seek to actively manage risk, to earn sufficient compensation to justify taking risks and to maintain capital levels consistent with the risks we undertake. Our board of directors exercises oversight of risk management in many ways, including overseeing our senior management's risk-related responsibilities and reviewing management and investment policies and performance against these policies and related benchmarks. See "Business—Risk Management" in our annual report on Form 10-K for the fiscal year ended December 31, 2012 for a further discussion of our risk mitigation practices.

#### Interest Rate Risk

We are subject to interest rate risk in connection with our investments in Agency RMBS collateralized by ARMs, hybrid ARMs and fixed rate mortgage loans and our related debt obligations, which are generally repurchase agreements of limited duration that are periodically refinanced at current market rates. We seek to mitigate this risk through utilization of derivative contracts, primarily interest rate swap and cap contracts.

**Effect on Net Investment Income.** We fund our investments in long term Agency RMBS collateralized by ARMs, hybrid ARMs and fixed rate mortgage loans with short term borrowings under repurchase agreements. During periods of rising interest rates, the borrowing costs associated with those Agency RMBS tend to increase while the income earned on such Agency RMBS (during the fixed rate component of such securities) may remain substantially unchanged. This results in a narrowing of the net interest spread between the related assets and borrowings and may even result in losses.

We are a party to the interest rate swap and cap contracts as of September 30, 2013 and December 31, 2012 described in detail under Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Contractual Obligations and Commitments" in this quarterly report on Form 10-Q.

Hedging techniques are partly based on assumed levels of prepayments of our Agency RMBS. If prepayments are slower or faster than assumed, the life of the Agency RMBS will be longer or shorter, which would reduce the effectiveness of any hedging strategies we may use and may cause losses on such transactions.

**Effect on Fair Value.** Another component of interest rate risk is the effect changes in interest rates will have on the fair value of our assets. We face the risk that the fair value of our assets will increase or decrease at different rates than that of our liabilities, including our hedging instruments.

We primarily assess our interest rate risk by estimating the duration of our assets and the duration of our liabilities. Duration essentially measures the market price volatility of financial instruments as interest rates change. We generally calculate duration using various third-party financial models and empirical data. Different models and methodologies can produce different duration numbers for the same securities.

**Extension Risk.** We invest in Agency RMBS collateralized by hybrid ARMs, which have interest rates that are fixed for the first few years of the loan (typically three, five, seven or 10 years) and thereafter reset periodically on the same basis as Agency RMBS collateralized by ARMs. We compute the projected weighted average life of our Agency RMBS collateralized by hybrid ARMs based on assumptions regarding the rate at which the borrowers will prepay the underlying mortgages. In general, when Agency RMBS collateralized by fixed rate or hybrid ARMs is acquired with borrowings, we may, but are not required to, enter into an interest rate swap contract or other hedging instrument that effectively fixes our borrowing costs for a period close to the anticipated weighted average life of the fixed rate portion of the related Agency RMBS. This strategy is designed to protect us from rising interest rates by fixing our borrowing costs for the duration of the fixed rate period of the collateral underlying the related Agency RMBS.

We have structured our swaps to expire in conjunction with the estimated weighted average life of the fixed period of the mortgages underlying our Agency RMBS portfolio. However, in a rising interest rate environment, the weighted average life of the fixed rate mortgages underlying our Agency RMBS could extend beyond the term of the swap agreement or other hedging instrument. This could have a negative impact on our results from operations, as borrowing costs would no longer be fixed after the term of the hedging instrument while the income earned on the remaining Agency RMBS would remain fixed for a period of time. This situation may also cause the market value of our Agency RMBS to decline with little or no offsetting gain from the related hedging transactions. In extreme

situations, we may be forced to sell assets to maintain adequate liquidity, which could cause us to incur losses.

**Interest Rate Cap Risk.** Both the ARMs and hybrid ARMs that collateralize our Agency RMBS are typically subject to periodic and lifetime interest rate caps and floors, which limit the amount by which the security's interest yield may change during any given period. However, our borrowing costs will not be subject to similar restrictions. Therefore, in a period of increasing interest rates, the interest costs on our borrowings could increase without limitation by caps while the interest rate yields on our Agency RMBS would effectively be limited by caps. This problem will be magnified to the extent that we acquire

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Agency RMBS that are collateralized by hybrid ARMs that are not fully indexed. In addition, the underlying mortgages may be subject to periodic payment caps that result in some portion of the interest being deferred and added to the principal outstanding. This could result in our receipt of less cash income on our Agency RMBS than we need in order to pay the interest cost on our related borrowings. These factors could lower our net investment income or cause a net loss during periods of rising interest rates, which would harm our financial condition, cash flows and results of operations.

**Interest Rate Mismatch Risk.** We intend to fund a substantial portion of our acquisitions of Agency RMBS with borrowings that, after the effect of hedging, have interest rates based on indices and repricing terms similar to, but of somewhat shorter maturities than, the interest rate indices and repricing terms of the Agency RMBS. Thus, we anticipate that in most cases the interest rate indices and repricing terms of our Agency RMBS and our funding sources will not be identical, thereby creating an interest rate mismatch between assets and liabilities. Therefore, our cost of funds would likely rise or fall more quickly than would our earnings rate on assets. During periods of changing interest rates, such interest rate mismatches could negatively impact our financial condition, cash flows and results of operations. To mitigate interest rate mismatches, we may utilize the hedging strategies discussed above. Our analysis of risks is based on management's experience, estimates, models and assumptions. These analyses rely on models which utilize estimates of fair value and interest rate sensitivity. Actual economic conditions or implementation of investment decisions by our management may produce results that differ significantly from the estimates and assumptions used in our models and the projected results reflected herein.

### **Prepayment Risk**

Prepayments are the full or partial repayment of principal prior to the original contractual maturity of a mortgage loan and typically occur due to refinancing of mortgage loans. Prepayment rates for existing Agency RMBS generally increase when prevailing mortgage interest rates fall. In addition, prepayment rates on Agency RMBS collateralized by ARMs and hybrid ARMs generally increase when the difference between long term and short term interest rates declines or becomes negative. Additionally, we currently own Agency RMBS that were purchased at a premium. The prepayment of such Agency RMBS at a rate faster than anticipated would result in a write-off of any remaining capitalized premium amount.

We seek to mitigate our prepayment risk by investing in Agency RMBS with (i) a variety of prepayment characteristics, (ii) prepayment prohibitions and penalties and (iii) prepayment protections, as well as by balancing Agency RMBS purchased at a premium with Agency RMBS purchased at a discount.

### **Effect on Fair Value and Net Income**

Another component of interest rate risk is the effect changes in interest rates will have on the fair value of our assets and our net income exclusive of the effect on fair value. We face the risk that the fair value of our assets and net investment income will increase or decrease at different rates than that of our liabilities, including our hedging instruments.

We primarily assess our interest rate risk by estimating the duration of our assets and the duration of our liabilities. Duration essentially measures the market price volatility of financial instruments as interest rates change. We generally calculate duration using various financial models and empirical data. Different models and methodologies can produce different duration numbers for the same securities.

The following sensitivity analysis table shows the estimated impact of our interest rate-sensitive investments and repurchase agreement liabilities on the fair value of our assets and our net income, exclusive of the effect of changes in fair value on our net income, at September 30, 2013 and December 31, 2012, assuming a static portfolio and that rates instantaneously fall 25, 50 and 75 basis points and rise 25, 50 and 75 basis points.

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September 30, 2013

Change in Interest Rates	Projected Change in the Fair Value of Our Assets (excluding hedging instruments)*		Projected Change in the Fair Value of Our Assets (including hedging instruments)*		Projected Change in Our Net Income	
- 75 basis points	2.95	%	1.49	%	6.78	%(a)
- 50 basis points	2.21	%	1.29	%	5.25	%(a)
- 25 basis points	1.25	%	0.69	%	2.63	%(a)
No Change	—	%	—	%	—	%
+ 25 basis points	(1.31)	)%	(0.74)	)%	(6.57)	)%
+ 50 basis points	(2.67)	)%	(1.52)	)%	(13.14)	)%
+ 75 basis points	(4.04)	)%	(2.30)	)%	(19.70)	)%

December 31, 2012

Change in Interest Rates	Projected Change in the Fair Value of Our Assets (excluding hedging instruments)*		Projected Change in the Fair Value of Our Assets (including hedging instruments)*		Projected Change in Our Net Income	
- 75 basis points	0.74	%	(0.08)	)%	13.32	%(a)
- 50 basis points	0.80	%	0.24	%	10.66	%(a)
- 25 basis points	0.56	%	0.24	%	5.33	%(a)
No Change	—	%	—	%	—	%
+ 25 basis points	(0.70)	)%	(0.37)	)%	(13.32)	)%
+ 50 basis points	(1.53)	)%	(0.86)	)%	(26.64)	)%
+ 75 basis points	(2.49)	)%	(1.45)	)%	(39.96)	)%

\* Analytics provided by The Yield Book® Software

(a) Given the low level of interest rates at September 30, 2013 and December 31, 2012, we reduced 3 month LIBOR and our repurchase agreement rates by 10, 20 and 25 basis points for the down 25, 50 and 75 basis point net income scenarios, respectively. All other interest rate sensitive instruments were calculated in accordance with the table.

While the charts above reflect the estimated immediate impact of interest rate increases and decreases on a static portfolio, we rebalance our portfolio from time to time either to take advantage or minimize the impact of changes in interest rates. Generally, our interest rate swaps reset in the quarter following changes in interest rates. It is important to note that the impact of changing interest rates on fair value and net income can change significantly when interest rates change beyond 75 basis points from current levels. Therefore, the volatility in the fair value of our assets could increase significantly when interest rates change beyond 75 basis points. In addition, other factors impact the fair value of and net income from our interest rate-sensitive investments and hedging instruments, such as the shape of the yield curve, market expectations as to future interest rate changes and other market conditions. Accordingly, in the event of changes in actual interest rates, the change in the fair value of our assets and our net income would likely differ from that shown above, and such difference might be material and adverse to our stockholders.

**Risk Management**

Our board of directors exercises its oversight of risk management in many ways, including overseeing our senior management's risk-related responsibilities, including reviewing management policies and performance against these policies and related benchmarks.

As part of our risk management process, we actively manage the interest rate, liquidity, prepayment and counterparty risks associated with our Agency RMBS portfolio. We seek to mitigate our interest rate risk exposure by entering into various hedging instruments in order to minimize our exposure to potential interest rate mismatches between the interest we earn on our investments and our borrowing costs.

We seek to mitigate our liquidity risks by monitoring our liquidity position on a daily basis and maintaining a prudent level of leverage, which we currently consider to be between six and 10 times the amount of net assets in our overall portfolio, based on current market conditions and various other factors, including the health of the financial institutions that lend to us under our repurchase agreements and the presence of special liquidity programs provided by domestic and foreign central banks.

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We seek to mitigate our prepayment risk by investing in Agency RMBS with (i) a variety of prepayment characteristics, (ii) prepayment prohibitions and penalties and (iii) prepayment protections, as well as by balancing Agency RMBS purchased at a premium with Agency RMBS purchased at a discount.

We seek to mitigate our counterparty risk by (i) diversifying our exposure across a broad number of counterparties, (ii) limiting our exposure to any one counterparty and (iii) monitoring the financial stability of our counterparties.

### Item 4. Controls and Procedures

#### Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2013. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2013, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective.

There have been no changes in our internal controls over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

### PART II. Other Information

#### Item 1. Legal Proceedings

The Company is not currently subject to any material legal proceedings.

#### Item 1A. Risk Factors

The failure of U.S. lawmakers to reach an agreement on the national debt ceiling or a budget may materially adversely affect our business, financial condition and results of operations.

On October 16, 2013, Congress passed legislation to reopen the government through January 15, 2014 and effectively suspend the debt ceiling through February 7, 2014 to permit broader negotiations over budget issues. In the event U.S. lawmakers fail to reach an agreement on the national debt ceiling or a budget, the U.S. could default on its obligations, which could negatively impact the trading market for U.S. government securities. This may, in turn, negatively affect the value of our Agency RMBS and our ability to obtain financing for our investments. As a result, it may materially adversely affect our business, financial condition and results of operations.

On August 5, 2011, Standard & Poor’s downgraded the U.S. credit rating to AA+ for the first time due to the U.S. Congress’ inability to reach an effective agreement on the national debt ceiling and a budget in a timely manner. Because Fannie Mae and Freddie Mac are in conservatorship of the U.S. Government, the implicit credit rating of Agency RMBS guaranteed by Freddie Mac, Fannie Mae or Ginnie Mae were also downgraded to AA+. While this downgrade did not have a significant impact on the fair value of the Agency RMBS in our portfolio, it increased the uncertainty regarding the credit risk of Agency RMBS. The current U.S. debt ceiling and budget deficit concerns have increased the possibility of the credit-rating agencies further downgrading the U.S. credit rating. On October 15, 2013, Fitch Ratings Service placed the U.S. credit rating on negative watch, warning that a failure by the U.S. Government to honor interest or principal payments on U.S. Treasury Securities would impact its decision whether downgrade the

U.S. credit rating. Fitch also stated that the manner and duration of an agreement to raise the debt ceiling and resolve the budget impasse, as well as the perceived risk of such events occurring in the future, would weigh on its ratings.

A further downgrade of the U.S. Government's credit rating could create broader financial turmoil and uncertainty, which would weigh heavily on the global banking system. Such circumstances could adversely affect our business in many ways, including but not limited to adversely impacting our ability to obtain attractive financing for our investments, increasing the cost of such financing if it is obtained, increasing the likelihood that our repurchase agreement lenders require that we post



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additional collateral as a result of margin calls causing us to sell assets at depressed prices in order to generate liquidity to satisfy these margin calls or to settle repurchase agreement obligations if we are unable to obtain new repurchase agreement borrowings when our current borrowings expire. As a result, these adverse economic and market conditions may also adversely affect our liquidity position, and could increase our risk of a counterparty defaulting on its obligations. If any of these events were to occur, it could materially adversely affect our business, financial condition and results of operations.

Adoption of the Basel III standards and other proposed supplementary regulatory standards may negatively impact our access to financing or affect the terms of our future financing arrangements.

In response to various financial crises and the volatility of financial markets, the Basel Committee on Banking Supervision adopted the Basel III standards several years ago. The final package of Basel III reforms was approved by the G20 leaders in November 2010. In January 2013, the Basel Committee agreed to delay implementation of the Basel III standards and expanded the scope of assets permitted to be included in a bank's liquidity measurement.

U.S. regulators have elected to implement substantially all of the Basel III standards. Financial institutions will have until 2019 to fully comply with the Basel III standards, which could cause an increase in capital requirements for, and could place constraints on, the financial institutions from which we borrow.

Shortly after approving the Basel III standards, U.S. regulators also issued a notice of proposed rule-making calling for enhanced supplementary leverage ratio standards, which would impose capital requirements more stringent than those of the Basel III standards for the most systematically significant banking organizations in the U.S. The enhanced standards are currently subject to public comment, and there can be no assurance that they will be adopted or, if adopted, that they will resemble the current proposal. Adoption and implementation of the Basel III standards and the supplemental regulatory standards proposed by U.S. regulators may negatively impact our access to financing or affect the terms of our future financing arrangements.

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

In response to events having or expected to have adverse economic consequences or which create market uncertainty, clearing facilities or exchanges upon which some of our hedging instruments, such as interest rate caps and swaps, are traded may require us to post additional collateral against our hedging instruments. In response to the U.S. approaching its debt ceiling without resolution and the government shutdown, the Chicago Mercantile Exchange announced on October 15, 2013 that it would increase margin requirements by 12% for all over-the-counter interest rate swap portfolios that its clearinghouse guaranteed. This increase was subsequently rolled back on October 17, 2013 upon the news that Congress passed legislation to temporarily suspend the debt ceiling and reopen the government, which allowed time for broader negotiations concerning budgetary issues. In the event that future adverse economic developments or market uncertainty result in increased margin requirements for our hedging instruments, it could materially adversely affect our liquidity position, business, financial condition and results of operations.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

None.

### Item 5. Other Information

None.

Item 6. Exhibits

(a) Exhibits.

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Exhibit Number	Description of Exhibit
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes – Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes – Oxley Act of 2002
32.1**	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes – Oxley Act of 2002
32.2**	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes – Oxley Act of 2002
Exhibit 101.INS XBRL	Instance Document (1)
Exhibit 101.SCH XBRL	Taxonomy Extension Schema Document (1)
Exhibit 101.CAL XBRL	Taxonomy Extension Calculation Linkbase Document (1)
Exhibit 101.DEF XBRL	Additional Taxonomy Extension Definition Linkbase Document Created (1)
Exhibit 101.LAB XBRL	Taxonomy Extension Label Linkbase Document (1)
Exhibit 101.PRE XBRL	Taxonomy Extension Presentation Linkbase Document (1)

\* Filed herewith.

\*\* Furnished herewith.

Submitted electronically herewith. Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Statements of Assets and Liabilities at September 30, 2013 (Unaudited) and December 31, 2012 (Derived from the audited balance sheet at December 31, 2012); (ii) Condensed Statements of Operations (Unaudited) for the three and nine months ended September 30, 2013 and 2012; (iii) Condensed Statements of Changes in Net Assets (Unaudited) for the three and nine months ended September 30, 2013 and 2012; (iv) Condensed Statements of Cash Flows (Unaudited) for the nine months ended September 30, 2013 and 2012; and (v) Condensed Notes to Financial Statements (Unaudited) for the three and nine months ended September 30, 2013 and 2012.

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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.

CYS INVESTMENTS, INC.

Dated: October 18, 2013

BY: /s/ FRANCES R. SPARK

Frances R. Spark

Chief Financial Officer and Treasurer

(Principal Financial Officer and Principal Accounting Officer)

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