

Armour Residential REIT, Inc.
Form 10-Q
August 01, 2012

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

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2012

OR

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

For the transition period from _____ to _____

ARMOUR RESIDENTIAL REIT, INC.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

001-34766
(Commission File Number)

26-1908763
(I.R.S. Employer Identification No.)

3001 Ocean Drive, Suite 201, Vero Beach, FL 32963
(Address of principal executive offices)(zip code)

(772) 617-4340
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

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 twelve 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 twelve 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, or a non-accelerated filer or a smaller reporting company. See definition of "larger accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

The number of outstanding shares of the Registrant's common stock as of July 30, 2012 was 234,226,342.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

ARMOUR Residential REIT, Inc. and Subsidiary
CONDENSED CONSOLIDATED BALANCE SHEETS
(dollars in thousands, except share and per share amounts)
(Unaudited)

Assets	June 30, 2012	December 31, 2011
Cash	\$ 326,736	\$ 252,372
Restricted cash	193,086	147,199
Agency securities, available for sale, at fair value (including pledged assets of \$12,758,125 and \$5,225,234)	13,328,514	5,393,675
Receivable for unsettled securities	-	382,931
Derivatives, at fair value	9,600	-
Principal payments receivable	9,190	12,493
Accrued interest receivable	38,544	18,637
Prepaid and other assets	823	440
Total Assets	\$ 13,906,493	\$ 6,207,747
Liabilities and Stockholders' Equity		
Liabilities:		
Repurchase agreements	\$ 12,112,586	\$ 5,335,962
Payable for unsettled securities	272,863	117,885
Derivatives, at fair value	156,515	121,727
Accrued interest payable	3,373	2,154
Accounts payable and accrued expenses	2,790	2,663
Dividends payable	276	750
Total Liabilities	12,548,403	5,581,141
Stockholders' Equity:		
Preferred stock, \$0.001 par value, 25,000,000 shares authorized, 1,400,000 8.250% Series A Cumulative Preferred Stock issued and outstanding at June 30, 2012 and none issued and outstanding at December 31, 2011	1	-
Common stock, \$0.001 par value, 500,000,000 shares authorized, 188,185,880 and 95,436,949 shares issued and outstanding at June 30, 2012 and December 31, 2011, respectively	188	95
Additional paid-in capital	1,340,403	678,641
Accumulated deficit	(150,152)	(100,878)
Accumulated other comprehensive income	167,650	48,748
Total Stockholders' Equity	1,358,090	626,606
Total Liabilities and Stockholders' Equity	\$ 13,906,493	\$ 6,207,747

See notes to condensed consolidated financial statements.

ARMOUR Residential REIT, Inc. and Subsidiary
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(dollars in thousands, except per share amounts)
(Unaudited)

	For the Quarters Ended		For the Six Months Ended	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Interest Income:				
Interest income, net of amortization of premium	\$ 86,204	\$ 29,105	\$ 148,967	\$ 42,629
Interest expense:				
Repurchase agreements	(11,106)	(2,351)	(18,036)	(3,707)
Net interest income	75,098	26,754	130,931	38,922
Other (Loss) Income:				
Realized (loss) gain on sale of agency securities	(1,268)	-	5,048	-
Other income	1,043	-	1,043	-
Subtotal	(225)	-	6,091	-
Realized loss on derivatives (1)	(12,400)	(6,078)	(22,140)	(8,004)
Unrealized loss on derivatives	(70,394)	(25,817)	(52,780)	(26,083)
Subtotal	(82,794)	(31,895)	(74,920)	(34,087)
Total other (loss)	(83,019)	(31,895)	(68,829)	(34,087)
Expenses:				
Management fee	4,298	1,495	7,811	2,251
Professional fees	425	242	936	613
Insurance	55	51	104	103
Compensation	498	140	992	272
Other	407	200	672	260
Total expenses	5,683	2,128	10,515	3,499
Net (loss) income before taxes	(13,604)	(7,269)	51,587	1,336
Income tax (expense) benefit	(3)	(3)	29	(12)
Net (Loss) Income	\$ (13,607)	\$ (7,272)	\$ 51,616	\$ 1,324
Dividends on preferred stock	(160)	-	(160)	-
Net (Loss) Income (related) available to common stockholders	\$ (13,767)	\$ (7,272)	\$ 51,456	\$ 1,324
Net (loss) income (related) available per share to common stockholders:				
Basic	\$ (0.08)	\$ (0.14)	\$ 0.33	\$ 0.03
Diluted	\$ (0.08)	\$ (0.14)	\$ 0.32	\$ 0.03
Dividends per common share	\$ 0.30	\$ 0.36	\$ 0.62	\$ 0.70
Weighted average common shares outstanding:				
Basic	180,773	53,259	157,838	39,903
Diluted	180,773	53,259	158,553	40,062

(1) Interest expense related to our interest rate swap contracts is recorded in realized loss on derivatives on the condensed consolidated statements of operations. For additional information, see Note 8 to the condensed consolidated financial statements.

See notes to condensed consolidated financial statements.

ARMOUR Residential REIT, Inc. and Subsidiary
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (dollars in thousands)
 (Unaudited)

	For the Quarters Ended		For the Six Months Ended	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Net (Loss) Income	\$ (13,607)	\$ (7,272)	\$ 51,616	\$ 1,324
Other comprehensive income :				
Reclassification adjustment for realized loss (gain) on sale of Agency Securities	1,268	-	(5,048)	-
Net unrealized gain on available for sale securities	112,328	36,787	123,950	36,542
Other comprehensive income	113,596	36,787	118,902	36,542
Comprehensive Income	\$ 99,989	\$ 29,515	\$ 170,518	\$ 37,866

See notes to condensed consolidated financial statements.

ARMOUR Residential REIT, Inc. and Subsidiary
 CONDENSED CONSOLIDATED STATEMENTS of STOCKHOLDERS' EQUITY
 (dollars in thousands)
 (Unaudited)

	Preferred Stock			Common Stock			Total Additional Paid in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total
	Shares	Par Amount	Paid in Capital	Shares	Par Amount	Paid in Capital				
Balance, December 31, 2011	-	\$-	-	95,437	\$95	\$678,641	\$ 678,641	\$(100,878)	\$48,748	\$626,606
Preferred dividends declared	-	-	-	-	-	-	-	(160)	-	(160)
Common dividends declared	-	-	-	-	-	-	-	(100,730)	-	(100,730)
Issuance of Preferred stock, net	1,400	1	33,778	-	-	-	33,778	-	-	33,779
Issuance of common stock, net	-	-	-	92,705	92	627,724	627,724	-	-	627,816
Stock based compensation, net of withholding requirements	-	-	-	44	1	260	260	-	-	261
Net income	-	-	-	-	-	-	-	51,616	-	51,616
Other comprehensive income	-	-	-	-	-	-	-	-	118,902	118,902
Balance, June 30, 2012	1,400	\$1	\$33,778	188,186	\$188	\$1,306,625	\$ 1,340,403	\$(150,152)	\$167,650	\$1,358,090

See notes to condensed consolidated financial statements.

ARMOUR Residential REIT, Inc. and Subsidiary
CONDENSED CONSOLIDATED STATEMENTS of CASH FLOWS
(dollars in thousands)
(Unaudited)

	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011
Cash Flows From Operating Activities:		
Net income	\$ 51,616	\$ 1,324
Adjustments to reconcile net income to net cash provided by operating activities:		
Net amortization of premium on Agency Securities	33,737	7,933
Unrealized loss on derivatives	25,188	33,478
Realized gain on sale of Agency Securities	(5,048)	-
Stock based compensation	261	145
Changes in operating assets and liabilities:		
Increase in accrued interest receivable	(19,919)	(12,064)
(Increase) decrease in prepaid income taxes and other assets	(678)	430
Increase in accrued interest payable	1,218	428
Increase in accounts payable and accrued expenses	1,498	993
Net cash provided by operating activities	87,873	32,667
Cash Flows From Investing Activities:		
Purchases of Agency Securities	(8,745,763)	(4,074,907)
Principal repayments of Agency Securities	777,772	183,355
Proceeds from sales of Agency Securities	664,588	-
Decrease in restricted cash	(45,887)	(50,631)
Net cash used in investing activities	(7,349,290)	(3,942,183)
Cash Flows From Financing Activities:		
Issuance of preferred stock, net of expenses	33,779	-
Issuance of common stock, net of expenses	627,813	408,837
Proceeds from repurchase agreements	57,438,695	13,771,873
Principal repayments on repurchase agreements	(50,663,141)	(10,088,322)
Common dividends paid	(101,365)	(29,982)
Net cash provided by financing activities	7,335,781	4,062,406
Net increase in cash	74,364	152,890
Cash - beginning of period	252,372	35,344
Cash - end of period	\$ 326,736	\$ 188,234
Supplemental Disclosure:		
Cash paid for income taxes (not including tax refunds received)	\$ 12	\$ 15
Cash paid during the period for interest	\$ 46,012	\$ 2,970
Non-Cash Investing and Financing Activities:		
Payable for unsettled security purchases	\$ 272,863	\$ 302,680
Unrealized gain on investment in available for sale securities	\$ 123,950	\$ 36,542
Amounts receivable for issuance of common stock	\$ 3	\$ 8,225
Common dividends declared, to be paid in subsequent period	\$ 8	\$ 9
Preferred dividends declared, to be paid in subsequent period	\$ 160	\$ -

See notes to condensed consolidated financial statements

ARMOUR Residential REIT, Inc. and Subsidiary
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 – Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X promulgated by the Securities and Exchange Commission . 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. Operating results for the quarter and six months ended June 30, 2012 are not necessarily indicative of the results that may be expected for the calendar year ending December 31, 2012. These unaudited financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company’s annual report on Form 10-K for the year ended December 31, 2011.

Our financial statements are presented in accordance with GAAP. The condensed consolidated financial statements include the accounts of ARMOUR and its subsidiary, all intercompany accounts and transactions have been eliminated. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates affecting the accompanying financial statements include the valuation of Agency Securities and derivative instruments.

Note 2 - Organization and Nature of Business Operations

Business

References to “we”, “us”, “our”, "ARMOUR" or the “Company” are to ARMOUR Residential REIT, Inc. References to "ARRM" are to ARMOUR Residential Management LLC, a Delaware limited liability company. References to “Enterprise” are to Enterprise Acquisition Corp., which is a wholly-owned subsidiary of ARMOUR.

We are an externally managed Maryland corporation organized in 2008, managed by ARRM. We invest primarily in hybrid adjustable rate, adjustable rate and fixed rate residential mortgage backed securities. These securities are issued or guaranteed by a U.S. Government-sponsored entity (“GSE”), such as the Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac) or guaranteed by the Government National Mortgage Administration (Ginnie Mae) (collectively, "Agency Securities"). From time to time, a portion of our portfolio may be invested in unsecured notes and bonds issued by U.S. Government-chartered entities (collectively, “Agency Debt”), U.S. Treasuries and money market instruments, subject to certain income tests we must satisfy for our qualification as a real estate investment trust (“REIT”). On December 1, 2011, our stockholders approved an amendment to our charter to alter our investment asset class restriction in response to potential changes in Agency Securities to include non-Agency as well as Agency Securities in our investment asset class restriction. While we remain committed to investing in Agency Securities for so long as an adequate supply and pricing exists, we believe it is prudent for us to have the flexibility to invest in non-Agency Securities and respond to changes in GSE policy.

We intend to qualify and have elected to be taxed as a REIT under the Internal Revenue Code (“the Code”). Our qualification as a REIT depends on our ability to meet, on a continuing basis, various complex requirements under the Code relating to, among other things, the sources of our gross income, the composition and values of our assets, our distribution levels and the concentration of ownership of our capital stock. We believe that we are organized in

conformity with the requirements for qualification as a REIT under the Code and our manner of operations enables us to meet the requirements for taxation as a REIT for federal income tax purposes.

As a REIT, we will generally not be subject to federal income tax on the REIT taxable income that we currently distribute to our stockholders. If we fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, we will be subject to federal income tax at regular corporate rates. Even if we qualify as a REIT for federal income tax purposes, we may still be subject to some federal, state and local taxes on our income.

Note 3 - Summary of Significant Accounting Policies

Reclassification

We reclassified previously presented financial information to conform to the presentation in our condensed consolidated financial statements for the quarter and six months ended June 30, 2012 and for the year ended December 31, 2011. Certain commissions with respect to Eurodollar Futures Contracts ("Futures Contracts") which were previously included in interest expense have been reclassified into realized gain or loss on those contracts. The unrealized gains and losses on our derivatives previously classified on our condensed consolidated statement of operations as an adjustment to arrive at "net interest income after change in fair value of interest rate contracts" is no longer presented as an adjustment to interest income and has been reclassified into "other income" as part of the unrealized gain or loss on derivatives. This reclassification had no effect on previously reported net income or comprehensive income. This reclassification caused interest income to decrease by \$0.4 million and \$0.6 million, respectively and interest expense to decrease by \$6.1 million and \$8.1 million, respectively for the quarter and six months ended June 30, 2011. Realized loss on derivatives increased by the net amount of \$5.7 million and \$7.5 million, respectively for the quarter and six months ended June 30, 2011.

ARMOUR Residential REIT, Inc. and Subsidiary
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Cash

Cash includes cash on deposit with financial institutions and investments in high quality overnight money market funds, all of which have maturities of three months or less, at time of purchase. We may maintain deposits in federally insured financial institutions in excess of federally insured limits. However, management believes we are not exposed to significant credit risk due to the financial position and creditworthiness of the depository institutions in which those deposits are held.

Restricted Cash

Restricted cash at June 30, 2012 and December 31, 2011 represents approximately \$193.1 million and \$147.2 million, respectively, held by counterparties as collateral.

Agency Securities, at Fair Value

We invest primarily in Agency Securities. A portion of our portfolio may be invested in Agency Debt, U.S. Treasuries and money market instruments, subject to certain income tests we must satisfy for our qualification as a REIT. As of June 30, 2012, all of our financial instrument investments consist of Agency Securities, Agency Debt, U.S. Treasuries, money market instruments (including reverse repurchase agreements), hedging and other derivative instruments related to the foregoing investments.

We generally intend to hold most of our Agency Securities for long-term periods. We may, from time to time, sell any of our Agency Securities as part of our overall management of our portfolio. Management determines the appropriate classifications of the securities at the time they are acquired and evaluates the appropriateness of such classifications at each balance sheet date. As of June 30, 2012, all of our Agency Securities were classified as available for sale. Agency securities classified as available for sale are reported at their estimated fair values, based on fair values obtained from third-party sources, with unrealized gains and losses excluded from earnings and reported as part of the separate condensed consolidated statements of comprehensive income. Agency securities transactions are recorded on the trade date and are valued using third-party pricing services and dealer quotes.

We evaluate securities for other than temporary impairment at least on a quarterly basis and more frequently when economic or market concerns warrant such evaluation. We determine if we (1) have the intent to sell the Agency Securities, (2) believe it is more likely than not that we will be required to sell the securities before recovery or (3) do not expect to recover the entire amortized cost basis of the Agency Securities. There was no other than temporary impairment for the quarters and six months ended June 30, 2012 and June 30, 2011.

Repurchase Agreements

We finance the acquisition of our Agency Securities through the use of repurchase agreements. Our repurchase agreements are secured by our Agency Securities and bear interest rates that have historically moved in close relationship to the Federal Funds Rate and the London Interbank Offered Rate ("LIBOR"). Under these agreements, we sell securities to a lender and agree to repurchase the same securities in the future for a price that is higher than the original sales price. The difference between the sales price that we receive and the repurchase price that we pay represents interest paid to the lender. A repurchase agreement operates as financing under which we pledge our securities as collateral to secure a loan which is equal in value to a specified percentage of the estimated fair value of

the pledged collateral. We retain beneficial ownership of the pledged collateral. At the maturity of a repurchase agreement, we are required to repay the loan and concurrently receive back our pledged collateral from the lender or, with the consent of the lender, we may renew such agreement at the then prevailing interest rate. The repurchase agreements may require us to pledge additional assets to the lender in the event the estimated fair value of the existing pledged collateral declines.

Derivatives

We recognize all derivative instruments as either assets or liabilities at fair value on our condensed consolidated balance sheets. We do not designate our derivative activities as cash flow hedges, which, among other factors, would require us to match the pricing dates of both derivative transactions and repurchase agreements. Operational issues and credit market volatility make such matching impractical for us. Since we have not elected cash flow hedge accounting treatment as allowed by GAAP, our operating results may reflect greater volatility than otherwise would be the case, because gains or losses on derivatives may not be offset by changes in the fair value or cash flows of the transaction within the same accounting period or ever. Consequently, any declines in the fair value of our derivatives result in a charge to earnings. We will continue to designate derivative activities as hedges for tax purposes and any unrealized gains or losses would not affect our distributable net taxable income.

ARMOUR Residential REIT, Inc. and Subsidiary
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Accrued Interest Receivable and Payable

Accrued interest receivable includes interest accrued between payment dates on Agency Securities. Accrued interest payable includes interest payable on our repurchase agreements.

Credit Risk

We have limited our exposure to credit losses on our portfolio of Agency Securities by only purchasing securities issued by Freddie Mac, Fannie Mae or Ginnie Mae. The payment of principal and interest on the Freddie Mac and Fannie Mae Agency Securities are guaranteed by those respective agencies and the payment of principal and interest on the Ginnie Mae Agency Securities are backed by the full faith and credit of the U.S. Government.

In September 2008, both Freddie Mac and Fannie Mae were placed in the conservatorship of the U.S. Government. While it is hoped that the conservatorship will help stabilize Freddie Mac's and Fannie Mae's losses and overall financial position, there can be no assurance that it will succeed or that, if necessary, Freddie Mac or Fannie Mae will be able to satisfy their guarantees of Agency Securities. On August 5, 2011, Standard & Poor's Corporation downgraded the U.S.'s credit rating from AAA to AA+ and on August 8, 2011, Fannie Mae and Freddie Mac's credit ratings were downgraded from AAA to AA+. Because Fannie Mae and Freddie Mac are in conservatorship of the U.S. Government, the U.S.'s credit rating downgrade and Fannie Mae and Freddie Mac's credit rating downgrades will impact the credit risk associated with Agency Securities and, therefore, may decrease the value of the Agency Securities in our portfolio.

Market Risk

Weakness in the mortgage market may adversely affect the performance and market value of our investments. This could negatively impact our net book value. Furthermore, if our lenders are unwilling or unable to provide additional financing, we could be forced to sell our Agency Securities at an inopportune time when prices are depressed.

Preferred Stock

At June 30, 2012, we were authorized to issue up to 25,000,000 shares of preferred stock, par value \$0.001 per share with such designations, voting and other rights and preferences as may be determined from time to time by our Board of Directors ("Board") or a committee thereof. On June 6, 2012, we filed with the State Department of Assessments and Taxation of the State of Maryland to designate 1,610,000 shares of the 25,000,000 authorized preferred stock as 8.250% Series A Cumulative Preferred Shares ("Series A Preferred Stock") with the powers, designations, preferences and other rights as set forth therein. At June 30, 2012, we had issued and outstanding 1,400,000 shares of Series A Preferred Stock, with a par value \$0.001 per share and a liquidation preference of \$25.00 per share plus accrued and unpaid dividends. The Series A Preferred Stock is entitled to a dividend at a rate of 8.250% per year based on the \$25.00 liquidation preference before the common stock is entitled to receive any dividends. The Series A Preferred Stock is redeemable at \$25.00 per share plus accrued and unpaid dividends exclusively at our option commencing on June 7, 2017 (subject to our right under limited circumstances to redeem the Series A Preferred Stock earlier in order to preserve our qualification as a REIT). The Series A Preferred Stock is senior to the our common stock and therefore in the event of liquidation, dissolution or winding up, the Series A Preferred Stock will receive a liquidation preference of \$25.00 per share plus accumulated and unpaid dividends before distributions are paid to holders of our common stock, with no right or claim to any of our remaining assets thereafter. The Series A Preferred Stock

generally does not have voting rights except if we fail to pay dividends on the Series A Preferred Stock for eighteen months, whether or not consecutive. Under such circumstances, the Series A Preferred Stock will be entitled to vote to elect two additional directors to the Board, until all unpaid dividends have been paid or declared and restricted for payment. The Series A Preferred Stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and will remain outstanding indefinitely unless repurchased or redeemed by us or converted into our common stock in connection with a change of control by the holders of Series A Preferred Stock.

Common Stock and Warrants

At June 30, 2012, we were authorized to issue up to 500,000,000 shares of common stock, par value \$0.001 per share, with such designations, voting and other rights and preferences as may be determined from time to time by our Board. We had 188,185,880 shares of common stock issued and outstanding at June 30, 2012. At June 30, 2012, we had outstanding warrants to purchase 32,500,000 shares of common stock, which are exercisable at \$11.00 per share and expire in 2013.

ARMOUR Residential REIT, Inc. and Subsidiary
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Income per Common Share

The following table presents a reconciliation of the net (loss) income and the shares used in calculating basic and diluted earnings per share for the quarters and six months ended June 30, 2012 and June 30, 2011.

	For the Quarters Ended		For the Six Months Ended	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Net (Loss) Income (related) available to common stockholders	\$ (13,767)	\$(7,272)	\$ 51,456	\$ 1,324
Weighted average common shares outstanding - basic	180,773	53,259	157,838	39,903
Add: Effect of dilutive non-vested restricted stock awards, assumed vested	-	-	715	159
Weighted average common shares outstanding- diluted	180,773	53,259	158,553	40,062

32,500,000 warrants were outstanding and considered anti-dilutive as their exercise price exceeded the average stock price for the quarters and six months ended June 30, 2012 and June 30, 2011.

Comprehensive Income

Comprehensive income refers to change in equity during a period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners.

Revenue Recognition

Interest income is earned and recognized based on the unpaid principal amount of the Agency Securities and their contractual terms. Premiums and discounts associated with the purchase of Agency Securities are amortized or accreted into interest income over the actual lives of the securities using the effective interest method.

Income Taxes

We intend to qualify and have elected to be taxed as a REIT under the Code. We will generally not be subject to federal income tax to the extent that we distribute our taxable income to our stockholders and as long as we satisfy the ongoing REIT requirements under the Code including meeting certain asset, income and stock ownership tests.

Our management is responsible for determining whether a tax position taken by us is more likely than not to be sustained on its merits. We have no material unrecognized tax benefits and have not recognized in these financial statements any interest or penalties related to income taxes. Should any such interest and penalties be recognized, they will be included in interest expense and other expenses, respectively. None of our income tax returns have been examined by federal, state or local authorities; therefore our 2009, 2010 and 2011 federal and state tax returns remain open for examination.

Note 4 - Recent Accounting Pronouncements

Accounting Standards Adopted in 2012

We adopted recent amendments to authoritative guidance issued by the Financial Accounting Standards Board (“FASB”) in April 2011 related to the accounting for repurchase agreements and other agreements that entitle and obligate a transferor to repurchase or redeem financial assets before their maturity.

We adopted recent amendments to authoritative guidance issued by FASB in May 2011 to establish common fair value measurement and disclosure requirements in GAAP and International Financial Reporting Standards.

We adopted recent amendments to authoritative guidance issued by FASB in June and December 2011 providing for the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements.

ARMOUR Residential REIT, Inc. and Subsidiary
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Accounting Standards to be Adopted in Future Periods

In December 2011, the FASB issued amendments to authoritative guidance requiring entities that have financial instruments and derivative instruments to disclose information about offsetting and related arrangements. The disclosures required under this amended guidance are intended to enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements on an entity's financial position, including the effect or potential effect of rights of offset associated with certain financial instruments and derivative instruments. The provisions of these amendments are effective for annual periods beginning after January 1, 2013. We anticipate the adoption of these amendments may change the presentation of our financial statements and related disclosures.

Note 5 - Agency Securities, Available for Sale

All of our Agency Securities are classified as available for sale and, as such, are reported at their estimated fair value.

As of June 30, 2012, we had the following securities in an unrealized gain or loss position as presented below. The components of the carrying value of our Agency Securities as of June 30, 2012 are also presented below.

June 30, 2012	Fannie Mae	Freddie Mac	Ginnie Mae	Total Agency Securities
	(dollars in thousands)			
Principal Amount	\$ 8,253,755	\$ 3,963,691	\$ 344,154	\$ 12,561,600
Net unamortized premium	393,551	189,778	15,935	599,264
Amortized cost	8,647,306	4,153,469	360,089	13,160,864
Unrealized gains	111,484	53,084	5,488	170,056
Unrealized losses	(1,912)	(491)	(3)	(2,406)
Fair value	\$ 8,756,878	\$ 4,206,062	\$ 365,574	\$ 13,328,514

June 30, 2012	Adjustable Rate	Fixed Rate	Total Agency Securities
	(dollars in thousands)		
Principal Amount	\$ 2,685,281	\$ 9,876,319	\$ 12,561,600
Net unamortized premium	113,379	485,885	599,264
Amortized cost	2,798,660	10,362,204	13,160,864
Unrealized gains	39,755	130,301	170,056
Unrealized losses	(687)	(1,719)	(2,406)
Fair value	\$ 2,837,728	\$ 10,490,786	\$ 13,328,514

As of December 31, 2011, we had the following securities in an unrealized gain or loss position as presented below. The components of the carrying value of our Agency Securities as of December 31, 2011 are also presented below.

December 31, 2011	Fannie Mae	Freddie Mac	Ginnie Mae	Total Agency Securities
	(dollars in thousands)			

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Principal Amount	\$ 3,451,906	\$ 1,283,848	\$ 392,476	\$ 5,128,230
Net unamortized premium	144,337	54,059	18,301	216,697
Amortized cost	3,596,243	1,337,907	410,777	5,344,927
Unrealized gains	33,558	13,657	5,439	52,654
Unrealized losses	(3,269)	(613)	(24)	(3,906)
Fair value	\$ 3,626,532	\$ 1,350,951	\$ 416,192	\$ 5,393,675

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ARMOUR Residential REIT, Inc. and Subsidiary
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

December 31, 2011	Adjustable Rate	Fixed Rate	Total Agency Securities
	(dollars in thousands)		
Principal Amount	\$ 2,681,911	\$ 2,446,319	\$ 5,128,230
Net unamortized premium	107,641	109,056	216,697
Amortized cost	2,789,552	2,555,375	5,344,927
Unrealized gains	26,157	26,497	52,654
Unrealized losses	(2,534)	(1,372)	(3,906)
Fair value	\$ 2,813,175	\$ 2,580,500	\$ 5,393,675

Actual maturities of Agency Securities are generally shorter than stated contractual maturities because actual maturities of Agency Securities are affected by the contractual lives of the underlying mortgages, periodic payments of principal and prepayments of principal.

The following table summarizes the weighted average lives of our Agency Securities as of June 30, 2012 and December 31, 2011.

Weighted Average Life of all Agency Securities	June 30, 2012		December 31, 2011	
	Fair Value	Amortized Cost	Fair Value	Amortized Cost
Less than one year	\$ 2,682	\$ 2,637	\$ 179	\$ 179
Greater than one year and less than five years	13,309,810	13,142,241	5,274,072	5,226,255
Greater than or equal to five years	16,022	15,986	119,424	118,493
Total Agency Securities	\$ 13,328,514	\$ 13,160,864	\$ 5,393,675	\$ 5,344,927

We use a third-party model to calculate the weighted average life of Agency Securities. Weighted average life is calculated based on expectations for estimated prepayments for the underlying mortgage loans of our Agency Securities. These estimated prepayments are based on assumptions such as interest rates, current and future home prices, housing policy and borrower incentives. The weighted average lives of the Agency Securities as of June 30, 2012 and December 31, 2011 in the table above are based upon market factors, assumptions, models and estimates from the third party model and also incorporate ARRM's judgment and experience. The actual weighted average lives of the Agency Securities could be longer or shorter than estimated.

The following table presents the unrealized losses and estimated fair value of our Agency Securities by length of time that such securities have been in a continuous unrealized loss position as of June 30, 2012 and December 31, 2011.

Unrealized Loss Position For:						
(dollars in thousands)						
		Less than 12 months		12 Months or More		Total
As of	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
June 30, 2012	\$ 804,479	\$ (2,390)	\$ 1,653	\$ (16)	\$ 806,132	\$ (2,406)

December 31, 2011	1,173,098	(3,560)	96,684	(346)	1,269,782	(3,906)
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The decline in value of these securities is solely due to market conditions and not the quality of the assets. All of our Agency Securities are issued by the GSEs. The GSEs have a rating of AA+. The investments are not considered other than temporarily impaired because we currently have the ability and intent to hold the investments to maturity or for a period of time sufficient for a forecasted market price recovery up to or beyond the cost of the investments and we are not required to sell for regulatory or other reasons. Also, we are guaranteed payment of the principal amount of the securities by the GSEs that created them.

ARMOUR Residential REIT, Inc. and Subsidiary
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During the quarter ended June 30, 2012 we did not sell any Agency Securities. However, we realized a loss on sale of Agency Securities of \$1.3 million. \$1.1 million of this amount is due to the bankruptcy of a counterparty to a repurchase agreement and the remaining \$0.2 million is a reduction of the first quarter realized gains due to factor updates. In addition, due to the bankruptcy we also recorded \$1.0 million of other income resulting from the non-performance of the counterparty on the related repurchase agreement. During the six months ended June 30, 2012 we sold \$0.2 billion of Agency Securities resulting in a realized gain of \$5.0 million. We did not sell any Agency Securities during the quarter and six months ended June 30, 2011.

Note 6 - Fair Value of Financial Instruments

Our valuation techniques for financial instruments are based on observable and unobservable inputs. Observable inputs reflect readily obtainable data from third-party sources, while unobservable inputs reflect management's market assumptions. The ASC Topic No. 820 "Fair Value Measurement" 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.

The following describes the valuation methodologies used for our assets and liabilities measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Cash and restricted cash - Cash includes cash on deposit with financial institutions and investments in high quality overnight money market funds, all of which have maturities of three months or less, at the time of purchase. The carrying amount of cash is deemed to be its fair value. Restricted cash includes cash held by counterparties as collateral.

Agency Securities Available for Sale - Fair value for the Agency Securities in our portfolio is based on obtaining a valuation for each Agency Security from third-party pricing services and dealer quotes. The third-party pricing services use common market pricing methods that may include pricing models that may incorporate such factors as coupons, prepayment speeds, spread to the Treasury curves and interest rate swap curves, duration, periodic and life caps and credit enhancement. If the fair value of a security is not available from the third-party pricing service or such data appears unreliable, we obtain valuations from up to three dealers who make markets in similar financial instruments. In general, the dealers incorporate common market pricing methods, including a spread measurement to the Treasury curve or interest rate swap curve as well as underlying characteristics of the particular security including coupon, periodic and life caps, collateral type, rate reset period and seasoning or age of the security. Management reviews pricing used to ensure that current market conditions are properly represented. This review includes, but is not limited to, comparisons of similar market transactions or alternative third-party pricing services, dealer quotes and comparisons to a pricing model. Values obtained from the third-party pricing service for similar instruments are classified as Level 2 securities if the pricing methods used are consistent with the Level 2 definition. If quoted prices for a security are not reasonably available from the pricing service, but dealer quotes are, the security will be classified as a Level 2 security. If neither is available, management will determine the fair value based on characteristics of the security that we receive from the issuer and based on available market information received from dealers and classify it as a Level 3 security. At June 30, 2012 and December 31, 2011, all of our Agency Security values were based solely

on third-party sources.

Repurchase Agreements - The fair value of repurchase agreements reflects the present value of the contractual cash flows discounted at the estimated LIBOR based market interest rates at the valuation date for repurchase agreements with a term equivalent to the remaining term to interest rate repricing, which may be at maturity, of our repurchase agreements. The fair value of the repurchase agreements approximates their carrying amount due to the short-term nature of these financial instruments.

Derivative Transactions - The fair values of our Futures Contracts are based on closing prices on the Chicago Mercantile Exchange ("CME"). The fair values of our interest rate swap contracts and options to enter into interest rate swaps ("interest rate swaptions") are valued using a third-party pricing service that incorporates common market pricing methods that may include current interest rate curves, forward interest rate curves and market spreads to interest rate curves. Management compares pricing used to dealer quotes to ensure that the current market conditions are properly represented. Our Futures Contracts are classified as Level 1 and the fair values of our interest rate swap contracts and our interest rate swaptions are classified as Level 2.

Excluded from the tables below are financial instruments carried on the accompanying condensed consolidated balance sheets at cost basis, which is deemed to approximate fair value, primarily due to the short-term nature of these instruments, including cash, restricted cash, receivables for unsettled securities, principal payments receivables, accrued interest receivables, payables for unsettled securities, payables and borrowings under repurchase arrangements. The fair values of these instruments are determined using Level 1 inputs. The following tables provide a summary of our assets and liabilities that are measured at fair value on a recurring basis as of June 30, 2012 and December 31, 2011.

ARMOUR Residential REIT, Inc. and Subsidiary
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

June 30, 2012	Level 1	Level 2	Level 3	Totals
(dollars in thousands)				
Assets:				
Agency Securities, available for sale	\$ -	\$ 13,328,514	\$ -	\$ 13,328,514
Derivatives, at fair value	\$ -	\$ 9,600	-	\$ 9,600
Liabilities:				
Derivatives, at fair value	\$ (4,916)	\$ (151,599)	-	\$ (156,515)

December 31, 2011	Level 1	Level 2	Level 3	Totals
(dollars in thousands)				
Assets:				
Agency Securities, available for sale	\$ -	\$ 5,393,675	\$ -	\$ 5,393,675
Liabilities:				
Derivatives, at fair value	\$ (5,292)	\$ (116,435)	-	\$ (121,727)

Note 7 - Repurchase Agreements

As of June 30, 2012 and December 31, 2011, we had repurchase agreements in place in the amount of \$12.1 billion and \$5.3 billion, respectively, to finance Agency Security purchases. At June 30, 2012 and December 31, 2011, the weighted average interest rate or cost of funds was 0.40% and 0.37%, respectively. At June 30, 2012 and December 31, 2011, we had repurchase agreements outstanding with 26 and 23 counterparties, respectively, with a weighted average maturity of 32 days and 18 days, respectively.

The following table represents the contractual repricing information regarding our repurchase agreements as of June 30, 2012 and December 31, 2011.

	June 30, 2012	December 31, 2011
(dollars in thousands)		
Within 30 days	\$ 7,823,536	\$ 4,068,197
31 days to 60 days	2,038,459	1,111,480
61 days to 90 days	1,707,767	156,285
Greater than 90 days	542,824	-
Total	\$ 12,112,586	\$ 5,335,962

As of June 30, 2012 and December 31, 2011, the weighted average margin requirement, or the percentage amount by which the collateral value must exceed the loan amount, which we also refer to as the haircut, under all our repurchase agreements was approximately 4.8% and 5.0%, respectively.

Note 8 - Derivatives

We enter into transactions to manage our interest rate risk exposure. These transactions include entering into interest rate swap contracts and interest rate swaptions as well as purchasing or selling Futures Contracts. These transactions are designed to lock in funding costs for financing activities associated with our assets in such a way to help assure the realization of net interest margins. Such transactions are based on assumptions about prepayments which, if not

realized, will cause transaction results to differ from expectations. We do not designate our activities as cash flow hedges and as such, we recognize changes in the market value of these transactions through earnings. For the quarter and six months ended June 30, 2012, we recognized unrealized losses of \$70.4 million and \$52.8 million, respectively related to our derivatives. For the quarter and six months ended June 30, 2011, we recognized unrealized losses of \$25.8 million and \$26.1 million, respectively related to our derivatives. Our derivative instruments are carried on our condensed consolidated balance sheets at fair value, as assets, if their fair value is positive, or as liabilities, if their fair value is negative.

ARMOUR Residential REIT, Inc. and Subsidiary
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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As of June 30, 2012 and December 31, 2011, we had entered into interest rate swap contracts with an aggregate notional balance of \$6.0 billion and \$2.8 billion, respectively. We have agreements with our swap counterparties that provide for the posting of collateral based on the fair values of our interest rate swap contracts. Through this margin process, either we or our swap counterparty may be required to pledge cash or Agency Securities as collateral. Collateral requirements vary by counterparty and change over time based on the market value, notional amount and remaining term of the swap. Certain interest rate swap contracts provide for cross collateralization and cross default with repurchase agreements and other contracts with the same counterparty.

As of June 30, 2012 we had entered into interest rate swaptions with an aggregate notional balance of \$0.8 billion. We had not entered into any interest rate swaptions as of December 31, 2011. Interest rate swaptions generally provide us the option to enter into an interest rate swap agreement for a predetermined notional amount, stated term where we generally pay a fixed rate of interest and receive a floating rate of interest rates in the future.

As of June 30, 2012 and December 31, 2011, we had purchased or sold Futures Contracts with an aggregate notional balance of \$121.0 million and \$131.0 million, respectively, traded in 771 and 1,033 individual contracts, respectively. Our Futures Contracts are traded on the CME which requires the use of daily mark-to-market collateral and the CME provides substantial credit support. The collateral requirements of the CME require us to pledge assets under a bi-lateral margin arrangement, including either cash or Agency Securities and these requirements may vary and change over time based on the market value, notional amount and remaining term of the Futures Contracts. In the event we are unable to meet a margin call under one of our Futures Contracts, the counterparty to such agreement may have the option to terminate or close-out all of the outstanding Futures Contracts with us. In addition, any close-out amount due to the counterparty upon termination of the counterparty's transactions would be immediately payable by us pursuant to the applicable agreement.

As of June 30, 2012, included in restricted cash on the condensed consolidated balance sheet is \$5.3 million related to margin posted for Futures Contracts as well as \$187.8 million of restricted cash related to interest rate swap contracts. As of December 31, 2011, we had \$5.9 million of restricted cash related to margin posted for Futures Contracts and \$141.3 million of restricted cash related to interest rate swap contracts.

The following table presents information about interest rate swap contracts, swaptions and Futures Contracts which are included in derivatives on the accompanying condensed consolidated balance sheets as of June 30, 2012 and December 31, 2011.

	June 30, 2012		December 31, 2011	
	Notional Amount	Net Fair Value (1)	Notional Amount	Net Fair Value (1)
Interest rate Swap contracts	\$5,990,000	\$(150,650)	\$2,765,000	\$(116,435)
Interest rate swaptions	800,000	8,651	-	-
Futures Contracts	121,000	(4,916)	131,000	(5,292)
Totals	\$6,911,000	\$(146,915)	\$2,896,000	\$(121,727)

(1) See Note 6, "Fair Value of Financial Instruments" for additional discussion.

ARMOUR Residential REIT, Inc. and Subsidiary
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The following table represents the location and information regarding our derivatives which are included in total other (loss) income in the accompanying condensed consolidated statements of operations for the quarters and six months ended June 30, 2012 and June 30, 2011.

Derivatives	Location on condensed consolidated statements of operations	Loss Recognized in Income (dollars in thousands)			
		For the Quarters Ended		For the Six Months Ended	
		June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Interest rate swap contracts:					
Interest income	Realized loss on derivatives	\$ 1,928	\$ 356	\$ 2,859	\$ 567
Interest expense	Realized loss on derivatives	(13,756)	(6,107)	(23,946)	(8,128)
Realized gain	Realized loss on derivatives	-	-	-	17
Changes in fair value	Unrealized loss on derivatives	(59,233)	(24,038)	(41,677)	(24,162)
		(71,061)	(29,789)	(62,764)	(31,706)
Interest rate swaptions:					
Realized (loss)	Realized loss on derivatives	-	-	-	-
Changes in fair value	Unrealized loss on derivatives	(11,479)	-	(11,479)	-
		(11,479)	-	(11,479)	-
Futures Contracts:					
Realized (loss)	Realized loss on derivatives	(572)	(327)	(1,053)	(460)
Changes in fair value	Unrealized loss on derivatives	318	(1,779)	376	(1,921)
		(254)	(2,106)	(677)	(2,381)
Totals		\$ (82,794)	\$ (31,895)	\$ (74,920)	\$ (34,087)

Note 9 - Share-Based Compensation

We adopted the 2009 Stock Incentive Plan (the "Plan") to attract, retain and reward directors, officers and other employees of ours and other persons who provide services to us in the course of operations. The Plan authorizes the Board to grant awards including common stock, restricted shares of common stock ("RSUs"), stock options, performance shares, performance units, stock appreciation rights and other equity and cash-based awards (collectively "Awards"), subject to terms as provided in the Plan.

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On May 12, 2010, the Board allocated up to 250,000 shares to be available under the Plan. In considering such allocation, the Board considered the size of the Plan relative to our capital base and our current and potential future performance and capitalization. On July 18, 2011, our stockholders approved an amendment to the Plan to increase the number of shares issuable thereunder from 250,000 shares to 2,000,000 shares and the Plan was amended accordingly. During the six months ended June 30, 2012 we awarded a total of 655,524 RSUs to members of our Board and employees of ARRM.

RSU transactions for the six months ended June 30, 2012 are summarized below:

	June 30, 2012	
	Number of Awards	Weighted Average Grant Date Fair Value per Award
Unvested Awards Outstanding at January 1, 2012	153,980	\$ 7.91
Granted	655,524	7.13
Vested	(96,322)	7.28
Unvested Awards Outstanding at June 30, 2012	713,182	\$ 7.28

ARMOUR Residential REIT, Inc. and Subsidiary
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(Unaudited)

As of June 30, 2012, there was approximately \$5.2 million of unearned non-cash stock-based compensation related to the Awards (based on the June 30, 2012 stock price), that we expect to recognize as an expense over the remaining average service period of 4.0 years.

Note 10 - Stockholders' Equity

Dividends

The following table presents our common stock dividend transactions for the six months ended June 30, 2012.

Record Date	Payment Date	Rate per common share	Aggregate amount paid to holders of record (in millions)
January 15, 2012	January 30, 2012	\$ 0.11 *	\$ 11.6
February 15, 2012	February 28, 2012	0.11	15.3
March 15, 2012	March 29, 2012	0.11	19.9
April 15, 2012	April 27, 2012	0.10	17.8
May 15, 2012	May 30, 2012	0.10	18.1
June 15, 2012	June 28, 2012	0.10	18.6

* this amount included \$0.006 per common share of taxable income related to the year ended December 31, 2011.

Dividends were not paid on outstanding shares of Series A Preferred Stock for the six months ended June 30, 2012. On July 27, 2012, a cash dividend of \$0.2865 per outstanding share of Series A Preferred Stock, or \$0.4 million in the aggregate, was paid to holders of record on July 13, 2012 for the period of June 7, 2012 through July 30, 2012. Our condensed consolidated financial statements reflect an accrual of \$0.2 million for the June amount payable.

Equity Capital Raising Activities

The following table presents our equity transactions for the six months ended June 30, 2012.

Transaction Type	Completion Date	Number of Shares (1)	Per Share price	Net Proceeds (in millions)
Follow-on public offering	January 13, 2012	10,350,000	\$ 6.80	\$ 70.1
Follow-on public offering	February 8, 2012	29,900,000	6.80	203.0
Equity distribution agreement	February 29, 2012	1,287,570	7.06	8.9
Follow-on public offering	March 8, 2012	35,650,000	6.72	239.2
Issuance of preferred stock	June 7, 2012	1,400,000	25.00	33.8
Equity distribution agreement	January 1, 2012 to June 30, 2012	15,500,000	7.02 (2)	106.5
Dividend Reinvestment and Stock Purchase Plan	January 1, 2012 to June 30, 2012	17,758	6.95 (2)	0.1

- (1) Inclusive of over allotment option
- (2) This amount is a weighted average price

Note 11 – Income Taxes

We have elected to treat Enterprise as a taxable REIT subsidiary, which is a tax paying entity for income tax purposes and it is taxed separately from ARMOUR.

The federal income tax (expense) benefit for the quarter and six months ended June 30, 2012 was (\$0.0) million and \$0.03 million, respectively. The \$0.03 million of federal income tax benefit was a result of a reversal of an over accrual of taxes due in 2011. This accrual was reversed during the first quarter of 2012 when the tax return was filed and all income tax amounts due were paid. Our provision for income taxes for the quarter and six months ended June 30, 2011, was nominal.

ARMOUR Residential REIT, Inc. and Subsidiary
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 12 - Commitments and Contingencies

Management Agreement with ARRM

As discussed in Note 13 “Related Party Transactions,” we are externally managed by ARRM pursuant to an amended and restated management agreement, as further amended and restated on June 18, 2012 (the “Second Amended and Restated Management Agreement”). The Second Amended and Restated Management Agreement, entitles ARRM to receive a management fee payable monthly in arrears in an amount equal to 1/12th of 1% of gross equity raised until gross equity raised was \$50 million. Thereafter, the monthly management fee would be 1/12th of the sum of (a) 1.5% of gross equity raised up to \$1 billion plus (b) 0.75% of gross equity raised in excess of \$1 billion. We are also obligated to reimburse certain expenses incurred by ARRM and its affiliates. ARRM is further entitled to receive a termination fee from us under certain circumstances.

Operating Leases

We are not party to any agreement for the rental of real property and office space, or any leases for office, computer and other equipment or office furnishings.

Indemnifications and Litigation

We enter into certain contracts that contain a variety of indemnifications to third-parties, principally with ARRM and brokers. The maximum potential amount of future payments we could be required to make under these indemnification provisions is unknown. We have not incurred any costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the estimated fair value of these agreements is minimal. Accordingly, we have no liabilities recorded for these agreements as of June 30, 2012 and December 31, 2011.

We are not party to any pending, threatened or contemplated litigation.

Note 13 - Related Party Transactions

We are externally managed by ARRM pursuant to the Second Amended and Restated Management Agreement. All of our executive officers are also employees of ARRM. ARRM manages our day-to-day operations, subject to the direction and oversight of the Board. The Second Amended and Restated Management Agreement became effective on June 18, 2012 and expires after an initial term of 10 years on June 18, 2022 and is thereafter automatically renewed for an additional five-year term unless terminated under certain circumstances. Either party must provide 180 days prior written notice of any such termination.

Under the terms of the Second Amended and Restated Management Agreement, ARRM is responsible for costs incident to the performance of its duties, such as compensation of its employees and various overhead expenses. ARRM is responsible for the following primary roles:

- Advising us with respect to, arrange for and manage the acquisition, financing, management and disposition of, elements of our investment portfolio,
- Evaluating the duration risk and prepayment risk within the investment portfolio and arranging borrowing and hedging strategies,

- Coordinating capital raising activities,
- Advising us on the formulation and implementation of operating strategies and policies, arranging for the acquisition of assets, monitoring the performance of those assets and providing administrative and managerial services in connection with our day-to-day operations and
- Providing executive and administrative personnel, office space and other appropriate services required in rendering management services to us.

For the quarter and six months ended June 30, 2012, we incurred \$4.3 million and \$7.8 million in management fees to ARRM, respectively. For the quarter and six months ended June 30, 2011, we incurred \$1.5 million and \$2.3 million in management fees to ARRM, respectively.

ARMOUR Residential REIT, Inc. and Subsidiary
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 14 - Interest Rate Risk

Our primary market risk is interest rate risk. Interest rates are highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors beyond our control. Changes in the general level of interest rates can affect net interest income, which is the difference between the interest income earned and the interest expense incurred in connection with the liabilities, by affecting the spread between the interest-earning assets and interest-bearing liabilities. Changes in the level of interest rates also can affect the value of Agency Securities and our ability to realize gains from the sale of these assets. A decline in the value of the Agency Securities pledged as collateral for borrowings under repurchase agreements could result in the counterparties demanding additional collateral pledges or liquidation of some of the existing collateral to reduce borrowing levels.

Note 15 – Subsequent Events

Events subsequent to the balance sheet date have been evaluated for inclusion in the accompanying financial statements through the issuance date.

On July 9, 2012, we filed a registration statement on Form S-3ASR. This automatic shelf registration statement permits us to issue and sell, from time to time, shares of our common stock, preferred stock, warrants, depositary shares and debt securities, which may consist of debentures, notes, or other types of debt, in one or more offerings. We will provide specific terms of each offering and issuance of these securities, such as when we sell the securities, the amounts of securities we will sell and the prices and other terms on which we will sell them, in a prospectus supplement. We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis.

On July 13, 2012, we completed an underwritten follow-on public offering of 40,000,000 shares of common stock at a price of \$7.06 per share. The underwriters fully exercised the over-allotment option for 6,000,000 additional shares. Net proceeds were \$324.6 million, net of issuance costs of approximately \$0.2 million.

On July 13, 2012, we entered into an At Market Issuance Sales Agreement with MLV & Co. LLC, as our agent, to offer and sell, from time to time, up to 6,000,000 shares of our Series A Preferred Stock in at-the-market transactions. As of July 30, 2012, 68,003 shares have been issued under this agreement.

On July 27, 2012, a cash dividend of \$0.2865 per outstanding share of Series A Preferred Stock, or \$0.4 million in the aggregate, was paid to holders of record on July 13, 2012.

On July 27, 2012, we entered into an Equity Distribution Agreement with Citadel Securities LLC, as our agent, to offer and sell, from time to time, up to 22,500,000 shares of our common stock and up to 2,000,000 shares of our Series A Preferred Stock. As of July 31, 2012, no shares have been issued under this agreement.

On July 30, 2012, a cash dividend of \$0.10 per common share, or \$23.4 million in the aggregate, was paid to holders of record on July 16, 2012.

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

The following discussion of our financial condition and results of operations should be read in conjunction with our financial statements and related notes included elsewhere in this report.

References to "we", "us", "our", "ARMOUR" or the "Company" are to ARMOUR Residential REIT, Inc. References to "ARRM" are to ARMOUR Residential Management LLC, a Delaware limited liability company. References to "Enterprise" are to Enterprise Acquisition Corp., which is a wholly-owned subsidiary of ARMOUR.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains various "forward-looking statements." Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In some cases, you can identify forward-looking statements by the use of forward-looking terminology such as "believes," "expects," "may," "will," "would," "could," "should," "seeks," "approximately," "intends," "plans," "estimates" or "anticipates" or the negative of these words and phrases or similar words or phrases. All forward-looking statements may be impacted by a number of risks and uncertainties, including statements regarding the following subjects:

- our business and investment strategy;
- our anticipated results of operations;
- statements about future dividends;
- our ability to obtain financing arrangements;
- our understanding of our competition and ability to compete effectively;
- market, industry and economic trends; and
- interest rates.

The forward-looking statements in this report 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. You should carefully consider these risks before you make an investment decision with respect to our stock.

We cannot guarantee future results, levels of activity, performance or achievements. You should not place undue reliance on forward-looking statements, which apply only as of the date of this report. We do not intend and disclaim any duty or obligation to update or revise any industry information or forward-looking statements set forth in this report to reflect new information, future events or otherwise, except as required under the U.S. Federal securities laws.

Overview

We are an externally managed Maryland corporation organized in 2008, managed by ARRM. We invest primarily in hybrid adjustable rate, adjustable rate and fixed rate residential mortgage backed securities ("RMBS"). These securities are issued or guaranteed by a U.S. Government-sponsored entity ("GSE"), such as the Federal National Mortgage Association (Fannie Mae) and the Federal Home Loan Mortgage Corporation (Freddie Mac), or guaranteed by the Government National Mortgage Administration (Ginnie Mae) (collectively, "Agency Securities"). From time to time, a portion of our portfolio may be invested in unsecured notes and bonds issued by U.S. Government-chartered entities (collectively, "Agency Debt"), U.S. Treasuries and money market instruments, subject to certain income tests we must satisfy for our qualification as a real estate investment trust ("REIT"). On December 1, 2011, our stockholders approved

an amendment to our charter to alter our investment asset class restriction in response to potential changes in Agency Securities to include non-Agency as well as Agency Securities in our investment asset class restriction. While we remain committed to investing in Agency Securities for so long as an adequate supply and pricing exists, we believe it is prudent for us to have the flexibility to invest in non-Agency Securities and respond to changes in GSE policy.

We seek attractive long-term investment returns by investing our equity capital and borrowed funds in our targeted asset class of Agency Securities. We earn returns on the spread between the yield on our assets and our costs, including the interest cost of the funds we borrow, after giving effect to our hedges. We intend to qualify and have elected to be taxed as a REIT under the Internal Revenue Code (“the Code”). We will generally not be subject to federal income tax to the extent that we distribute our taxable income to our stockholders and as long as we satisfy the ongoing REIT requirements including meeting certain asset, income and stock ownership tests. Our business plan is to identify and acquire Agency Securities, finance our acquisitions with borrowings under a series of short-term repurchase agreements at the most competitive interest rates available to us and then cost-effectively hedge our interest rate and other risks based on our entire portfolio of assets, liabilities and derivatives and our management's view of the market. Successful implementation of our business plan requires us to address interest rate risk, maintain adequate liquidity and effectively hedge interest rate risks. We execute our business plan in a manner consistent with our intention of qualifying as a REIT and avoid regulation as an investment company.

Our results of operations and financial condition are affected by various factors, many of which are beyond our control, including, among other things, our net interest income, the market value of our assets and the supply of and demand for such assets. We invest in financial assets and markets. Recent events, such as those discussed below, can affect our business in ways that are difficult to predict and may produce results outside of typical operating variances. Our net interest income varies primarily as a result of changes in interest rates, borrowing costs and prepayment speeds, the behavior of which involves various risks and uncertainties. Prepayment rates, as reflected by the rate of principal pay downs and interest rates vary according to the type of investment, conditions in financial markets, government actions, competition and other factors, none of which can be predicted with any certainty. In general, as prepayment rates on our Agency Securities purchased at a premium increase, related purchase premium amortization increases, thereby reducing the net yield on such assets. Because changes in interest rates may significantly affect our activities, our operating results depend, in large part, upon our ability to manage interest rate risks and prepayment risks effectively while maintaining our status as a REIT. In addition, since we have not elected to use cash flow hedge accounting, earnings reported in accordance with U.S. generally accepted accounting principles (“GAAP”) will fluctuate even in situations where our derivatives are operating as intended. As a result of this mark-to-market accounting treatment, our results of operations are likely to fluctuate far more than if we were to designate our derivative activities as cash flow hedges. Comparisons with companies that use cash flow hedge accounting for all or part of their derivative activities may not be meaningful.

We anticipate that, for any period during which changes in the interest rates earned on our assets do not coincide with interest rate changes on our borrowings, such assets will reprice more slowly than the corresponding liabilities. Consequently, changes in interest rates, particularly short-term interest rates, may significantly influence our net interest income. With the maturities of our assets generally of longer term than those of our liabilities, interest rate increases will tend to decrease our net interest income and the market value of our assets (and therefore our book value). Such rate increases could possibly result in operating losses or adversely affect our ability to make distributions to our stockholders.

Prepayments on Agency Securities and the underlying mortgage loans may be influenced by changes in market interest rates and a variety of economic and geographic factors beyond our control, as well as policy decisions by Fannie Mae, Freddie Mac and Ginnie Mae. Consequently prepayment rates cannot be predicted with certainty. To the extent we have acquired Agency Securities at a premium or discount to par, or face value, changes in prepayment rates may impact our anticipated yield. In periods of declining interest rates, prepayments on our Agency Securities will likely increase. If we are unable to reinvest the proceeds of such prepayments at comparable yields, our net interest income may suffer. The recent climate of government intervention in the mortgage markets significantly increases the risk associated with prepayments.

While we intend to use strategies to economically hedge some of our interest rate risk, we do not intend to hedge all of our exposure to changes in interest rates and prepayment rates, as there are practical limitations on our ability to insulate our portfolio from all potential negative consequences associated with changes in short-term interest rates in a manner that will allow us to seek attractive net spreads on our portfolio.

In addition, a variety of other factors relating to our business may also impact our financial condition and operating performance; these factors include,

- our degree of leverage;
- our access to funding and borrowing capacity;
- our use of derivatives to hedge interest rate risk;
- the REIT requirements; and
- the requirements to qualify for an exemption under the Investment Company Act and other regulatory and accounting policies related to our business.

For a discussion of additional risks relating to our business see “Risk Factors” in Item 1A, the Risk Factors below, and in our Annual Report on Form 10-K for the year ended December 31, 2011.

Our Manager

We are externally managed by ARRM pursuant to an amended and restated management agreement as further amended and restated on June 18, 2012 (the “Second Amended and Restated Management Agreement”) (see Note 12 to the condensed consolidated financial statements). All of our executive officers are also employees of ARRM. ARRM manages our day-to-day operations, subject to the direction and oversight of the Board of Directors (“Board”). The Second Amended and Restated Management Agreement became effective on June 18, 2012 and expires after an initial term of 10 years on June 18, 2022 and is thereafter automatically renewed for an additional five-year term unless terminated under certain circumstances. Either party must provide 180 days prior written notice of any such termination.

Pursuant to the Second Amended and Restated Management Agreement, ARRM is entitled to receive a management fee payable monthly in arrears in an amount equal to 1/12th of 1% of gross equity raised until gross equity raised was \$50 million. Thereafter, the monthly management fee would be 1/12th of the sum of (a) 1.5% of gross equity raised up to \$1 billion plus (b) 0.75% of gross equity raised in excess of \$1 billion. We are also obligated to reimburse certain expenses incurred by ARRM and its affiliates. ARRM is further entitled to receive a termination fee from us under certain circumstances.

ARRM is entitled to receive a monthly management fee regardless of the performance of our portfolio. Accordingly, the payment of our monthly management fee may not decline in the event of a decline in our earnings and may cause us to incur losses.

Recent Developments

Developments at Fannie Mae and Freddie Mac

In February 2011, the U.S. Treasury along with the U.S. Department of Housing and Urban Development released a report entitled, "Reforming America's Housing Finance Market" to the U.S. Congress outlining recommendations for reforming the U.S. housing system, specifically Fannie Mae and Freddie Mac and transforming the U.S. Government's involvement in the housing market. It is unclear how future legislation may impact the housing finance market and the investing environment for Agency Securities as the method of reform is undecided and has not yet been defined by the regulators. Without U.S. Government support for residential mortgages, we may not be able to execute our current business model in an efficient manner.

We cannot predict whether or when new actions may occur, the timing and pace of current actions already implemented, or what impact if any, such actions, or future actions, could have on our business, results of operations and financial condition.

U.S. Government Market Intervention

The U.S. Federal Reserve's ("the Fed") program to purchase Agency Securities which had commenced in January 2009 and was terminated on March 31, 2010 has a significant impact on market prices. In total, \$1.3 trillion of Agency Securities were purchased. In addition, through the course of 2009, the U.S. Treasury purchased \$250.0 billion of Agency Securities. An effect of these purchases has been an increase in the prices of Agency Securities, which has decreased our net interest margin. When these programs terminated, the market expectation was that it might cause a decrease in demand for these securities which would likely reduce their market price. However, this has not happened and we continue to see strong demand as these securities remain desirable assets in this rather volatile economic environment. It is difficult to quantify the impact, as there are many factors at work at the same time that affect the price of Agency Securities and, therefore, our yield and book value. Due to the unpredictability in the markets for our securities in particular and yield generating assets in general, there is no pattern that can be implied with any certainty. In March 2011, the U.S. Treasury announced that it will begin the orderly wind down of its remaining Agency Securities with sales up to \$10.0 billion per month, subject to market conditions. It is unclear how these sales will affect market conditions and pricing. On September 21, 2011, the U.S. Federal Reserve announced that it will begin reinvesting principal payments from its holdings of Agency Debt and Agency Securities.

Financial Regulatory Reform Bill and Other Government Activity

We believe that we conduct our business in a manner that allows us to avoid being regulated as an investment company under the Investment Company Act, ("the Act") pursuant to the exemption provided by Section 3(c)(5)(C) for entities that are primarily engaged in the business of purchasing or otherwise acquiring "mortgages and other liens on

and interests in real estate.” On August 31, 2011, the Securities and Exchange Commission issued a concept release (No. IC-29778; File No. SW7-34-11, Companies Engaged in the Business of Acquiring Mortgages and Mortgage-Related Instruments) pursuant to which it is reviewing whether certain companies that invest in mortgage backed securities (“MBS”) and rely on the exemption from registration under Section 3(c)(5)(C) of the Act (such as us) should continue to be allowed to rely on such exemption from registration. If we fail to continue to qualify for this exemption from registration as an investment company, or the SEC determines that companies that invest in MBS are no longer able to rely on this exemption, our ability to use leverage would be substantially reduced and we would be unable to conduct our business as planned, or we may be required to register as an investment company under the Act, either of which could negatively affect the value of shares of our stock and our ability to make distributions to our stockholders.

Certain programs initiated by the U.S. Government, through the Federal Housing Administration and the Federal Deposit Insurance Corporation (“FDIC”), to provide homeowners with assistance in avoiding residential mortgage loan foreclosures are currently in effect. The programs may involve, among other things, the modification of mortgage loans to reduce the principal amount of the loans or the rate of interest payable on the loans, or to extend the payment terms of the loans. While the effect of these programs has not been as extensive as originally expected, the effect of such programs for holders of Agency Securities could be that such holders would experience changes in the anticipated yields of their Agency Securities due to (i) increased prepayment rates and (ii) lower interest and principal payments.

On July 21, 2010, President Obama signed the Dodd-Frank Act into law. The Dodd-Frank Act is extensive, complicated and comprehensive legislation that impacts practically all aspects of banking, and 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 changes that affect financial companies, including our company, 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 by establishing an interagency council on systemic risk and implementation of heightened prudential standards and regulation by the Board of Governors of the U.S. Federal Reserve for systemically important financial institutions (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 U.S. 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 U.S. 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.

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 the impact of any such regulations. It is unclear how this legislation may impact the borrowing environment, investing environment for Agency Securities and interest rate swap contracts as much of the bill's implementation has not yet been defined by the regulators.

In addition, in 2010, the Group of Governors and Heads of Supervisors of the Basel Committee on Banking Supervision, the oversight body of the Basel Committee, published its "calibrated" capital standards for major banking institutions ("Basel III"). Under these standards, when fully phased in on January 1, 2019, banking institutions will be required to maintain heightened Tier 1 common equity, Tier 1 capital and total capital ratios, as well as maintaining a "capital conservation buffer." Beginning with the Tier 1 common equity and Tier 1 capital ratio requirements, Basel III will be phased in incrementally between January 1, 2013 and January 1, 2019. The final package of Basel III reforms were approved by the G20 leaders in November 2010 and are subject to individual adoption by member nations, including the United States by January 1, 2013. It is unclear how the adoption of Basel III will affect our business at this time.

In September 2011, the White House announced work on a major initiative t