



# **FORM 10-Q**

**ANNALY MORTGAGE MANAGEMENT INC – NLY**

**Filed: November 13, 2001 (period: September 30, 2001)**

Quarterly report which provides a continuing view of a company's financial position

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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: SEPTEMBER 30, 2001

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: 1-13447

ANNALY MORTGAGE MANAGEMENT, INC.

(Exact name of Registrant as specified in its Charter)

MARYLAND  
(State or other jurisdiction of  
incorporation or organization)

22-3479661  
(IRS Employer Identification No.)

12 EAST 41ST STREET, SUITE 700  
NEW YORK, NEW YORK  
(Address of principal executive offices)

10017  
(Zip Code)

(212) 696-0100  
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all documents and 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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of stock, as of the last practicable date:

Class	Outstanding at November 9, 2001
Common Stock, \$.01 par value	59,762,511

ANNALY MORTGAGE MANAGEMENT, INC.

FORM 10-Q

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ANNALY MORTGAGE MANAGEMENT, INC  
STATEMENTS OF FINANCIAL CONDITION

	SEPTEMBER 30, 2001 (UNAUDITED)	DECEMBER 31, 2000
	-----	-----
<b>ASSETS</b>		
Cash and cash equivalents	\$ 849,658	\$ 113,061
Mortgage-Backed Securities, at fair value	6,428,852,659	1,978,219,376
Receivable for Mortgage-Backed Securities sold	61,977,199	44,933,631
Accrued interest receivable	36,580,296	11,502,482
Other assets	259,330	260,238
	-----	-----
Total assets	\$ 6,528,519,142	\$ 2,035,028,788
	=====	=====
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Liabilities:		
Repurchase agreements	\$ 5,521,302,906	\$ 1,628,359,000
Payable for Mortgage-Backed Securities purchased	275,430,810	258,798,138
Accrued interest payable	19,784,272	8,314,414
Dividends payable	26,893,130	3,630,745
Other liabilities	1,570,417	--
Accounts payable	1,493,019	284,105
	-----	-----
Total liabilities	5,846,474,554	1,899,386,402
	-----	-----
Stockholders' Equity:		
Common stock: par value \$.01 per share; 100,000,000 authorized, 59,755,018 and 14,522,978 shares issued and outstanding, respectively	597,550	145,230
Additional paid-in capital	623,277,645	147,844,861
Accumulated other comprehensive gain (loss)	56,676,820	(13,044,259)
Retained earnings	1,492,573	696,554
	-----	-----
Total stockholders' equity	682,044,588	135,642,386
	-----	-----
Total liabilities and stockholders' equity	\$ 6,528,519,142	\$ 2,035,028,788
	=====	=====

See notes to financial statements

ANNALY MORTGAGE MANAGEMENT, INC  
STATEMENTS OF OPERATIONS  
(UNAUDITED)

	FOR THE QUARTER ENDED SEPTEMBER 30, 2001	FOR THE QUARTER ENDED SEPTEMBER 30, 2000	FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2001	FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2000
	-----	-----	-----	-----
INTEREST INCOME:				
Mortgage-Backed Securities and cash equivalents	\$ 75,774,532	\$ 28,239,125	\$ 182,998,604	\$ 78,590,427
INTEREST EXPENSE:				
Repurchase agreements	48,620,332	24,779,096	127,357,375	65,525,066
NET INTEREST INCOME	27,154,200	3,460,029	55,641,229	13,065,361
GAIN ON SALE OF MORTGAGE-BACKED SECURITIES	1,184,399	872,949	1,935,813	1,044,576
GENERAL AND ADMINISTRATIVE EXPENSES	1,993,431	526,881	4,306,758	1,616,522
NET INCOME	26,345,168	3,806,097	53,270,284	12,493,415
OTHER COMPREHENSIVE INCOME				
Unrealized gain on available- for-sale securities	53,001,163	8,141,933	71,656,892	10,873,992
Less: reclassification adjustment for net gains included in net income	(1,184,399)	(872,949)	(1,935,813)	(1,044,576)
Other comprehensive income	51,816,764	7,268,984	69,721,079	9,829,416
COMPREHENSIVE INCOME	\$ 78,161,932	\$ 11,075,081	\$ 122,991,363	\$ 22,322,831
NET INCOME PER SHARE:				
Basic	\$ 0.58	\$ 0.27	\$ 1.51	\$ 0.89
Diluted	\$ 0.57	\$ 0.26	\$ 1.49	\$ 0.87
AVERAGE NUMBER OF SHARES OUTSTANDING:				
Basic	45,503,179	14,238,680	35,260,086	13,980,602
Diluted	45,959,693	14,529,142	35,768,890	14,274,552

See notes to financial statements

ANNALY MORTGAGE MANAGEMENT, INC  
STATEMENT OF STOCKHOLDERS' EQUITY  
FOR THE NINE MONTHS ENDED SEPTMEBER 30, 2001  
(UNAUDITED)

	COMMON STOCK PAR VALUE	ADDITIONAL PAID-IN CAPITAL	COMPREHENSIVE INCOME
BALANCE, DECEMBER 31, 2000	\$145,230	\$147,844,861	
Net Income			\$8,330,273
Other comprehensive income:			
Unrealized net gains on securities, net of reclassification adjustment			16,195,141
Comprehensive income			\$24,525,414
Exercise of stock options	259	113,973	
Proceeds from direct purchase	26	27,601	
Proceeds from offerings	111,500	99,172,361	
Dividends declared for the quarter ended March 31, 2001, \$0.35 per share			
BALANCE, MARCH 31, 2001	\$257,015	\$247,158,796	
Net Income			\$18,594,843
Other comprehensive income:			
Unrealized net gains on securities, net of reclassification adjustment			1,709,173
Comprehensive income			\$20,304,016
Exercise of stock options	549	306,532	
Proceeds from direct purchase	18	24,285	
Proceeds from offering	189,185	195,113,590	
Dividends declared for the quarter ended June 30, 2001, \$0.40 per share			
BALANCE, JUNE 30, 2001	\$446,767	\$442,603,203	
Net Income			\$26,345,168
Other comprehensive income:			
Unrealized net gains on securities, net of reclassification adjustment			51,816,765
Comprehensive income:			\$78,161,933
Exercise of stock options	867	1,195,336	
Proceeds from offering	149,916	179,479,106	
Dividends declared for the quarter ended September 30, 2001 \$0.45 per share			
BALANCE, SEPTEMBER 30, 2001	\$597,550	\$623,277,645	

  

	RETAINED EARNINGS	OTHER COMPREHENSIVE INCOME	TOTAL
BALANCE, DECEMBER 31, 2000	\$696,554	(\$13,044,259)	\$135,642,386
Net Income	8,330,273		
Other comprehensive income:			
Unrealized net gains on securities, net of reclassification adjustment		16,195,141	
Comprehensive income			24,525,414
Exercise of stock options			114,232
Proceeds from direct purchase			27,627
Proceeds from offerings			99,283,861
Dividends declared for the quarter ended March 31, 2001, \$0.35 per share	(7,710,438)		(7,710,438)
BALANCE, MARCH 31, 2001	\$1,316,389	\$3,150,882	\$251,883,082
Net Income	18,594,843		
Other comprehensive income:			
Unrealized net gains on securities, net of reclassification adjustment		1,709,173	
Comprehensive income			20,304,016
Exercise of stock options			307,081
Proceeds from direct purchase			24,303
Proceeds from offering			195,302,775
Dividends declared for the quarter ended June 30, 2001, \$0.40 per share	(17,870,697)		(17,870,697)
BALANCE, JUNE 30, 2001	\$2,040,535	\$4,860,055	\$449,950,560
Net Income	26,345,168		
Other comprehensive income:			
Unrealized net gains on securities, net of reclassification adjustment		51,816,765	
Comprehensive income:			78,161,933
Exercise of stock options			1,196,203
Proceeds from offering			179,629,022
Dividends declared for the quarter ended September 30, 2001 \$0.45 per share	(26,893,130)		(26,893,130)
BALANCE, SEPTEMBER 30, 2001	\$1,492,573	\$56,676,820	\$682,044,588

ANNALY MORTGAGE MANAGEMENT, INC  
STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	FOR THE QUARTER ENDED SEPTEMBER 30, 2001	FOR THE QUARTER ENDED SEPTEMBER 30, 2000	FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2001	FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2000
	-----	-----	-----	-----
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Net income	\$ 26,345,168	\$ 3,806,097	\$ 53,270,284	\$ 12,493,415
Adjustments to reconcile net income to net cash provided by operating activities:				
Amortization of mortgage premiums and discounts, net	8,685,442	826,937	17,623,231	1,821,548
Gain on sale of Mortgage-Backed Securities	(1,184,399)	(872,949)	(1,935,813)	(1,044,576)
Market value adjustment on Long-Term Repurchases agreement	445,323		445,323	
Increase in accrued interest receivable	(4,390,386)	(3,167,957)	(25,077,814)	(3,208,885)
(Decrease) increase in other assets	(41,939)	80,042	908	30,788
Increase in accrued interest Payable	1,558,240	1,960,976	11,469,858	1,396,250
Increase in other liabilities and accounts payable	686,695	86,367	1,208,914	193,594
	-----	-----	-----	-----
Net cash provided by operating Activities	32,104,144	2,719,513	57,004,891	11,682,134
	-----	-----	-----	-----
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>				
Purchase of Mortgage-Backed Securities	(1,924,645,073)	(398,401,549)	(5,911,153,730)	(572,513,360)
Proceeds from sale of Mortgage-Backed Securities	183,407,976	174,766,165	532,091,070	263,426,063
Principal payments of Mortgage-Backed Securities	506,300,833	43,138,679	982,052,142	112,862,956
	-----	-----	-----	-----
Net cash used in investing activities	(1,234,936,264)	(180,496,705)	(4,397,010,518)	(196,224,341)
	-----	-----	-----	-----
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>				
Proceeds from repurchase agreements	13,193,781,000	3,505,042,341	31,869,707,527	10,021,252,841
Principal payments on repurchase Agreements	(12,153,169,000)	(3,323,778,841)	(27,975,638,527)	(9,828,603,091)
Proceeds from exercise of stock options	1,196,203		1,617,516	146,621
Proceeds from dividend reinvestment and share purchase	--	767,479	51,930	5,667,569
Net Proceeds from offerings	179,629,022	--	474,215,658	--
Dividends paid	(17,870,698)	(4,262,403)	(29,211,880)	(13,880,755)
	-----	-----	-----	-----
Net cash provided by financing activities	1,203,566,527	177,768,576	4,340,742,224	184,583,185
	-----	-----	-----	-----
Net increase (decrease) in cash and cash equivalents	734,407	(8,616)	736,597	40,978
Cash and cash equivalents, beginning of period	115,251	121,512	113,061	71,918
	-----	-----	-----	-----
Cash and cash equivalents, end of period	\$ 849,658	\$ 112,896	\$ 849,658	\$ 112,896
	-----	-----	-----	-----
<b>Supplemental disclosure of cash flow Information:</b>				
Interest paid	\$ 47,062,092	\$ 22,818,120	\$ 115,887,517	\$ 64,128,816
	-----	-----	-----	-----
<b>Noncash financing activities:</b>				
Net change in unrealized gains on available-for-sale securities	\$ 51,816,764	\$ 7,268,984	\$ 69,721,079	\$ 9,829,416
	-----	-----	-----	-----
Dividends declared, not yet paid	\$ 26,893,130	\$ 3,574,858	\$ 26,893,130	\$ 3,574,858
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See notes to financial statements

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Annaly Mortgage Management, Inc. (the "Company") was incorporated in Maryland on November 25, 1996. The Company commenced its operations of purchasing and managing an investment portfolio of Mortgage-Backed Securities on February 18, 1997, upon receipt of the net proceeds from the private placement of equity capital. An initial public offering was completed on October 14, 1997.

A summary of the Company's significant accounting policies follows:

**BASIS OF PRESENTATION** - The accompanying unaudited financial statements have been prepared in conformity with the instructions to Form 10-Q and Article 10, Rule 10-01 of Regulation S-X for interim financial statements. The interim financial statements for the three and nine month periods are unaudited; however, in the opinion of the Company's management, all adjustments, consisting only of normal recurring accruals, necessary for a fair statement of the results of operations have been included. These unaudited financials statements should be read in conjunction with the audited financial statements included in the Company's Annual Report on form 10-K for the year ended December 31, 2000. The nature of the Company's business is such that the results of any interim period are not necessarily indicative of results for a full year.

**CASH AND CASH EQUIVALENTS** - Cash and cash equivalents includes cash on hand and money market funds. The carrying amounts of cash equivalents approximates their value.

**MORTGAGE-BACKED SECURITIES** - The Company invests primarily in mortgage pass-through certificates, collateralized mortgage obligations and other mortgage-backed securities representing interests in or obligations backed by pools of mortgage loans (collectively, "Mortgage-Backed Securities").

Statement of Financial Accounting Standards No. 115, Accounting for Certain Investments in Debt and Equity Securities, requires the Company to classify its investments as either trading investments, available-for-sale investments or held-to-maturity investments. Although the Company generally intends to hold most of its Mortgage-Backed Securities until maturity, it may, from time to time, sell any of its Mortgage-Backed Securities as part of its overall management of its balance sheet. Accordingly, this flexibility requires the Company to classify all of its Mortgage-Backed Securities as available-for-sale. All assets classified as available-for-sale are reported at fair value, based on market prices provided by certain dealers who make markets in these financial instruments, with unrealized gains and losses excluded from earnings and reported as a separate component of stockholders' equity.

Unrealized losses on Mortgage-Backed Securities that are considered other than temporary, as measured by the amount of decline in fair value attributable to factors other than temporary, are recognized in income and the cost basis of the Mortgage-Backed Securities is adjusted. There were no such adjustments for the nine months ended September 30, 2001 and the year ended December 31, 2000.

Interest income is accrued based on the outstanding principal amount of the Mortgage-Backed Securities and their contractual terms. Premiums and discounts associated with the purchase of the Mortgage-Backed Securities are amortized into interest income over the lives of the securities using the interest method.

Mortgage-Backed Securities transactions are recorded on the trade date. Purchases of newly issued securities are recorded when all significant uncertainties regarding the characteristics of the securities are removed, generally shortly before settlement date. Realized gains and losses on Mortgage-Backed Securities transactions are determined on the specific identification basis.

CREDIT RISK - At September 30, 2001 and December 31, 2000, the Company had limited its exposure to credit losses on its portfolio of Mortgage-Backed Securities by only purchasing securities issued by Federal Home Loan Mortgage Corporation ("FHLMC"), Federal National Mortgage Association ("FNMA"), or Government National Mortgage Association ("GNMA"). The payment of principal and interest on the FHLMC and FNMA Mortgage-Backed Securities are guaranteed by those respective agencies and the payment of principal and interest on the GNMA Mortgage-Backed Securities are backed by the full-faith-and-credit of the U.S. government. At September 30, 2001 and December 31, 2000 all of the Company's Mortgage-Backed Securities have an implied "AAA" rating.

INCOME TAXES - The Company has elected to be taxed as a Real Estate Investment Trust ("REIT") and intends to comply with the provisions of the Internal Revenue Code of 1986, as amended (the "Code") with respect thereto. Accordingly, the Company will not be subjected to Federal income tax to the extent of its distributions to shareholders and as long as certain asset, income and stock ownership tests are met.

USE OF ESTIMATES - The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America 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.

RECENT ACCOUNTING PRONOUNCEMENTS - The Company adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended by SFAS No. 137, Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date for FASB Statement No. 133, and No. 138, Accounting for Certain Derivative Instruments and Certain Hedging Activities, and as interpreted by the FASB and the Derivatives Implementation Group through Statement No. 133, Implementation Issues, as of January 1, 2000.

## 2. MORTGAGE-BACKED SECURITIES

The following table pertains to the Company's Mortgage-Backed Securities classified as available-for-sale as of September 30, 2001, which are carried at their fair value:

	FEDERAL HOME LOAN MORTGAGE CORPORATION	FEDERAL NATIONAL MORTGAGE ASSOCIATION	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION	TOTAL MORTGAGE-BACKED SECURITIES
Mortgage-Backed Securities, gross	\$3,277,663,017	\$2,911,635,970	\$86,202,420	\$6,275,501,407
Unamortized discount	(1,779,766)	(736,201)	-	(2,515,967)
Unamortized premium	46,286,763	51,323,500	1,580,136	99,190,399
Amortized cost	3,322,170,014	2,962,223,269	87,782,556	6,372,175,839
Gross unrealized gains	43,692,732	23,626,395	139,934	67,459,061
Gross unrealized losses	(5,340,923)	(5,229,927)	(211,391)	(10,782,241)
Estimated fair value	\$3,360,521,823	\$2,980,619,737	\$87,711,099	\$6,428,852,659
	AMORTIZED COST	GROSS UNREALIZED GAIN	GROSS UNREALIZED LOSS	ESTIMATED FAIR VALUE
Adjustable rate	\$4,874,854,432	\$32,870,251	(\$10,782,241)	\$4,896,942,442
Fixed rate	1,497,321,407	34,588,810	-0-	1,531,910,217
Total	\$6,372,175,839	\$67,459,061	(\$10,782,241)	\$6,428,852,659

The following table pertains to the Company's Mortgage-Backed Securities classified as available-for-sale as of December 31, 2000, which are carried at their fair value:

	FEDERAL HOME LOAN MORTGAGE CORPORATION	FEDERAL NATIONAL MORTGAGE ASSOCIATION	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION	TOTAL MORTGAGE-BACKED SECURITIES
Mortgage-Backed Securities, gross	\$1,029,045,622	\$853,777,836	\$85,143,889	\$1,967,967,347
Unamortized discount	(221,944)	(767,116)	-	(989,060)
Unamortized premium	11,203,043	11,569,619	1,512,687	24,285,349
Amortized cost	1,040,026,721	864,580,339	86,656,576	1,991,263,636
Gross unrealized gains	2,220,525	798,984	-	3,019,509
Gross unrealized losses	(5,426,076)	(9,503,333)	(1,134,360)	(16,063,769)
Estimated fair value	\$1,036,821,170	\$855,875,990	\$85,522,216	\$1,978,219,376
	AMORTIZED COST	GROSS UNREALIZED GAIN	GROSS UNREALIZED LOSS	ESTIMATED FAIR VALUE
Adjustable rate	\$1,475,409,337	\$ 12,565	(\$7,819,597)	\$1,467,602,305
Fixed rate	515,854,299	3,006,944	(8,244,172)	510,617,071
Total	\$1,991,263,636	\$3,019,509	(\$16,063,769)	\$1,978,219,376

The adjustable rate Mortgage-Backed Securities are limited by periodic caps (generally interest rate adjustments are limited to no more than 1% every six months) and lifetime caps. The weighted average lifetime cap was 11.5% at September 30, 2001 and 11.5% at December 31, 2000.

During the nine months ended September 30, 2001, the Company realized \$1,935,813 in gains from sales of Mortgage-Backed Securities. During the nine months ended September 30, 2000, the Company realized \$1,044,576 in gains from sales of Mortgage-Backed Securities.

### 3. REPURCHASE AGREEMENTS

The Company had outstanding \$5,521,302,906 and \$1,682,359,000 of repurchase agreements with a weighted average borrowing rate of 3.44% and 6.55% and a weighted average remaining maturity of 74 days and 29 days as of September 30, 2001 and December 31, 2000, respectively.

At September 30, 2001 and December 31, 2000, the repurchase agreements had the following remaining maturities:

	SEPTEMBER 30, 2001	DECEMBER 31, 2000
Within 30 days	\$4,402,672,000	\$1,135,886,000
30 to 59 days	629,348,000	363,810,000
60 to 89 days	-	48,845,000
90 to 119 days	18,202,000	-
Over 120 days	471,080,906	79,818,000
Total	\$5,521,302,906	\$1,628,359,000

4. OTHER LIABILITIES

As of September 30, 2001, the Company had a repurchase agreement with a buyer's right to extend. The buyer may extend this transaction, in whole or in part, on the repurchase date for an additional period of three months. The Buyer will additionally have the right to successively extend this transaction for additional periods of three months, but the final repurchase date will in any case be no later than July 19, 2006. The aggregate fair value was a \$1,570,417 liability included in other liabilities on the Statement of Financial Condition. During the quarter, the net change in the fair value was \$445,323, which was included in interest expense.

5. COMMON STOCK

During the nine months ended September 30, 2001, 167,502 options were exercised or shares granted under the long-term compensation plan totaled \$1,196,203. Also, 4,438 shares were purchased in the dividend reinvestment and direct purchase program an aggregate purchase price of \$51,931. The Company completed an offering of common stock on September 26, 2001 issuing 14,991,600 shares, with aggregate net proceeds of \$179.6 million. An offering of common stock during the second quarter of 2001 was completed issuing 18,918,500 shares, with aggregate net proceeds of \$195.3 million. Additional offerings for 11,150,000 shares were completed during the first quarter for aggregate net proceeds of \$99.3 million. During the year ended December 31, 2000, the number of stock options exercised was 47,499, with an aggregate purchase price of \$198,762. The number of shares issued in the dividend reinvestment and direct purchase plan was 894,163 with an aggregate purchase price of \$7,392,859 during the year ended December 31, 2000.

During the Company's quarter ending September 30, 2001, the Company declared dividends to shareholders totaling \$26,893,130 or \$0.45 per share, which was paid on October 30, 2001. During the year ended December 31, 2000, the Company declared dividends to shareholders totaling \$16,333,252, or \$1.15 per share, of which \$12,702,507 was paid during the year and \$3,630,745 was paid on January 30, 2001.

6. EARNINGS PER SHARE (EPS)

In February 1997, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting No. 128, Earnings Per Share (SFAS No. 128), which requires dual presentation of basic EPS and diluted EPS on the face of the income statement for all entities with complex capital structures. SFAS No. 128 also requires a reconciliation of the numerator and denominator of basic EPS and diluted EPS computation.

For the quarter ended September 30, 2001, the reconciliation is as follows:

	For the Quarter Ended September 30, 2001		
	Income (Numerator)	Shares (Denominator)	Per-Share Amount
Net income	\$26,345,168		
Basic earnings per share	\$26,345,168	45,503,179	\$0.58
Effect of dilutive securities:			
Dilutive stock options		456,514	
Diluted earnings per share	\$26,345,168	45,959,693	\$0.57

For the nine months ended September 30, 2001, the reconciliation is as follows:

For the Nine Months Ended September 30, 2001			
	Income (Numerator)	Shares (Denominator)	Per-Share Amount
Net income	\$53,270,284		
Basic earnings per share	\$53,270,284	35,260,086	\$1.51
Effect of dilutive securities: Dilutive stock options		508,804	
Diluted earnings per share	\$53,270,284	35,768,890	\$1.49

Options to purchase 735,485 shares were outstanding during the quarter ended September 30, 2001 and were dilutive as the exercise price of between \$4.00 and \$13.69 was less than the average stock price for the quarter of \$13.75. Options to purchase 729,235 shares were outstanding during the nine months ended September 30, 2001 and were dilutive as the exercise price of between \$4.00 and \$11.25 was less than the average stock price for the nine months of \$12.18. Options to purchase 6,250 shares of stock were outstanding and not considered dilutive. The exercise price of \$13.69 was greater than the average stock price for the nine months of \$12.18

For the quarter ended September 30, 2000, the reconciliation is as follows:

For the Quarter Ended September 30, 2000			
	Income (Numerator)	Shares (Denominator)	Per-Share Amount
Net income	\$3,806,097		
Basic earnings per share	\$3,806,097	14,238,680	\$0.27
Effect of dilutive securities: Dilutive stock options		290,462	
Diluted earnings per share	\$3,806,097	14,529,142	\$0.26

For the nine months ended September 30, 2000, the reconciliation is as follows:

For the Nine Months Ended September 30, 2000			
	Income (Numerator)	Shares (Denominator)	Per-Share Amount
Net income	\$12,493,415		
Basic earnings per share	\$12,493,415	13,980,602	\$0.89
Effect of dilutive securities: Dilutive stock options		293,950	
Diluted earnings per share	\$12,493,415	14,274,552	\$0.87

Options to purchase 346,756 shares were outstanding during the quarter ended September 30, 2000 and dilutive, as the exercise price (between \$4.00 and \$8.125) was less than the average stock price for the three month period for the Company of \$8.62. Options to purchase 452,676 shares of stock were outstanding during the period and are not considered dilutive. The exercise price (between \$8.94 and \$11.25) was greater than the average stock price for the three month period of \$8.62. Options to purchase 346,756 shares were outstanding during the nine months ended September 30, 2000 and dilutive, as the exercise price (between \$4.00 and \$8.125) was less than the average stock price for the nine month period for the Company of \$8.51. Options to purchase 452,676 shares of stock were outstanding during the period and are not considered dilutive. The exercise price (between \$8.63 and \$11.25) was greater than the average stock price for the three month period of \$8.51.

7. COMPREHENSIVE INCOME

The Company adopted Statement of Financial Accounting Standards No. 130, Reporting Comprehensive Income. Statement No. 130 requires the reporting of comprehensive income in addition to net income from operations. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income. The Company at September 30, 2001 and December 31, 2000 held securities classified as available-for-sale. At September 30, 2001, the net unrealized gain totaled \$56,676,820 and at December 31, 2000, the net unrealized loss totaled \$13,044,259.

8. LEASE COMMITMENTS

The Corporation has a noncancelable lease for office space, which commenced in April 1998 and expires in December 2007.

The Corporation's aggregate future minimum lease payments are as follows:

2001	\$97,868
2002	100,515
2003	110,261
2004	113,279
2005	116,388
2006	119,590
2007	122,888
	-----
Total remaining lease payments	\$780,789
	=====

10. RELATED PARTY TRANSACTION

Included in "Other Assets" on the Balance sheet is an investment in Annaly International Money Management, Inc. On June 24, 1998, the Company acquired 99,960 nonvoting shares, at a cost of \$49,980. The officers and directors of Annaly International Money Management Inc. are also officers and directors of the Company.

11. INTEREST RATE RISK

The primary market risk to the Company 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 the Company's control. Changes in the general level of interest rates can affect net interest income, which is the difference between the interest income earned on interest-earning assets and the interest expense incurred in connection with the interest-bearing 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 the mortgage-backed securities and the Company's ability to realize gains from the sale of these assets.

The Company seeks to manage the extent to which net income changes as a function of changes in interest rates by matching adjustable-rate assets with variable-rate borrowings. In addition, although the Company has not done so to date, the Company may seek to mitigate the potential impact on net income of periodic and lifetime coupon adjustment restrictions in the portfolio of mortgage-backed securities by entering into interest rate agreements such as interest rate caps and interest rate swaps.

Changes in interest rates may also have an effect on the rate of mortgage principal prepayments and, as a result, prepayments on mortgage-backed securities. The Company will seek to mitigate the effect of changes in the mortgage principal repayment rate by balancing assets purchased at a premium with assets purchased at a discount. To date, the aggregate premium exceeds the aggregate discount on the mortgage-backed securities. As a result, prepayments, which result in the expensing of unamortized premium, will reduce net income compared to what net income would be absent such prepayments.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

We are a real estate investment trust that owns and manages a portfolio of mortgage-backed securities. Our principal business objective is to generate net income for distribution to our stockholders from the spread between the interest income on our mortgage-backed securities and the costs of borrowing to finance our acquisition of mortgage-backed securities.

RESULTS OF OPERATIONS: FOR THE QUARTERS ENDED SEPTEMBER 30, 2001 AND 2000

NET INCOME SUMMARY

For the quarter ended September 30, 2001, our GAAP net income was \$26.3 million, or \$0.58 basic earnings per average share, as compared to \$3.8 million, or \$0.27 basic earnings per average share, for the quarter ended September 30, 2000. We compute our GAAP net income per share by dividing net income by the weighted average number of shares of outstanding common stock during the period, which was 45,503,179 for the quarter ended September 30, 2001 and 14,238,680 for the quarter ended September 30, 2000. Dividends per shares outstanding for the quarter ended September 30, 2001 was \$0.45 per share, or \$26.9 million in total. Dividends per shares outstanding for the quarter ended September 30, 2000 was \$0.25 per share, or \$3.6 million in total. Our annualized return on average equity was 23.26% for the quarter ended September 30, 2001 and 13.29% for the quarter ended September 30, 2000.

For the nine months ended September 30, 2001, our GAAP net income was \$53.3 million, or \$1.51 basic earnings per average share, as compared to \$12.5 million, or \$0.89 basic earnings per average share, for the nine months ended September 30, 2000. We compute our GAAP net income per share by dividing net income by the weighted average number of shares of outstanding common stock during the period, which was 35,260,086 for the nine months ended September 30, 2001 and 13,980,602 for the nine months ended September 30, 2000. Dividends per actual shares outstanding for the nine months ended September 30, 2001 was \$1.15 per share, or \$52.5 million in total. Our annualized return on average equity was 18.78% for the nine months ended September 30, 2001 and 14.91% for the nine months ended September 30, 2000.

NET INCOME SUMMARY  
(dollars in the thousands, except for per share data)

	QUARTER ENDED SEPTEMBER 30, 2001	QUARTER ENDED SEPTEMBER 30, 2000	NINE MONTHS ENDED SEPTEMBER 30, 2001	NINE MONTHS ENDED SEPTEMBER 30, 2000
Interest Income	\$75,774	\$28,239	\$182,998	\$78,590
Interest Expense	48,620	24,779	127,357	65,525
Net Interest Income	27,154	3,460	55,641	13,065
Gain on Sale of Mortgage-Backed Securities	1,184	873	1,936	1,045
General and Administrative Expenses	1,993	527	4,307	1,617
Net Income	\$26,345	\$ 3,806	\$53,270	\$12,493
Average Number of Basic Shares Outstanding	45,503,179	14,238,680	35,260,086	13,980,602
Average Number of Diluted Shares Outstanding	45,959,693	14,529,142	35,768,890	14,274,552
Basic Net Income Per Share	\$0.58	\$0.27	\$1.51	\$0.89
Diluted Net Income Per Share	\$0.57	\$0.26	\$1.49	\$0.87
Average Total Assets	\$6,069,419	\$1,620,094	\$4,424,237	\$1,569,205
Average Equity	\$453,104	\$114,573	\$378,179	\$111,755

Annualized Return on Average Assets	1.74%	0.94%	1.61%	1.06%
Annualized Return on Average Equity	23.26%	13.29%	18.78%	14.91%

#### INTEREST INCOME AND AVERAGE EARNING ASSET YIELD

We had average earning assets of \$5.3 billion and \$1.6 billion for the quarters ended September 30, 2001 and 2000, respectively. Our primary source of income for the quarters ended September 30, 2001 and 2000 was interest income. A portion of our income was generated by gains on the sales of our mortgage-backed securities. Our interest income was \$75.8 million for the quarter ended September 30, 2001 and \$28.2 million for the quarter ended September 30, 2000. Our yield on average earning assets was 5.76% and 7.10% for the same respective periods. Our average earning asset balance increased by \$3.7 billion and interest income increased by \$47.6 million for the quarter ended September 30, 2001 as compared to the quarter ended September 30, 2000, due to the substantial increase in the asset base resulting from the inflow of capital during the nine months.

We had average earning assets of \$4.0 billion and \$1.5 billion for the nine months ended September 30, 2001 and 2000, respectively. Our interest income was \$183.0 million for the nine months ended September 30, 2001 and \$78.6 million for the nine months ended September 30, 2000. Our yield on average earning assets was 6.09% and 6.96% for the same respective periods. Our average earning asset balance increased by \$2.5 billion and interest income increased by \$104.4 million for the nine months ended September 30, 2001 as compared to the nine months ended September 30, 2000, due to equity offerings in the first, second and third quarters.

The table below shows our average balance of cash equivalents and mortgage-backed securities, the yields we earned on each type of earning asset, our yield on average earning assets and our interest income for the quarters ended September 30, 2001, June 30, 2001, and March 31, 2001, the year ended December 31, 2000 and the four quarters in 2000.

#### AVERAGE EARNING ASSET YIELD

	Average Cash Equivalents	Average Mortgage- Backed Securities	Average Earning Assets	Yield on Average Cash Equivalents	Yield on Average Mortgage- Backed Securities	Yield on Average Earning Assets	Interest Income
	-----	-----	-----	-----	-----	-----	-----
	(dollars in thousands)						
For the Quarter Ended September 30, 2001	\$2	\$5,263,231	\$5,263,233	2.77%	5.76%	5.76%	\$75,774
For the Quarter Ended June 30, 2001	\$2	\$4,256,864	\$4,256,866	3.72%	6.09%	6.09%	\$64,790
For the Quarter Ended March 31, 2001	\$2	\$2,502,088	\$2,502,090	4.93%	6.78%	6.78%	\$42,434
-----							
For the Year Ended December 31, 2000	\$263	\$1,564,228	\$1,564,491	4.1.8%	7.02%	7.02%	\$109,750
For the Quarter Ended December 31, 2000	\$394	\$1,741,985	\$1,742,379	5.08%	7.16%	7.15%	\$31,160
For the Quarter Ended September 30, 2000	\$188	\$1,590,497	\$1,590,685	5.43%	7.10%	7.10%	\$28,239
For the Quarter Ended June 30, 2000	\$243	\$1,476,283	\$1,476,526	3.29%	6.97%	6.97%	\$25,734
For the Quarter Ended March 31, 2000	\$226	\$1,448,148	\$1,448,374	1.79%	6.80%	6.80%	\$24,617

The constant prepayment rate (or CPR) on our mortgage-backed securities for the quarter ended September 30, 2001 was 25% and for the quarter ended September 30, 2000 was 12%. CPR is an assumed rate of prepayment for our mortgage-backed securities, expressed as an annual rate of prepayment relative to the outstanding principal balance of our mortgage-backed securities. CPR does not purport to be either a historical description of the prepayment experience of our mortgage-backed securities or a prediction of the anticipated rate of prepayment of our mortgage-backed securities.

Principal prepayments had a negative effect on our earning asset yield for the quarters and nine months ended September 30, 2001 and 2000 because we adjust our rates of premium amortization and discount accretion monthly based upon the effective yield method, which takes into consideration changes in prepayment speeds.

INTEREST EXPENSE AND THE COST OF FUNDS

We anticipate that our largest expense will be the cost of borrowed funds. We had average borrowed funds of \$5.0 billion and total interest expense of \$48.6 million for the quarter ended September 30, 2001. We had average borrowed funds of \$1.5 billion and total interest expense of \$24.8 million for the quarter ended September 30, 2000. Our average cost of funds was 3.89% for the quarter ended September 30, 2001 and 6.71% for the quarter ended September 30, 2000. The cost of funds rate decreased 282 basis points and the average borrowed funds increased by \$3.5 billion for the quarter ended September 30, 2001 when compared to the quarter ended September 30, 2000. Due to the increase of \$3.5 billion in the average repurchase balance, interest expense increased by 96%, even though the cost of funds rate declined by 282 basis points.

We had average borrowed funds of \$3.8 billion and total interest expense of \$127.4 million for the nine months ended September 30, 2001. We had average borrowed funds of \$1.4 billion and total interest expense of \$65.5 million for the nine months ended September 30, 2000. Our average cost of funds was 4.47% for the nine months ended September 30, 2001 and 6.29% for the nine months ended September 30, 2000. The cost of funds rate decreased 182 basis points and the average borrowed funds increased by \$2.4 billion for the nine months ended September 30, 2001 when compared to the nine months ended September 30, 2000.

With our current asset/liability management strategy, changes in our cost of funds are expected to be closely correlated with changes in short-term LIBOR, although we may choose to extend the maturity of our liabilities at any time. Our average cost of funds was 0.34% above average one-month LIBOR for the quarter ended September 30, 2001 and 0.09% greater than average one-month LIBOR for the quarter ended September 30, 2000. We generally have structured our borrowings to adjust with one-month LIBOR because we believe that one-month LIBOR may continue to be lower than nine-month LIBOR in the present interest rate environment. During the quarter ended September 30, 2001, average one-month LIBOR, was 3.55%, which was 0.08% higher than average six-month LIBOR, which was 3.47%. During the quarter ended September 30, 2000, average one-month LIBOR, was 6.62%, 0.220% lower than average nine-month LIBOR, which was 6.84%.

The table below shows our average borrowed funds and average cost of funds as compared to average one-month and average six-month LIBOR for the quarters ended September 30, 2001, June 30, 2001, and March 31, 2001, the year ended December 31, 2000 and the four quarters in 2000.

AVERAGE COST OF FUNDS

	Average Borrowed Funds	Interest Expense	Average Cost of Funds	Average One-Month LIBOR	Average Six-Month LIBOR	Average One-Month LIBOR Relative to Average Six-Month LIBOR	Average Cost of Funds Relative to Average One-Month LIBOR	Average Cost of Funds Relative to Average Six-Month LIBOR
	-----	-----	-----	-----	-----	-----	-----	-----
	(dollars in thousands)							
For the Quarter Ended September 30, 2001	\$4,997,922	\$48,620	3.89%	3.55%	3.47%	0.08%	0.34%	0.42%
For the Quarter Ended June 30, 2001	\$4,035,022	\$45,284	4.49%	4.27%	4.12%	0.15%	0.22%	0.37%
For the Quarter Ended March 31, 2001	\$2,355,658	\$33,453	5.68%	5.51%	5.18%	0.33%	0.17%	0.50%
For the Year Ended December 31, 2000	\$1,449,999	\$92,902	6.41%	6.41%	6.66%	(0.25%)	-	(0.25%)
For the Quarter Ended December 31, 2000	\$1,632,564	\$27,377	6.71%	6.65%	6.62%	0.03%	0.06%	0.09%
For the Quarter Ended September 30, 2000	\$1,477,112	\$24,779	6.71%	6.62%	6.84%	(0.22%)	0.09%	(0.13%)
For the Quarter Ended June 30, 2000	\$1,360,419	\$21,453	6.30%	6.46%	6.84%	(0.38%)	(0.16%)	(0.54%)
For the Quarter Ended March 31, 2000	\$1,329,900	\$19,293	5.80%	5.92%	6.32%	(0.40%)	(0.12%)	(0.52%)

#### NET INTEREST RATE AGREEMENT EXPENSE

We have not entered into any interest rate agreements to date. As part of our asset/liability management process, we may enter into interest rate agreements such as interest rate caps, floors or swaps. These agreements would be entered into with the intent to reduce interest rate or prepayment risk and would be designed to provide us income and capital appreciation in the event of certain changes in interest rates. However, even after entering into these agreements, we would still be exposed to interest rate and prepayment risks. We review the need for interest rate agreements on a regular basis consistent with our capital investment policy.

#### NET INTEREST INCOME

Our net interest income, which equals interest income less interest expense, totaled \$27.2 million for the quarter ended September 30, 2001 and \$3.5 million for the quarter ended September 30, 2000. Our net interest income increased because of the increased asset size of the company. Our net interest spread, which equals the yield on our average assets for the period less the average cost of funds for the period, was 1.87% for the quarter ended September 30, 2001 as compared to 0.39% for the quarter ended September 30, 2000. This 1.48% increase in spread income is reflected in the increase in net interest income. Net interest margin, which equals net interest income divided by average total assets, was 1.79% on an annualized basis for the quarter ended September 30, 2001 and 0.85% for the quarter ended June 30, 2000. The principal reason that net interest margin exceeded net interest spread is that average interest earning assets exceeded average interest bearing liabilities. A portion of our assets is funded with equity rather than borrowings. We did not have any interest rate agreement expenses to date.

Our net interest income, which equals interest income less interest expense, totaled \$55.6 million for the nine months ended September 30, 2001 and \$13.1 million for the nine months ended September 30, 2000. Our net interest income increased as a direct result of the equity offerings during the nine month ended September 30, 2001. Our net interest spread, which equals the yield on our average assets for the period less the average cost of funds for the period, was 1.62% for the nine months ended September 30, 2001 as compared to 0.65% for the nine months ended September 30, 2000. This 0.77% increase in interest rate spread is reflected in the increase in net interest income.

The table below shows our interest income by earning asset type, average earning assets by type, total interest income, interest expense, average repurchase agreements, average cost of funds, and net interest income for the quarters ended September 30, 2001, June 30, 2001, and March 31, 2001, the year ended December 31, 2000, and the four quarters in 2000.

GAAP NET INTEREST INCOME

	Average Mortgage-Backed Securities Held -----	Interest Income on Mortgage-Backed Securities -----	Average Cash Equivalents -----	Total Interest Income -----	Yield on Average Interest Earning Assets -----
(dollars in the thousands)					
For the Quarter Ended September 30, 2001	\$5,263,231	\$75,774	\$2	\$75,774	5.76%
For the Quarter Ended June 30, 2001	\$4,256,864	\$64,790	\$2	\$64,790	6.09%
For the Quarter Ended March 31, 2001	\$2,502,088	\$42,434	\$2	\$42,434	6.78%
-----					
For the Year Ended December 31, 2000	\$1,564,228	\$109,739	\$263	\$109,750	7.02%
For the Quarter Ended December 31, 2000	\$1,741,985	\$31,154	\$394	\$31,160	7.16%
For the Quarter Ended September 30, 2000	\$1,590,497	\$28,237	\$188	\$28,239	7.10%
For the Quarter Ended June 30, 2000	\$1,476,283	\$25,732	\$243	\$25,734	6.97%
For the Quarter Ended March 31, 2000	\$1,448,148	\$24,616	\$226	\$24,617	6.80%

	Average Balance of Repurchase Agreements -----	Interest Expense -----	Average Cost of Funds -----	Net Interest Income -----
For the Quarter Ended September 30, 2001	\$4,997,922	\$48,620	3.89%	\$27,154
For the Quarter Ended June 30, 2001	\$4,035,022	\$45,284	4.49%	\$19,506
For the Quarter Ended March 31, 2001	\$2,355,658	\$33,453	5.68%	\$8,981
-----				
For the Year Ended December 31, 2000	\$1,449,999	\$92,902	6.41%	\$16,848
For the Quarter Ended December 31, 2000	\$1,632,564	\$27,377	6.71%	\$3,783
For the Quarter Ended September 30, 2000	\$1,447,112	\$24,779	6.71%	\$3,460
For the Quarter Ended June 30, 2000	\$1,360,419	\$21,453	6.30%	\$4,282
For the Quarter Ended March 31, 2000	\$1,329,900	\$19,293	5.80%	\$5,323

GAINS AND LOSSES ON SALES OF MORTGAGE-BACKED SECURITIES

For the quarter ended September 30, 2001, we sold mortgage-backed securities with an aggregate historical amortized cost of \$182.2 million for an aggregate gain of \$1.2 million. For the quarter ended September 30, 2000, we sold mortgage-backed securities with an aggregate historical amortized cost of \$174.0 million for an aggregate gain of \$872,949. For the nine months ended September 30, 2001, we sold mortgage-backed securities with an aggregate historical amortized cost of \$530.1 million for an aggregate gain of \$1.9 million. For the nine months ended September 30, 2000, we sold mortgage-backed securities with an aggregate historical amortized cost of \$262.4 million for an aggregate gain of \$1.0 million. The difference between the sale price and the historical amortized cost of our mortgage-backed securities is a realized gain and increases income accordingly. We do not expect to sell assets on a frequent basis, but may from time to time sell existing assets to move into new assets, which our management believes might have higher risk-adjusted returns, or to manage our balance sheet as part of our asset/liability management strategy.

CREDIT LOSSES

We have not experienced credit losses on our mortgage-backed securities to date. We have limited our exposure to credit losses on our mortgage-backed securities by purchasing only securities, issued or guaranteed by FNMA, FHLMC or GNMA, which, although not rated, carry an implied "AAA" rating.

GENERAL AND ADMINISTRATIVE EXPENSES

G&A expenses were \$2.0 million for the quarter ended September 30, 2001 and \$526,881 for the quarter ended September 30, 2000. G&A expenses as a percentage of average assets was 0.13% on an annualized basis for the both quarters ended September 30, 2001 and 2000, respectively. The Company is internally managed and continues to be a low cost provider. G&A expenses were \$4.3 million for the nine months ended September 30, 2001 and \$1.6 million for the nine months ended September 30, 2000. Due to the increase in average assets, Annaly is able to take advantage of economies of scale. Even though G&A expenses increased for the quarter and the nine months ended September 30, 2001, when compared to the quarter and nine months ended September 30, 2000, G&A as a percentage of average assets remained unchanged.

## GAAP G&amp;A EXPENSES AND OPERATING EXPENSE RATIOS

	Total GA Expenses	Total GA Expenses/Average Assets (annualized)	Total GA Expenses/Average Equity (annualized)
	-----	-----	-----
	(dollars in the thousands)		
For the Quarter Ended September 30, 2001	\$1,993	0.13%	1.76%
For the Quarter Ended June 30, 2001	\$1,393	0.12%	1.44%
For the Quarter Ended March 31, 2001	\$921	0.13%	1.90%
-----			
For the Year Ended December 31, 2000	\$2,286	0.14%	1.94%
For the Quarter Ended December 31, 2000	\$670	0.14%	2.11%
For the Quarter Ended September 30, 2000	\$527	0.13%	1.84%
For the Quarter Ended June 30, 2000	\$507	0.15%	1.85%
For the Quarter Ended March 31, 2000	\$582	0.16%	2.19%

## NET INCOME AND RETURN ON AVERAGE EQUITY

Our net income was \$26.3 million for the quarter ended September 30, 2001 and \$3.8 million for the quarter ended September 30, 2000. Our return on average equity was 23.3% for the quarter ended September 30, 2001 and 13.3% for the quarter ended September 30, 2000.

Our net income was \$53.3 million for the nine months ended September 30, 2001 and \$12.5 million for the nine months ended September 30, 2000. Our return on average equity was 18.8% for the nine months ended September 30, 2001 and 14.9% for the nine months ended September 30, 2000. The increase in net income is a direct result of the increase in capital from the offerings completed in the first, second and third quarters of 2001. As previously mentioned, the new capital allowed us to grow the balance sheet and ultimately grow earnings.

The table below shows our net interest income, gain on sale of mortgage-backed securities and G&A expenses each as a percentage of average equity, and the return on average equity for the quarters ended September 30, 2001, June 30, 2001, and March 31, 2001, the year ended December 31, 2000, and for the four quarters in 2000.

## COMPONENTS OF RETURN ON AVERAGE EQUITY

(RATIOS FOR ALL QUARTERS ARE ANNUALIZED)

	Net Interest Income/Average Equity	Gain on Sale of Mortgage-Backed Securities/Average Equity	GA Expenses/Average Equity	Return on Average Equity
	-----	-----	-----	-----
For the Quarter Ended September 30, 2001	23.97%	1.05%	1.76%	23.26%
For the Quarter Ended June 30, 2001	20.37%	0.50%	1.45%	19.42%
For the Quarter Ended March 31, 2001	18.54%	0.56%	1.90%	17.20%
-----				
For the Year Ended December 31, 2000	14.31%	1.72%	1.94%	14.09%
For the Quarter Ended December 31, 2000	11.90%	3.09%	2.11%	12.88%
For the Quarter Ended September 30, 2000	12.08%	3.05%	1.84%	13.29%
For the Quarter Ended June 30, 2000	15.61%	0.24%	1.85%	14.00%
For the Quarter Ended March 31, 2000	20.07%	0.40%	2.19%	18.28%

## MORTGAGE-BACKED SECURITIES

All of our mortgage-backed securities at September 30, 2001 were adjustable-rate or fixed-rate mortgage-backed securities backed by single-family mortgage loans. All of the mortgage assets underlying these mortgage-backed securities were secured with a first lien position on the underlying single-family properties. All our mortgage-backed securities were FHLMC, FNMA or GNMA mortgage pass-through certificates or CMOs, which carry an implied "AAA" rating. We mark-to-market all of our earning assets at liquidation value.

We accrete discount balances as an increase in interest income over the life of discount mortgage-backed securities and we amortize premium balances as a decrease in interest income over the life of premium mortgage-backed securities. At September 30, 2001 and December 31, 2000, we had on our balance sheet a total of \$2.5 million and \$1.0 million respectively, of unamortized discount (which is the difference between the remaining principal value and current historical amortized cost of our mortgage-backed securities acquired at a price below principal value) and a total of \$99.2 million and \$24.3 million, respectively, of unamortized premium (which is the difference between the remaining principal value and the current historical amortized cost of our mortgage-backed securities acquired at a price above principal value).

We received mortgage principal repayments of \$506.3 million for the quarter ended September 30, 2001 and \$43.1 million for the quarter ended September 30, 2000. Given our current portfolio composition, if mortgage principal prepayment rates were to increase over the life of our mortgage-backed securities, all other factors being equal, our net interest income would decrease during the life of these mortgage-backed securities as we would be required to amortize our net premium balance into income over a shorter time period. Similarly, if mortgage principal prepayment rates were to decrease over the life of our mortgage-backed securities, all other factors being equal, our net interest income would increase during the life of these mortgage-backed securities, as we would amortize our net premium balance over a longer time period.

The table below summarizes our mortgage-backed securities at September 30, 2001, June 30, 2001 and March 31, 2001, December 31, 2000, September 30, 2000, June 30, 2000, and March 31, 2000.

## MORTGAGE-BACKED SECURITIES

	Principal Value	Net Premium	Amortized Cost	Amortized Cost/Principal Value	Estimated Fair Value	Estimated Fair Value/Principal Value	Weighted Average Yield
	-----	-----	-----	-----	-----	-----	-----
	(dollars in thousands)						
At September 30, 2001	\$6,275,501	\$96,674	\$6,372,175	101.54%	\$6,428,853	102.44%	5.17%
At June 30, 2001	\$5,498,235	\$69,193	\$5,567,428	101.26%	\$5,572,288	101.34%	5.75%
At March 31, 2001	\$3,455,436	\$42,023	\$3,497,459	101.22%	\$3,500,610	101.31%	6.43%
At December 31, 2000	\$1,967,967	\$23,296	\$1,991,263	101.18%	\$1,978,219	100.52%	7.09%
At September 30, 2000	\$1,669,997	\$21,878	\$1,691,875	101.31%	\$1,664,136	99.65%	7.23%
At June 30, 2000	\$1,464,968	\$20,893	\$1,485,861	101.43%	\$1,450,853	99.04%	7.32%
At March 31, 2000	\$1,448,875	\$21,826	\$1,470,701	101.51%	\$1,436,389	99.14%	7.02%

The tables below set forth certain characteristics of our mortgage-backed securities. The index level for adjustable-rate mortgage-backed securities is the weighted average rate of the various short-term interest rate indices, which determine the coupon rate.

ADJUSTABLE-RATE MORTGAGE-BACKED SECURITY CHARACTERISTICS

	Principal Value	Weighted Average Coupon Rate	Weighted Average Index Level	Weighted Average Net Margin	Weighted Average Term to Next Adjustment	Weighted Average Lifetime Cap	Weighted Average Asset Yield	Principal Value at Period End as % of Total Mortgage-Backed Securities
	(dollars in thousands)							
At September 30, 2001	\$4,789,570	6.24%	4.31%	1.93%	27 months	11.46%	4.76%	76.32%
At June 30, 2001	\$3,997,580	6.47%	4.60%	1.87%	26 months	11.37%	5.38%	72.71%
At March 31, 2001	\$2,495,296	7.01%	5.14%	1.87%	26 months	11.57%	6.35%	72.21%
At December 31, 2000	\$1,454,356	7.61%	5.76%	1.85%	15 months	11.47%	7.24%	73.90%
At September 30, 2000	\$1,203,268	7.64%	5.93%	1.71%	13 months	11.01%	7.36%	72.05%
At June 30, 2000	\$986,046	7.53%	6.02%	1.51%	9 months	10.41%	7.46%	67.31%
At March 31, 2000	\$957,419	7.18%	5.63%	1.55%	10 months	10.59%	7.06%	66.08%

FIXED-RATE MORTGAGE-BACKED SECURITY CHARACTERISTICS

	Principal Value	Weighted Average Coupon Rate	Weighted Average Asset Yield	Principal Value as % of Total Mortgage-Backed Securities
	(dollars in thousands)			
At September 30, 2001	\$1,485,931	6.88%	6.48%	23.68%
At June 30, 2001	\$1,500,655	6.83%	6.71%	27.29%
At March 31, 2001	\$960,140	6.79%	6.69%	27.79%
At December 31, 2000	\$513,611	6.62%	6.68%	26.10%
At September 30, 2000	\$466,729	6.58%	6.92%	27.95%
At June 30, 2000	\$478,922	6.58%	7.05%	32.69%
At March 31, 2000	\$491,456	6.58%	7.04%	33.92%

At September 30, 2001 and December 31, 2000 we held mortgage-backed securities with coupons linked to the one-year, three-year, and five-year Treasury indices, one-month LIBOR, 12 month cumulative average one-year treasury, and the six-month CD rate.

ADJUSTABLE-RATE MORTGAGE-BACKED SECURITIES BY INDEX

SEPTEMBER 30, 2001

	One-Month LIBOR	Six-Month CD Rate	12 Month Cumulative Ave. 1-Year Treasury	1-Year Treasury Index	3-Year Treasury Index	5-Year Treasury Index
Weighted Average Adjustment Frequency	1 mo.	6 mo.	1 mo.	12 mo.	36 mo.	60 mo.
Weighted Average Term to Next Adjustment	1 mo.	1 mo.	1 mo.	37 mo.	14 mo.	33 mo.
Weighted Average Annual Period Cap	None	1.00%	None	1.98%	2.00%	1.79%
Weighted Average Lifetime Cap at September 30, 2001	9.07%	11.38%	10.63%	12.26%	12.93%	12.44%
Mortgage Principal Value as Percentage of Mortgage-Backed Securities at September 30, 2001	18.68%	0.29%	1.33%	54.11%	1.65%	0.25%

ADJUSTABLE-RATE MORTGAGE-BACKED SECURITIES BY INDEX

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 DECEMBER 31, 2000  
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	One-Month LIBOR -----	Six-Month CD Rate -----	1-Year Treasury Index -----	3-Year Treasury Index -----	5-Year Treasury Index -----
Weighted Average Adjustment Frequency	1 mo.	6 mo.	12 mo.	36 mo.	60 mo.
Weighted Average Term to Next Adjustment	1 mo.	2 mo.	23 mo.	20 mo.	40 mo.
Weighted Average Annual Period Cap	None	1.00%	1.98%	2.00%	1.76%
Weighted Average Lifetime Cap at December 31, 2000	9.11%	11.37%	12.61%	13.24%	12.42%
Mortgage Principal Value as Percentage of Mortgage-Backed Securities at December 31, 2000	24.08%	1.21%%	44.52%	2.97%	1.12%

INTEREST RATE AGREEMENTS

Interest rate agreements are assets that are carried on a balance sheet at estimated liquidation value. We have not entered into any interest rate agreements since our inception.

BORROWINGS

To date, our debt has consisted entirely of borrowings collateralized by a pledge of our mortgage-backed securities. These borrowings appear on our balance sheet as repurchase agreements. At September 30, 2001, we had established uncommitted borrowing facilities in this market with twenty lenders in amounts, which we believe, are in excess of our needs. All of our mortgage-backed securities are currently accepted as collateral for these borrowings. However, we limit our borrowings, and thus our potential asset growth, in order to maintain unused borrowing capacity and thus increase the liquidity and strength of our balance sheet.

For the quarter ended September 30, 2001 the term to maturity of our borrowings ranged from one day to three years, with a weighted average original term to maturity of 112 days. At September 30, 2001, the weighted average cost of funds for all of our borrowings was 3.44% and the weighted average term to next rate adjustment was 74 days. At September 30, 2000, the term to maturity ranged from one day to 3 months, with a weighted average original term of 46 days. The weighted average cost of funds for all of our borrowings 6.57% and weighted average term to the next adjustment was 18 days.

LIQUIDITY

Liquidity, which is our ability to turn non-cash assets into cash, allows us to purchase additional mortgage-backed securities and to pledge additional assets to secure existing borrowings should the value of our pledged assets decline. Potential immediate sources of liquidity for us include cash balances and unused borrowing capacity. Unused borrowing capacity will vary over time as the market value of our mortgage-backed securities varies. Our balance sheet also generates liquidity on an on-going basis through mortgage principal repayments and net earnings held prior to payment as dividends. Should our needs ever exceed these on-going sources of liquidity plus the immediate sources of liquidity discussed above, we believe that our mortgage-backed securities could in most circumstances be sold to raise cash. The maintenance of liquidity is one of the goals of our capital investment policy. Under this policy, we limit asset growth in order to preserve unused borrowing capacity for liquidity management purposes.

STOCKHOLDERS' EQUITY

We use "available-for-sale" treatment for our mortgage-backed securities; we carry these assets on our balance sheet at estimated market value rather than historical amortized cost. Based upon this "available-for-sale" treatment, our equity base at September 30, 2001 was \$682.0 million, or \$11.41 per share. If we had used historical amortized cost accounting, our equity base at September 30, 2001 would have been \$625.4 million, or \$10.47 per share. Our equity base at September 30, 2000 was \$118.7 million, or \$8.30 per share. If we had used historical

amortized cost accounting, our equity base at September 30, 2000 would have been \$146.4 million, or \$10.24 per share. During the quarter ended September 30, 2001, the Company raised \$179.6 in a secondary offering. For the nine months ended September 30, 2001, the Company raised a total of \$474.2 million in capital.

With our "available-for-sale" accounting treatment, unrealized fluctuations in market values of assets do not impact our GAAP or taxable income but rather are reflected on our balance sheet by changing the carrying value of the asset and stockholders' equity under "Accumulated Other Comprehensive Income (Loss)." By accounting for our assets in this manner, we hope to provide useful information to stockholders and creditors and to preserve flexibility to sell assets in the future without having to change accounting methods.

As a result of this mark-to-market accounting treatment, our book value and book value per share are likely to fluctuate far more than if we used historical amortized cost accounting. As a result, comparisons with companies that use historical cost accounting for some or all of their balance sheet may not be meaningful.

The table below shows unrealized gains and losses on the mortgage-backed securities in our portfolio.

UNREALIZED GAINS AND LOSSES

(Dollars in thousands)

	At September 30, 2001	At June 30, 2001	At March 31, 2001	At December 31, 2000
Unrealized Gain	\$67,459	\$19,322	\$12,606	\$ 3,020
Unrealized Loss	(10,782)	(14,462)	(9,455)	(16,064)
Net Unrealized Gain (Loss)	\$56,677	\$4,860	\$3,151	(\$13,044)
Net Unrealized Gain (Loss) as % of Mortgage- Backed Securities Principal Value	0.90%	0.08%	0.09%	(0.66%)
Net Unrealized Gain (Loss) as % of Mortgage- Backed Securities Amortized Cost	0.90%	0.08%	0.09%	(0.66%)

Unrealized changes in the estimated net market value of mortgage-backed securities have one direct effect on our potential earnings and dividends: positive market-to-market changes increase our equity base and allow us to increase our borrowing capacity while negative changes tend to limit borrowing capacity under our capital investment policy. A very large negative change in the net market value of our mortgage-backed securities might impair our liquidity position, requiring us to sell assets with the likely result of realized losses upon sale. "Unrealized Gains on Available for Sale Securities" was \$56.7 million, or 0.90% of the amortized cost of our mortgage-backed securities at September 30, 2001. "Unrealized Losses on Available for Sale Securities" was \$13.0 million or 0.66% of the amortized cost of our mortgage-backed securities at December 31, 2000.

The table below shows our equity capital base as reported and on a historical amortized cost basis at September 30, 2001, June 30, 2001, March 31, 2001, December 31, 2000, September 30, 2000, June 30, 2000 and March 31, 2000. Issuances of common stock, the level of GAAP earnings as compared to dividends declared, and other factors influence our historical cost equity capital base. The GAAP reported equity capital base is influenced by these factors plus changes in the "Net Unrealized Losses on Assets Available for Sale" account.

STOCKHOLDERS' EQUITY

	Historical Amortized Cost Equity Base	Net Unrealized Gains (Losses) on Assets Available for Sale	GAAP Reported Equity Base (Book Value)	Historical Amortized Cost Equity Per Share	GAAP Reported Equity (Book Value) Per Share
	(dollars in thousands, except per share data)				
At September 30, 2001	\$625,368	\$56,677	\$682,045	\$10.47	\$11.41
At June 30, 2001	\$445,091	\$4,860	\$449,951	\$9.96	\$10.07
At March 31, 2001	\$248,732	\$3,151	\$251,883	\$9.67	\$ 9.80
At December 31, 2000	\$148,686	(\$13,044)	\$135,642	\$10.24	\$9.34
At September 30, 2000	\$146,446	(\$27,739)	\$118,707	\$10.24	\$8.30
At June 30, 2000	\$145,448	(\$35,008)	\$110,440	\$10.24	\$7.77
At March 31, 2000	\$143,279	(\$34,313)	\$108,966	\$10.31	\$7.84

LEVERAGE

Our debt-to-GAAP reported equity ratio at September 30, 2001 and, 2000 was 8.1:1 and 12.9:1, respectively. We generally expect to maintain a ratio of debt-to-equity of between 8:1 and 12:1, although the ratio may vary from this range from time to time based upon various factors, including our management's opinion of the level of risk of our assets and liabilities, our liquidity position, our level of unused borrowing capacity and over-collateralization levels required by lenders when we pledge assets to secure borrowings.

Our target debt-to-GAAP reported equity ratio is determined under our capital investment policy. Should our actual debt-to-equity ratio increase above the target level due to asset acquisition or market value fluctuations in assets, we will cease to acquire new assets. Our management will, at that time, present a plan to our Board of Directors to bring us back to our target debt-to-equity ratio; in many circumstances, this would be accomplished in time by the monthly reduction of the balance of our mortgage-backed securities through principal repayments.

ASSET/LIABILITY MANAGEMENT AND EFFECT OF CHANGES IN INTEREST RATES

We continually review our asset/liability management strategy with respect to interest rate risk, mortgage prepayment risk, credit risk and the related issues of capital adequacy and liquidity. We seek attractive risk-adjusted stockholder returns while maintaining a strong balance sheet.

We seek to manage the extent to which our net income changes as a function of changes in interest rates by matching adjustable-rate assets with variable-rate borrowings. In addition, although we have not done so to date, we may seek to mitigate the potential impact on net income of periodic and lifetime coupon adjustment restrictions in our portfolio of mortgage-backed securities by entering into interest rate agreements such as interest rate caps and interest rate swaps.

Changes in interest rates may also have an effect on the rate of mortgage principal prepayments and, as a result, prepayments on mortgage-backed securities. We will seek to mitigate the effect of changes in the mortgage principal repayment rate by balancing assets we purchase at a premium with assets we purchase at a discount. To date, the aggregate premium exceeds the aggregate discount on our mortgage-backed securities. As a result, prepayments, which result in the expensing of unamortized premium, will reduce our net income compared to what net income would be absent such prepayments.

## INFLATION

Virtually all of our assets and liabilities are financial in nature. As a result, interest rates and other factors drive our performance far more than does 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 dividends based upon our net income as calculated for tax purposes; in each case, our activities and balance sheet are measured with reference to historical cost or fair market value without considering inflation.

## OTHER MATTERS

We calculate that our qualified REIT assets, as defined in the Internal Revenue Code, are 99.4% of our total assets at September 30, 2001 and 2000, as compared to the Internal Revenue Code requirement that at least 75% of our total assets be qualified REIT assets. We also calculate that 100% of our revenue qualifies for the 75% source of income test and for the 95% source of income test, under the REIT rules for the years ended September 30, 2001 and 2000. We also met all REIT requirements regarding the ownership of our common stock and the distribution of our net income. Therefore, as of September 30, 2001 and 2000, we believe that we qualified as a REIT under the Internal Revenue Code.

We at all times intend to conduct our business so as not to become regulated as an investment company under the Investment Company Act. If we were to become regulated as an investment company, then our use of leverage would be substantially reduced. The Investment Company Act exempts entities that are "primarily engaged in the business of purchasing or otherwise acquiring mortgages and other liens on and interests in real estate" (qualifying interests). Under current interpretation of the staff of the SEC, in order to qualify for this exemption, we must maintain at least 55% of our assets directly in qualifying interests. In addition, unless certain mortgage securitites represent all the certificates issued with respect to an underlying pool of mortgages, the mortgage-backed securities may be treated as securities separate from the underlying mortgage loans and, thus, may not be considered qualifying interests for purposes of the 55% requirement. We calculate that as of September 30, 2001 and 2000 we were in compliance with this requirement.

ITEM. 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

MARKET RISK

Market risk is the exposure to loss resulting from changes in interest rates, foreign currency exchange rates, commodity prices and equity prices. The primary market risk to which we are exposed is interest rate risk, which is 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 our net interest income, which is the difference between the interest income earned on interest-earning assets and the interest expense incurred in connection with our interest-bearing liabilities, by affecting the spread between our interest-earning assets and interest-bearing liabilities. Changes in the level of interest rates also can affect the value of our mortgage-backed securities and our ability to realize gains from the sale of these assets. We may utilize a variety of financial instruments, including interest rate swaps, caps, floors and other interest rate exchange contracts, in order to limit the effects of interest rates on our operations. If we use these types of derivatives to hedge the risk of interest-earning assets or interest-bearing liabilities, we may be subject to certain risks, including the risk that losses on a hedge position will reduce the funds available for payments to holders of securities and that the losses may exceed the amount we invested in the instruments. To date, we have not purchased any hedging instruments.

Our profitability and the value of our portfolio may be adversely affected during any period as a result of changing interest rates. The following table quantifies the potential changes in net interest income and portfolio value should interest rates go up or down 200 basis points, assuming the yield curves of the rate shocks will be parallel to each other and the current yield curve. All changes in income and value are measured as percentage changes from the projected net interest income and portfolio value at the base interest rate scenario. The base interest rate scenario assumes interest rates at September 30, 2001 and various estimates regarding prepayment and all activities are made at each level of rate shock. Actual results could differ significantly from these estimates.

Change in Interest Rate	Projected Percentage Change in Net Interest Income	Projected Percentage Change in Portfolio Value
-200 Basis Points	16%	2%
-100 Basis Points	8%	1%
-50 Basis Points	4%	1%
Base Interest Rate		
+50 Basis Points	(7%)	(1%)
+100 Basis Points	(15%)	(2%)
+200 Basis Points	(32%)	(6%)

ASSET AND LIABILITY MANAGEMENT

Asset and liability management is concerned with the timing and magnitude of the repricing of assets and liabilities. We attempt to control risks associated with interest rate movements. Methods for evaluating interest rate risk include an analysis of our interest rate sensitivity "gap", which is the difference between interest-earning assets and interest-bearing liabilities maturing or repricing within a given time period. A gap is considered positive when the amount of interest-rate sensitive assets exceeds the amount of interest-rate sensitive liabilities. A gap is considered negative when the amount of interest-rate sensitive liabilities exceeds interest-rate sensitive assets. During a period of rising interest rates, a negative gap would tend to adversely affect net interest income, while a positive gap would tend to result in an increase in net interest income. During a period of falling interest rates, a negative gap would tend to result in an increase in net interest income, while a positive gap would tend to affect net interest income adversely. Because different types of assets and liabilities with the same or similar maturities may react differently to changes in overall market rates or conditions, changes in interest rates may affect net interest

income positively or negatively even if an institution were perfectly matched in each maturity category.

The following table sets forth the estimated maturity or repricing of our interest-earning assets and interest-bearing liabilities at September 30, 2001. The amounts of assets and liabilities shown within a particular period were determined in accordance with the contractual terms of the assets and liabilities, except adjustable-rate loans, and securities are included in the period in which their interest rates are first scheduled to adjust and not in the period in which they mature. Mortgage-backed securities reflect estimated prepayments that were estimated based on analyses of broker estimates, the results of a prepayment model that we utilized and empirical data. Our management believes that these assumptions approximate actual experience and considers them reasonable; however, the interest rate sensitivity of our assets and liabilities in the table could vary substantially if different assumptions were used or actual experience differs from the historical experience on which the assumptions are based.

(IN THOUSANDS)

	Within 3 Months	4-12 Months	More than 1 Year to 3 Years	3 Years and Over	Total
	(in thousands)				
Rate Sensitive Assets:					
Mortgage-Backed Securities	\$1,280,975	\$345,081	\$1,098,769	\$3,550,677	\$6,275,502
Rate Sensitive Liabilities:					
Repurchase Agreements	5,032,020	18,202	471,081		5,521,303
Interest rate sensitivity gap	(\$3,751,045)	\$326,879	\$627,688	\$3,550,677	\$754,199
Cumulative rate sensitivity gap	(\$3,751,045)	(\$3,424,166)	(\$2,796,478)	\$754,199	
Cumulative interest rate sensitivity gap as a percentage of total rate-sensitive assets	(60%)	(55%)	(45%)	12%	

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 shown in the above tables and in this report. These analyses contain certain forward-looking statements and are subject to the safe harbor statement set forth under the heading, "Special Note Regarding Forward-Looking Statements."

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

None

(b) Reports on Form 8-K

The Company filed a Form 8-K on August 29, 2001 with respect to Deloitte and Touche LLC consent to use their name and incorporate by reference the 2000 Form 10K in the prospectus supplement.

The Company filed a Form 8-K on September 21, 2001 with respect to press release announcing the dividend resolution.

The following current report on Form 8-K was filed by the Company subsequent to the third quarter 2001:

The Company filed a Form 8-K on October 2, 2001 with respect to the Company's entering into an underwriting agreement with UBS Warburg LLC.

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.

ANNALY MORTGAGE MANAGEMENT, INC.

Dated: November 13, 2001

By: /s/ Michael A.J. Farrell  
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Michael A.J. Farrell  
Chairman of the Board and Chief Executive Officer  
(authorized officer of registrant)

Dated: November 13, 2001

By: /s/ Kathryn F. Fagan  
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Kathryn F. Fagan  
Chief Financial Officer and Treasurer  
(principal accounting officer)