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**U.S. SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 26, 2011**



**American Capital Agency Corp.**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**001-34057**  
(Commission File Number)

**26-1701984**  
(I.R.S. Employer  
Identification No.)

**2 Bethesda Metro Center 14th Floor Bethesda, MD 20814**  
(Address of principal executive offices, zip code)

**Registrant's telephone number, including area code: (301) 968-9300**

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 2.02 Results of Operations and Financial Condition

On July 26, 2011 American Capital Agency Corp. issued a press release announcing its financial results for the three and six months ended June 30, 2011. The text of the press release is included as exhibit 99.1 to this Form 8-K. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein and herein shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

## Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 26, 2011, at a regular meeting of the Board of Directors (the "Board") of American Capital Agency Corp. (the "Company"), the Board increased the number of directors who constitute the Board from five to seven. In addition, the Board appointed Robert M. Couch and Samuel A. Flax to the Board to fill the vacancies created by such increase, effective July 26, 2011. Each of Messrs. Couch and Flax will serve on the Board until the Company's next annual meeting of stockholders and until his successor is duly elected and qualified, or until his earlier death, resignation or removal. At this time, neither of Messrs. Couch or Flax has been appointed to serve on any particular committee of the Board. In connection with Mr. Couch's appointment to the Board, the Company granted Mr. Couch 3,000 shares of the Company's restricted common stock, which vest ratably over a three-year period, subject to Mr. Couch's continued service on the Board. Such grant was made pursuant to the terms of the American Capital Agency Corp. Equity Incentive Plan for Independent Directors and a Restricted Stock Agreement entered into between the Company and Mr. Couch.

Mr. Couch is Counsel to Bradley Arant Boult Cummings, a law firm based in Birmingham, Alabama. Mr. Couch is also Chairman of ARK Real Estate Strategies, LLC and a member of the Board of Directors of Prospect Holding Company, LLC, the parent company of Prospect Mortgage of Sherman Oaks, California. Mr. Couch is also a member of the Board of Directors of American Capital Mortgage Investment Corp.

Mr. Flax is the Executive Vice President and Secretary of the Company and of American Capital Mortgage Investment Corp. Mr. Flax is also the Executive Vice President, General Counsel, Chief Compliance Officer and Secretary of American Capital, Ltd.

## Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The Board amended and restated the Amended and Restated Bylaws of the Company, effective July 26, 2011 (as so amended and restated, the "Second Amended and Restated Bylaws"), to (i) grant the Chief Executive Officer certain powers previously granted to the President, including general responsibility for the management and affairs of the Company and the powers to call and preside at special meetings of stockholders and to execute certain contracts and other instruments and (ii) specify that the President will have the responsibilities or duties as prescribed from time to time by the Chief Executive Officer or the Board.

The foregoing summary of the Second Amended and Restated Bylaws does not purport to be complete and is qualified in its entirety by reference to the complete text of the Second Amended and Restated Bylaws, a copy of which is filed herewith as Exhibit 3.1 and incorporated herein by reference.

## Item 9.01 Financial Statements and Exhibits

- (a) None.
- (b) None.
- (c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Second Amended and Restated Bylaws of American Capital Agency Corp., effective as of July 26, 2011
99.1	Press Release dated July 26, 2011

**SIGNATURE**

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 hereunto duly authorized.

**AMERICAN CAPITAL AGENCY CORP.**

Dated: July 26, 2011

By: /s/ JOHN R. ERICKSON

John R. Erickson

Executive Vice President and Chief Financial Officer

## SECOND AMENDED AND RESTATED BY-LAWS

OF

AMERICAN CAPITAL AGENCY CORP.

(hereinafter called the "Corporation")

**ARTICLE I****OFFICES**

Section 1.1 Registered Office. The address of the registered office of the Corporation in the State of Delaware shall be 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent at that address is Corporation Trust Company.

Section 1.2 Other Offices. The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine.

**ARTICLE II****MEETINGS OF STOCKHOLDERS**

Section 2.1 Place of Meetings. Meetings of the stockholders for the election of directors or for any other purpose shall be held at such time and place, either within or without the State of Delaware as shall be designated from time to time by the Board of Directors or, in the absence of a designation by the Board of Directors, by the Chair of the Board or the Chief Executive Officer, and stated in the written notice of the meeting. Notwithstanding the foregoing, the Board of Directors may, in its sole discretion, determine that meetings of the stockholders will not be held at any place, but may instead be held by means of remote communications. The Board of Directors or the Chair of the Board may postpone any previously scheduled Annual or Special Meeting of Stockholders.

Section 2.2 Annual Meetings. The Annual Meetings of Stockholders for the election of directors shall be held on such date and at such time as shall be designated from time to time by the Board of Directors. At the Annual Meeting of Stockholders, the stockholders will elect directors of the Corporation and transact any other business as brought before the meeting in accordance with these By-laws.

Section 2.3 Special Meetings. Unless otherwise required by law or by the certificate of incorporation of the Corporation, as amended and restated from time to time (the “Certificate of Incorporation”), Special Meetings of Stockholders, for any purpose or purposes, may be called only by (i) the Chief Executive Officer, pursuant to a resolution adopted by a majority of the Board of Directors or by a committee of the Board of Directors that has been duly designated by the Board of Directors and whose powers and authority include the power to call such meetings or (ii) the Chair of the Board of Directors. At a Special Meeting of Stockholders, only such business shall be conducted as shall be specified in the notice of meeting (or any supplement thereto).

Section 2.4 Notice. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, the means of remote communications, if any, by which stockholders and proxyholders may be deemed present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise required by law and subject to Section 2 of ARTICLE VII hereof, the written notice of any meeting shall be given not less than ten nor more than 60 days before the date of the meeting to each stockholder of record entitled to vote at such meeting.

Section 2.5 List of Stockholders. A complete list of the stockholders entitled to vote at any meeting of stockholders, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder, shall be prepared by the Secretary and shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held, for at least ten days before the meeting and at the place of the meeting during the whole time of the meeting.

Section 2.6 Quorum. Unless otherwise required by law or the Certificate of Incorporation, or as provided by the Delaware General Corporation Law (the “DGCL”), the holders of a majority of the capital stock issued and outstanding and entitled to vote thereat, present in person, by means of remote communication, if applicable, or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business. In the event of a lack of a quorum, the chair of the meeting or a majority in interest of the stockholders present in person, by means of remote communication, if applicable, or represented by proxy may adjourn the meeting from time to time without notice other than an announcement at the meeting, until a quorum shall be obtained. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the meeting originally called.

Section 2.7 Organization. The Chair of the Board, or, in the absence of the Chair of the Board, the Chief Executive Officer, or, in the absence of the Chair of the Board and the Chief Executive Officer, any Executive Vice President, shall preside at meetings of stockholders. The Secretary of the Corporation shall act as secretary, but in the absence of the Secretary, the presiding officer may appoint a secretary.

## Section 2.8 Stockholder Nominations and Proposals.

(a) No proposal for a stockholder vote shall be submitted by a stockholder (a "Stockholder Proposal") to the Corporation's stockholders unless the stockholder submitting such proposal (the "Proponent") shall have filed a written notice setting forth with particularity (i) the names and business addresses of the Proponent and all Persons (as such term is defined in Section 3(a)(9) of the Securities Exchange Act of 1934, as amended through the date of adoption of these Bylaws) acting in concert with the Proponent; (ii) the names and addresses of the Proponent and the Persons identified in clause (i), as they appear on the Corporation's books (if they so appear); (iii) the class and number of shares of the Corporation beneficially owned by the Proponent and the Persons identified in clause (i); (iv) a description of the Stockholder Proposal containing all material information relating thereto; and (v) such other information as the Board of Directors reasonably determines is necessary or appropriate to enable the Board of Directors and stockholders of the Corporation to consider the Stockholder Proposal. Upon receipt of the Stockholder Proposal and prior to the stockholders meeting at which such Stockholder Proposal will be considered, if the Board of Directors or a designated committee or the officer who will preside at the stockholders meeting determines that the information provided in a Stockholder Proposal does not satisfy the informational requirements of these Bylaws or is otherwise not in accordance with law, the Secretary of the Corporation shall promptly notify such Proponent of the deficiency in the notice. Such Proponent shall have an opportunity to cure the deficiency by providing additional information to the Secretary within the period of time, not to exceed five days from the date such deficiency notice is given to the Proponent, determined by the Board of Directors, such committee or such officer. If the deficiency is not cured within such period, or if the Board of Directors, such committee or such officer determines that the additional information provided by the Proponent, together with the information previously provided, does not satisfy the requirements of this Section 2.8, then such proposal shall not be presented for action at the meeting in question.

(b) Only persons who are selected and recommended by the Board of Directors or the Nominating Committee thereof, or who are nominated by stockholders in accordance with the procedures set forth in this Section 2.8, shall be eligible for election, or qualified to serve, as directors. Nominations of individuals for election to the Board of Directors of the Corporation at any annual meeting or any special meeting of stockholders at which directors are to be elected may be made by any stockholder of the Corporation entitled to vote for the election of directors at that meeting by compliance with the procedures set forth in this Section 2.8. Nominations by stockholders shall be made by written notice (a "Nomination Notice"), which shall set forth (i) as to each individual nominated, (A) the name, date of birth, business address and residence address of such individual; (B) the business experience during the past five years of such nominee, including his or her principal occupations and employment during such period, the name and principal business of any corporation or other organization in which such occupations and employment were carried on and such other information as to the nature of his or her responsibilities and level of professional competence as may be sufficient to permit assessment of his or her prior business experience; (C) whether the nominee is or has ever been at any time a director, officer or owner of 5% or more of any class of capital stock, partnership interests or other equity interest of any corporation, partnership or other entity; (D) any directorships held by such nominee in any company with a class of securities registered pursuant to section 12 of the Securities Exchange Act of 1934, as amended, or subject to the requirements of section 15(d) of such Act or any company registered as an investment company under the Investment Company Act of 1940, as amended; and (E) whether, in the last five years,

such nominee has been convicted in a criminal proceeding or has been subject to a judgment, order, finding or decree of any federal, state or other governmental entity, concerning any violation of federal, state or other law, or any proceeding in bankruptcy, which conviction, judgment, order, finding, decree or proceeding may be material to an evaluation of the ability or integrity of the nominee; and (ii) as to the Person submitting the Nomination Notice and any Person acting in concert with such Person, (x) the name and business address of such Persons, (y) the name and address of such Persons and as they appear on the Corporation's books (if they so appear) and (z) the class and number of shares of the Corporation which are beneficially owned by such Persons. A written consent to being named in a proxy statement as a nominee, and to serve as a director if elected, signed by the nominee, shall be filed with any Nomination Notice. If the presiding officer at any stockholders meeting determines that a nomination was not made in accordance with the procedures prescribed by these Bylaws, he shall so declare to the meeting and the defective nomination shall be disregarded.

(c) Nomination Notices and Stockholder Proposals shall be delivered to the Secretary at the principal executive office of the Corporation not less than sixty and not more than ninety days prior to the date of the meeting of stockholders if such Nomination Notice or Stockholder Proposal is to be submitted at an annual stockholders meeting (provided, however, that if such annual meeting is called to be held before the date specified in Section 2.2 hereof, such Nomination Notice or Stockholder Proposal shall be so delivered no later than the close of business on the tenth day following the day on which notice of the date of the annual stockholders meeting was given). Nomination Notices and Stockholder Proposals shall be delivered to the Secretary at the principal executive office of the Corporation no later than the close of business on the tenth day following the day on which notice of the date of a special meeting of stockholders was given if the Nomination Notice or Stockholder Proposal is to be submitted at a special stockholders meeting.

Section 2.9 Voting. Unless otherwise required by law, the Certificate of Incorporation or these By-laws, any question brought before any meeting of stockholders, other than the election of directors, shall be decided by the vote of the holders of a majority of the total number of votes of the capital stock represented and entitled to vote thereat, voting as a single class. Abstentions shall not be considered to be votes cast.

Section 2.10 Inspectors. Votes by written ballot at any meeting of stockholders may be conducted by one or more inspectors, appointed for that purpose, either by the Board of Directors or by the chair of the meeting. The inspector or inspectors may decide upon the qualifications of voters and the validity of proxies, and may count the votes and declare the results.

Section 2.11 Remote Communications. If authorized by the Board of Directors and subject to the guidelines and procedures as the Board of Directors may from time to time adopt, stockholders and proxyholders not physically present at a meeting of stockholders may participate in such meeting by means of remote communication, so long as the stockholder or proxyholder participating in the meeting can read or hear the proceedings of the meeting substantially concurrently with such proceedings.

## ARTICLE III

### DIRECTORS

Section 3.1 Number and Election of Directors. The Board of Directors shall consist of not less than one nor more than fifteen members, the exact number of which shall initially be fixed by the Incorporator and thereafter from time to time by a majority vote of the members of the Board of Directors then in office, provided that no amendment to the Bylaws decreasing the number of directors shall have the effect of shortening the term of any incumbent director and provided that the number of directors shall not be increased by fifty percent (50%) or more in any twelve-month period without the approval of at least sixty-six percent (66%) of the members of the Board of Directors then in office. Except as provided in Section 3.3 hereof, directors shall be elected by a plurality of the votes cast at the Annual Meetings of Stockholders and each director so elected shall hold office until the next Annual Meeting of Stockholders and until such director's successor is duly elected and qualified, or until such director's earlier death, resignation or removal. Directors need not be stockholders.

Section 3.2 Resignation. Any director may resign at any time upon written notice to the Chair of the Board, the Chief Executive Officer or the Secretary. Unless otherwise stated in such notice of resignation, the acceptance thereof shall not be necessary to make it effective; and such resignation shall take effect at the time specified therein or, in the absence of such specification, it shall take effect upon the receipt thereof.

Section 3.3 Vacancies and New Directorships. Unless otherwise required by law or the Certificate of Incorporation, vacancies arising through death, resignation, removal, an increase in the number of directors or otherwise may be filled only by a majority of the directors then in office, though less than a quorum, or by a sole remaining director. The directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, or until their earlier death, resignation or removal.

Section 3.4 Duties and Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-Laws required to be exercised or done by the stockholders.

Section 3.5 Meetings. The Board of Directors may hold meetings, both regular and special, either within or without the State of Delaware. Regular meetings of the Board of Directors may be held without notice at such time and at such place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chair of the Board, the Vice Chair of the Board, if any, the Chief Executive Officer or at the request in writing of a majority of the members of the Board of Directors then in office. Notice thereof stating the place, date and hour of the meeting shall be given to each director either by mail not less than 48 hours before the date of the meeting, by telephone or telegram on 24 hours' notice, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances.



Section 3.6 Quorum. Except as otherwise required by law or the Certificate of Incorporation, at all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting of the time and place of the adjourned meeting, until a quorum shall be present.

Section 3.7 Actions by Written Consent. Unless otherwise provided in the Certificate of Incorporation, or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all the members of the Board of Directors or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or by electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or committee. Such filings shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 3.8 Meetings by Means of Remote Communications. Unless otherwise provided in the Certificate of Incorporation, members of the Board of Directors of the Corporation, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.8 shall constitute presence in person at such meeting.

Section 3.9 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors when a vote on any matter is taken is deemed to have assented to the action taken unless he votes against or abstains from the action taken, or unless at the beginning of the meeting or promptly upon arrival, the director objects to the holding of the meeting or the transacting of specified business at the meeting. Any such dissenting votes, abstentions or objections shall be entered in the minutes of the meeting

Section 3.10 Voting. Except as otherwise required by law, the Certificate of Incorporation or these Bylaws, all actions taken by the Board of Directors shall be taken by a majority vote of the members then in office.

Section 3.11 Compensation. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director, payable in cash or securities as may be established by the Board of Directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 3.12 Loss of Deposits. No director shall be liable for any loss which may occur by reason of the failure of the bank, trust company, savings and loan association, or other institution with whom moneys or stock have been deposited.

Section 3.13 Surety Bonds. Unless required by law, no director shall be obligated to give any bond or surety or other security for the performance of any of his or her duties.

Section 3.14 Reliance. Each director, officer, employee and agent of the Corporation shall, in the performance of his or her duties with respect to the Corporation, be fully justified and protected with regard to any act or failure to act in reliance in good faith upon the books of account or other records of the Corporation, upon an opinion of counsel or upon reports made to the Corporation by any of its officers or employees or by the adviser, accountants, appraisers or other experts or consultants selected by the Board of Directors or officers of the Corporation, regardless of whether such counsel or expert may also be a director.

Section 3.15 Interested Directors. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because the director or officer's vote is counted for such purpose if (i) the material facts as to the director or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (ii) the material facts as to the director or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Section 3.16 Certain Rights of Directors, Officers, Employees and Agents. The directors shall have no responsibility to devote their full time to the affairs of the Corporation. Any director or officer, employee or agent of the Corporation, in his or her personal capacity or in a capacity as an affiliate, employee, or agent of any other person, or otherwise, may have business interests and engage in business activities similar to or in addition to or in competition with those of or relating to the Corporation.

#### **ARTICLE IV**

#### **COMMITTEES**

Section 4.1 Nominating Committee. The Board shall, by resolution passed by a majority of the members of the Board of Directors then in office, designate a Nominating Committee to consist of two or more members of the Board. A majority of the Board of Directors then in office shall have the power to change the membership of the Nominating

Committee, fill vacancies therein or remove any members thereof, either with or without cause, at any time. Unless otherwise provided by the Board of Directors or the Nominating Committee, quorum, voting, and other procedures of the Nominating Committee shall be the same as those applicable to actions taken by the Board of Director. The Nominating Committee may fix its rules of procedure, determine its manner of acting and fix the time and place, whether within or without the State of Delaware, of its meetings and specify what notice thereof, if any, shall be given, unless the majority of the Board of Directors shall otherwise by resolution provide.

Section 4.2 Other Committees. The Board of Directors may, by resolutions passed by a majority of the members of the Board of Directors then in office, designate members of the Board of Directors to constitute other committees which shall in each case consist of such number of directors, and shall have and may execute such powers as may be determined and specified in the respective resolutions appointing them. Any such committee may fix its rules of procedure, determine its manner of acting and fix the time and place, whether within or without the State of Delaware, of its meetings and specify what notice thereof, if any, shall be given, unless the Board of Directors shall otherwise by resolution provide. Unless otherwise provided by the Board of Directors or such committee, quorum, voting and other procedures shall be the same as those applicable to actions taken by the Board of Director. A majority of the members of the Board of Directors then in office shall have the power to change the membership of any such committee at any time, to fill vacancies therein and to discharge any such committee or to remove any member thereof, either with or without cause, at any time.

## **ARTICLE V**

### **OFFICERS**

Section 5.1 General. The officers of the Corporation shall be chosen by the Board of Directors and shall include a Chief Executive Officer, President, Chief Financial Officer and Secretary. The Board of Directors, in its discretion, also may choose a Chair of the Board of Directors (who must be a director), one or more Vice Presidents and select and appoint such other officers it deems necessary. Any number of offices may be held by the same person, unless otherwise prohibited by law or the Certificate of Incorporation. The officers of the Corporation need not be stockholders of the Corporation nor, except in the case of the Chair of the Board of Directors, need such officers be directors of the Corporation.

Section 5.2 Election. The Board of Directors, at its first meeting held after each Annual Meeting of Stockholders (or action by written consent of stockholders in lieu of the Annual Meeting of Stockholders), shall elect the officers of the Corporation who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors; and all officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier death, resignation or removal. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors. The salaries of all officers of the Corporation shall be fixed by the Board of Directors.

Section 5.3 Vacancies. A vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors or, in the case of offices held by officers who may be appointed by other officers, by any officer authorized to appoint such officer.

Section 5.4 Chief Executive Officer. The Chair of the Board shall initially be the Chief Executive Officer of the Corporation and thereafter, at such time as the Board of Directors shall determine, the Chief Executive Officer shall be such officer as the Board of Directors shall designate from time to time. The Chief Executive Officer shall have general responsibility for implementation of the policies of the Corporation, as determined by the Board of Directors, and for the management of the business and affairs of the Corporation. The Chief Executive Officer may execute any deed, mortgage, bond, contract or other instrument, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise executed; and in general shall perform all duties incident to the office of Chief Executive Officer and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.5 Chair of the Board. The Chair of the Board shall have such powers and perform such duties as may be provided for herein and as may be incident to the office and as may be assigned by the Board of Directors.

Section 5.6 President. The President shall have the responsibilities or duties as may be prescribed by the Chief Executive Officer or the Board of Directors from time to time.

Section 5.7 Chief Financial Officer. The Chief Financial Officer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation.

Section 5.8 Vice Presidents. Each Vice President shall perform such duties as from time to time may be assigned to such Vice President by the Chief Executive Officer or by the Board of Directors.

Section 5.9 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of stockholders and record all the proceedings thereat in a book or books to be kept for that purpose; the Secretary shall also perform like duties for committees of the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall have custody of the seal of the Corporation and the Secretary shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary. The Board of Directors may give general authority to any other officer to affix the

seal of the Corporation and to attest to the affixing by such officer's signature. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be.

Section 5.10 Other Officers. Such other officers as the Board of Directors may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors. The Board of Directors may delegate to any other officer of the Corporation the power to choose such other officers and to prescribe their respective duties and powers.

Section 5.11 Execution of Instruments. Checks, notes, drafts, other commercial instruments, assignments, guarantees of signatures and contracts (except as otherwise provided herein or by law) shall be executed by the Chair of the Board, any Vice Chair of the Board, the Chief Executive Officer, the President, any Vice President or such officers or employees or agents as the Board of Directors or any of such designated officers may direct.

Section 5.12 Mechanical Endorsement. The Chair of the Board, any Vice Chair of the Board, the Chief Executive Officer, the President, any Vice President or the Secretary may authorize any endorsement on behalf of the Corporation to be made by such mechanical means or stamps as any such officers may deem appropriate.

## ARTICLE VI

### STOCK

Section 6.1 Shares of Stock. Except as otherwise provided in a resolution approved by the Board of Directors, all shares of capital stock of the Corporation issued after May 19, 2008 shall be uncertificated shares. Notwithstanding the foregoing, shares of capital stock of the Corporation represented by a certificate issued on or prior to May 19, 2008, shall be certificated shares until such certificate is surrendered to the Corporation. Within a reasonable time after the issuance or transfer of uncertificated shares of stock, the Corporation shall send the registered owner a written notice confirming the information required to be set forth or stated on certificates pursuant to Sections 151, 156, 202(a) or 218(a) of the DGCL or a statement that the Corporation will furnish, without charge, to each stockholder who so requests, the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or shares thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 6.2 Signatures. Any or all of the signatures on a certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

Section 6.3 Lost Certificates. The Board of Directors may direct a new certificate or uncertificated shares be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of

that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issuance of a new certificate or uncertificated shares, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate, or such owner's legal representative, to advertise the same in such manner as the Board of Directors shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate or the issuance of such new certificate or uncertificated shares.

Section 6.4 Transfers. Stock of the Corporation shall be transferable in the manner prescribed by applicable law, the Certificate of Incorporation and in these By-Laws. Transfers of stock shall be made on the books of the Corporation, and in the case of certificated shares of stock, only by the person named in the certificate or by such person's attorney lawfully constituted in writing and upon the surrender of the certificate therefor, properly endorsed for transfer and payment of all necessary transfer taxes; or, in the case of uncertificated shares of stock, upon receipt of proper transfer instructions from the registered holder of the shares or by such person's attorney lawfully constituted in writing, and upon payment of all necessary transfer taxes and compliance with appropriate procedures for transferring shares in uncertificated form; provided, however, that such surrender and endorsement, compliance or payment of taxes shall not be required in any case in which the officers of the Corporation shall determine to waive such requirement. With respect to certificated shares of stock, every certificate exchanged, returned or surrendered to the Corporation shall be marked "Cancelled," with the date of cancellation, by the Secretary or Assistant Secretary of the Corporation or the transfer agent thereof. No transfer of stock shall be valid as against the Corporation for any purpose until it shall have been entered in the stock records of the Corporation by an entry showing from and to whom transferred.

Section 6.5 Record Date. The Board of Directors may fix in advance a future date, not exceeding sixty days (nor, in the case of a stockholders' meeting, less than ten days) preceding the date of any meeting of stockholders, payment of dividend or other distribution, allotment of rights, or change, conversion or exchange of capital stock or for the purpose of any other lawful action, as the record date for determination of the stockholders entitled to notice of and to vote at any such meeting and any adjournment thereof, or to receive any such dividend or other distribution or allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, or to participate in any such other lawful action, and, in such case, such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of and to vote at such meeting and any adjournment thereof, or to receive such dividend or other distribution or allotment of rights, or to exercise such rights or to participate in any such other lawful action, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

Section 6.6 Stock Ledger. The Corporation shall maintain at its principal office or at the office of its counsel, accountants or transfer agent, an original or duplicate share ledger containing the name and address of each stockholder and the number of shares of each class held by such stockholder.

Section 6.7 Record Owners. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise required by law.

Section 6.8 Transfer and Registry Agents. The Corporation may from time to time maintain one or more transfer offices or agencies and registry offices or agencies at such place or places as may be determined from time to time by the Board of Directors.

## ARTICLE VII

### NOTICES

Section 7.1 Notices. Whenever written notice is required by law, the Certificate of Incorporation or these By-Laws, to be given to any director, member of a committee or stockholder, such notice may be given by mail, addressed to such director, member of a committee or stockholder, at such person's address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Written notice may be given personally or by telegram, telex, cable or other electronic transmission.

Section 7.2 Waivers of Notice. Whenever any notice is required by law, the Certificate of Incorporation or these By-Laws, to be given to any director, member of a committee or stockholder, a waiver thereof in writing, signed, by the person or persons entitled to said notice or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting, present in person or represented by proxy, shall constitute a waiver of notice of such meeting, except where the person attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

## ARTICLE VIII

### GENERAL PROVISIONS

Section 8.1 Dividends. Dividends upon the capital stock of the Corporation, subject to the requirements of the DGCL and the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting of the Board of Directors (or any action by written consent in lieu thereof in accordance with Section 3.7 of ARTICLE III hereof), and may be paid in cash, in property, or in shares of the Corporation's capital stock. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to time, in its absolute discretion, deems proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for any proper purpose, and the Board of Directors may modify or abolish any such reserve.

Section 8.2 Disbursements. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 8.3 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 8.4 Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 8.5 Executive Office. The principal executive office of the Corporation shall be located in Bethesda, Maryland or such other location as may be specified by the Board of Directors. The books of account and records shall be kept in such office. The Corporation also may have offices at such other places, both within and without Delaware, as the Board of Directors from time to time shall determine or the business and affairs of the Corporation may require.

## **ARTICLE IX**

### **INVESTMENT POLICY**

Subject to the provisions of the Certificate of Incorporation, the Board of Directors may from time to time adopt, amend, revise or terminate any policy or policies with respect to investments by the Corporation as it shall deem appropriate in its sole discretion.

## **ARTICLE X**

### **INDEMNIFICATION**

Section 10.1 Indemnification Provisions in Certificate of Incorporation. The provisions of this ARTICLE X are intended to supplement Article VII of the Certificate of Incorporation pursuant to Section 7.2 therein. To the extent that this ARTICLE X contains any provisions inconsistent with such Article VII, the provisions of the Certificate of Incorporation shall govern. Terms used in this ARTICLE X but not otherwise defined shall have the respective meanings given such terms in such Article VII of the Certificate of Incorporation.

Section 10.2 Undertakings for Advances of Expenses. If and to the extent the DGCL requires, an advancement by the Corporation of expenses incurred by an indemnitee pursuant to clause (iii) of the last sentence of Section 7.1 of the Certificate of Incorporation (hereinafter an "advancement of expenses") shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under Article VII of the Certificate of Incorporation or otherwise.



Section 10.3 Claims for Indemnification. If a claim for indemnification under Section 7.1 of the Certificate of Incorporation is not paid in full by the Corporation within sixty (60) days after it has been received in writing by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses only upon a final adjudication that, the indemnitee has not met the applicable standard of conduct set forth in Section 145 of the DGCL (or any successor provision or provisions). Neither the failure of the Corporation (including the Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in Section 145 of the DGCL (or any successor provision or provisions), nor an actual determination by the Corporation (including the Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to have or retain such advancement of expenses, under Article VII of the Certificate of Incorporation or this ARTICLE X or otherwise, shall be on the Corporation.

Section 10.4 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the DGCL or any other provision of law.

Section 10.5 Severability. In the event that any of the provisions of this ARTICLE X (including any provision within a single section, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

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**ARTICLE XI**

**AMENDMENTS**

Section 11.1 Amendments. These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by the stockholders or by the Board of Directors, provided, however, that notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting of stockholders or Board of Directors as the case may be. All such amendments must be approved by either the holders of sixty-six percent (66%) of the outstanding capital stock entitled to vote thereon or by a majority of the entire Board of Directors then in office.

Section 11.2 Entire Board of Directors. As used in this ARTICLE XI and in these By-Laws generally, the term "entire Board of Directors" means the total number of directors which the Corporation would have if there were no vacancies.

Adopted as of: July 26, 2011

Amending and Restating the Amended and Restated Bylaws of the Corporation, adopted as of May 20, 2008



FOR IMMEDIATE RELEASE

July 26, 2011

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**AMERICAN CAPITAL AGENCY  
REPORTS \$1.36 EARNINGS,  
\$26.76 BOOK VALUE PER SHARE,  
ADDS TWO DIRECTORS**

Bethesda, MD – July 26, 2011 – American Capital Agency Corp. (“AGNC” or the “Company”) (Nasdaq: AGNC) today reported net income for the second quarter of 2011 of \$177.8 million, or \$1.36 per share, and book value of \$26.76 per share. Additionally, the Company announced that Robert M. Couch and Samuel A. Flax were elected today to its Board of Directors.

**SECOND QUARTER 2011 FINANCIAL HIGHLIGHTS**

- \$1.36 per share of net income
  - <sup>i</sup> \$1.41 per share, excluding \$0.05 per share of other investment related losses
- \$1.56 per share of taxable income<sup>1</sup>
- \$1.40 per share second quarter dividend
- \$0.44 per share of undistributed taxable income as of June 30, 2011
  - <sup>i</sup> Increased \$0.02, or 5%, from \$0.42 per share as of March 31, 2011
- \$26.76 book value per share as of June 30, 2011
  - <sup>i</sup> Increased \$0.80, or 3%, from \$25.96 per share as of March 31, 2011
- 19% annualized return on average stockholders’ equity (“ROE”) for the quarter<sup>2</sup>

**OTHER SECOND QUARTER HIGHLIGHTS**

- \$40 billion investment portfolio value as of June 30, 2011
- 7.5x Leverage as of June 30, 2011<sup>3</sup>

<sup>1</sup> Based on the weighted average shares outstanding for the quarter. Please refer to the section on the use of Non-GAAP financial information

<sup>2</sup> Annualized ROE based on net income and average month-ended stockholders’ equity for the quarter. Average ROE was 21%, *pro forma*, when average equity is adjusted to exclude the June 2011 follow-on equity offering that closed on June 28, 2011

<sup>3</sup> Leverage calculated as the sum of total repurchase agreements, net payable for unsettled purchases and sales of securities and other debt divided by total stockholders’ equity as of June 30, 2011

- <sup>i</sup> 7.6x average leverage for the quarter<sup>4 5</sup>
- 9% constant prepayment rate (“CPR”) for the second quarter of 2011<sup>6</sup>
  - <sup>i</sup> 8% CPR for the month of July 2011<sup>7</sup>
- 2.46% annualized net interest rate spread for the quarter
  - <sup>i</sup> 2.36% net interest spread as of June 30, 2011
- \$1.37 billion of net proceeds raised from follow-on equity offering during quarter
  - <sup>i</sup> Equity raise was accretive to book value

“AGNC continued to produce strong results despite considerable volatility in the markets. In addition to paying \$1.40 per share of dividends for the ninth straight quarter, we were able to grow our book value, increase what many analysts refer to as core earnings and grow our undistributed taxable income;” said Gary Kain, AGNC President and Chief Investment Officer. “Importantly, despite our growth, AGNC’s commitment to asset quality has never been stronger with an increase in the percentage of securities backed by loans with favorable prepayment attributes to approximately 85% of our 15 year mortgage securities and almost 70% of our 30 year mortgage securities backed by either lower loan balances or higher loan-to-value loans refinanced through the Home Affordable Refinance Program (“HARP”). This marks nearly a 37% increase in the total percentage of 15 year and 30 year securities with similar attributes over March 31, 2011,” continued Mr. Kain.

#### INVESTMENT PORTFOLIO

As of June 30, 2011, the Company’s investment portfolio totaled \$39.9 billion of agency securities, at fair value, comprised of \$34.8 billion of fixed-rate securities, \$4.6 billion of adjustable-rate securities (“ARMs”) and \$0.5 billion of collateralized mortgage obligations (“CMOs”) backed by fixed and adjustable-rate securities<sup>8</sup>. As of June 30, 2011, AGNC’s investment portfolio was comprised of 49% ≤15-year fixed-rate securities, 4% 20-year fixed-rate securities, 34% 30-year fixed-rate securities<sup>9</sup>, 12% ARMs and 1% CMOs backed by fixed and adjustable-rate agency securities.

#### ASSET YIELDS, COST OF FUNDS AND NET INTEREST RATE SPREAD

During the quarter, the annualized weighted average yield on the Company’s average earning assets was 3.35% and its annualized average cost of funds was 0.89%, which resulted in a net interest rate spread of 2.46%, a decrease of 12 bps from the first quarter of 2011. As of June 30, 2011, the weighted average yield on the Company’s

<sup>4</sup> Average leverage calculated as the daily weighted average repurchase agreement balance outstanding, less repurchase agreements for treasury securities and other debt divided by average month-ended equity

<sup>5</sup> Average leverage was 8.3x, *pro forma*, when average equity is adjusted to exclude the June 2011 follow-on equity offering that closed on June 28, 2011

<sup>6</sup> Weighted average monthly annualized CPR published during April, May and June 2011 for securities held during the quarter

<sup>7</sup> Weighted average actual annualized CPR published in July 2011 for securities held as of June 30, 2011

<sup>8</sup> CMO balance includes \$0.2 billion of fixed and adjustable rate interest-only and principal-only strips

<sup>9</sup> 30-year fixed rate securities includes \$95 million of 40-year fixed rate securities

earning assets was 3.45% and its weighted average cost of funds was 1.09%<sup>10</sup>. This resulted in a net interest rate spread of 2.36% as of June 30, 2011, a decrease of 6 bps from the weighted average net interest rate spread as of March 31, 2011 of 2.42%<sup>11</sup>.

The weighted average cost basis of the investment portfolio was 104.4% (or 103.8% excluding interest-only strips) as of June 30, 2011. The amortization of premiums (net of any accretion of discounts) on the investment portfolio for the quarter was \$78.9 million, or \$0.60 per share. The unamortized net premium as of June 30, 2011 was \$1.7 billion.

Premiums and discounts associated with purchases of agency securities are amortized or accreted into interest income over the estimated life of such securities, using the effective yield method. Given that the cost basis of the Company's mortgage assets exceeds the underlying principal balance by 4.4% as of June 30, 2011, slower actual and projected prepayments can have a meaningful positive impact, while faster actual or projected prepayments can have a meaningful negative impact, on the Company's asset yields.

The weighted average projected CPR for the remaining life of all of the Company's investments held as of June 30, 2011 was 10%; unchanged from March 31, 2011. The actual CPR for the Company's portfolio during the second quarter of 2011 was 9%, a decrease from 13% during the first quarter of 2011. The most recent CPR published in July 2011 for the Company's portfolio held as June 30, 2011 was 8%.

"We are very pleased with the prepayment performance of our securities. The aggregate projected CPR of our portfolio as of June 30, 2011 benefited from the changing composition of our portfolio including our acquisition of newer, lower coupon securities backed by loans with favorable prepayment attributes during the quarter. Our projected CPR remained unchanged from March 31, 2011 at 10%, despite an overall decrease in interest rates during the second quarter," said Chris Kuehl, AGNC Senior Vice President, Mortgage Investments.

The Company's average cost of funds increased 8 basis points from 0.81% for the first quarter of 2011 to 0.89% for the second quarter of 2011, due largely to timing differences between asset settlements and the initiation of new interest rate swap contracts.

## LEVERAGE AND HEDGING ACTIVITIES

As of June 30, 2011, the Company's \$39.9 billion investment portfolio was financed with \$33.5 billion of repurchase agreements, \$0.1 billion of other debt<sup>12</sup> and \$4.8 billion of equity capital, resulting in a leverage ratio of 7.0x. When adjusted for the net payable for agency

<sup>10</sup> Cost of funds as of June 30, 2011 includes the impact of swaps in effect as of June 30, 2011 of \$14.1 billion, plus \$6.9 billion of forward starting swaps becoming effective, net of swap expirations, within the three month period following June 30, 2011

<sup>11</sup> Cost of funds as of March 31, 2011 includes the impact of swaps in effect as of March 31, 2011 of \$9.4 billion, plus \$3.7 billion of forward starting swaps becoming effective, net of swap expirations, within the three month period following March 31, 2011

<sup>12</sup> Other debt consists of other variable rate debt outstanding at Libor + 25 bps in connection with the consolidation of a structured transaction recorded as a financing transaction under GAAP

securities not yet settled, the leverage ratio was 7.5x as of June 30, 2011. The average leverage for the quarter was 7.6x, which is calculated as the daily weighted average repurchase agreement and other debt balance outstanding, excluding repurchase agreements for treasury securities, divided by the average month-ended equity for the quarter. Average leverage was 8.3x, *pro forma*, when average month-ended equity is adjusted to exclude the June 2011 follow-on equity offering that closed on June 28, 2011.

Of the \$33.5 billion borrowed under repurchase agreements as of June 30, 2011, \$13.5 billion had original maturities of 30 days or less, \$11.8 billion had original maturities greater than 30 days and less than or equal to 60 days, \$4.2 billion had original maturities greater than 60 days and less than or equal to 90 days and the remaining \$4.0 billion had original maturities of 91 days or more. As of June 30, 2011, the Company had repurchase agreements with 26 financial institutions.

The Company's interest rate swap positions as of June 30, 2011 totaled \$22.2 billion in notional amount at an average fixed pay rate of 1.68%, a weighted average receive rate of 0.19% and a weighted average maturity of 3.6 years. During the quarter, the Company increased its swap position, including forward starting swaps ranging up to seven months, by \$7.3 billion in conjunction with an increase in the portfolio size. The new swap agreements entered into during the quarter have an average term of approximately 3.9 years and a weighted average fixed pay rate of 1.44%. The Company enters into swaps with longer maturities with the intention of protecting its book value and longer term earnings potential.

The Company also utilizes interest rate swaptions to mitigate the Company's exposure to larger changes in interest rates. During the quarter, the Company added \$2.7 billion of payer swaptions at a cost of \$36.3 million, while \$700 million of payer and \$250 million of receiver swaptions from previous quarters expired for a total loss of \$3.9 million. As of June 30, 2011, the Company had \$4.1 billion in payer swaptions outstanding at a market value of \$36.4 million with an average maturity of 7.0 years.

As of June 30, 2011, 66% of the Company's repurchase agreement balance and other debt were hedged through interest rate swap agreements. If net unsettled purchases and sales of securities are incorporated, this percentage declines to 62%. These percentages do not reflect the swaps underlying the payer swaptions noted above.

#### **OTHER INCOME (LOSS), NET**

During the quarter, the Company recorded \$6.1 million in other loss, net, or \$0.05 per share. Other loss is comprised of \$93.9 million of net realized gains on sales of agency securities, \$80.4 million of net realized losses on derivative and trading securities and \$19.6 million of net unrealized losses, including reversals of prior period unrealized gains and losses realized during the current quarter, on derivative and trading securities that are marked-to-market in current income.

The net gains and losses (realized and unrealized) on derivative and trading securities generally represent instruments that are used to supplement the Company's interest

rate swaps (such as swaptions and short or long positions in “to-be-announced” mortgage securities (“TBA’s”), Markit IOS total return swaps<sup>13</sup> and treasury securities). Under accounting rules, these positions are not in hedge relationships and consequently changes in fair value are recorded in current income instead of shareholders’ equity. The Company uses these supplemental hedges to reduce its exposure to interest rates.

#### **TAXABLE INCOME**

Taxable income for the second quarter of 2011 was \$1.56 per share, or \$0.20 higher than GAAP net income per share for the quarter. The primary difference between tax and GAAP net income is unrealized gains and losses associated with derivatives marked-to-market in current income for GAAP purposes but excluded from taxable income until realized or settled. For the second quarter, \$19.6 million of net unrealized losses, including prior period reversals, were recognized for GAAP but excluded from taxable income for the quarter.

#### **NET ASSET VALUE**

As of June 30, 2011, the Company’s net asset value per share was \$26.76, or \$0.80 higher than the March 31, 2011 net asset value per share of \$25.96.

#### **SECOND QUARTER 2011 DIVIDEND DECLARATION**

On June 10, 2011, the Board of Directors of the Company declared a second quarter 2011 dividend of \$1.40 per share payable on July 27, 2011, to stockholders of record as of June 23, 2011. Since its May 2008 initial public offering, the Company has paid or declared a total of \$679.6 million in dividends, or \$16.06 per share. After adjusting for the second quarter 2011 accrued dividend, the Company had approximately \$78 million of undistributed taxable income as of June 30, 2011. Undistributed taxable income per share as of June 30, 2011 was \$0.44 per share, a \$0.02 per share increase from March 31, 2011.

#### **BOARD OF DIRECTORS**

At its meeting on July 26, 2011, the Company’s Board of Directors voted to increase the size of the Board by two and elected Robert M. Couch and Samuel A. Flax to the new positions.

“We are very excited to have Rob and Sam join our Board of Directors,” said Malon Wilkus, Chairman and Chief Executive Officer of AGNC. “Both of these Directors bring a wealth of insight and experience which will be invaluable to our Board, and I expect that they will play an integral role in guiding AGNC in the years ahead.”

Mr. Couch is President and Chief Executive Officer of ARK Real Estate Strategies, LLC and Counsel to Bradley Arant Boult Cummings, a Birmingham-based law firm. He is also a member of the Board of Directors of Prospect Holding Company, LLC, the parent company of Prospect Mortgage of Sherman Oaks, California.

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<sup>13</sup> Long total return swap positions on the Markit IOS index synthetically replicate the purchase of interest only securities funded at 1 month LIBOR

Mr. Couch is the former President of the Government National Mortgage Association (“Ginnie Mae”). As President of Ginnie Mae, Mr. Couch administered Ginnie Mae’s mortgage-backed securities program, valued at over \$414 billion, and its \$123 billion Real Estate Mortgage Investment Conduit program. Also, Mr. Couch served as General Counsel of the United States Department of Housing and Urban Development (“HUD”) from June 2007 to November 2008. Prior to his government service, Mr. Couch served as President and CEO of New South Federal Savings Bank. At the time, New South was the largest thrift in Alabama. An active member of the mortgage banking industry, Mr. Couch is the former Chairman and a member of the Board of Directors of the Mortgage Bankers Association of America.

Mr. Flax has served as Executive Vice President and Secretary of the Company and as Vice President and the Secretary of its manager, American Capital Agency Management, LLC, since their formation in 2008. Also, he has served as Executive Vice President, General Counsel, Chief Compliance Officer and Secretary of American Capital, Ltd. (“American Capital”) since 2005. Prior to joining American Capital, Mr. Flax was a partner in the corporate and securities practice group of the Washington, D.C. law firm of Arnold & Porter LLP from 1990 to 2005, where he was American Capital’s principal outside counsel.

Financial highlights for the quarter are as follows:

**AMERICAN CAPITAL AGENCY CORP.**  
**CONSOLIDATED BALANCE SHEETS**  
 (in thousands)

	June 30, 2011 (unaudited)	March 31, 2011 (unaudited)	December 31, 2010	September 30, 2010 (unaudited)
<b>Assets:</b>				
Agency securities, at fair value (including pledged assets of \$35,117,998, \$23,190,698, \$12,270,909 and \$8,321,498, respectively)	\$39,925,707	\$28,192,575	\$ 13,510,280	\$ 9,736,463
Cash and cash equivalents	625,850	300,574	173,258	115,266
Restricted cash	188,772	75,221	76,094	62,462
Interest receivable	139,265	102,438	56,485	42,034
Derivative assets, at fair value	86,064	142,047	76,593	11,344
Receivable for agency securities sold	1,251,624	298,320	258,984	350,056
Principal payments receivable	29,254	42,667	75,524	40,129
Receivable under reverse repurchase agreements	1,388,188	—	247,438	—
Other assets	1,846	1,121	1,173	1,052
<b>Total assets</b>	<b>\$43,636,570</b>	<b>\$29,154,963</b>	<b>\$ 14,475,829</b>	<b>\$ 10,358,806</b>
<b>Liabilities:</b>				
Repurchase agreements	\$33,505,142	\$21,994,039	\$ 11,680,092	\$ 7,969,399
Other debt	61,757	67,845	72,927	80,822.00
Payable for agency securities purchased	3,336,485	3,504,600	727,374	1,223,064
Derivative liabilities, at fair value	290,286	92,658	78,590	113,900
Dividend payable	180,360	135,280	90,798	54,554
Obligation to return securities borrowed under reverse repurchase agreements, at fair value	1,459,298	—	245,532	—
Accounts payable and other accrued liabilities	26,596	16,040	8,452	4,022
<b>Total liabilities</b>	<b>38,859,924</b>	<b>25,810,462</b>	<b>12,903,765</b>	<b>9,445,761</b>
<b>Stockholders’ equity:</b>				
Preferred stock, \$0.01 par value; 10,000 shares authorized, 0 shares issued and outstanding, respectively	—	—	—	—
Common stock, \$0.01 par value; 300,000 shares authorized, 178,509, 128,829, 64,856 and 38,967 shares issued and outstanding, respectively	1,785	1,288	649	390
Additional paid-in capital	4,682,070	3,314,119	1,561,908	880,571
Retained earnings	73,841	76,379	78,116	30,835
Accumulated other comprehensive income (loss)	18,950	(47,285)	(68,609)	1,249
<b>Total stockholders’ equity</b>	<b>4,776,646</b>	<b>3,344,501</b>	<b>1,572,064</b>	<b>913,045</b>
<b>Total liabilities and stockholders’ equity</b>	<b>\$43,636,570</b>	<b>\$29,154,963</b>	<b>\$ 14,475,829</b>	<b>\$ 10,358,806</b>



**AMERICAN CAPITAL AGENCY CORP.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(unaudited)  
(in thousands, except per share data)

	Three Months Ended June 30,	
	2011	2010
<b>Interest income:</b>		
Interest income	\$ 264,728	\$ 50,589
Interest expense	63,816	17,348
Net interest income	<u>200,912</u>	<u>33,241</u>
<b>Other (loss) income, net:</b>		
Gain on sale of agency securities, net	93,892	29,585
Loss on derivative instruments and trading securities, net	<u>(100,013)</u>	<u>(21,867)</u>
Total other (loss) income, net	<u>(6,121)</u>	<u>7,718</u>
<b>Expenses:</b>		
Management fees	12,423	2,314
General and administrative expenses	4,546	1,787
Total expenses	<u>16,969</u>	<u>4,101</u>
<b>Net income</b>	<u>\$ 177,822</u>	<u>\$ 36,858</u>
<b>Net income per common share – basic and diluted</b>	<u>\$ 1.36</u>	<u>\$ 1.23</u>
<b>Weighted average number of common shares outstanding – basic and diluted</b>	<u>130,467</u>	<u>29,872</u>
<b>Dividends declared per common share</b>	<u>\$ 1.40</u>	<u>\$ 1.40</u>

**AMERICAN CAPITAL AGENCY CORP.**  
**KEY PORTFOLIO CHARACTERISTICS\***  
(unaudited)  
(in thousands, except per share data)

	Three Months Ended				
	June 30, 2011	March 31, 2011	December 31, 2010	September 30, 2010	June 30, 2010
Average agency securities, at cost	\$31,552,263	\$19,361,473	\$ 11,603,957	\$ 7,751,068	\$5,886,806
Average total assets, at fair value	\$34,442,961	\$20,472,785	\$ 11,605,200	\$ 8,454,760	\$6,498,247
Average repurchase agreements	\$28,668,011	\$17,755,790	\$ 10,813,568	\$ 7,241,783	\$5,548,225
Average stockholders' equity	\$ 3,785,199	\$ 2,411,628	\$ 1,291,127	\$ 853,250	\$ 705,466
Fixed-rate agency securities, at fair value – as of period end	\$34,800,625	\$22,875,909	\$ 9,101,479	\$ 5,647,393	\$3,063,016
Adjustable-rate agency securities, at fair value – as of period end	\$ 4,612,940	\$ 4,915,994	\$ 3,950,164	\$ 3,630,469	\$3,589,711
CMO agency securities, at fair value – as of period end	\$ 265,099	\$ 290,321	\$ 401,898	\$ 439,347	\$ 483,667
Interest-only strips agency securities, at fair value – as of period end	\$ 206,829	\$ 110,351	\$ 56,739	\$ 19,254	\$ 29,996
Principal-only strips agency securities, at fair value – as of period end	\$ 40,215	\$ —	\$ —	\$ —	\$ —
Average coupon <sup>(1)</sup>	4.44%	4.58%	4.86%	5.03%	5.20%
Average asset yield <sup>(2)</sup>	3.35%	3.39%	3.48%	3.23%	3.44%
Average cost of funds <sup>(3)</sup>	0.89%	0.81%	0.90%	1.02%	1.07%
Average cost of funds – terminated swap amortization expense <sup>(4)</sup>	—	—	—	—	0.19%
Average net interest rate spread <sup>(5)</sup>	2.46%	2.58%	2.58%	2.21%	2.18%
Average actual CPR for securities held during the period	9%	13%	18%	15%	28%
Average forecasted CPR as of period end	10%	10%	12%	18%	20%
Leverage (average during the period) <sup>(6)</sup>	7.6:1	7.4:1	8.4:1	8.5:1	7.9:1
Leverage (as of period end) <sup>(7)</sup>	7.5:1	7.6:1	7.8:1	9.8:1	8.2:1
Expenses % of average assets <sup>(8)</sup>	0.20%	0.22%	0.23%	0.22%	0.25%
Expenses % of average stockholders' equity <sup>(9)</sup>	1.80%	1.86%	2.03%	2.15%	2.33%
Net asset value per common share as of period end <sup>(10)</sup>	\$ 26.76	\$ 25.96	\$ 24.24	\$ 23.43	\$ 23.54
Dividends declared per common share	\$ 1.40	\$ 1.40	\$ 1.40	\$ 1.40	\$ 1.40
Annualized economic return <sup>(11)</sup>	34.0%	52.2%	37.4%	21.7%	35.5%
Net return on average stockholders' equity <sup>(12)</sup>	18.8%	22.5%	42.4%	27.9%	21.0%

\* Average numbers for each period are weighted based on days on the Company's books and records. All percentages are annualized.

- (1) Weighted average coupon for the period was calculated by dividing the Company's total coupon (or cash) interest income on agency securities by the Company's daily weighted average agency securities held.
- (2) Weighted average asset yield for the period was calculated by dividing the Company's total interest income on agency securities, less amortization of premiums and discounts, by the Company's daily weighted average agency securities held.
- (3) Weighted average cost of funds for the period was calculated by dividing the Company's total interest expense, less amortization expense related to the termination of interest rate swaps, by the Company's daily weighted average repurchase agreements and other debt outstanding, less repurchase agreements for treasury securities, for the period.
- (4) Weighted average cost of funds related to terminated interest rate swap amortization expense was calculated by dividing the Company's amortization expense by the Company's weighted average repurchase agreements. The amortization expense associated with the termination of interest rate swaps was \$—, \$—, \$—, \$— and \$2.6 million for the respective periods presented.
- (5) Net interest rate spread for the period was calculated by subtracting the Company's weighted average cost of funds, net of interest rate swaps and terminated swap amortization expense, from the Company's weighted average asset yield.
- (6) Leverage during the period was calculated by dividing the Company's daily weighted average repurchase agreements and other debt outstanding, less repurchase agreements for treasury securities, for the period by the Company's average month-ended stockholders' equity for the period. Average leverage for the quarter-ended

June 30, 2011 was 8.3x, *pro forma*, when average equity is adjusted to exclude the June 2011 follow-on equity offering that closed on June 28, 2011.

- (7) Leverage at period end was calculated by dividing the sum of the amount outstanding under the Company's repurchase agreements, net receivable / payable for unsettled agency securities and other debt by the Company's total stockholders' equity at period end.
- (8) Expenses as a % of average total assets was calculated by dividing the Company's total expenses by the Company's average total assets for the period.
- (9) Expenses as a % of average stockholders' equity was calculated by dividing the Company's total expenses by the Company's average month-ended stockholders' equity.
- (10) Book value per share was calculated by dividing the Company's total stockholders' equity by the Company's number of shares outstanding.
- (11) Annualized economic return represents the sum of the change in net asset value over the period and dividends declared during the period over the beginning net asset value on an annualized basis.
- (12) Annualized net return on average stockholders' equity for the period was calculated by dividing the Company's net income by the Company's average month-ended stockholders' equity on an annualized basis. Average ROE was 21%, *pro forma*, when average equity is adjusted to exclude the June 2011 follow-on equity offering that closed on June 28, 2011.

## **DIVIDEND REINVESTMENT AND DIRECT STOCK PURCHASE PLAN**

During the quarter, AGNC did not issue shares under the Dividend Reinvestment and Direct Stock Purchase Plan (the "Plan") through either direct stock purchases or dividend reinvestment.

AGNC's Plan provides prospective investors and existing stockholders with a convenient and economical method to purchase shares of the Company's common stock. By participating in the Plan, investors may purchase additional shares of common stock by reinvesting some or all of the cash dividends received on shares of the Company's common stock. Investors may also make optional cash purchases of shares of the Company's common stock subject to certain limitations detailed in the Plan prospectus. To review the Plan prospectus, please visit the Company's Investor Relations website at [www.AGNC.com](http://www.AGNC.com).

## **STOCKHOLDER CALL**

AGNC invites stockholders, prospective stockholders and analysts to attend the AGNC stockholder call on July 27, 2011 at 8:00 am ET. The stockholder call can be accessed through a live webcast, free of charge, at [www.AGNC.com](http://www.AGNC.com) or by dialing (877) 569-8701 (U.S. domestic) or +1 (574) 941-7382 (international). Please provide the operator with the conference ID number 84890133. If you do not plan on asking a question on the call and have access to the internet, please take advantage of the webcast.

A slide presentation will accompany the call and will be available at [www.AGNC.com](http://www.AGNC.com). Select the Q2 2011 Earnings Presentation link to download and print the presentation in advance of the Stockholder Call.

An archived audio of the stockholder call combined with the slide presentation will be made available on the Company's website after the call on July 27. In addition, there will be a phone recording available from 11:00 am ET July 27 until 11:59 pm ET August 10. If you are interested in hearing the recording of the presentation, please dial (800) 642-

1687 (U.S. domestic) or +1 (706) 645-9291 (international). The conference ID number is 84890133.

For further information, please contact Investor Relations at (301) 968-9300 or [IR@AGNC.com](mailto:IR@AGNC.com).

#### **ABOUT AMERICAN CAPITAL AGENCY CORP.**

American Capital Agency Corp. is a real estate investment trust (“REIT”) that invests in agency pass-through securities and collateralized mortgage obligations for which the principal and interest payments are guaranteed by a U.S. Government agency or a U.S. Government-sponsored entity. The Company is externally managed and advised by American Capital Agency Management, LLC, an affiliate of American Capital. For further information, please refer to [www.AGNC.com](http://www.AGNC.com).

#### **ABOUT AMERICAN CAPITAL**

American Capital is a publicly traded private equity firm and global asset manager. American Capital, both directly and through its asset management business, originates, underwrites and manages investments in middle market private equity, leveraged finance, real estate and structured products. Founded in 1986, American Capital has \$37 billion in assets under management and eight offices in the U.S., Europe and Asia. American Capital and its affiliates will consider investment opportunities from \$10 million to \$300 million. For further information, please refer to [www.AmericanCapital.com](http://www.AmericanCapital.com).

#### **FORWARD LOOKING STATEMENTS**

This press release contains forward-looking statements. Forward-looking statements are based on estimates, projections, beliefs and assumptions of management of the Company at the time of such statements and are not guarantees of future performance. Forward-looking statements involve risks and uncertainties in predicting future results and conditions. Actual results could differ materially from those projected in these forward-looking statements due to a variety of factors, including, without limitation, changes in interest rates, changes in the yield curve, changes in prepayment rates, the availability and terms of financing, changes in the market value of our assets, general economic conditions, market conditions, conditions in the market for agency securities, and legislative and regulatory changes that could adversely affect the business of the Company. Certain factors that could cause actual results to differ materially from those contained in the forward-looking statements, are included in the Company’s periodic reports filed with the Securities and Exchange Commission (“SEC”). Copies are available on the SEC’s website, [www.sec.gov](http://www.sec.gov). The Company disclaims any obligation to update or revise any forward-looking statements based on the occurrence of future events, the receipt or new information, or otherwise.

#### **USE OF NON-GAAP FINANCIAL INFORMATION**

In addition to the results presented in accordance with GAAP, this release includes non-GAAP financial information, including our taxable income and certain financial metrics

derived based on taxable income, which management uses in its internal analysis of results, and believes may be informative to investors. Taxable income is pre-tax income calculated in accordance with the requirements of the Internal Revenue Code rather than GAAP. Taxable income differs from GAAP income because of both temporary and permanent differences in income and expense recognition. Examples include temporary differences for unrealized gains and losses on derivative instruments and trading securities recognized in income for GAAP but excluded from taxable income until realized or settled, differences in the CPR used to amortize premiums or accrete discounts as well as treatment of start-up organizational costs, hedge ineffectiveness, and stock-based compensation and permanent differences for excise tax expense. Furthermore, taxable income can include certain estimated information and is subject to potential adjustments up to the time of filing of the appropriate tax returns, which occurs after the end of the calendar year of the Company. The Company believes that these non-GAAP financial measures provide information useful to investors because taxable income is directly related to the amount of dividends the Company is required to distribute in order to maintain its REIT tax qualification status. The Company also believes that providing investors with our taxable income and certain financial metrics derived based on such taxable income, in addition to the related GAAP measures, gives investors greater transparency to the information used by management in its financial and operational decision-making. However, because taxable income is an incomplete measure of the Company's financial performance and involves differences from net income computed in accordance with GAAP, taxable income should be considered as supplementary to, and not as a substitute for, the Company's net income computed in accordance with GAAP as a measure of the Company's financial performance. In addition, because not all companies use identical calculations, our presentation of our estimated taxable income may not be comparable to other similarly-titled measures of other companies.