

OCWEN FINANCIAL CORP  
Form 10-Q  
May 15, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

(Mark one)

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

For the quarterly period ended March 31, 2017

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 No. 1-13219

OCWEN FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Florida

65-0039856

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

1661 Worthington Road, Suite 100

33409

West Palm Beach, Florida

(Zip Code)

(Address of principal executive office)

(561) 682-8000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No   
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large Accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act) Yes  No

Number of shares of common stock outstanding as of May 4, 2017: 124,582,673 shares

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FORM 10-Q  
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## FORWARD-LOOKING STATEMENTS

This Quarterly Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact included in this report, including, without limitation, statements regarding our financial position, business strategy and other plans and objectives for our future operations, are forward-looking statements. These statements include declarations regarding our management’s beliefs and current expectations. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “could”, “intend,” “consider,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict” or “continue” or the negative of such terms or other comparable terminology. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Our business has been undergoing substantial change, which has magnified such uncertainties. Readers should bear these factors in mind when considering forward-looking statements and should not place undue reliance on such statements. Forward-looking statements involve a number of assumptions, risks and uncertainties that could cause actual results to differ materially from those suggested by such statements. In the past, actual results have differed from those suggested by forward-looking statements and this may happen again. Important factors that could cause actual results to differ include, but are not limited to, the risks discussed in “Risk Factors” in this Quarterly Report on Form 10-Q and in Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2016 and the following:

- uncertainty related to claims, litigation, cease and desist orders and investigations brought by government agencies and private parties regarding our servicing, foreclosure, modification, origination and other practices, including uncertainty related to past, present or future investigations, litigation, cease and desist orders and settlements with state regulators, the Consumer Financial Protection Bureau (CFPB), State Attorneys General, the Securities and Exchange Commission (SEC), the Department of Justice or the Department of Housing and Urban Development (HUD) and actions brought under the False Claims Act by private parties on behalf of the United States of America regarding incentive and other payments made by governmental entities;
- adverse effects on our business as a result of regulatory investigations, litigation, cease and desist orders or settlements;
- reactions to the announcement of such investigations, litigation, cease and desist orders or settlements by key counterparties, including lenders;
- increased regulatory scrutiny and media attention;
- any adverse developments in existing legal proceedings or the initiation of new legal proceedings;
- our ability to effectively manage our regulatory and contractual compliance obligations;
- the adequacy of our financial resources, including our sources of liquidity and ability to sell, fund and recover advances, repay borrowings and comply with our debt agreements, including the financial and other covenants contained in them;
- our servicer and credit ratings as well as other actions from various rating agencies, including the impact of prior or future downgrades of our servicer and credit ratings;
- volatility in our stock price;
- the characteristics of our servicing portfolio, including prepayment speeds along with delinquency and advance rates;
- our ability to contain and reduce our operating costs, including our ability to successfully execute on our cost improvement initiative;
- our ability to successfully modify delinquent loans, manage foreclosures and sell foreclosed properties;
- uncertainty related to legislation, regulations, regulatory agency actions, regulatory examinations, government programs and policies, industry initiatives and evolving best servicing practices;
- our dependence on New Residential Investment Corp. (NRZ) for a substantial portion of our advance funding for non-agency mortgage servicing rights;
- uncertainties related to our long-term relationship with NRZ;
- the loss of the services of our senior managers;
- uncertainty related to general economic and market conditions, delinquency rates, home prices and disposition timelines on foreclosed properties;
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uncertainty related to the actions of loan owners and guarantors, including mortgage-backed securities investors, the Government National Mortgage Association (Ginnie Mae), trustees and government sponsored entities (GSEs), regarding loan put-backs, penalties and legal actions;

our ability to comply with our servicing agreements, including our ability to comply with our seller/servicer agreements with GSEs and maintain our status as an approved seller/servicer;

uncertainty related to the GSEs substantially curtailing or ceasing to purchase our conforming loan originations or the Federal Housing Administration of the Department of Housing and Urban Development or Department of Veterans Affairs ceasing to provide insurance;

uncertainty related to the processes for judicial and non-judicial foreclosure proceedings, including potential additional costs or delays or moratoria in the future or claims pertaining to past practices;

our reserves, valuations, provisions and anticipated realization on assets;

uncertainty related to the ability of third-party obligors and financing sources to fund servicing advances on a timely basis on loans serviced by us;

uncertainty related to the ability of our technology vendors to adequately maintain and support our systems, including our servicing systems, loan originations and financial reporting systems;

our ability to effectively manage our exposure to interest rate changes and foreign exchange fluctuations;

uncertainty related to our ability to adapt and grow our business, including our new business initiatives;

our ability to meet capital requirements established by regulators or counterparties;

our ability to protect and maintain our technology systems and our ability to adapt such systems for future operating environments;

failure of our internal information technology and other security measures or breach of our privacy protections; and

uncertainty related to the political or economic stability of foreign countries in which we have operations.

Further information on the risks specific to our business is detailed within this report and our other reports and filings with the SEC including Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2016 and our Current Reports on Form 8-K since such date. Forward-looking statements speak only as of the date they were made and we disclaim any obligation to update or revise forward-looking statements whether as a result of new information, future events or otherwise.

## PART I – FINANCIAL INFORMATION

## ITEM 1. UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## OCWEN FINANCIAL CORPORATION AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except per share data)

|   | March 31,<br>2017  | December<br>31, 2016 |
|---|--------------------|----------------------|
| <b>Assets</b>   |                    |                      |
| Cash  | \$268,320          | \$256,549            |
| Mortgage servicing rights (\$651,987 and \$679,256 carried at fair value)   | 1,010,518          | 1,042,978            |
| Advances, net   | 234,173            | 257,882              |
| Match funded assets (related to variable interest entities (VIEs))  | 1,392,421          | 1,451,964            |
| Loans held for sale (\$313,558 and \$284,632 carried at fair value)   | 339,153            | 314,006              |
| Loans held for investment, at fair value  | 3,916,387          | 3,565,716            |
| Receivables, net  | 212,781            | 265,720              |
| Premises and equipment, net   | 60,774             | 62,744               |
| Other assets (\$21,066 and \$20,007 carried at fair value) (\$27,141 and \$43,331 related to VIEs)  | 428,617            | 438,104              |
| <b>Total assets</b>   | <b>\$7,863,144</b> | <b>\$7,655,663</b>   |
| <b>Liabilities and Equity</b>   |                    |                      |
| <b>Liabilities</b>  |                    |                      |
| Financing liabilities (\$4,198,452 and \$3,911,488 carried at fair value)   | \$4,295,408        | \$4,012,812          |
| Match funded liabilities (related to VIEs)  | 1,215,212          | 1,280,997            |
| Other secured borrowings, net   | 738,447            | 678,543              |
| Senior notes, net   | 346,929            | 346,789              |
| Other liabilities (\$3,868 and \$1,550 carried at fair value)   | 643,714            | 681,239              |
| <b>Total liabilities</b>  | <b>7,239,710</b>   | <b>7,000,380</b>     |
| <b>Commitments and Contingencies (Notes 18 and 19)</b>  |                    |                      |
| <b>Equity</b>   |                    |                      |
| Ocwen Financial Corporation (Ocwen) stockholders' equity  |                    |                      |
| Common stock, \$.01 par value; 200,000,000 shares authorized; 124,577,169 and 123,988,160 shares issued and outstanding at March 31, 2017 and December 31, 2016, respectively | 1,246              | 1,240                |
| Additional paid-in capital  | 527,986            | 527,001              |
| Retained earnings   | 93,159             | 126,167              |
| Accumulated other comprehensive loss, net of income taxes   | (1,383             | ) (1,450 )           |
| <b>Total Ocwen stockholders' equity</b>   | <b>621,008</b>     | <b>652,958</b>       |
| Non-controlling interest in subsidiaries  | 2,426              | 2,325                |
| <b>Total equity</b>   | <b>623,434</b>     | <b>655,283</b>       |
| <b>Total liabilities and equity</b>   | <b>\$7,863,144</b> | <b>\$7,655,663</b>   |

The accompanying notes are an integral part of these unaudited consolidated financial statements

OCWEN FINANCIAL CORPORATION AND SUBSIDIARIES  
 UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in thousands, except per share data)

|  | For the Three Months<br>Ended March 31, |              |
|--|---|--------------|
|  | 2017                                    | 2016         |
| Revenue  |   |              |
| Servicing and subservicing fees                      | \$272,502                               | \$297,496    |
| Gain on loans held for sale, net                     | 22,944                                  | 15,572       |
| Other  | 26,418                                  | 17,689       |
| Total revenue  | 321,864                                 | 330,757      |
| Expenses   |   |              |
| Compensation and benefits                            | 91,801                                  | 96,249       |
| Servicing and origination                            | 67,907                                  | 95,692       |
| Professional services                                | 41,829                                  | 70,907       |
| Technology and communications                        | 27,347                                  | 26,869       |
| Occupancy and equipment                              | 17,749                                  | 24,745       |
| Amortization of mortgage servicing rights            | 12,715                                  | 12,806       |
| Other  | 17,035                                  | 1,389        |
| Total expenses                                       | 276,383                                 | 328,657      |
| Other income (expense)                               |   |              |
| Interest income                                      | 3,763                                   | 4,190        |
| Interest expense                                     | (84,062 )                               | (106,089 )   |
| Gain on sale of mortgage servicing rights, net       | 287                                     | 1,175        |
| Other, net   | 4,033                                   | (3,501 )     |
| Total other expense, net                             | (75,979 )                               | (104,225 )   |
| Loss before income taxes                             | (30,498 )                               | (102,125 )   |
| Income tax expense                                   | 2,125                                   | 9,076        |
| Net loss   | (32,623 )                               | (111,201 )   |
| Net income attributable to non-controlling interests | (101 )                                  | (130 )       |
| Net loss attributable to Ocwen stockholders          | \$(32,724 )                             | \$(111,331 ) |
| Loss per share attributable to Ocwen stockholders    |   |              |
| Basic  | \$(0.26 )                               | \$(0.90 )    |
| Diluted  | \$(0.26 )                               | \$(0.90 )    |
| Weighted average common shares outstanding           |   |              |
| Basic  | 124,014,928                             | 24,093,339   |
| Diluted  | 124,014,928                             | 24,093,339   |

The accompanying notes are an integral part of these unaudited consolidated financial statements



OCWEN FINANCIAL CORPORATION AND SUBSIDIARIES  
 UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
 (Dollars in thousands)

|   | For the Three Months<br>Ended March 31, |             |
|---|---|-------------|
|   | 2017                                    | 2016        |
| Net loss  | \$(32,623)                              | \$(111,201) |
| Other comprehensive income, net of income taxes:                                      |   |             |
| Reclassification adjustment for losses on cash flow hedges included in net income (1) | 67                                      | 105         |
| Comprehensive loss  | (32,556 )                               | (111,096 )  |
| Comprehensive income attributable to non-controlling interests                        | (101 )                                  | (130 )      |
| Comprehensive loss attributable to Ocwen stockholders                                 | \$(32,657)                              | \$(111,226) |

(1) These losses are reclassified to Other, net in the unaudited consolidated statements of operations.

The accompanying notes are an integral part of these unaudited consolidated financial statements

OCWEN FINANCIAL CORPORATION AND SUBSIDIARIES  
 UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
 FOR THE THREE MONTHS ENDED MARCH 31, 2017 AND 2016  
 (Dollars in thousands)

|   | Ocwen Stockholders<br>Common Stock |          | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss), Net<br>of Taxes | Non-controlling<br>Interest in<br>Subsidiaries | Total      |
|---|------------------------------------|----------|----------------------------------|----------------------|--|--|------------|
|   | Shares                             | Amount   |                                  |                      |  |  |            |
| Balance at December 31, 2016  | 123,988,160                        | \$ 1,240 | \$ 527,001                       | \$ 126,167           | \$ (1,450 )  | \$ 2,325                                       | \$ 655,283 |
| Net income (loss)   | —                                  | —        | —                                | (32,724 )            | —  | 101  | (32,623 )  |
| Cumulative effect of adoption<br>of FASB Accounting Standards<br>Update No. 2016-09 | —                                  | —        | 284                              | (284 )               | —  | —  | —          |
| Equity-based compensation<br>and other  | 589,009                            | 6        | 701                              | —                    | —  | —  | 707        |
| Other comprehensive income,<br>net of income taxes                                  | —                                  | —        | —                                | —                    | 67   | —  | 67         |
| Balance at March 31, 2017   | 124,577,169                        | \$ 1,246 | \$ 527,986                       | \$ 93,159            | \$ (1,383 )  | \$ 2,426                                       | \$ 623,434 |
| Balance at December 31, 2015  | 124,774,516                        | \$ 1,248 | \$ 526,148                       | \$ 325,929           | \$ (1,763 )  | \$ 3,076                                       | \$ 854,638 |
| Net income (loss)   | —                                  | —        | —                                | (111,331 )           | —  | 130  | (111,201 ) |
| Repurchase of common stock  | (991,985 )                         | (10 )    | (5,880 )                         | —                    | —  | —  | (5,890 )   |
| Exercise of common stock<br>options   | 69,805                             | 1        | 441                              | —                    | —  | —  | 442        |
| Equity-based compensation<br>and other  | 1,347                              | —        | 1,513                            | —                    | —  | —  | 1,513      |
| Capital distribution to<br>non-controlling interest                                 | —                                  | —        | —                                | —                    | —  | (1,139 )                                       | (1,139 )   |
| Other comprehensive income,<br>net of income taxes                                  | —                                  | —        | —                                | —                    | 105  | —  | 105        |
| Balance at March 31, 2016   | 123,853,683                        | \$ 1,239 | \$ 522,222                       | \$ 214,598           | \$ (1,658 )  | \$ 2,067                                       | \$ 738,468 |

The accompanying notes are an integral part of these unaudited consolidated financial statements

OCWEN FINANCIAL CORPORATION AND SUBSIDIARIES  
 UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

|   | For the Three Months<br>Ended March 31, |              |
|---|---|--------------|
|   | 2017                                    | 2016         |
| Cash flows from operating activities  |   |              |
| Net loss  | \$(32,623 )                             | \$(111,201 ) |
| Adjustments to reconcile net loss to net cash provided by operating activities:                             |   |              |
| Amortization of mortgage servicing rights   | 12,715                                  | 12,806       |
| Loss on valuation of mortgage servicing rights, at fair value   | 26,335                                  | 29,293       |
| Impairment of mortgage servicing rights   | 1,401                                   | 29,953       |
| Gain on sale of mortgage servicing rights, net  | (287 )                                  | (1,175 )     |
| Realized and unrealized (gains) losses on derivative financial instruments                                  | (359 )                                  | 1,496        |
| Provision for bad debts   | 22,410                                  | 11,382       |
| Depreciation  | 7,081                                   | 5,039        |
| Amortization of debt issuance costs   | 673                                     | 3,277        |
| Equity-based compensation expense   | 2,132                                   | 1,416        |
| Net gain on valuation of mortgage loans held for investment and HMBS-related borrowings                     | (5,360 )                                | (3,667 )     |
| Gain on loans held for sale, net  | (15,306 )                               | (15,216 )    |
| Origination and purchase of loans held for sale   | (1,237,535 )                            | (1,211,076 ) |
| Proceeds from sale and collections of loans held for sale   | 1,173,912                               | 1,165,503    |
| Changes in assets and liabilities:  |   |              |
| Decrease in advances and match funded assets  | 105,958                                 | 109,076      |
| Decrease in receivables and other assets, net   | 84,857                                  | 84,512       |
| Increase (decrease) in other liabilities  | (62,423 )                               | 21,477       |
| Other, net  | 2,089                                   | 7,997        |
| Net cash provided by operating activities   | 85,670                                  | 140,892      |
| Cash flows from investing activities  |   |              |
| Origination of loans held for investment  | (347,080 )                              | (304,058 )   |
| Principal payments received on loans held for investment  | 80,290                                  | 87,237       |
| Purchase of mortgage servicing rights   | (1,229 )                                | (4,263 )     |
| Proceeds from sale of mortgage servicing rights   | 729                                     | 15,305       |
| Proceeds from sale of advances  | 1,115                                   | 41,003       |
| Issuance of automotive dealer financing notes   | (39,100 )                               | —            |
| Collections of automotive dealer financing notes  | 37,129                                  | —            |
| Additions to premises and equipment   | (5,258 )                                | (19,800 )    |
| Other   | (1,644 )                                | 1,624        |
| Net cash used in investing activities   | (275,048 )                              | (182,952 )   |
| Cash flows from financing activities  |   |              |
| Repayment of match funded liabilities, net  | (65,785 )                               | (46,953 )    |
| Proceeds from mortgage loan warehouse facilities and other secured borrowings                               | 2,224,774                               | 1,902,472    |
| Repayments of mortgage loan warehouse facilities and other secured borrowings                               | (2,263,685 )                            | (2,014,474 ) |
| Payment of debt issuance costs  | (841 )                                  | (2,242 )     |
| Proceeds from sale of reverse mortgages (HECM loans) accounted for as a financing (HMBS-related borrowings) | 306,749                                 | 233,174      |
| Repurchase of common stock  | —                                       | (5,890 )     |

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|   |           |           |   |
|---|-----------|-----------|---|
| Other                                     | (63       | ) (786    | ) |
| Net cash provided by financing activities | 201,149   | 65,301    |   |
| Net increase in cash                      | 11,771    | 23,241    |   |
| Cash at beginning of year                 | 256,549   | 257,272   |   |
| Cash at end of period                     | \$268,320 | \$280,513 |   |

The accompanying notes are an integral part of these unaudited consolidated financial statements

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OCWEN FINANCIAL CORPORATION AND SUBSIDIARIES  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
MARCH 31, 2017

(Dollars in thousands, except per share data and unless otherwise indicated)

Note 1 – Organization, Business Environment and Basis of Presentation

Organization

Ocwen Financial Corporation (NYSE: OCN) (Ocwen, we, us and our) is a financial services holding company which, through its subsidiaries, originates and services loans. We are headquartered in West Palm Beach, Florida with offices located throughout the United States (U.S.) and in the United States Virgin Islands (USVI) and with operations located in India and the Philippines. Ocwen is a Florida corporation organized in February 1988.

Ocwen owns all of the common stock of its primary operating subsidiary, Ocwen Mortgage Servicing, Inc. (OMS), and directly or indirectly owns all of the outstanding stock of its other primary operating subsidiaries: Ocwen Loan Servicing, LLC (OLS), Ocwen Financial Solutions Private Limited (OFSPL), Homeward Residential, Inc. (Homeward) and Liberty Home Equity Solutions, Inc. (Liberty).

We perform primary and master servicer activities on behalf of investors and other servicers, including the Federal National Mortgage Association (Fannie Mae) and Federal Home Loan Mortgage Corporation (Freddie Mac) (collectively, the GSEs), the Government National Mortgage Association (Ginnie Mae) and private-label securitizations (non-Agency). As primary servicer, we may be required to make certain payments of property taxes and insurance premiums, default and property maintenance payments, as well as advances of principal and interest payments before collecting them from borrowers. As master servicer, we collect mortgage payments from primary servicers and distribute the funds to investors in the mortgage-backed securities. To the extent the primary servicer does not advance the scheduled principal and interest, as master servicer we are responsible for advancing the shortfall, subject to certain limitations.

We originate, purchase, sell and securitize conventional (conforming to the underwriting standards of Fannie Mae or Freddie Mac; collectively referred to as Agency loans) and government-insured (Federal Housing Administration (FHA) or Department of Veterans Affairs (VA)) forward and reverse mortgages. The GSEs or Ginnie Mae guarantee these mortgage securitizations.

We had a total of approximately 9,400 employees at March 31, 2017 of which approximately 6,000 were located in India and approximately 800 were based in the Philippines. Our operations in India and the Philippines provide internal support services, principally to our loan servicing business as well as to our corporate functions. Of our foreign-based employees, nearly 80% were engaged in supporting our loan servicing operations as of March 31, 2017.

Business Environment

We are facing certain challenges and uncertainties that could have significant adverse effects on our business, financial condition, liquidity and results of operations. The ability of management to appropriately address these challenges and uncertainties in a timely manner is critical to our ability to successfully operate and grow our business. In the current regulatory environment, we have faced and expect to continue to face, heightened regulatory and public scrutiny as an organization as well as stricter and more comprehensive regulation of the entire mortgage sector. Significant recent regulatory developments impacting our business include the following:

On February 17, 2017, we entered into three consent orders (collectively, the 2017 CA Consent Order) with the California Department of Business Oversight (CA DBO) that terminated a 2015 consent order with the CA DBO, including terminating the engagement of an independent third-party auditor (the CA Auditor) and rescinding the prohibition on Ocwen acquiring mortgage servicing rights (MSRs) for loans secured in California.

On March 27, 2017, we entered into a consent order with the New York Department of Financial Services (NY DFS) that provided for the termination of the engagement of the third-party operations monitor and for a determination on whether the restrictions on acquisition of MSRs should be eased following completion of a scheduled servicing examination.

On April 20, 2017, the Consumer Financial Protection Bureau (CFPB) filed a lawsuit in the federal district court for the Southern District of Florida against Ocwen, OMS and OLS alleging violations of federal consumer financial laws

relating to our servicing business. The CFPB does not claim specific monetary damages, although it does seek consumer relief, disgorgement of allegedly improper gains and civil money penalties. We believe we have factual and legal defenses to the CFPB's allegations and intend to vigorously defend ourselves. We have asked the federal court to consider making an early ruling that the CFPB is unconstitutional and the enforcement action should be dismissed for that reason. We also informed the district court that the Department of Justice recently stated its official conclusion

that the CFPB is unconstitutionally structured, and so we asked the district court to invite the Department to participate in the legal briefing in our case.

On April 20, 2017, the Florida Attorney General filed a lawsuit in the federal district court for the Southern District of Florida against Ocwen, OMS and OLS alleging violations of federal and state consumer financial laws relating to our servicing business. On April 28, 2017, the Massachusetts Attorney General filed an action against OLS in the Superior Court for the Commonwealth of Massachusetts alleging violations of state consumer financial laws relating to our servicing business. Ocwen strongly disputes the claims of these Attorneys General and intends to vigorously defend itself in these actions.

Since April 20, 2017, thirty state mortgage and banking regulatory agencies have taken regulatory action against us alleging breaches of various laws, regulations and licensing requirements, including those related to escrow administration and proper licensing of business activities. We intend to vigorously defend against unfounded claims while continuing to work with these regulatory agencies to resolve their concerns. We have agreed with certain regulatory agencies, where necessary, to obtain delays or exceptions to the orders. Additionally, we have revised our operations, where necessary, so as to comply with the orders in the interim period while we attempt to negotiate resolutions. For example, in certain states we are arranging to release servicing on new originations, and we have paused our origination activities in two states. We have also paused foreclosure activity in two states, which currently impacts less than 150 mortgage loans. While we do not currently believe these limitations on our loan origination or servicing activities will have a material impact on our financial results if we can resolve these agencies' concerns on a timely basis, we do expect our loan origination volumes to decline until such time as we reach resolution. If we are unable to obtain timely resolutions in certain states, more serious consequences could result. For example, we could be required to transfer all of our mortgage servicing in Massachusetts and we could be required to cease mortgage servicing in Rhode Island.

To the extent we are unable to reach a timely resolution with some or all of the state regulatory agencies or attorneys general or should the number or scope of the regulatory actions against us increase or expand, our business, reputation, financial condition, liquidity and results of operations could be adversely affected. See Note 17 – Regulatory Requirements and Note 19 – Contingencies for further information regarding regulatory requirements, regulatory settlements and regulatory-related contingencies.

Among other impacts, the regulatory actions taken by the CFPB and the state mortgage regulators and attorneys general were a catalyst for actions taken by the rating agencies with respect to our corporate credit ratings and our servicer ratings or rankings (collectively, servicer ratings). Between April 20 and April 25, 2017, each of Standard & Poor's Rating Services (S&P), Moody's Investors Services, Inc. (Moody's), Fitch Ratings Inc. (Fitch), Morningstar, Inc. (Morningstar) and Kroll Bond Rating Agency (Kroll) took action with respect to our corporate credit ratings and servicer ratings as follows:

S&P, Fitch and Kroll downgraded our corporate credit rating and S&P, Moody's, Fitch and Kroll changed the outlook for our corporate credit rating to on CreditWatch with Negative implications, on Review for Downgrade, on Rating Watch Negative and on Watch Downgrade status, respectively.

Moody's, Fitch and Morningstar changed the outlook for our servicer ratings to on Review for Downgrade, to Negative and to On Alert, respectively. No changes were made to our actual servicer ratings. See Note 8 – Mortgage Servicing for further information.

These and any additional actions by rating agencies could have a material adverse impact on our business, financial condition and liquidity, including through adverse changes to the terms on which we may be able to fund our operations or borrow money or through adverse impacts on our dealings with counterparties and regulators, including our status as an approved seller/servicer with the GSEs. We are required under our agreements with New Residential Investment Corp. (NRZ) to maintain certain primary servicer ratings with S&P or Moody's. See Note 4 — Sales of Advances and MSR for additional information.

We incurred a net loss in first quarter of 2017, which followed losses in each of the last three fiscal years. While these losses have eroded stockholders' equity and weakened our financial condition, it is important to note that we generated positive operating cash flow in each of these periods. We are reinvesting cash flows generated by our Servicing business to grow not only our residential mortgage lending business but also to grow other new business lines such as

our Automotive Capital Services (ACS) business to diversify our income profile and drive improved financial performance over time. We believe asset generation, through our lending businesses, will be Ocwen's primary driver of growth for the future. We are also focused on improving our operations to enhance customer experiences and improve operating effectiveness, both of which we believe will drive stronger financial performance through lower overall costs and improved customer retention.

With regard to the current maturities of our borrowings, we have approximately \$1.1 billion of debt coming due in the next 12 months, related to our servicing match funded liabilities and our mortgage loan warehouse facilities. Portions of our match funded liabilities and all of our mortgage loan warehouse facilities have 364-day terms consistent with market practice. We have historically renewed these facilities on or before their expiration in the ordinary course of financing our business. We



expect to renew, replace or extend all such borrowings to the extent necessary to finance our business on or prior to their respective maturities consistent with our historical experience.

Our debt agreements contain various qualitative and quantitative events of default provisions that include, among other things, noncompliance with covenants, breach of representations, or the occurrence of a material adverse change. Provisions of this type are commonly found in debt agreements such as ours. Certain of these provisions are open to subjective interpretation and, if our interpretation were contested by a lender, a court may ultimately be required to determine compliance or lack thereof. If a lender were to allege an event of default, whether as a result of recent events or otherwise, and we are unable to avoid, remedy or secure a waiver, we could be subject to adverse action by our lenders, including acceleration of outstanding obligations, enforcement of liens against the assets securing or otherwise supporting our obligations and other legal remedies, any of which could have a material adverse impact on us. See Note 11 – Borrowings for additional information.

#### Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in conformity with the instructions of the Securities and Exchange Commission (SEC) to Form 10-Q and SEC Regulation S-X, Article 10, Rule 10-01 for interim financial statements. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America (GAAP) for complete financial statements. In our opinion, the accompanying unaudited consolidated financial statements contain all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation. The results of operations and other data for the three months ended March 31, 2017 are not necessarily indicative of the results that may be expected for any other interim period or for the year ending December 31, 2017. The unaudited consolidated financial statements presented herein should be read in conjunction with the audited consolidated financial statements and related notes thereto included in Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2016.

#### Use of Estimates and Assumptions

The preparation of financial statements in conformity with GAAP requires that management 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. Such estimates and assumptions include, but are not limited to, those that relate to fair value measurements, the amortization of mortgage servicing rights, income taxes, the provision for potential losses that may arise from litigation proceedings, representation and warranty and other indemnification obligations, and our going concern evaluation. In developing estimates and assumptions, management uses all available information; however, actual results could materially differ from those estimates and assumptions.

#### Reclassifications

As a result of our adoption on January 1, 2017 of FASB Accounting Standards Update (ASU) 2016-09, Compensation - Stock Compensation: Improvements to Accounting for Employee Share-Based Payments, excess tax benefits have been classified along with other income tax cash flows as an operating activity in our unaudited consolidated statements of cash flows, rather than being separated from other income tax cash flows and classified as a financing activity. Additionally, cash paid by Ocwen when directly withholding shares for tax-withholding purposes has been classified as a financing activity in our unaudited consolidated statements of cash flows, rather than being classified as an operating activity.

Certain amounts in the unaudited consolidated statement of cash flows for the three months ended March 31, 2016 have been reclassified to conform to the current year presentation as follows:

Within the operating activities section, we reclassified Net gain on valuation of mortgage loans held for investment and HMBS-related borrowings from Other to a new separate line item. In addition, we reclassified amounts related to reverse mortgages from Gain on loans held for sale, net to Other.

Within the financing activities section, we reclassified Proceeds from exercise of stock options to Other.

These reclassifications had no impact on our consolidated cash flows from operating, investing or financing activities.

Within the total assets section of the unaudited consolidated balance sheet at December 31, 2016, we reclassified Deferred tax assets, net to Other assets.

Recently Adopted Accounting Standard

Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting (ASU 2016-09)  
In addition to the reclassification matters discussed above, ASU 2016-09 requires excess tax benefits associated with employee share-based payments to be recognized through the income statement, regardless of whether the benefit reduces income taxes payable in the current period. Prior to our adoption of this standard, excess tax benefits were recognized in additional paid-in capital and were not recognized until the deduction reduced income taxes payable. Additionally, concurrent

with our adoption of ASU 2016-09, we made an accounting policy election to account for forfeitures when they occur, rather than estimating the number of awards that are expected to vest, as we had done prior to our adoption of this standard. Amendments requiring recognition of excess tax benefits in the income statement were adopted prospectively. Amendments related to the timing of when excess tax benefits are recognized and forfeitures were adopted using a modified retrospective transition method by means of cumulative-effect adjustments to equity as of January 1, 2017.

For the timing of the recognition of excess tax benefits, the cumulative-effect adjustment was to recognize an increase in retained earnings of \$5.0 million and a deferred tax asset for the same amount. However, because we have determined that our US and USVI deferred tax assets are not considered to be more likely than not realizable, we established an offsetting full valuation allowance on the deferred tax asset through a reduction in retained earnings. For the change in accounting for forfeitures, we recognized a cumulative-effect adjustment through a reduction of \$0.3 million in retained earnings and an increase in additional paid-in capital for the same amount. We also recognized the tax effect of this adjustment through an increase in retained earnings of \$0.1 million and a deferred tax asset for the same amount. However, we also fully reserved the resulting deferred tax asset as an offsetting reduction in retained earnings.

#### Recently Issued Accounting Standards

##### Business Combinations: Clarifying the Definition of a Business (ASU 2017-01)

In January 2017, the FASB issued ASU 2017-01 to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions or disposals of assets or businesses. This standard provides a more robust framework to use in determining when a set of assets and activities is a business and also provides more consistency in applying the guidance, reduces the costs of application, and makes the definition of a business more operable. This standard will be effective for us on January 1, 2018. We do not anticipate that our adoption of this standard will have a material impact on our consolidated financial statements.

##### Receivables: Nonrefundable Fees and Other Costs (ASU 2017-08)

In March 2017, the FASB issued ASU 2017-08 to amend the amortization period for certain purchased callable debt securities held at a premium. This standard shortens the amortization period for the premium to the earliest call date, rather than generally amortizing the premium as an adjustment of yield over the contractual life of the instrument, as required by current GAAP. This standard will be effective for us on January 1, 2019. We do not anticipate that our adoption of this standard will have a material impact on our consolidated financial statements.

##### Note 2 – Securitizations and Variable Interest Entities

We securitize, sell and service forward and reverse residential mortgage loans and regularly transfer financial assets in connection with asset-backed financing arrangements. We have aggregated these securitizations and asset-backed financing arrangements into three groups: (1) securitizations of residential mortgage loans, (2) financings of advances on loans serviced for others and (3) financings of automotive dealer financing notes.

We have determined that the special purpose entities (SPEs) created in connection with our match funded advance financing facilities are variable interest entities (VIEs) for which we are the primary beneficiary.

##### Securitizations of Residential Mortgage Loans

Currently, we securitize forward and reverse residential mortgage loans involving the GSEs and Ginnie Mae and loans insured by the FHA or VA. We retain the right to service these loans and receive servicing fees based upon the securitized loan balances and certain ancillary fees, all of which are reported in Servicing and subservicing fees in the unaudited consolidated statements of operations.

##### Transfers of Forward Loans

We sell or securitize forward loans that we originate or that we purchase from third parties, generally in the form of mortgage-backed securities guaranteed by the GSEs or Ginnie Mae. Securitization usually occurs within 30 days of loan closing or purchase. We retain the servicing rights associated with the transferred loans and receive a servicing fee for services provided. We act only as a fiduciary and do not have a variable interest in the securitization trusts. As a result, we account for these transactions as sales upon transfer.

We report the gain or loss on the transfer of the loans held for sale in Gain on loans held for sale, net in the unaudited consolidated statements of operations along with the changes in fair value of the loans and the gain or loss on any

related derivatives. We include all changes in loans held for sale and related derivative balances in operating activities in the unaudited consolidated statements of cash flows.

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The following table presents a summary of cash flows received from and paid to securitization trusts related to transfers accounted for as sales that were outstanding:

|  | For the Three Months |             |
|--|----------------------|-------------|
|  | Ended March 31,      |             |
|  | 2017                 | 2016        |
| Proceeds received from securitizations                               | \$1,001,997          | \$1,009,264 |
| Servicing fees collected   | 10,108               | 3,124       |
| Purchases of previously transferred assets, net of claims reimbursed | (987 )               | (13 )       |
|  | \$1,011,118          | \$1,012,375 |

In connection with these transfers, we retained MSR of \$8.1 million and \$7.2 million during the three months ended March 31, 2017 and 2016, respectively.

Certain obligations arise from the agreements associated with our transfers of loans. Under these agreements, we may be obligated to repurchase the loans, or otherwise indemnify or reimburse the investor or insurer for losses incurred due to material breach of contractual representations and warranties.

The following table presents the carrying amounts of our assets that relate to our continuing involvement with forward loans that we have transferred with servicing rights retained as well as our maximum exposure to loss including the UPB of the transferred loans at the dates indicated:

|  | March 31,<br>2017 | December 31,<br>2016 |
|--|-------------------|----------------------|
| Carrying value of assets:                    |                   |                      |
| Mortgage servicing rights, at amortized cost | \$98,342          | \$94,492             |
| Mortgage servicing rights, at fair value     | 241               | 233                  |
| Advances and match funded advances           | 37,752            | 37,336               |
| UPB of loans transferred                     | 11,078,980        | 10,485,697           |
| Maximum exposure to loss                     | \$11,215,315      | \$10,617,758         |

At March 31, 2017 and December 31, 2016, 6.7% and 7.6%, respectively, of the transferred residential loans that we service were 60 days or more past due.

#### Transfers of Reverse Mortgages

We are an approved issuer of Ginnie Mae Home Equity Conversion Mortgage-Backed Securities (HMBS) that are guaranteed by Ginnie Mae. We originate Home Equity Conversion Mortgages (HECM, or reverse mortgages) that are insured by the FHA. We then pool the loans into HMBS that we sell into the secondary market with servicing rights retained. We have determined that loan transfers in the HMBS program do not meet the definition of a participating interest because of the servicing requirements in the product that require the issuer/servicer to absorb some level of interest rate risk, cash flow timing risk and incidental credit risk. As a result, the transfers of the HECM loans do not qualify for sale accounting, and therefore, we account for these transfers as financings. Under this accounting treatment, the HECM loans are classified as Loans held for investment - Reverse mortgages, at fair value, on our unaudited consolidated balance sheets. We record the proceeds from the transfer of assets as secured borrowings (HMBS-related borrowings) in Financing liabilities and recognize no gain or loss on the transfer. Holders of participating interests in the HMBS have no recourse against the assets of Ocwen, except with respect to standard representations and warranties and our contractual obligation to service the HECM loans and the HMBS.

We measure the HECM loans and HMBS-related borrowings at fair value on a recurring basis. The changes in fair value of the HECM loans and HMBS-related borrowings are included in Other revenues in our unaudited consolidated statements of operations. Included in net fair value gains on the HECM loans and related HMBS borrowings are the interest income that we expect to be collected on the HECM loans and the interest expense that we expect to be paid on the HMBS-related borrowings. We report originations and collections of HECM loans in investing activities in the unaudited consolidated statements of cash flows. We report net fair value gains on HECM loans and the related HMBS borrowings as an adjustment to the net cash provided by or used in operating activities in the unaudited consolidated statements of cash flows. Proceeds from securitizations of HECM loans and payments on HMBS-related borrowings are included in financing activities in the unaudited consolidated statements of cash flows.

At March 31, 2017 and December 31, 2016, HMBS-related borrowings of \$3.7 billion and \$3.4 billion were outstanding. Loans held for investment, at fair value were \$3.9 billion and \$3.6 billion at March 31, 2017 and December 31, 2016,

respectively. At March 31, 2017 and December 31, 2016, Loans held for investment included \$117.2 million and \$81.3 million, respectively, of originated loans which had not yet been pledged as collateral. See Note 3 – Fair Value and Note 11 – Borrowings for additional information on HMBS-related borrowings and Loans held for investment - Reverse mortgages.

#### Financings of Advances on Loans Serviced for Others

Match funded advances on loans serviced for others result from our transfers of residential loan servicing advances to SPEs in exchange for cash. We consolidate these SPEs because we have determined that Ocwen is the primary beneficiary of the SPE. These SPEs issue debt supported by collections on the transferred advances, and we refer to this debt as Match funded liabilities.

We make the transfers to these SPEs under the terms of our advance financing facility agreements. We classify the transferred advances on our unaudited consolidated balance sheets as a component of Match funded assets and the related liabilities as Match funded liabilities. The SPEs use collections of the pledged advances to repay principal and interest and to pay the expenses of the SPE. Holders of the debt issued by these entities have recourse only to the assets of the SPE for satisfaction of the debt. The assets and liabilities of the advance financing SPEs are comprised solely of Match funded advances, Debt service accounts, Match funded liabilities and amounts due to affiliates. Amounts due to affiliates are eliminated in consolidation in our unaudited consolidated balance sheets.

#### Financings of Automotive Dealer Financing Notes

Match funded automotive dealer financing notes result from our transfers of short-term, inventory-secured loans to car dealers to an SPE in exchange for cash. We consolidate this SPE because we have determined that Ocwen is the primary beneficiary of the SPE. The SPE issues debt supported by collections on the transferred loans.

We make the transfers to the SPE under the terms of our automotive capital asset receivables financing facility agreements. We classify the transferred loans on our unaudited consolidated balance sheets as a component of Match funded assets and the related liabilities as Match funded liabilities. The SPE uses collections of the pledged loans to repay principal and interest and to pay the expenses of the SPE. Holders of the debt issued by the SPE have recourse only to the assets of the SPE for satisfaction of the debt. The assets and liabilities of the automotive capital asset receivables financing SPE are comprised solely of Match funded automotive dealer financing notes, Debt service accounts, Match funded liabilities and amounts due to affiliates. Amounts due to affiliates are eliminated in consolidation in our unaudited consolidated balance sheets.

#### Note 3 – Fair Value

Fair value is estimated based on a hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs. Observable inputs are inputs that reflect the assumptions that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity’s own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy prioritizes the inputs to valuation techniques into three broad levels whereby the highest priority is given to Level 1 inputs and the lowest to Level 3 inputs.

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

We classify assets in their entirety based on the lowest level of input that is significant to the fair value measurement. The carrying amounts and the estimated fair values of our financial instruments and certain of our nonfinancial assets measured at fair value on a recurring or non-recurring basis or disclosed, but not carried, at fair value are as follows at the dates indicated:

|       | March 31, 2017 |            | December 31, 2016 |            |
|-------|----------------|------------|-------------------|------------|
| Level | Carrying Value | Fair Value | Carrying Value    | Fair Value |

Financial assets:

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Loans held for sale:

|   |   |           |           |           |           |
|---|---|-----------|-----------|-----------|-----------|
| Loans held for sale, at fair value (a)                  | 2 | \$313,558 | \$313,558 | \$284,632 | \$284,632 |
| Loans held for sale, at lower of cost or fair value (b) | 3 | 25,595    | 25,595    | 29,374    | 29,374    |

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|   | Level | March 31, 2017 |             | December 31, 2016 |             |
|---|-------|----------------|-------------|-------------------|-------------|
|   |       | Carrying Value | Fair Value  | Carrying Value    | Fair Value  |
| Total Loans held for sale   |       | \$339,153      | \$339,153   | \$314,006         | \$314,006   |
| Loans held for investment (a)   | 3     | \$3,916,387    | \$3,916,387 | \$3,565,716       | \$3,565,716 |
| Advances (including match funded) (c)                                     | 3     | 1,599,598      | 1,599,598   | 1,709,846         | 1,709,846   |
| Automotive dealer financing notes (including match funded) (c)            | 3     | 28,364         | 28,244      | 33,224            | 33,147      |
| Receivables, net (c)  | 3     | 212,781        | 212,781     | 265,720           | 265,720     |
| Mortgage-backed securities, at fair value (a)                             | 3     | 8,658          | 8,658       | 8,342             | 8,342       |
| U.S. Treasury notes (a)   | 1     | 2,065          | 2,065       | 2,078             | 2,078       |
| Financial liabilities:  |       |                |             |                   |             |
| Match funded liabilities (c)  | 3     | \$1,215,212    | \$1,208,789 | \$1,280,997       | \$1,275,059 |
| Financing liabilities:  |       |                |             |                   |             |
| HMBS-related borrowings, at fair value (a)                                | 3     | \$3,739,265    | \$3,739,265 | \$3,433,781       | \$3,433,781 |
| Financing liability - MSR's pledged, at fair value (a)                    | 3     | 459,187        | 459,187     | 477,707           | 477,707     |
| Other (c)   | 3     | 96,956         | 83,013      | 101,324           | 81,805      |
| Total Financing liabilities   |       | \$4,295,408    | \$4,281,465 | \$4,012,812       | \$3,993,293 |
| Other secured borrowings:   |       |                |             |                   |             |
| Senior secured term loan (c) (d)  | 2     | \$320,131      | \$333,707   | \$323,514         | \$327,674   |
| Other (c)   | 3     | 418,316        | 418,316     | 355,029           | 355,029     |
| Total Other secured borrowings  |       | \$738,447      | \$752,023   | \$678,543         | \$682,703   |
| Senior notes  |       |                |             |                   |             |
| Senior unsecured notes (c) (d)  | 2     | \$3,097        | \$3,087     | \$3,094           | \$3,048     |
| Senior secured notes (c) (d)  | 2     | 343,832        | 357,284     | \$343,695         | 352,255     |
| Total Senior notes  |       | \$346,929      | \$360,371   | \$346,789         | \$355,303   |
| Derivative financial instruments assets (liabilities), at fair value (a): |       |                |             |                   |             |
| Interest rate lock commitments  | 2     | \$7,765        | \$7,765     | \$6,507           | \$6,507     |
| Forward mortgage-backed securities  | 1     | (3,868)        | (3,868)     | (614)             | (614)       |
| Interest rate caps  | 3     | 2,262          | 2,262       | 1,836             | 1,836       |
| Mortgage servicing rights:  |       |                |             |                   |             |
| Mortgage servicing rights, at fair value (a)                              | 3     | \$651,987      | \$651,987   | \$679,256         | \$679,256   |
| Mortgage servicing rights, at amortized cost (c) (e)                      | 3     | 358,531        | 462,289     | 363,722           | 467,911     |
| Total Mortgage servicing rights   |       | \$1,010,518    | \$1,114,276 | \$1,042,978       | \$1,147,167 |

(a) Measured at fair value on a recurring basis.  
(b) Measured at fair value on a non-recurring basis.  
(c) Disclosed, but not carried, at fair value.  
(d) The carrying values are net of unamortized debt issuance costs and discount. See Note 11 – Borrowings for additional information.  
(e) Balances include the impaired government-insured stratum of amortization method MSR's, which is measured at fair value on a non-recurring basis and reported net of the valuation allowance. Before applying the valuation allowance of \$29.6 million, the carrying value of the impaired stratum at March 31, 2017 was \$171.2 million. At December 31, 2016, the carrying value of this stratum was \$172.9 million before applying the valuation allowance

of \$28.2 million.

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The following tables present a reconciliation of the changes in fair value of Level 3 assets and liabilities that we measure at fair value on a recurring basis:

|   | Loans Held<br>for<br>Investment -<br>Reverse<br>Mortgages | HMBS-Related<br>Borrowings | Mortgage-Backed<br>Securities | Financing<br>Liability -<br>MSRs<br>Pledged | Derivatives | MSRs      | Total     |
|---|---|----------------------------|-------------------------------|---|-------------|-----------|-----------|
| Three months ended March 31, 2017                     |   |                            |                               |   |             |           |           |
| Beginning balance                                     | \$3,565,716   | \$(3,433,781 )             | \$ 8,342                      | \$(477,707)                                 | \$ 1,836    | \$679,256 | \$343,662 |
| Purchases, issuances, sales and settlements:          |   |                            |                               |   |             |           |           |
| Purchases   | —   | —                          | —                             | —   | —           | —         | —         |
| Issuances   | 347,080   | (306,749 )                 | —                             | —   | —           | (706 )    | 39,625    |
| Sales   | —   | —                          | —                             | —   | —           | (228 )    | (228 )    |
| Settlements (1)                                       | (80,290 )   | 75,099                     | —                             | 16,999                                      | —           | —         | 11,808    |
|   | 266,790   | (231,650 )                 | —                             | 16,999                                      | —           | (934 )    | 51,205    |
| Total realized and unrealized gains and (losses) (2): |   |                            |                               |   |             |           |           |
| Included in earnings                                  | 83,881  | (73,834 )                  | 316                           | 1,521                                       | 426         | (26,335 ) | (14,025 ) |
| Transfers in and / or out of Level 3                  | —   | —                          | —                             | —   | —           | —         | —         |
| Ending balance  | \$3,916,387   | \$(3,739,265 )             | \$ 8,658                      | \$(459,187)                                 | \$ 2,262    | \$651,987 | \$380,842 |
| Three months ended March 31, 2016                     |   |                            |                               |   |             |           |           |
| Beginning balance                                     | \$2,488,253   | \$(2,391,362 )             | \$ 7,985                      | \$(541,704)                                 | \$ 2,042    | \$761,190 | \$326,404 |
| Purchases, issuances, sales and settlements:          |   |                            |                               |   |             |           |           |
| Purchases   | —   | —                          | —                             | —   | —           | 419       | 419       |
| Issuances   | 304,058   | (233,174 )                 | —                             | —   | —           | —         | 70,884    |
| Sales   | —   | —                          | —                             | —   | —           | (142 )    | (142 )    |
| Settlements (1)                                       | (87,237 )   | 39,654                     | —                             | 18,201                                      | (81 )       | —         | (29,463 ) |
|   | 216,821   | (193,520 )                 | —                             | 18,201                                      | (81 )       | 277       | 41,698    |
| Total realized and unrealized gains and (losses) (2): |   |                            |                               |   |             |           |           |
| Included in earnings                                  | 66,168  | (63,218 )                  | 401                           | —   | (1,391 )    | (29,293 ) | (27,333 ) |
| Transfers in and / or out of Level 3                  | —   | —                          | —                             | —   | —           | —         | —         |
| Ending balance  | \$2,771,242   | \$(2,648,100 )             | \$ 8,386                      | \$(523,503)                                 | \$ 570      | \$732,174 | \$340,769 |

(1) Settlements for Loans held for investment - reverse mortgages consist chiefly of principal payments received, but also may include non-cash settlements of loans.

(2)

Total gains (losses) attributable to derivative financial instruments still held at March 31, 2017 and March 31, 2016 were \$0.4 million and \$(1.5) million for the three months ended March 31, 2017 and 2016, respectively. Total losses attributable to MSRs still held at March 31, 2017 and March 31, 2016 were \$26.3 million and \$29.1 million for the three months ended March 31, 2017 and 2016, respectively.

The methodologies that we use and key assumptions that we make to estimate the fair value of financial instruments and other assets and liabilities measured at fair value on a recurring or non-recurring basis and those disclosed, but not carried, at fair value are described below.

#### Loans Held for Sale

We originate and purchase residential mortgage loans that we intend to sell to the GSEs. We also own residential mortgage loans that are not eligible to be sold to the GSEs due to delinquency or other factors. Residential forward and reverse mortgage loans that we intend to sell to the GSEs are carried at fair value as a result of a fair value election. Such loans are subject to changes in fair value due to fluctuations in interest rates from the closing date through the date of the sale of the loan into the secondary market. These loans are classified within Level 2 of the valuation hierarchy because the primary component of the price is obtained from observable values of mortgage forwards for loans of similar terms and characteristics. We have the ability to access this market, and it is the market into which conventional and government-insured mortgage loans are typically sold.

We repurchase certain loans from Ginnie Mae guaranteed securitizations in connection with loan modifications and loan resolution activity as part of our contractual obligations as the servicer of the loans. These loans are classified as loans held for sale at the lower of cost or fair value, in the case of modified loans, as we expect to redeliver (sell) the loans to new Ginnie Mae guaranteed securitizations. The fair value of these loans is estimated using published forward Ginnie Mae prices. Loans repurchased in connection with loan resolution activities are modified or otherwise remediated through loss mitigation activities or are reclassified to receivables. Because these loans are insured or guaranteed by the FHA or VA, the fair value of these loans represents the net recovery value taking into consideration the insured or guaranteed claim.

For all other loans held for sale, which we report at the lower of cost or fair value, market illiquidity has reduced the availability of observable pricing data. When we enter into an agreement to sell a loan or pool of loans to an investor at a set price, we value the loan or loans at the commitment price. We base the fair value of uncommitted loans on the expected future cash flows discounted at a rate commensurate with the risk of the estimated cash flows.

#### Loans Held for Investment

We measure these loans at fair value. For transferred reverse mortgage loans that do not qualify as sales for accounting purposes, we base the fair value on the expected future cash flows discounted over the expected life of the loans at a rate commensurate with the risk of the estimated cash flows. Significant assumptions include expected prepayment and delinquency rates and cumulative loss curves. The discount rate assumption for these assets is primarily based on an assessment of current market yields on newly originated reverse mortgage loans, expected duration of the asset and current market interest rates.

The more significant assumptions included in the valuations consisted of the following at the dates indicated:

|                            | March 31,<br>2017 | December 31,<br>2016 |   |
|----------------------------|-------------------|----------------------|---|
| Life in years              |                   |                      |   |
| Range                      | 5.5 to 8.5        | 5.5 to 8.7           |   |
| Weighted average           | 5.9               | 6.1                  |   |
| Conditional repayment rate |                   |                      |   |
| Range                      | 5.3% to 53.8%     | 5.2% to 53.8%        |   |
| Weighted average           | 21.2              | % 20.9               | % |
| Discount rate              | 3.3               | % 3.3                | % |

Significant increases or decreases in any of these assumptions in isolation could result in a significantly lower or higher fair value, respectively. The effects of changes in the assumptions used to value the loans held for investment are largely offset by the effects of changes in the assumptions used to value the HMBS-related borrowings that are associated with these loans.

#### Mortgage Servicing Rights

The significant components of the estimated future cash inflows for MSRs include servicing fees, late fees, float earnings and other ancillary fees. Significant cash outflows include the cost of servicing, the cost of financing servicing advances and compensating interest payments.

Third-party valuation experts generally utilize: (a) transactions involving instruments with similar collateral and risk profiles, adjusted as necessary based on specific characteristics of the asset or liability being valued; and/or (b) industry-standard modeling, such as a discounted cash flow model, in arriving at their estimate of fair value. The prices provided by the valuation experts reflect their observations and assumptions related to market activity, including risk premiums and liquidity

adjustments. The models and related assumptions used by the valuation experts are owned and managed by them and, in many cases, the significant inputs used in the valuation techniques are not reasonably available to us. However, we have an internal understanding of the processes and assumptions used to develop the prices based on our ongoing due diligence, which includes regular discussions with the valuation experts. We believe that the procedures executed by the valuation experts, supported by our internal verification and analytical procedures, provide reasonable assurance that the prices used in our unaudited consolidated financial statements comply with the accounting guidance for fair value measurements and disclosures and reflect the assumptions that a market participant would use.

We evaluate the reasonableness of our third-party experts' assumptions using historical experience adjusted for prevailing market conditions. Assumptions used in the valuation of MSR include:

- Mortgage prepayment speeds
- Cost of servicing
- Discount rate
- Interest rate used for computing the cost of financing servicing advances
- Delinquency rates
- Interest rate used for computing float earnings
- Compensating interest expense
- Collection rate of other ancillary fees

#### Amortized Cost MSRs

We estimate the fair value of MSRs carried at amortized cost using a process that involves either actual sale prices obtained or the use of independent third-party valuation experts, supported by commercially available discounted cash flow models and analysis of current market data. To provide greater price transparency to investors, we disclose actual Ocwen sale prices for orderly transactions where available in lieu of third-party valuations.

The more significant assumptions used in the valuations consisted of the following at the dates indicated:

|   | March<br>31,<br>2017 | December<br>31, 2016 |
|---|----------------------|----------------------|
| Weighted average prepayment speed             | 8.8 %                | 8.9 %                |
| Weighted average delinquency rate             | 10.9 %               | 11.1 %               |
| Advance financing cost                        | 5-year swap          | 5-year swap          |
| Interest rate for computing float earnings    | 5-year swap          | 5-year swap          |
| Weighted average discount rate                | 8.9 %                | 8.9 %                |
| Weighted average cost to service (in dollars) | \$107                | \$108                |

We perform an impairment analysis based on the difference between the carrying amount and fair value after grouping the underlying loans into the applicable strata. Our strata are defined as conventional and government-insured.

#### Fair Value MSRs

MSRs carried at fair value are classified within Level 3 of the valuation hierarchy. The fair value is equal to the mid-point of the range of prices provided by third-party valuation experts, without adjustment, except in the event we have a potential or completed Ocwen sale, including transactions where we have executed letters of intent, in which case the fair value of the MSRs is carried at the estimated sale price. Fair value reflects actual Ocwen sale prices for orderly transactions where available in lieu of independent third-party valuations. Our valuation process includes discussions of bid pricing with the third-party valuation experts and presumably are contemplated along with other market-based transactions in their model validation.

A change in the valuation inputs utilized by the valuation experts might result in a significantly higher or lower fair value measurement. Changes in market interest rates tend to impact the fair value for Agency MSRs via prepayment speeds by altering the borrower refinance incentive and the Non-Agency MSRs via a market rate indexed cost of advance funding. Other key assumptions used in the valuation of these MSRs include delinquency rates and discount rates.

The primary assumptions used in the valuations consisted of the following at the dates indicated:

|   | March 31, 2017                            |            | December 31, 2016                         |            |
|---|---|------------|---|------------|
|   | Agency                                    | Non Agency | Agency                                    | Non Agency |
| Weighted average prepayment speed             | 7.9 %                                     | 16.5 %     | 8.4 %                                     | 16.5 %     |
| Weighted average delinquency rate             | 1.5 %                                     | 29.3 %     | 1.0 %                                     | 29.3 %     |
| Advance financing cost                        | 5-year 1-Month LIBOR swap (1ML) plus 3.5% |            | 5-year 1-Month LIBOR swap (1ML) plus 3.5% |            |
| Interest rate for computing float earnings    | 5-year 1ML swap                           |            | 5-year 1ML swap                           |            |
| Weighted average discount rate                | 9.0 %                                     | 12.8 %     | 9.0 %                                     | 14.9 %     |
| Weighted average cost to service (in dollars) | \$65                                      | \$308      | \$64                                      | \$307      |

#### Advances

We value advances at their net realizable value, which generally approximates fair value, because advances have no stated maturity, are generally realized within a relatively short period of time and do not bear interest.

#### Receivables

The carrying value of receivables generally approximates fair value because of the relatively short period of time between their origination and realization.

#### Automotive Dealer Financing Notes

We estimate the fair value of our automotive dealer financing notes using unobservable inputs within an internally developed cash flow model. Key inputs included projected repayments, interest and fee receipts, deferrals, delinquencies, recoveries and charge-offs of the notes within the portfolio. The projected cash flows are then discounted at a rate commensurate with the risk of the estimated cash flows to derive the fair value of the portfolio. The more significant assumptions used in the valuation consisted of the following at the dates indicated:

|                                 | March 31, 2017 |        | December 31, 2016 |  |
|---------------------------------|----------------|--------|-------------------|--|
| Weighted average life in months | 2.7            | 2.7    |                   |  |
| Average note rate               | 8.3 %          | 8.3 %  |                   |  |
| Discount rate                   | 10.0 %         | 10.0 % |                   |  |
| Loan loss rate                  | 26.7 %         | 11.3 % |                   |  |

#### Mortgage-Backed Securities (MBS)

Our subordinate and residual securities are not actively traded, and therefore, we estimate the fair value of these securities based on the present value of expected future cash flows from the underlying mortgage pools. We use our best estimate of the key assumptions we believe are used by market participants. We calibrate our internally developed discounted cash flow models for trading activity when appropriate to do so in light of market liquidity levels. Key inputs include expected prepayment rates, delinquency and cumulative loss curves and discount rates commensurate with the risks. Where possible, we use observable inputs in the valuation of our securities. However, the subordinate and residual securities in which we have invested trade infrequently and therefore have few or no observable inputs and little price transparency. Additionally, during periods of market dislocation, the observability of inputs is further reduced. Changes in the fair value of our investment in subordinate and residual securities are recognized in Other, net in the unaudited consolidated statements of operations.

Discount rates for the subordinate and residual securities are determined based upon an assessment of prevailing market conditions and prices for similar assets. We project the delinquency, loss and prepayment assumptions based on a comparison to actual historical performance curves adjusted for prevailing market conditions.



U.S. Treasury Notes

We base the fair value of U.S. Treasury notes on quoted prices in active markets to which we have access.

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### Match Funded Liabilities

For match funded liabilities that bear interest at a rate that is adjusted regularly based on a market index, the carrying value approximates fair value. For match funded liabilities that bear interest at a fixed rate, we determine fair value by discounting the future principal and interest repayments at a market rate commensurate with the risk of the estimated cash flows. We estimate principal repayments of match funded advance liabilities during the amortization period based on our historical advance collection rates and taking into consideration any plans to refinance the notes.

### Financing Liabilities

#### HMBS-Related Borrowings

We have elected to measure these borrowings at fair value. We recognize the proceeds from the transfer of reverse mortgages as a secured borrowing that we account for at fair value. These borrowings are not actively traded, and therefore, quoted market prices are not available. We determine fair value by discounting the future principal and interest repayments over the estimated life of the borrowing at a market rate commensurate with the risk of the estimated cash flows. Significant assumptions include prepayments, discount rate and borrower mortality rates for reverse mortgages. The discount rate assumption for these liabilities is based on an assessment of current market yields for newly issued HMBS, expected duration and current market interest rates.

The more significant assumptions used in the valuations consisted of the following at the dates indicated:

|                            | March 31,<br>2017 | December 31,<br>2016 |
|----------------------------|-------------------|----------------------|
| Life in years              |                   |                      |
| Range                      | 4.5 to 8.5        | 4.5 to 8.7           |
| Weighted average           | 5.0               | 5.1                  |
| Conditional repayment rate |                   |                      |
| Range                      | 5.3% to 53.8%     | 5.2% to 53.8%        |
| Weighted average           | 21.2              | % 20.9 %             |
| Discount rate              | 2.7               | % 2.7 %              |

Significant increases or decreases in any of these assumptions in isolation would result in a significantly higher or lower fair value.

#### MSRs Pledged

We periodically sell the right to receive servicing fees, excluding ancillary income (other than net income on custodial and escrow accounts), relating to certain of our MSR (Rights to MSR) and the related servicing advances. Because we have retained legal title to the MSR, the sales of Rights to MSR are accounted for as financings. We initially establish the value of the Financing Liability - MSR Pledged based on the price at which the Rights to MSR are sold. Thereafter, the carrying value of the Financing Liability - MSR pledged is adjusted to fair value at each reporting date. We determine fair value by applying the price of the underlying MSR to the remaining principal balance related to the underlying MSR. Since we have elected fair value for our portfolio of non-Agency MSR, future fair value changes in the Financing Liability - MSR Pledged will be largely offset by changes in the fair value of the related MSR.

The more significant assumptions used in determination of the prices of the underlying MSR consisted of the following at the dates indicated:

|  | March<br>31,<br>2017 | December<br>31, 2016 |
|--|----------------------|----------------------|
| Weighted average prepayment speed          | 17.0 %               | 17.0 %               |
| Weighted average delinquency rate          | 29.8 %               | 29.8 %               |
| Advance financing cost                     | 1ML<br>plus<br>3.5%  | 1ML<br>plus<br>3.5%  |
| Interest rate for computing float earnings | 1ML                  | 1ML                  |
| Weighted average discount rate             | 13.7 %               | 14.9 %               |

Weighted average cost to service (in dollars) \$315 \$ 313

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Significant increases or decreases in these assumptions in isolation would result in a significantly higher or lower fair value.

#### Secured Notes

We issued Ocwen Asset Servicing Income Series (OASIS), Series 2014-1 Notes secured by Ocwen-owned MSRs relating to Freddie Mac mortgages. We accounted for this transaction as a financing. We determine the fair value based on bid prices provided by third parties involved in the issuance and placement of the notes.

#### Other Secured Borrowings

The carrying value of secured borrowings that bear interest at a rate that is adjusted regularly based on a market index approximates fair value. For other secured borrowings that bear interest at a fixed rate, we determine fair value by discounting the future principal and interest repayments at a market rate commensurate with the risk of the estimated cash flows. For the SSTL, we based the fair value on quoted prices in a market with limited trading activity.

#### Senior Notes

We base the fair value on quoted prices in a market with limited trading activity.

#### Derivative Financial Instruments

Interest rate lock commitments (IRLCs) represent an agreement to purchase loans from a third-party originator or an agreement to extend credit to a mortgage applicant (locked pipeline), whereby the interest rate is set prior to funding. IRLCs are classified within Level 2 of the valuation hierarchy as the primary component of the price is obtained from observable values of mortgage forwards for loans of similar terms and characteristics. Fair value amounts of IRLCs are adjusted for expected "fallout" (locked pipeline loans not expected to close) using models that consider cumulative historical fallout rates and other factors.

We enter into forward MBS trades to provide an economic hedge against changes in the fair value of residential forward and reverse mortgage loans held for sale that we carry at fair value. Forward MBS trades are primarily used to fix the forward sales price that will be realized upon the sale of mortgage loans into the secondary market. Forward contracts are actively traded in the market and we obtain unadjusted market quotes for these derivatives, thus they are classified within Level 1 of the valuation hierarchy.

In addition, we may use interest rate caps to minimize future interest rate exposure on variable rate debt issued on servicing advance financing facilities from increases in one-month LIBOR interest rates. The fair value for interest rate caps is based on counterparty market prices and adjusted for counterparty credit risk.

#### Note 4 — Sales of Advances and MSRs

In order to efficiently finance our assets, streamline our operations and generate liquidity, we sell MSRs, Rights to MSRs and servicing advances to market participants. We may retain the right to subservice loans when we sell MSRs. In connection with sales of Rights to MSRs, we retain legal ownership of the MSRs and continue to service the related mortgage loans until such time as all necessary consents to a transfer of the MSRs are received.

During the three months ended March 31, 2017 and 2016, we sold MSRs relating to loans with a UPB of \$52.2 million (Agency and non-Agency) and \$34.5 million (non-Agency), respectively.

In 2012 and 2013, we sold Rights to MSRs with respect to certain non-Agency MSRs and the related servicing advances to Home Loan Servicing Solutions, Ltd. (HLSS). On April 6, 2015, HLSS closed on the sale of substantially all of its assets to NRZ. NRZ, through its subsidiaries, is the owner of the Rights to MSRs and has assumed HLSS' rights and obligations under the associated agreements. We refer to the sale of Rights to MSRs and the related servicing advances as the NRZ/HLSS Transactions. As of March 31, 2017, these Rights to MSRs relate to approximately \$114.3 billion in UPB of our non-Agency MSRs.

Pursuant to our agreements with NRZ, NRZ has assumed the obligation to fund new servicing advances with respect to the Rights to MSRs. We continue to service the loans for which the Rights to MSRs have been sold to NRZ. Accordingly, in the event NRZ was unable to fulfill its advance funding obligations, as the servicer under our servicing agreements with the residential mortgage backed securitization trusts, we would be contractually obligated to fund such advances under those servicing agreements. At March 31, 2017, NRZ had outstanding advances of approximately \$3.7 billion in connection with the Rights to MSRs.



Under our agreements with NRZ, NRZ has certain rights to direct us to transfer the legal ownership of the MSR and certain other rights under the servicing agreements underlying the Rights to MSR as follows:

To HLSS Holdings, LLC (Holdings), a subsidiary of NRZ, if or when Holdings obtains all required third-party consents and licenses. If and when such transfer of legal ownership occurs, OLS would subservice the loans pursuant to the existing subservicing agreement(s), as amended, with Holdings. The subservicing agreement would have a subservicing fee reset date described below.

To a third party, other than Holdings, who can obtain all required third-party consents and licenses, provided that the transfer is subject to our continued right to be paid the servicing fees and other amounts payable under our agreements with NRZ as described below. To the extent Ocwen remained subservicer, new subservicing agreements would need to be executed.

If a termination event occurs with respect to an affected servicing agreement, to a replacement servicer that obtains all required third-party consents and licenses. Upon any such transfer, we would no longer be entitled to receive future servicing fee revenue with respect to the transferred servicing agreement.

We are working toward an agreement with NRZ that would transfer legal ownership of MSR underlying the Rights to MSR to NRZ. The new agreement would extend our relationship with NRZ out to at least 2022, removing a level of uncertainty concerning NRZ's future intentions and ability to move servicing without us retaining our rights to be paid the servicing fees and other amounts payable under our existing agreements. During our negotiations with NRZ, NRZ has informed us that its position is that a termination event has occurred under our agreements because our current Moody's servicer rating (SQ3-) is allegedly below the contractual threshold. NRZ has also informed us that it does not intend to take any action to transfer servicing without us retaining our economics, although it has reserved its rights. As Ocwen has previously publicly stated, Ocwen does not consider any termination event to have occurred based on Ocwen's current servicer ratings.

Under our existing agreements, the servicing fees payable under the servicing agreements underlying the Rights to MSR are apportioned between NRZ and us as provided in our agreements with NRZ. NRZ retains a fee based on the UPB of the loans serviced, and OLS receives certain fees, including a performance fee based on servicing fees actually paid less an amount calculated based on the amount of servicing advances and cost of financing those advances. The apportionment of these fees with respect to each tranche of Rights to MSR sold to NRZ is subject to negotiations required to be commenced by NRZ no later than six months prior to the servicing fee reset date. The servicing fee reset date is the earlier of April 30, 2020 or eight years after the closing date of the sale of each tranche of Rights to MSR to NRZ, unless there is an uncured "termination event" with respect to an affected servicing agreement due to a servicer rating downgrade of OLS's S&P or Moody's residential primary servicer rating for subprime loans to Below Average (or lower) or SQ4 (or lower), respectively, on the sixth anniversary of the closing date of the particular tranche, in which case such six year anniversary shall be the fee reset date. If the parties are not able to agree on servicing fees prior to the fee reset date, NRZ is required to continue paying under the existing fee structure and the agreements between the parties will continue in effect with respect to each underlying servicing agreement unless and until NRZ directs the transfer of servicing under such servicing agreement to a third-party servicer with respect to which all required third-party consents and licenses have been obtained.

To the extent servicing agreements with residential mortgage backed securities (RMBS) trustees underlying Rights to MSR are terminated as a result of a termination event, NRZ is entitled to payment of an amount equal to an amortized percentage of NRZ's purchase price for the related Rights to MSR.

Under our agreements with NRZ, we were required to compensate NRZ for certain increased costs associated with its servicing advance financing facilities. This compensation requirement ran for a period of 12 months and ended in the second quarter of 2016.

The Rights to MSR transactions are accounted for as financings. If and when transfer of legal ownership of the underlying MSR occurs (which would follow receipt of the necessary consents), we would derecognize the related MSR and the related financing liability. Upon derecognition, any resulting gain or loss would be deferred and amortized over the life of the related subservicing agreement. Until derecognition, we will continue to recognize the full amount of servicing revenue and changes in the fair value of the MSR.

The sales of advances in connection with MSR sales, including the NRZ/HLSS Transactions, meet the requirements for sale accounting, and the advances are derecognized from our consolidated financial statements at the servicing transfer date, or, in the case of advances sold in connection with the sale of Rights to MSRs, at the time of the sale.

## Note 5 – Loans Held for Sale

## Loans Held for Sale - Fair Value

The following table summarizes the activity in the balance:

|                                 | For the Three Months<br>Ended March 31, |            |
|---------------------------------|---|------------|
|                                 | 2017                                    | 2016       |
| Beginning balance               | \$284,632                               | \$309,054  |
| Originations and purchases      | 840,999                                 | 789,180    |
| Proceeds from sales             | (817,033 )                              | (783,187 ) |
| Principal collections           | (744 )                                  | (3,280 )   |
| Gain (loss) on sale of loans    | (396 )                                  | 7,646      |
| Increase in fair value of loans | 5,628                                   | 1,785      |
| Other                           | 472                                     | 541        |
| Ending balance (1)              | \$313,558                               | \$321,739  |

(1) At March 31, 2017 and 2016, the balances include \$10.5 million and \$13.7 million, respectively, of fair value adjustments.

At March 31, 2017, loans held for sale, at fair value with a UPB of \$231.9 million were pledged as collateral to warehouse lines of credit in our Lending segment.

## Loans Held for Sale - Lower of Cost or Fair Value

The following table summarizes the activity in the net balance:

|  | For the Three<br>Months Ended<br>March 31, |            |
|--|--|------------|
|  | 2017                                       | 2016       |
| Beginning balance                          | \$29,374                                   | \$104,992  |
| Purchases                                  | 396,536                                    | 421,896    |
| Proceeds from sales                        | (354,285)                                  | (372,583 ) |
| Principal collections                      | (1,850 )                                   | (6,453 )   |
| Transfers to accounts receivable           | (48,752 )                                  | (61,212 )  |
| Transfers to real estate owned             | (55 )                                      | (1,224 )   |
| Gain (loss) on sale of loans               | (998 )                                     | 5,010      |
| Decrease (increase) in valuation allowance | 4,429                                      | (3,335 )   |
| Other                                      | 1,196                                      | (21 )      |
| Ending balance (1)                         | \$25,595                                   | \$87,070   |

(1) At March 31, 2017 and 2016, the balances include \$20.0 million and \$55.5 million, respectively, of loans that we were required to repurchase from Ginnie Mae guaranteed securitizations as part of our servicing obligations.

Repurchased loans are modified or otherwise remediated through loss mitigation activities or are reclassified to receivables.

The changes in the valuation allowance are as follows:

|   | For the Three<br>Months Ended<br>March 31, |          |
|---|--|----------|
|   | 2017                                       | 2016     |
| Beginning balance                                       | \$10,064                                   | \$14,658 |
| Provision   | 364  | 2,597    |
| Transfer from liability for indemnification obligations | 255  | 1,030    |
| Sales of loans  | (5,045 )                                   | —        |
| Other   | (3 )                                       | (292 )   |
| Ending balance  | \$5,635                                    | \$17,993 |





At March 31, 2017, Loans held for sale, at lower of cost or fair value, with a UPB of \$13.4 million were pledged as collateral to a warehouse line of credit in our Servicing segment.

Gain on Loans Held for Sale, Net

The following table summarizes the activity in Gain on loans held for sale, net:

|  | For the Three<br>Months Ended<br>March 31, |           |
|--|--|-----------|
|  | 2017                                       | 2016      |
| MSRs retained on transfers of forward loans                          | \$8,126                                    | \$6,484   |
| Fair value gains related to transfers of reverse mortgage loans, net | 7,638                                      | 356       |
| Gain (loss) on sale of repurchased Ginnie Mae loans                  | (998 )                                     | 5,010     |
| Other gains related to loans held for sale, net                      | 2,146                                      | 6,089     |
| Gain on sales of loans, net  | 16,912                                     | 17,939    |
| Change in fair value of IRLCs  | 1,060                                      | 7,465     |
| Change in fair value of loans held for sale                          | 7,666                                      | 3,521     |
| Loss on economic hedge instruments                                   | (2,514 )                                   | (13,202 ) |
| Other  | (180 )                                     | (151 )    |
|  | \$22,944                                   | \$15,572  |

Note 6 – Advances

Advances, net, which represent payments made on behalf of borrowers or on foreclosed properties, consisted of the following at the dates indicated:

|                                    | March 31, December 31, |            |
|------------------------------------|------------------------|------------|
|                                    | 2017                   | 2016       |
| Principal and interest             | \$23,125               | \$ 31,334  |
| Taxes and insurance                | 154,690                | 170,131    |
| Foreclosures, bankruptcy and other | 92,202                 | 94,369     |
|                                    | 270,017                | 295,834    |
| Allowance for losses               | (35,844 )              | (37,952 )  |
|                                    | \$234,173              | \$ 257,882 |

Advances at March 31, 2017 and December 31, 2016 include \$25.0 million and \$29.0 million, respectively, of previously sold advances in connection with sales of loans that did not qualify for sale accounting.

The following table summarizes the activity in net advances:

|   | For the Three Months<br>Ended March 31, |            |
|---|---|------------|
|   | 2017                                    | 2016       |
| Beginning balance                                   | \$257,882                               | \$444,298  |
| Sales of advances                                   | (3 )                                    | (261 )     |
| Collections of advances, charge-offs and other, net | (25,814 )                               | (126,067 ) |
| Decrease (increase) in allowance for losses         | 2,108                                   | (622 )     |
| Ending balance                                      | \$234,173                               | \$317,348  |

The changes in the allowance for losses are as follows:

|                                     | For the Three<br>Months Ended<br>March 31, |          |
|-------------------------------------|--|----------|
|                                     | 2017                                       | 2016     |
| Beginning balance                   | \$37,952                                   | \$41,901 |
| Provision                           | 3,421                                      | 3,483    |
| Charge-offs, net and other (5,529 ) | (2,861 )                                   |          |
| Ending balance                      | \$35,844                                   | \$42,523 |

Note 7 – Match Funded Assets

Match funded assets are comprised of the following at the dates indicated:

|   | March 31,<br>2017 | December 31,<br>2016 |
|---|-------------------|----------------------|
| Advances:                                       |                   |                      |
| Principal and interest                          | \$651,837         | \$ 711,272           |
| Taxes and insurance                             | 508,573           | 530,946              |
| Foreclosures, bankruptcy, real estate and other | 205,015           | 209,746              |
|   | 1,365,425         | 1,451,964            |
| Automotive dealer financing notes (1)           | 26,996            | —                    |
|   | \$1,392,421       | \$ 1,451,964         |

(1) On February 24, 2017 and on March 17, 2017, we entered into loan agreements under a new automotive dealer loan financing facility to which these notes are pledged.

The following table summarizes the activity in match funded assets:

|   | For the Three Months Ended March<br>31, |  |             |
|---|---|--|-------------|
|   | 2017                                    |  | 2016        |
|   | Advances                                | Automotive<br>Dealer<br>Financing<br>Notes | Advances    |
| Beginning balance                                       | \$1,451,964                             | \$ —                                       | \$1,706,768 |
| Transfer from Other assets                              | —                                       | 25,180                                     | —           |
| Sales   | (245 )                                  | —  | —           |
| New advances/notes (collections of pledged assets), net | (86,294 )                               | 1,816                                      | 14,129      |
| Ending balance  | \$1,365,425                             | \$ 26,996                                  | \$1,720,897 |

## Note 8 – Mortgage Servicing

## Mortgage Servicing Rights – Amortization Method

The following table summarizes changes in the net carrying value of servicing assets that we account for using the amortization method:

|  | For the Three Months<br>Ended March 31, |           |
|--|---|-----------|
|  | 2017                                    | 2016      |
| Beginning balance  | \$363,722                               | \$377,379 |
| Additions recognized in connection with asset acquisitions | 1,229                                   | 4,263     |
| Additions recognized on the sale of mortgage loans         | 8,126                                   | 7,156     |
| Sales  | (430 )                                  | —         |
|  | 372,647                                 | 388,798   |
| Amortization   | (12,715 )                               | (12,806 ) |
| Increase in impairment valuation allowance (1)             | (1,401 )                                | (29,953 ) |
| Ending balance   | \$358,531                               | \$346,039 |
| Estimated fair value at end of period                      | \$462,289                               | \$390,970 |

(1) Impairment of MSR is recognized in Servicing and origination expense in the unaudited consolidated statements of operations. See Note 3 – Fair Value for additional information regarding impairment and the valuation allowance.

## Mortgage Servicing Rights – Fair Value Measurement Method

The following table summarizes changes in the fair value of servicing assets that we account for at fair value on a recurring basis:

|   | For the Three Months Ended March 31, |            |           |          |            |           |
|---|--------------------------------------|------------|-----------|----------|------------|-----------|
|   | 2017                                 |            |           | 2016     |            |           |
|   | Agency                               | Non-Agency | Total     | Agency   | Non-Agency | Total     |
| Beginning balance   | \$13,357                             | \$665,899  | \$679,256 | \$15,071 | \$746,119  | \$761,190 |
| Sales   | —                                    | (228 )     | (228 )    | —        | (142 )     | (142 )    |
| Servicing transfers and adjustments                         | —                                    | (706 )     | (706 )    | —        | 419        | 419       |
| Changes in fair value (1):                                  |                                      |            |           |          |            |           |
| Changes in valuation inputs or other assumptions            | 494                                  | —          | 494       | (2,709 ) | (3,671 )   | (6,380 )  |
| Realization of expected future cash flows and other changes | (445 )                               | (26,384 )  | (26,829 ) | (351 )   | (22,562 )  | (22,913 ) |
| Ending balance  | \$13,406                             | \$638,581  | \$651,987 | \$12,011 | \$720,163  | \$732,174 |

(1) Changes in fair value are recognized in Servicing and origination expense in the unaudited consolidated statements of operations.

Because the mortgages underlying these MSR permit the borrowers to prepay the loans, the value of the MSR generally tends to diminish in periods of declining interest rates, an improving housing market or expanded product availability (as prepayments increase) and increase in periods of rising interest rates, a deteriorating housing market or reduced product availability (as prepayments decrease). The following table summarizes the estimated change in the value of the MSR that we carry at fair value as of March 31, 2017 given hypothetical shifts in lifetime prepayments and yield assumptions:

|  | Adverse change in fair<br>value |             |
|--|---------------------------------|-------------|
|  | 10%                             | 20%         |
| Weighted average prepayment speeds     | \$(63,546)                      | \$(129,059) |
| Discount rate (option-adjusted spread) | (12,177 )                       | (24,349 )   |



The sensitivity analysis measures the potential impact on fair values based on hypothetical changes, which in the case of our portfolio at March 31, 2017 are increased prepayment speeds and a decrease in the yield assumption.

#### Portfolio of Assets Serviced

The following table presents the composition of our primary servicing and subservicing portfolios by type of property serviced as measured by UPB. The servicing portfolio represents loans for which we own the servicing rights while subservicing represents all other loans. The UPB of assets serviced for others are not included on our unaudited consolidated balance sheets.

|                          | Residential   | Commercial | Total         |
|--------------------------|---------------|------------|---------------|
| UPB at March 31, 2017    |               |            |               |
| Servicing                | \$83,841,793  | \$ —       | \$83,841,793  |
| Subservicing             | 4,196,729     | 92,817     | 4,289,546     |
| NRZ (1)                  | 114,330,492   | —          | 114,330,492   |
|                          | \$202,369,014 | \$ 92,817  | \$202,461,831 |
| UPB at December 31, 2016 |               |            |               |
| Servicing                | \$86,049,298  | \$ —       | \$86,049,298  |
| Subservicing             | 4,330,084     | 92,933     | 4,423,017     |
| NRZ (1)                  | 118,712,748   | —          | 118,712,748   |
|                          | \$209,092,130 | \$ 92,933  | \$209,185,063 |
| UPB at March 31, 2016    |               |            |               |
| Servicing                | \$97,826,653  | \$ —       | \$97,826,653  |
| Subservicing             | 6,517,180     | 136,473    | 6,653,653     |
| NRZ (1)                  | 132,737,203   | —          | 132,737,203   |
|                          | \$237,081,036 | \$ 136,473 | \$237,217,509 |

(1)UPB of loans serviced for which the Rights to MSRs have been sold to NRZ.

Residential assets serviced includes foreclosed real estate. Residential assets serviced also includes small-balance commercial assets with a UPB of \$1.4 billion, \$1.4 billion and \$1.7 billion at March 31, 2017, December 31, 2016 and March 31, 2016, respectively. Commercial assets consist of large-balance foreclosed real estate.

A significant portion of the servicing agreements for our non-Agency servicing portfolio contain provisions where we could be terminated as servicer without compensation upon the failure of the serviced loans to meet certain portfolio delinquency or cumulative loss thresholds. As a result of the economic downturn beginning in 2007 - 2008, the portfolio delinquency and/or cumulative loss threshold provisions have been breached by many private-label securitizations in our non-Agency servicing portfolio. To date, terminations as servicer as a result of a breach of any of these provisions have been minimal.

Certain of our servicing agreements require that we maintain specified servicer ratings from rating agencies such as Moody's and S&P. Of 3,762 non-Agency servicing agreements, 721 with approximately \$33.1 billion of UPB as of March 31, 2017 have minimum servicer ratings criteria. As a result of our current servicer ratings, termination rights have been triggered in 174 of these non-Agency servicing agreements. This represents approximately \$10.5 billion in UPB as of March 31, 2017, or approximately 6.8% of our total non-Agency servicing portfolio.

Downgrades in servicer ratings could adversely affect our ability to finance servicing advances and maintain our status as an approved servicer by Fannie Mae and Freddie Mac. The servicer rating requirements of Fannie Mae do not necessarily require or imply immediate action, as Fannie Mae has discretion with respect to whether we are in compliance with their requirements and what actions it deems appropriate under the circumstances in the event that we fall below their desired servicer ratings.

## Servicing Revenue

The following table presents the components of servicing and subservicing fees:

|  | For the Three<br>Months Ended<br>March 31, |           |
|--|--|-----------|
|  | 2017                                       | 2016      |
| Loan servicing and subservicing fees:            |  |           |
| Servicing  | \$67,172                                   | \$76,509  |
| Subservicing                                     | 3,605                                      | 7,239     |
| NRZ  | 147,311                                    | 162,129   |
|  | 218,088                                    | 245,877   |
| Home Affordable Modification Program (HAMP) fees | 20,983                                     | 22,618    |
| Late charges                                     | 16,784                                     | 18,603    |
| Loan collection fees                             | 6,318                                      | 7,129     |
| Other  | 10,329                                     | 3,269     |
|  | \$272,502                                  | \$297,496 |

Float balances (balances in custodial accounts, which represent collections of principal and interest that we receive from borrowers), are held in escrow by an unaffiliated bank and are excluded from our unaudited consolidated balance sheets. Float balances amounted to \$2.0 billion and \$2.3 billion at March 31, 2017 and March 31, 2016, respectively.

Note 9 – Receivables

|                                    | March 31,<br>2017 | December<br>31, 2016 |
|------------------------------------|-------------------|----------------------|
| Servicing:                         |                   |                      |
| Government-insured loan claims (1) | \$114,386         | \$133,063            |
| Due from NRZ                       | 34,199            | 21,837               |
| Reimbursable expenses              | 29,056            | 29,358               |
| Due from custodial accounts        | 13,449            | 44,761               |
| Other                              | 22,654            | 27,086               |
|                                    | 213,744           | 256,105              |
| Income taxes receivable            | 40,652            | 61,932               |
| Other receivables                  | 19,111            | 21,125               |
|                                    | 273,507           | 339,162              |
| Allowance for losses (1)           | (60,726 )         | (73,442 )            |
|                                    | \$212,781         | \$265,720            |

At March 31, 2017 and December 31, 2016, the allowance for losses related entirely to receivables of our Servicing business. Allowance for losses related to defaulted FHA or VA insured loans repurchased from Ginnie Mae guaranteed securitizations (government-insured loan claims) at March 31, 2017 and December 31, 2016 were \$41.4 million and \$53.3 million, respectively.

## Note 10 – Other Assets

|  | March 31, December 31, |            |
|--|------------------------|------------|
|  | 2017                   | 2016       |
| Contingent loan repurchase asset (1)       | \$267,029              | \$ 246,081 |
| Prepaid expenses (2)                       | 56,316                 | 57,188     |
| Debt service accounts                      | 43,268                 | 42,822     |
| Derivatives, at fair value                 | 10,027                 | 9,279      |
| Prepaid lender fees, net                   | 8,817                  | 9,023      |
| Mortgage backed securities, at fair value  | 8,658                  | 8,342      |
| Prepaid income taxes                       | 7,699                  | 8,392      |
| Interest-earning time deposits             | 6,269                  | 6,454      |
| Real estate                                | 4,474                  | 5,249      |
| Automotive dealer financing notes, net (3) | 1,368                  | 33,224     |
| Other                                      | 14,692                 | 12,050     |
|  | \$428,617              | \$ 438,104 |

With respect to previously transferred Ginnie Mae mortgage loans for which we have the right or the obligation to (1) repurchase under the applicable agreement, we re-recognize the loans in Other assets and a corresponding liability in Other liabilities.

In connection with the sale of Agency MSR in 2015, we placed \$52.9 million in escrow for the payment of representation, warranty and indemnification claims associated with the underlying loans. Prepaid expenses at (2) March 31, 2017 and December 31, 2016 includes the remaining balance of \$36.4 million and \$34.9 million, respectively.

These notes represent short-term inventory-secured floor plan loans – provided to independent used car dealerships through our ACS venture – that have not been pledged to our automotive dealer loan financing facility. Automotive (3) dealer financing notes are net of an allowance of \$10.5 million and \$4.4 million at March 31, 2017 and December 31, 2016, respectively. We recognized a provision for losses on these notes of \$6.1 million and \$0.05 million during the three months ended March 31, 2017 and 2016, respectively.



Note 11 – Borrowings  
Match Funded Liabilities

| Borrowing Type   | Maturity<br>(1) | Amorti-<br>zation Date<br>(1) | Available<br>Borrowing<br>Capacity<br>(2) | March 31, 2017                              |             | December 31,<br>2016                        |             |
|--|-----------------|-------------------------------|---|---|-------------|---|-------------|
|  |                 |                               |   | Weighted<br>Average<br>Interest Rate<br>(3) | Balance     | Weighted<br>Average<br>Interest Rate<br>(3) | Balance     |
| Advance Financing Facilities:  |                 |                               |   |   |             |   |             |
| Advance Receivables Backed Notes - Series 2014-VF3 (4)   | Aug. 2047       | Aug. 2017                     | \$ 88,625                                 | 3.12%                                       | \$51,375    | 3.12%                                       | \$74,394    |
| Advance Receivables Backed Notes - Series 2014-VF4 (4)   | Aug. 2047       | Aug. 2017                     | 88,625                                    | 3.12  | 51,375      | 3.12  | 74,394      |
| Advance Receivables Backed Notes - Series 2015-VF5 (4)   | Aug. 2047       | Aug. 2017                     | 88,626                                    | 3.12  | 51,374      | 3.12  | 74,394      |
| Advance Receivables Backed Notes - Series 2015-T3 (5)  | Nov. 2047       | Nov. 2017                     | —   | 3.48  | 400,000     | 3.48  | 400,000     |
| Advance Receivables Backed Notes - Series 2016-T1 (5)  | Aug. 2048       | Aug. 2018                     | —   | 2.77  | 265,000     | 2.77  | 265,000     |
| Advance Receivables Backed Notes - Series 2016-T2 (5)  | Aug. 2049       | Aug. 2019                     | —   | 2.99  | 235,000     | 2.99  | 235,000     |
| Total Ocwen Master Advance Receivables Trust (OMART)   |                 |                               | 265,876                                   | 3.14  | 1,054,124   | 3.14  | 1,123,182   |
| Ocwen Servicer Advance Receivables Trust III (OSART III) - Advance Receivables Backed Notes, Series 2014-VF1 (6) | Dec. 2047       | Dec. 2017                     | 14,052                                    | 4.18%                                       | 60,948      | 4.03%                                       | 63,093      |
| Ocwen Freddie Advance Funding (OFAF) - Advance Receivables Backed Notes, Series 2015-VF1 (7)                     | Jun. 2047       | Jun. 2017                     | 78,873                                    | 3.75%                                       | 81,127      | 3.54%                                       | 94,722      |
|  |                 |                               | 358,801                                   | 3.23%                                       | 1,196,199   | 3.21%                                       | 1,280,997   |
| Automotive Dealer Loan Financing Facility:   |                 |                               |   |   |             |   |             |
| Loan Series 2017-1   | Feb. 2021       | Feb. 2019                     | 40,493                                    | 6.55%                                       | 9,507       | — %   | —           |
| Loan Series 2017-2   | Mar. 2021       | Mar. 2019                     | 40,494                                    | 5.98  | 9,506       | —   | —           |
| Total Automotive Capital Asset Receivables Trust (ACART) (8)   |                 |                               | 80,987                                    | 6.26%                                       | 19,013      | — %   | —           |
|  |                 |                               | \$ 439,788                                | 3.28%                                       | \$1,215,212 | 3.21%                                       | \$1,280,997 |

The amortization date of our facilities is the date on which the revolving period ends under each advance facility note and repayment of the outstanding balance must begin if the note is not renewed or extended. The maturity date (1) is the date on which all outstanding balances must be repaid. In all of our advance facilities, there are multiple notes outstanding. For each note, after the amortization date, all collections that represent the repayment of advances pledged to the facility must be applied to reduce the balance of the note outstanding, and any new advances are ineligible to be financed.

Borrowing capacity is available to us provided that we have additional eligible collateral to pledge. Collateral may (2) only be pledged to one facility. At March 31, 2017, none of the available borrowing capacity of our advance financing notes could be used based on the amount of eligible collateral that had been pledged.

(3) 1ML was 0.98% and 0.77% at March 31, 2017 and December 31, 2016, respectively.

The borrowing capacity of each series of variable rate notes is \$140.0 million. There is a ceiling of 75 bps for 1ML (4) in determining the interest rate for the notes. Rates on the individual notes are based on 1ML plus a margin of 185 to 545 basis points (bps).

Under the terms of the agreement, we must continue to borrow the full amount of the Series 2015-T3, Series 2016-T1 and Series 2016-T2 fixed-rate term notes until the amortization date. If there is insufficient collateral to support the level of borrowing, the excess cash proceeds are not distributed to Ocwen but are held by the trustee, (5) and interest expense continues to be based on the full amount of the notes. The Series 2016-T1 and 2016-T2 notes have a total borrowing capacity of \$500.0 million. The Series 2015-T3 notes have a borrowing capacity of \$400.0 million. Rates on the individual notes range from 2.5207% to 4.6870%

The maximum borrowing capacity under this facility is \$75.0 million. There is a ceiling of 75 bps for 1ML in (6) determining the interest rate for these variable rate notes. Rates on the individual notes are based on the lender's cost of funds plus a margin of 230 to 470 bps.

The combined borrowing capacity of the Series 2015-VF1 Notes is \$160.0 million. There is a ceiling of 125 bps (7) for 1ML in determining the interest rate for these variable rate notes. Rates on the individual notes are based on 1ML plus a margin of 240 to 480 bps.

We entered into the loan agreements for the Series 2017-1 Notes on February 24, 2017 and for the Series 2017-2 Notes on March 17, 2017. The committed borrowing capacity for each of the Series 2017-1 and Series 2017-2 (8) variable rate notes is \$50.0 million. We may from time to time request increases in the aggregate maximum borrowing capacity of the facility to a maximum aggregate borrowing capacity of \$200.0 million. Rates on the Series 2017-1 notes are based on 1ML plus a margin of 500 bps and rates on the Series 2017-2 notes are based on the lender's cost of funds plus a margin of 500 bps.

Pursuant to our agreements with NRZ, NRZ has assumed the obligation to fund new servicing advances with respect to the MSR's underlying the Rights to MSR's, or NRZ/HLSS Transactions. We are dependent upon NRZ for funding the servicing advance obligations for Rights to MSR's where we are the servicer. NRZ currently uses advance financing facilities in order to fund a substantial portion of the servicing advances that they are contractually obligated to purchase pursuant to our agreements with them. As of March 31, 2017, we were the servicer on Rights to MSR's sold to NRZ pertaining to approximately \$114.3 billion in UPB and the associated outstanding servicing advances as of such date were approximately \$3.7 billion. Should NRZ's advance financing facilities fail to perform as envisaged or should NRZ otherwise be unable to meet its advance funding obligations, our liquidity, financial condition and business could be materially and adversely affected. As the servicer, we are contractually required under our servicing agreements to make the relevant servicing advances even if NRZ does not perform its contractual obligations to fund those advances.

In addition, although we are not an obligor or guarantor under NRZ's advance financing facilities, we are a party to certain of the facility documents as the servicer of the underlying loans on which advances are being financed. As the servicer, we make certain representations, warranties and covenants, including representations and warranties in connection with our sale of advances to NRZ.

#### Financing Liabilities

| Borrowings  | Collateral                | Interest Rate | Maturity  | March 31, 2017 | December 31, 2016 |
|---|---------------------------|---------------|-----------|----------------|-------------------|
| Financing liability – MSR's pledged                                   | MSR's                     | (1)           | (1)       | \$459,187      | \$ 477,707        |
| Secured Notes, Ocwen Asset Servicing Income Series, Series 2014-1 (2) | MSR's                     | (2)           | Feb. 2028 | 78,990         | 81,131            |
| Financing liability – Advances pledged (3)                            | Advances on loans         | (3)           | (3)       | 17,966         | 20,193            |
| HMBS-related borrowings (4)   | Loans held for investment | 1ML + 263 bps | (4)       | 3,739,265      | 3,433,781         |
|   |                           |               |           | \$4,295,408    | \$ 4,012,812      |

This financing liability arose in connection with the NRZ/HLSS Transactions and has no contractual maturity or (1) repayment schedule. The balance of the liability is adjusted each reporting period to its fair value based on the present value of the estimated future cash flows underlying the related MSR's.

OASIS noteholders are entitled to receive a monthly payment amount equal to the sum of: (a) the designated servicing fee amount (21 basis points of the UPB of the reference pool of Freddie Mac mortgages); (b) any termination payment amounts; (c) any excess refinance amounts; and (d) the note redemption amounts, each as (2) defined in the indenture supplement for the notes. We accounted for this transaction as a financing. Monthly amortization of the liability is estimated using the proportion of monthly projected service fees on the underlying MSR's as a percentage of lifetime projected fees, adjusted for the term of the security.

(3) Certain sales of advances did not qualify for sales accounting treatment and were accounted for as a financing. This financing liability has no contractual maturity.

(4) Represents amounts due to the holders of beneficial interests in Ginnie Mae guaranteed HMBS. The beneficial interests have no maturity dates, and the borrowings mature as the related loans are repaid.



## Other Secured Borrowings

| Borrowings                             | Collateral                 | Interest Rate   | Maturity      | Available<br>Borrowing<br>Capacity<br>(1) | March 31,<br>2017 | December 31,<br>2016 |   |
|--|----------------------------|---|---------------|---|-------------------|----------------------|---|
| Senior secured term loan (SSTL)        |                            |   |               |   |                   |                      |   |
| SSTL (2)                               | (2)                        | 1-Month Euro-dollar rate + 500 bps with a Eurodollar floor of 100 bps (2) | Dec. 2020     | \$—                                       | \$330,813         | \$335,000            |   |
| Mortgage loan warehouse facilities:    |                            |   |               |   |                   |                      |   |
| Repurchase agreement (3)               | Loans held for sale (LHFS) | 1ML + 200 - 345 bps   | Sep. 2017     | 36,824                                    | 13,176            | 12,370               |   |
| Master repurchase agreements (4)       | LHFS                       | 1ML + 200 bps; 1ML floor of 0.0%  | Feb. 2018     | 69,600                                    | 130,400           | 173,543              |   |
| Participation agreements (5)           | LHFS                       | N/A   | Apr. 2017 (5) | —   | 163,956           | 92,739               |   |
| Participation agreements (6)           | LHFS (reverse mortgages)   | 1ML + 275 bps; 1ML floor of 300 or 350 bps                                | Aug. 2017     | —   | 48,709            | 26,254               |   |
| Master repurchase agreement (7)        | LHFS (reverse mortgages)   | 1ML + 275 bps; 1ML floor of 25 bps  | Jan. 2018     | 37,925                                    | 62,075            | 50,123               |   |
|  |                            |   |               | 144,349                                   | 418,316           | 355,029              |   |
|  |                            |   |               | \$ 144,349                                | 749,129           | 690,029              |   |
| Unamortized debt issuance costs - SSTL |                            |   |               |   | (7,079 )          | (7,612 )             |   |
| Discount - SSTL                        |                            |   |               |   | (3,603 )          | (3,874 )             |   |
|  |                            |   |               |   | \$738,447         | \$678,543            |   |
| Weighted average interest rate         |                            |   |               |   | 4.70              | % 4.56               | % |

(1) For our mortgage loan warehouse facilities, available borrowing capacity does not consider the amount of the facility that the lender has extended on an uncommitted basis. Of the borrowing capacity extended on a committed basis, \$0.8 million could be used at March 31, 2017 based on the amount of eligible collateral that had been pledged.

On December 5, 2016, we entered into an Amended and Restated Senior Secured Term Loan Facility Agreement that established a new SSTL with a borrowing capacity of \$335.0 million and a maturity date of December 5, 2020. (2) We may request increases to the loan amount of up to \$100.0 million in total, with additional increases subject to certain limitations. We are required to make quarterly payments on the SSTL in an amount of \$4.2 million the first of which was paid on March 31, 2017.

The borrowings under the SSTL are secured by a first priority security interest in substantially all of the assets of Ocwen, OLS and the other guarantors thereunder, excluding among other things, 35% of the capital stock of foreign subsidiaries, securitization assets and equity interests of securitization entities, assets securing permitted funding indebtedness and non-recourse indebtedness, REO assets, servicing agreements where an acknowledgment from the GSE has not been obtained, as well as other customary carve-outs.

Borrowings bear interest, at the election of Ocwen, at a rate per annum equal to either (a) the base rate (the greatest of (i) the prime rate in effect on such day, (ii) the federal funds rate in effect on such day plus 0.50% and (iii) the one-month Eurodollar rate (1ML)), plus a margin of 4.00% and subject to a base rate floor of 2.00% or (b) the one

month Eurodollar rate, plus a margin of 5.00% and subject to a one month Eurodollar floor of 2.00%. To date we have elected option (b) to determine the interest rate.

Fifty percent of the maximum borrowing amount of \$100.0 million is available on a committed basis and fifty percent is available at the discretion of the lender. We use this facility to fund the repurchase of certain loans from (3) Ginnie Mae guaranteed securitizations in connection with loan modifications and loan resolution activity as part of our contractual obligations as the servicer of the loans.

Under this repurchase agreement, the lender provides financing on a committed basis for \$200.0 million. On (4) February 24, 2017, we executed a \$200.0 million warehouse facility to replace the existing facility of the same size and with the same lender with a maturity date of February 23, 2018.

(5) Under these participation agreements, the lender provides financing for a combined total of \$250.0 million at the discretion of the lender. The participation agreement allows the lender to acquire a 100% beneficial interest in the underlying mortgage loans. The transaction does not qualify for sale accounting treatment and is accounted for as a secured borrowing. The lender earns the stated interest rate of the underlying mortgage loans while the loans are financed under the participation agreement. On April 25, 2017, the term of these participation agreements was extended to April 30, 2018.

(6) Under this participation agreement, the lender provides uncommitted reverse mortgage financing for \$110.0 million at the discretion of the lender. The lender has indicated to us that it does not currently intend to lend more than \$20.0 million under this facility. The participation agreement allows the lender to acquire a 100% beneficial interest in the underlying mortgage loans. The transaction does not qualify for sale accounting treatment and is accounted for as a secured borrowing. The lender earns the stated interest rate of the underlying mortgage loans while the loans are financed under the participation agreement.

(7) The lender provides financing on a committed basis for \$100.0 million.

Senior Notes

|   | March 31,<br>2017 | December 31,<br>2016 |
|---|-------------------|----------------------|
| 6.625% Senior unsecured notes due May 15, 2019    | \$3,122           | \$ 3,122             |
| 8.375% Senior secured notes due November 15, 2022 | 346,878           | 346,878              |
|   | 350,000           | \$ 350,000           |
| Unamortized debt issuance costs                   | (3,071 )          | (3,211 )             |
|   | \$346,929         | \$ 346,789           |

Senior Unsecured Notes

Ocwen may redeem all or a part of the remaining Senior Unsecured Notes, upon not less than 30 nor more than 60 days' notice, at the redemption price (expressed as percentages of principal amount) of 103.313% and 100.000% for the twelve-month periods beginning May 15, 2017 and 2018, respectively, plus accrued and unpaid interest and additional interest, if any.

Senior Secured Notes

The Senior Secured Notes are guaranteed by Ocwen, OMS, Homeward Residential Holdings, Inc., Homeward and ACS (the Guarantors). The Senior Secured Notes are secured by second priority liens on the assets and properties of OLS and the Guarantors that secure the first priority obligations under the SSTL, excluding certain MSR's.

At any time, OLS may redeem all or a part of the Senior Secured Notes, upon not less than 30 nor more than 60 days' notice at a specified redemption price, plus accrued and unpaid interest to the date of redemption. Prior to November 15, 2018, the Senior Secured Notes may be redeemed at a redemption price equal to 100.0% of the principal amount of the Senior Secured Notes redeemed, plus the applicable make whole premium (as defined in the indenture). On or after November 15, 2018, OLS may redeem all or a part of the Senior Secured Notes at the redemption prices (expressed as percentages of principal amount) specified in the Indenture. The redemption prices during the twelve-month periods beginning on November 15 of each year are as follows:

| Year                | Redemption Price |
|---------------------|------------------|
| 2018                | 106.281%         |
| 2019                | 104.188%         |
| 2020                | 102.094%         |
| 2021 and thereafter | 100.000%         |

At any time, on or prior to November 15, 2018, OLS may, at its option, use the net cash proceeds of one or more equity offerings (as defined in the Indenture) to redeem up to 35.0% of the principal amount of all Senior Secured Notes issued at a redemption price equal to 108.375% of the principal amount of the Senior Secured Notes redeemed plus accrued and unpaid interest to the date of redemption, provided that: (i) at least 65.0% of the principal amount of all Senior Secured Notes issued under the Indenture (including any additional Senior Secured Notes) remains outstanding immediately after any such redemption; and (ii) OLS makes such redemption not more than 120 days after the consummation of any such Equity Offering.

Upon a change of control (as defined in the indenture), OLS is required to make an offer to the holders of the Senior Secured Notes to repurchase all or a portion of each holder's Senior Secured Notes at a purchase price equal to 101.0% of the principal amount of the Senior Secured Notes purchased plus accrued and unpaid interest to the date of purchase.

In connection with our issuance of the Senior Secured Notes, we incurred certain costs that we capitalized and are amortizing over the period from the date of issuance to November 15, 2022. The unamortized balance of these issuance costs was \$3.0 million and \$3.2 million at March 31, 2017 and December 31, 2016, respectively.



## Covenants

Under the terms of our debt agreements, we are subject to various qualitative and quantitative covenants. Collectively, these covenants include:

### Financial covenants;

Covenants to operate in material compliance with applicable laws;

Restrictions on our ability to engage in various activities, including but not limited to incurring additional debt, paying dividends or making distributions on or purchasing equity interests of Ocwen, repurchasing or redeeming capital stock or junior capital, repurchasing or redeeming subordinated debt prior to maturity, issuing preferred stock, selling or transferring assets or making loans or investments or acquisitions or other restricted payments, entering into mergers or consolidations or sales of all or substantially all of the assets of Ocwen and its subsidiaries, creating liens on assets to secure debt of OLS or any Guarantor, enter into transactions with an affiliate;

Monitoring and reporting of various specified transactions or events, including specific reporting on defined events affecting collateral underlying certain debt agreements; and

Requirements to provide audited financial statements within specified timeframes, including a requirement under our SSTL that Ocwen's financial statements and the related audit report be unqualified as to going concern.

Many of the restrictive covenants arising from the indenture for the Senior Secured Notes will be suspended if the Senior Secured Notes achieve an investment grade rating from both Moody's and S&P and if no default or event of default has occurred and is continuing.

Financial covenants in our debt agreements require that we maintain, among other things:

- a 40% loan to collateral value ratio, as defined under our SSTL, as of the last date of any fiscal quarter; and
- specified levels of tangible net worth and liquidity at the consolidated and OLS levels.

As of March 31, 2017, the most restrictive consolidated tangible net worth requirements were for a minimum of \$1.1 billion at OLS under our match funded debt agreements and three repurchase agreements and \$450.0 million at Ocwen under a master repurchase agreement.

As a result of the covenants to which we are subject, we may be limited in the manner in which we conduct our business and may be limited in our ability to engage in favorable business activities or raise additional capital to finance future operations or satisfy future liquidity needs. In addition, breaches or events that may result in a default under our debt agreements include, among other things, nonpayment of principal or interest, noncompliance with our covenants, breach of representations, the occurrence of a material adverse change, insolvency, bankruptcy, certain material judgments and changes of control.

Covenants and default provisions of this type are commonly found in debt agreements such as ours. Certain of these covenants and default provisions are open to subjective interpretation and, if our interpretation were contested by a lender, a court may ultimately be required to determine compliance or lack thereof. In addition, our debt agreements generally include cross default provisions such that a default under one agreement could trigger defaults under other agreements. If we fail to comply with our debt agreements and are unable to avoid, remedy or secure a waiver of any resulting default, we may be subject to adverse action by our lenders, including termination of further funding, acceleration of outstanding obligations, enforcement of liens against the assets securing or otherwise supporting our obligations and other legal remedies. Our lenders can waive their contractual rights in the event of a default.

We believe that we are in compliance with all of the qualitative and quantitative covenants in our debt agreements as of the date of these financial statements.

## Note 12 – Other Liabilities

|   | March 31, December 31, |            |
|---|------------------------|------------|
|   | 2017                   | 2016       |
| Contingent loan repurchase liability      | \$ 267,029             | \$ 246,081 |
| Accrued legal fees and settlements        | 82,037                 | 93,797     |
| Other accrued expenses                    | 69,025                 | 80,021     |
| Due to NRZ                                | 50,651                 | 83,248     |
| Servicing-related obligations             | 36,579                 | 35,324     |
| Amounts due in connection with MSR sales  | 36,041                 | 39,398     |
| Liability for indemnification obligations | 23,133                 | 27,546     |
| Liability for uncertain tax positions     | 23,123                 | 23,216     |
| Checks held for escheat                   | 18,301                 | 16,890     |
| Accrued interest payable                  | 11,211                 | 3,698      |
| Other                                     | 26,584                 | 32,020     |
|   | \$ 643,714             | \$ 681,239 |

## Note 13 – Derivative Financial Instruments and Hedging Activities

Because many of our current derivative agreements are not exchange-traded, we are exposed to credit loss in the event of nonperformance by the counterparty to the agreements. We manage counterparty credit risk by entering into financial instrument transactions through national exchanges, primary dealers or approved counterparties and the use of mutual margining agreements whenever possible to limit potential exposure. We regularly evaluate the financial position and creditworthiness of our counterparties. The notional amount of our contracts does not represent our exposure to credit loss.

## Interest Rate Risk

## Match Funded Liabilities

As required by certain of our advance financing arrangements, we have purchased interest rate caps to minimize future interest rate exposure from increases in the interest on our variable rate debt as a result of increases in the index, such as 1ML, which is used in determining the interest rate on the debt. We currently do not hedge our fixed rate debt.

## Loans Held for Sale, at Fair Value

Mortgage loans held for sale that we carry at fair value are subject to interest rate and price risk from the loan funding date until the date the loan is sold into the secondary market. Generally, the fair value of a loan will decline in value when interest rates increase and will rise in value when interest rates decrease. To mitigate this risk, we enter into forward MBS trades to provide an economic hedge against those changes in fair value on mortgage loans held for sale. Forward MBS trades are primarily used to fix the forward sales price that will be realized upon the sale of mortgage loans into the secondary market.

## Interest Rate Lock Commitments

A loan commitment binds us (subject to the loan approval process) to fund the loan at the specified rate, regardless of whether interest rates have changed between the commitment date and the loan funding date. As such, outstanding IRLCs are subject to interest rate risk and related price risk during the period from the date of the commitment through the loan funding date or expiration date. The borrower is not obligated to obtain the loan, thus we are subject to fallout risk related to IRLCs, which is realized if approved borrowers choose not to close on the loans within the terms of the IRLCs. Our interest rate exposure on these derivative loan commitments is hedged with freestanding derivatives such as forward contracts. We enter into forward contracts with respect to both fixed and variable rate loan commitments.

The following table summarizes derivative activity, including the derivatives used in each of our identified hedging programs:

|  | Interest Rate Risk               |                                  |                       |
|--|----------------------------------|----------------------------------|-----------------------|
|  | IRLCs                            | IRLCs and Loans held for sale    | Borrowings            |
|  | IRLCs                            | Forward MBS Trades               | Interest Rate Caps    |
| Notional balance at December 31, 2016                        | \$ 360,450                       | \$ 609,177                       | \$ 955,000            |
| Additions  | 1,427,753                        | 971,499                          | —                     |
| Amortization   | —                                | —                                | (90,000 )             |
| Maturities   | (1,149,358 )                     | (379,055 )                       | —                     |
| Terminations   | (247,899 )                       | (600,812 )                       | —                     |
| Notional balance at March 31, 2017                           | \$ 390,946                       | \$ 600,809                       | \$ 865,000            |
| Maturity   | Apr. 2017 - Jun. 2017            | Jun. 2017                        | Oct. 2017 - Dec. 2018 |
| Fair value of derivative assets (liabilities) at:            |                                  |                                  |                       |
| March 31, 2017   | \$ 7,765                         | \$(3,868 )                       | \$ 2,262              |
| December 31, 2016  | 6,507                            | (614 )                           | 1,836                 |
| Gains (losses) on derivatives during the three months ended: | Gain on loans held for sale, net | Gain on loans held for sale, net | Other, net            |
| March 31, 2017   | \$ 1,060                         | \$(2,514 )                       | \$ 359                |
| March 31, 2016   | 7,465                            | (13,202 )                        | (1,496 )              |

(1) Derivatives are reported at fair value in Other assets or in Other liabilities on our unaudited consolidated balance sheets.

As loans are originated and sold or as loan commitments expire, our forward MBS trade positions mature and are replaced by new positions based upon new loan originations and commitments and expected time to sell. Included in Accumulated other comprehensive loss (AOCL) at March 31, 2017 and 2016, respectively, were \$1.3 million and \$1.6 million of deferred unrealized losses, before taxes of \$0.1 million and \$0.1 million, respectively, on interest rate swaps that we had designated as cash flow hedges.

Other income (expense), net, includes the following related to derivative financial instruments:

|   | For the Three Months Ended |                |
|---|----------------------------|----------------|
|   | March 31, 2017             | March 31, 2016 |
| Gains (losses) on economic hedges                                 | \$ 426                     | \$(1,391)      |
| Write-off of losses in AOCL for a discontinued hedge relationship | (67 )                      | (105 )         |
|   | \$ 359                     | \$(1,496)      |

## Note 14 – Interest Expense

The following table presents the components of interest expense:

|                               | For the Three<br>Months Ended<br>March 31, |           |
|-------------------------------|--|-----------|
|                               | 2017                                       | 2016      |
| Financing liabilities (1) (2) | \$52,969                                   | \$67,707  |
| Match funded liabilities      | 12,849                                     | 18,174    |
| Other secured borrowings      | 9,548                                      | 12,713    |
| Senior notes                  | 7,456                                      | 6,208     |
| Other                         | 1,240                                      | 1,287     |
|                               | \$84,062                                   | \$106,089 |

(1) Includes interest expense related to financing liabilities recorded in connection with the NRZ/HLSS Transactions as indicated in the table below. The reduction in the financing liability does not include reimbursements to NRZ/HLSS for the loss of servicing revenues when we were terminated as servicer and where the related Rights to MSRs had been sold to HLSS.

|  | For the Three<br>Months Ended<br>March 31, |           |
|--|--|-----------|
|  | 2017                                       | 2016      |
| Servicing fees collected on behalf of NRZ/HLSS   | \$147,311                                  | \$162,129 |
| Less: Subservicing fee retained by Ocwen         | 79,154                                     | 84,370    |
| Net servicing fees remitted to NRZ/HLSS          | 68,157                                     | 77,759    |
| Less: Reduction in financing liability           | 16,999                                     | 18,201    |
| Interest expense on NRZ/HLSS financing liability | \$51,158                                   | \$59,558  |

(2) Includes \$6.2 million of fees incurred during the three months ended March 31, 2016 in connection with our agreement to compensate NRZ/HLSS for a period of 12 months (beginning June 2015) for certain increased costs associated with its servicing advance financing facilities that were the direct result of a previous downgrade of our S&P servicer rating.

Interest expense that we expect to be paid on the HMBS-related borrowings is included with net fair value gains in Other revenues.

## Note 15 – Basic and Diluted Earnings (Loss) per Share

Basic earnings or loss per share excludes common stock equivalents and is calculated by dividing net income or loss attributable to Ocwen common stockholders by the weighted average number of common shares outstanding during the period. We calculate diluted earnings or loss per share by dividing net income attributable to Ocwen by the weighted average number of common shares outstanding including the potential dilutive common shares related to outstanding stock options and restricted stock awards. The following is a reconciliation of the calculation of basic loss per share to diluted loss per share:

|  | For the Three Months<br>Ended March 31, |             |
|--|---|-------------|
|  | 2017                                    | 2016        |
| Basic loss per share:  |   |             |
| Net loss attributable to Ocwen stockholders  | \$(32,724)                              | \$(111,331) |
| Weighted average shares of common stock  | 124,014,928                             | 124,093,339 |
| Basic loss per share   | \$(0.26)                                | \$(0.90)    |
| Diluted loss per share (1):  |   |             |
| Net loss attributable to Ocwen stockholders  | \$(32,724)                              | \$(111,331) |
| Weighted average shares of common stock  | 124,014,928                             | 124,093,339 |
| Effect of dilutive elements (1):   |   |             |
| Stock option awards  | —                                       | —           |
| Common stock awards  | —                                       | —           |
| Dilutive weighted average shares of common stock   | 124,014,928                             | 124,093,339 |
| Diluted loss per share   | \$(0.26)                                | \$(0.90)    |
| Stock options and common stock awards excluded from the computation of diluted earnings per share: |   |             |
| Anti-dilutive (2)  | 2,056,215                               | 6,985,914   |
| Market-based (3)   | 782,446                                 | 2,080,938   |

For the three months ended March 31, 2017 and 2016, we have excluded the effect of stock options and common (1) stock awards from the computation of diluted loss per share because of the anti-dilutive effect of our reported net loss.

(2) These stock options were anti-dilutive because their exercise price was greater than the average market price of Ocwen's stock.

(3) Shares that are issuable upon the achievement of certain market-based performance criteria related to Ocwen's stock price.

## Note 16 – Business Segment Reporting

Our business segments reflect the internal reporting that we use to evaluate operating performance of services and to assess the allocation of our resources. While our expense allocation methodology for the current period is consistent with that used in prior periods presented, during the first quarter of 2017, we moved certain functions which had been associated with corporate cost centers to our Lending and Servicing segments because these functions align more closely with those segments. As applicable, the results of operations for the first quarter of 2016 have been recast to conform to the current period presentation. As a result of these changes, income before income taxes for the Lending segment decreased by \$2.6 million while loss before income taxes for the Servicing segment decreased by the same amount for the three months ended March 31, 2016.

A brief description of our current business segments is as follows:

**Servicing.** This segment is primarily comprised of our core residential servicing business. We provide residential and commercial mortgage loan servicing, special servicing and asset management services. We earn fees for providing these services to owners of the mortgage loans and foreclosed real estate. In most cases, we provide these services either because we purchased the MSR from the owner of the mortgage, retained the MSR on the sale of residential mortgage loans or because we entered into a subservicing or special servicing agreement with the entity that owns the MSR. Our residential servicing

portfolio includes conventional, government-insured and non-Agency loans. Non-Agency loans include subprime loans, which represent residential loans that generally did not qualify under GSE guidelines or have subsequently become delinquent.

Lending. The Lending segment is focused on originating and purchasing conventional and government-insured residential forward and reverse mortgage loans mainly through our correspondent lending arrangements, broker relationships and directly with mortgage customers. The loans are typically sold shortly after origination into a liquid market on a servicing retained basis.

Corporate Items and Other. Corporate Items and Other includes revenues and expenses of ACS and our other business activities that are individually insignificant, revenues and expenses that are not directly related to other reportable segments, interest income on short-term investments of cash, interest expense on corporate debt and certain corporate expenses. Our cash balances are included in Corporate Items and Other. ACS provides short-term inventory-secured loans to independent used car dealers to finance their inventory. In addition, Ocwen formed CR Limited (CRL), our wholly-owned captive reinsurance subsidiary, and entered into a quota share re-insurance agreement effective in 2016 with a third-party insurer related to coverage on foreclosed real estate properties owned or serviced by us.

We allocate portions of interest income and interest expense to each business segment, including interest earned on cash balances and short-term investments and interest incurred on corporate debt. We also allocate expenses incurred by corporate support services to each business segment.

Financial information for our segments is as follows:

|  | Servicing   | Lending  | Corporate<br>Items and<br>Other | Corporate<br>Eliminations | Business<br>Segments<br>Consolidated |
|--|-------------|----------|---------------------------------|---------------------------|--------------------------------------|
| <b>Results of Operations</b>                   |             |          |                                 |                           |                                      |
| Three months ended March 31, 2017              |             |          |                                 |                           |                                      |
| Revenue  | \$284,019   | \$30,746 | \$7,099                         | \$                        | —\$ 321,864                          |
| Expenses                                       | 216,913     | 29,332   | 30,138                          | —                         | 276,383                              |
| Other income (expense):                        |             |          |                                 |                           |                                      |
| Interest income                                | 87          | 2,748    | 928                             | —                         | 3,763                                |
| Interest expense                               | (67,351 )   | (3,284 ) | (13,427 )                       | —                         | (84,062 )                            |
| Gain on sale of mortgage servicing rights, net | 287         | —        | —                               | —                         | 287                                  |
| Other  | 3,002       | 231      | 800                             | —                         | 4,033                                |
| Other expense, net                             | (63,975 )   | (305 )   | (11,699 )                       | —                         | (75,979 )                            |
| Income (loss) before income taxes              | \$3,131     | \$1,109  | \$(34,738)                      | \$                        | —\$(30,498 )                         |
| Three months ended March 31, 2016              |             |          |                                 |                           |                                      |
| Revenue  | \$307,427   | \$23,285 | \$45                            | \$                        | —\$ 330,757                          |
| Expenses                                       | 274,317     | 24,378   | 29,962                          | —                         | 328,657                              |
| Other income (expense):                        |             |          |                                 |                           |                                      |
| Interest income                                | (147 )      | 3,611    | 726                             | —                         | 4,190                                |
| Interest expense                               | (96,474 )   | (3,448 ) | (6,167 )                        | —                         | (106,089 )                           |
| Gain on sale of mortgage servicing rights, net | 1,175       | —        | —                               | —                         | 1,175                                |
| Other  | (3,343 )    | 351      | (509 )                          | —                         | (3,501 )                             |
| Other income (expense), net                    | (98,789 )   | 514      | (5,950 )                        | —                         | (104,225 )                           |
| Loss before income taxes                       | \$(65,679 ) | \$(579 ) | \$(35,867)                      | \$                        | —\$(102,125 )                        |





|   | Servicing   | Lending     | Corporate<br>Items and<br>Other | Corporate<br>Eliminations | Business<br>Segments<br>Consolidated |          |
|---|-------------|-------------|---------------------------------|---------------------------|--------------------------------------|----------|
| Total Assets                              |             |             |                                 |                           |                                      |          |
| March 31, 2017                            | \$3,157,083 | \$4,248,844 | \$457,217                       | \$                        | —\$ 7,863,144                        |          |
| December 31, 2016                         | \$3,312,371 | \$3,863,862 | \$479,430                       | \$                        | —\$ 7,655,663                        |          |
| March 31, 2016                            | \$3,808,495 | \$3,116,541 | \$482,074                       | \$                        | —\$ 7,407,110                        |          |
|   | Servicing   | Lending     | Corporate<br>Items and<br>Other | Corporate<br>Eliminations | Business<br>Segments<br>Consolidated |          |
| Depreciation and Amortization Expense     |             |             |                                 |                           |                                      |          |
| Three months ended March 31, 2017         |             |             |                                 |                           |                                      |          |
| Depreciation expense                      |             |             | \$ 1,402                        | \$ 48                     | \$ 5,631                             | \$ 7,081 |
| Amortization of mortgage servicing rights |             |             | 12,643                          | 72                        | —                                    | 12,715   |
| Amortization of debt discount             |             |             | —                               | —                         | 271                                  | 271      |
| Amortization of debt issuance costs       |             |             | —                               | —                         | 673                                  | 673      |
| Three months ended March 31, 2016         |             |             |                                 |                           |                                      |          |
| Depreciation expense                      |             |             | \$ 1,135                        | \$ 72                     | \$ 3,832                             | \$ 5,039 |
| Amortization of mortgage servicing rights |             |             | 12,725                          | 81                        | —                                    | 12,806   |
| Amortization of debt discount             |             |             | 206                             | —                         | —                                    | 206      |
| Amortization of debt issuance costs       |             |             | 2,933                           | —                         | 344                                  | 3,277    |

#### Note 17 – Regulatory Requirements

Our business is subject to extensive regulation by federal, state and local governmental authorities, including the CFPB, the Department of Housing and Urban Development (HUD), the SEC and various state agencies that license, audit and conduct examinations of our loan servicing, origination and collection activities. In addition, we operate under a number of regulatory settlements that subject us to ongoing monitoring or reporting. From time to time, we also receive requests (including requests in the form of subpoenas and civil investigative demands) from federal, state and local agencies for records, documents and information relating to the policies, procedures and practices of our loan servicing, origination and collection activities. The GSEs (and their conservator, the Federal Housing Finance Authority (FHFA)), Ginnie Mae, the United States Treasury Department, various investors, non-Agency securitization trustees and others also subject us to periodic reviews and audits.

In the current regulatory environment, we have faced and expect to continue to face heightened regulatory and public scrutiny as an organization as well as stricter and more comprehensive regulation of the entire mortgage sector. We continue to work diligently to assess and understand the implications of the regulatory environment in which we operate and to meet the requirements of the changing environment in which we operate. We devote substantial resources to regulatory compliance, while, at the same time, striving to meet the needs and expectations of our customers, clients and other stakeholders. Our failure to comply with applicable federal, state and local laws, regulations and licensing requirements could lead to (i) loss of our licenses and approvals to engage in our servicing and lending businesses, (ii) governmental investigations and enforcement actions, including cease and desist orders, (iii) administrative fines and penalties and litigation, (iv) civil and criminal liability, including class action lawsuits and actions to recover incentive and other payments made by governmental entities, (v) breaches of covenants and representations under our servicing, debt or other agreements, (vi) damage to our reputation, (vii) inability to raise capital or otherwise fund our operations and (viii) inability to execute on our business strategy. In addition to amounts paid to resolve regulatory matters, we could be required to pay for the costs of third-party firms to monitor our compliance with such resolutions. We have recognized \$175.4 million in such third-party monitoring costs from

January 1, 2014 through March 31, 2017 in connection with our settlements with the CA DBO and the NY DFS and in connection with our National Mortgage Settlement.

We must comply with a large number of federal, state and local consumer protection laws including, among others, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), the Gramm-Leach-Bliley Act, the Fair Debt Collection Practices Act, the Real Estate Settlement Procedures Act (RESPA), the Truth in Lending Act (TILA), the

Telephone Consumer Protection Act, the Servicemembers Civil Relief Act, the Homeowners Protection Act, the Federal Trade Commission Act, the Fair Credit Reporting Act and the Equal Credit Opportunity Act, as well as individual state licensing and foreclosure laws and federal and local bankruptcy rules. These statutes apply to many facets of our business, including loan origination, default servicing and collections, use of credit reports, safeguarding of non-public personally identifiable information about our customers, foreclosure and claims handling, investment of and interest payments on escrow balances and escrow payment features, and mandate certain disclosures and notices to borrowers. These requirements can and do change as statutes and regulations are enacted, promulgated, amended, interpreted and enforced. The recent trend among federal, state and local lawmakers and regulators has been toward increasing laws, regulations and investigative proceedings with regard to residential real estate lenders and servicers. Ocwen has various subsidiaries, including OLS, Homeward and Liberty, that are licensed to originate and/or service forward and reverse mortgage loans in those jurisdictions in which they operate and which require licensing. Our licensed entities are required to renew their licenses, typically on an annual basis, and to do so they must satisfy the license renewal requirements of each jurisdiction, which generally include financial requirements such as providing audited financial statements or satisfying minimum net worth requirements and non-financial requirements such as examinations as to the licensee's compliance with applicable laws and regulations. Failure to satisfy any of the requirements to which our licensed entities are subject could result in a variety of regulatory actions ranging from a fine, a directive requiring a certain step to be taken, a suspension or ultimately a revocation of a license, any of which could have a material adverse impact on our results of operations and financial condition. The minimum net worth requirements to which our licensed entities are subject are unique to each state and type of license. We believe our licensed entities were in compliance with all of their minimum net worth requirements at March 31, 2017.

As discussed in Note 19 – Contingencies, since April 20, 2017, the CFPB, thirty state mortgage and banking regulatory agencies and two state attorneys general have taken regulatory action against us alleging breaches of various laws, regulations and licensing requirements. We believe we have factual and legal defenses to the CFPB's and the state attorneys general's allegations and intend to vigorously defend ourselves. With respect to the state regulatory agencies, we intend to vigorously defend against unfounded claims while continuing to work with the state regulatory agencies to resolve their concerns.

OLS, Homeward and Liberty are also parties to seller/servicer agreements and/or subject to guidelines and regulations (collectively, seller/servicer obligations) with one or more of the GSEs, HUD, FHA, VA and Ginnie Mae. These seller/servicer obligations include financial covenants that include capital requirements related to tangible net worth, as defined by the applicable agency, an obligation to provide audited consolidated financial statements within 90 days of the applicable entity's fiscal year end as well as extensive requirements regarding servicing, selling and other matters. To the extent that these requirements are not met or waived, the applicable agency may, at its option, utilize a variety of remedies including requirements to deposit funds as security for our obligations, sanctions, suspension or even termination of approved seller/servicer status, which would prohibit future originations or securitizations of forward or reverse mortgage loans or servicing for the applicable agency. To date, none of these counterparties has communicated any material sanction, suspension or prohibition in connection with our seller/servicer obligations. We believe we were in compliance with the related net worth requirements at March 31, 2017. Our non-Agency servicing agreements also contain requirements regarding servicing practices and other matters, and a failure to comply with these requirements could have a material adverse impact on our business.

The most restrictive of the various net worth requirements is based on the total assets of OLS and was \$372.7 million at March 31, 2017.

There are a number of foreign laws and regulations that are applicable to our operations in India and the Philippines, including laws and regulations that govern licensing, employment, safety, taxes and insurance and laws and regulations that govern the creation, continuation and the winding up of companies as well as the relationships between shareholders, our corporate entities, the public and the government in these countries. Non-compliance with the laws and regulations of India or the Philippines could result in (i) restrictions on our operations in these countries, (ii) fines, penalties or sanctions or (iii) reputational damage.

We expect to continue to invest in our risk and compliance infrastructure in order to comply with applicable laws and regulations. Furthermore, there may be additional federal, state or international laws enacted that place additional

obligations on us and require additional investments by us.

Note 18 — Commitments

Unfunded Lending Commitments

We have originated floating-rate reverse mortgage loans under which the borrowers have additional borrowing capacity of \$1.3 billion at March 31, 2017. This additional borrowing capacity is available on a scheduled or unscheduled payment basis. We also had short-term commitments to lend \$343.6 million and \$47.3 million in connection with our forward and reverse mortgage loan interest rate lock commitments, respectively, outstanding at March 31, 2017. We finance originated and

purchased forward and reverse mortgage loans with repurchase and participation agreements, commonly referred to as warehouse lines.

#### Long Term Contracts

Our business is currently dependent on many of the services and products provided by Altisource Portfolio Solutions, S.A. (Altisource) under long-term agreements, many of which include renewal provisions. Our servicing platform runs on an information technology system that we license from Altisource. If Altisource were to fail to fulfill its contractual obligations to us, including through a failure to provide services at the required level to maintain and support our systems, or if Altisource were to become unable to fulfill such obligations, our business and operations would suffer. In addition, if Altisource fails to develop and maintain its technology so as to provide us with a competitive platform, our business could suffer.

Each of Ocwen and OMS are parties to a Services Agreement, a Technology Products Services Agreement, an Intellectual Property Agreement and a Data Center and Disaster Recovery Services Agreement with Altisource. Under the Services Agreements, Altisource provides various business process outsourcing services, such as valuation services and property preservation and inspection services, among other things. Altisource provides certain technology products and support services under the Technology Products Services Agreements and the Data Center and Disaster Recovery Services Agreements. These agreements expire August 31, 2025. Ocwen and Altisource have also entered into a Master Services Agreement pursuant to which Altisource provides certain loan origination services to Homeward and Liberty, and a General Referral Fee agreement pursuant to which Ocwen receives referral fees which are paid out of the commission that would otherwise be paid to Altisource as the selling broker in connection with real estate sales services provided by Altisource.

Certain services provided by Altisource under these agreements are charged to the borrower and/or mortgage loan investor. Accordingly, such services, while derived from our loan servicing portfolio, are not reported as expenses by Ocwen. These services include residential property valuation, residential property preservation and inspection services, title services and real estate sales-related services. Similar to other vendors, in the event that Altisource's activities do not comply with the applicable servicing criteria, we could be exposed to liability as the servicer and it could negatively impact our relationships with our servicing clients, borrowers or regulators, among others.

#### Note 19 – Contingencies

When we become aware of a matter involving uncertainty for which we may incur a loss, we assess the likelihood of any loss. If a loss contingency is probable and the amount of the loss can be reasonably estimated, we record an accrual for the loss. In such cases, there may be an exposure to potential loss in excess of the amount accrued. Where a loss is not probable but is reasonably possible or where a loss in excess of the amount accrued is reasonably possible, we disclose an estimate of the amount of the loss or range of possible losses for the claim if a reasonable estimate can be made, unless the amount of such reasonably possible loss is not material to our financial position, results of operations or cash flows. If a reasonable estimate of loss cannot be made, we do not accrue for any loss or disclose any estimate of exposure to potential loss. An assessment regarding the ultimate outcome of any such matter involves judgments about future events, actions and circumstances that are inherently uncertain. The actual outcome could differ materially. Where we have retained external legal counsel or other professional advisers, such advisers assist us in making such assessments.

#### Litigation

In the ordinary course of business, we are a defendant in, or a party or potential party to, many threatened and pending legal proceedings, including proceedings brought by regulatory agencies (discussed further under "Regulatory" below), those brought on behalf of various classes of claimants, and those brought derivatively on behalf of Ocwen against certain current or former officers and directors or others.

These proceedings are generally based on alleged violations of federal, state and local laws and regulations governing our mortgage servicing and lending activities, including wrongful foreclosure and eviction actions, allegations of wrongdoing in connection with lender-placed insurance arrangements, claims relating to our pre-foreclosure property preservation activities, claims relating to our written and telephonic communications with our borrowers such as claims under the Telephone Consumer Protection Act, claims related to our payment, escrow and other processing operations, and claims regarding certifications of our legal compliance related to our participation in certain

government programs. In some of these proceedings, claims for substantial monetary damages are asserted against us. In view of the inherent difficulty of predicting the outcome of any threatened or pending legal proceedings, particularly where the claimants seek very large or indeterminate damages or where the matters present novel legal theories or involve a large number of parties, we generally cannot predict what the eventual outcome of such proceedings will be, what the timing of the ultimate resolution will be, or what the eventual loss, if any, will be. Any material adverse resolution could materially and adversely affect our business, reputation, financial condition and results of operations.

Where we determine that a loss contingency is probable in connection with a pending or threatened legal proceeding and the amount of our loss can be reasonably estimated, we record an accrual for the loss. Excluding expenses of internal or external legal counsel, we have accrued \$57.9 million as of March 31, 2017 for losses relating to threatened and pending litigation that we believe are probable and reasonably estimable based on current information regarding these matters. Where we determine that a loss is not probable but is reasonably possible or where a loss in excess of the amount accrued is reasonably possible, we disclose an estimate of the amount of the loss or range of possible losses for the claim if a reasonable estimate can be made, unless the amount of such reasonably possible loss is not material to our financial position, results of operations or cash flows. It is possible that we will incur losses relating to threatened and pending litigation that materially exceed the amount accrued. We cannot currently estimate the amount, if any, of reasonably possible losses above amounts that have been recorded at March 31, 2017.

We have previously disclosed several putative securities fraud class action lawsuits filed against Ocwen and certain of its officers and directors that contain allegations in connection with the restatements of our 2013 and first quarter 2014 financial statements and our December 2014 Consent Order with the NY DFS, among other matters. Those lawsuits have been consolidated and are pending in federal court in Florida. In December 2015, the court dismissed the action in part. In November 2016, the court granted plaintiffs' motion for class certification with respect to the pending claims. We have recorded \$8.0 million in our consolidated financial statements as of March 31, 2017 related to this certified, consolidated matter based on developments during the quarter. The amount recorded reflects our assessment of the probable contribution Ocwen would make to a settlement and consists of an accrual of \$18.0 million, net of \$10.0 million expected insurance recoveries. If we are successful in defending ourselves against this matter, it is possible that our losses could be less than \$8.0 million. It is also possible that we could incur losses that materially exceed the amount accrued, and the resolution of this matter could have a material adverse impact on our business, reputation, financial condition, liquidity and results of operations. We cannot currently estimate the amount, if any, of reasonably possible loss above amounts previously accrued.

In January 2016, Ocwen was named as a defendant in a separate securities action brought on behalf of certain putative shareholders of Ocwen. Additional lawsuits may be filed and, at this time, Ocwen is unable to predict the outcome of these lawsuits, the possible loss or range of loss, if any, associated with the resolution of these lawsuits or any potential impact they may have on us or our operations. Ocwen and the other defendants intend to vigorously defend against these lawsuits. If our efforts to defend these lawsuits are not successful, our business, financial condition, liquidity and results of operations could be materially and adversely affected.

As a result of the federal and state regulatory actions described below under "Regulatory", and the impact on our stock price, several putative securities fraud class action lawsuits have been filed against Ocwen and certain of its officers that contain allegations in connection with Ocwen's statements concerning its efforts to satisfy the evolving regulatory environment, and the resources it devoted to regulatory compliance. Additional lawsuits may be filed and, at this time, Ocwen is unable to predict the outcome of these lawsuits, the possible loss or range of loss, if any, associated with the resolution of these lawsuits or any potential impact they may have on us or our operations. Ocwen and the other defendants intend to vigorously defend against these lawsuits. If our efforts to defend these lawsuits are not successful, our business, financial condition, liquidity and results of operations could be materially and adversely affected.

On February 17, 2017, OFC, OLS and Homeward signed an agreement with two qui tam relators to settle the following previously disclosed litigation matters relating to claims under the False Claims Act: (the Fisher Cases). The settlement agreement, which was subsequently approved by the United States, contained no admission of liability or wrongdoing by Ocwen and provided for the payment of \$15.0 million to the United States and \$15.0 million for the private citizens' attorneys' fees and costs. We accrued \$30.0 million in 2016 with respect to the settlement agreement. The \$57.9 million accrual for litigation matters noted above included the \$30.0 million accrual that existed as of March 31, 2017 for the Fisher Cases. We paid the settlement amount in April 2017.

In several recent court actions, mortgage loan sellers against whom repurchase claims have been asserted based on alleged breaches of representations and warranties are defending on various grounds including the expiration of statutes of limitation, lack of notice and opportunity to cure, and vitiation of the obligation to repurchase as a result of foreclosure or charge-off of the loan. We have entered into tolling agreements with respect to our role as servicer for a

small number of securitizations relating to our performance under the servicing agreements for those securitizations and may enter into additional tolling agreements in the future. Other court actions have been filed against certain RMBS trustees alleging that the trustees breached their contractual and statutory duties by, among other things, failing to require the loan servicers to abide by the servicers' obligations and failing to declare that certain alleged servicing events of default under the applicable contracts occurred.

Ocwen is a party in certain of these actions, is the servicer for certain securitizations involved in other such actions and is the servicer for other securitizations as to which actions have been threatened by certificate holders. We intend to vigorously defend ourselves in the lawsuits to which we have been named a party. Should Ocwen be made a party to other similar actions or should Ocwen be asked to indemnify any parties to such actions, we may need to defend ourselves against allegations that we failed to service loans in accordance with applicable agreements and that such failures prejudiced the rights of repurchase



claimants against loan sellers or otherwise diminished the value of the trust collateral. At this time, we are unable to predict the ultimate outcome of these lawsuits, the possible loss or range of loss, if any, associated with the resolution of these lawsuits or any potential impact they may have on us or our operations. If, however, we were required to compensate claimants for losses related to the alleged loan servicing breaches, then our business, liquidity, financial condition and results of operations could be adversely affected.

In addition, a number of RMBS trustees have received notices of default alleging material failures by servicers to comply with applicable servicing agreements. Although Ocwen has not yet been sued by an RMBS trustee in response to a notice of default, there is a risk that Ocwen could be replaced as servicer as a result of said notices, that the trustees could take legal action on behalf of the trust certificateholders, or, under certain circumstances, that the investors who issue notices of default could seek to press their allegations against Ocwen, independent of the trustees. At present, one such group of affiliated investors sought to direct one trustee to bring suit against Ocwen. The trustee declined to bring suit, and the investors instead brought suit against Ocwen directly. Ocwen is vigorously defending itself in that action. We are unable at this time to predict what, if any, actions any trustee will take in response to a notice of default, nor can we predict at this time the potential loss or range of loss, if any, associated with the resolution of any notices of default or the potential impact on our operations. If Ocwen were to be terminated as servicer, or other related legal actions were pursued against Ocwen, it could have an adverse effect on Ocwen's business, financing activities, financial condition and results of operations.

#### Regulatory

We are subject to a number of ongoing federal and state regulatory examinations, cease and desist orders, consent orders, inquiries, subpoenas, civil investigative demands, requests for information and other actions. Where we determine that a loss contingency is probable in connection with a regulatory matter and the amount of our loss can be reasonably estimated, we record an accrual for the loss. Where we determine that a loss is not probable but is reasonably possible or where a loss in excess of the amount accrued is reasonably possible, we disclose an estimate of the amount of the loss or range of possible losses for the claim if a reasonable estimate can be made, unless the amount of such reasonably possible loss is not material to our financial position, results of operations or cash flows. It is possible that we will incur losses relating to regulatory matters that materially exceed any accrued amount. Predicting the outcome of any regulatory matter is inherently difficult and we generally cannot predict the eventual outcome of any regulatory matter or the eventual loss, if any, associated with the outcome.

#### CFPB

On April 20, 2017, the CFPB filed a lawsuit in the federal district court for the Southern District of Florida against Ocwen, OMS and OLS alleging violations of federal consumer financial laws relating to our servicing business dating back to 2014. The CFPB's claims include allegations regarding (1) the adequacy of Ocwen's servicing platform and integrity of Ocwen's mortgage servicing data, (2) Ocwen's foreclosure practices and (3) various purported servicer errors with respect to borrower escrow accounts, hazard insurance policies, timely cancellation of private mortgage insurance, handling of customer complaints, and marketing of optional products. The CFPB alleges violations of unfair, deceptive acts or abusive practices, as well as violations of specific laws or regulations. The CFPB does not claim specific monetary damages, although it does seek consumer relief, disgorgement of allegedly improper gains, and civil money penalties. We believe we have factual and legal defenses to the CFPB's allegations and intend to vigorously defend ourselves.

Prior to the CFPB instituting legal proceedings, we had been engaged with the CFPB in efforts to resolve the matter. We recorded \$12.5 million as of December 31, 2016 as a result of these discussions. If we are successful in defending ourselves against the CFPB, it is possible that our losses could be less than \$12.5 million. It is also possible that we could incur losses that materially exceed the amount accrued, and the resolution of the matters raised by the CFPB could have a material adverse impact on our business, reputation, financial condition, liquidity and results of operations. We cannot currently estimate the amount, if any, of reasonably possible loss above amounts previously accrued.

#### State Licensing, State Attorneys General and Other Matters

Our licensed entities are required to renew their licenses, typically on an annual basis, and to do so they must satisfy the license renewal requirements of each jurisdiction, which generally include financial requirements such as

providing audited financial statements or satisfying minimum net worth requirements and non-financial requirements such as examinations as to the licensee's compliance with applicable laws and regulations. Failure to satisfy any of the requirements to which our licensed entities are subject could result in a variety of regulatory actions ranging from a fine, a directive requiring a certain step to be taken, a suspension or ultimately a revocation of a license, any of which could have a material adverse impact on our results of operations and financial condition. In addition, we receive information requests and other inquiries, both formal and informal in nature, from our state financial regulators as part of their general regulatory oversight of our loan origination and servicing businesses. We also regularly engage with state attorneys general and the CFPB and, on occasion, we engage with the Department of Justice on various matters, including responding to information requests and other inquiries. Many of our regulatory engagements arise from a complaint that the entity is investigating, although some are formal investigations or

proceedings. The GSEs (and their conservator, FHFA), HUD, FHA, VA, Ginnie Mae, the United States Treasury Department, and others also subject us to periodic reviews and audits. We have in the past resolved, and may in the future resolve, matters via consent orders or payment of monetary amounts to settle issues identified in connection with examinations or regulatory or other oversight activities.

On April 20, 2017 and subsequently, thirty state mortgage and banking regulatory agencies issued orders against OLS and certain other Ocwen companies. In general, the orders are styled as “cease and desist orders,” and we use that term to refer to all of the orders for ease of reference; we also include the District of Columbia regulator as a state regulator for ease of reference. All of the cease and desist orders apply to OLS, but additional Ocwen entities are named in some state orders, including Ocwen Financial Corporation, OMS, Homeward and Liberty. While each state’s cease and desist order is different, the orders generally prohibit a range of actions, including (1) acquiring new MSRMs (17 states), (2) originating or acquiring new mortgage loans, where we would be the servicer (13 states), (3) originating or acquiring new mortgage loans (4 states) and (4) conducting foreclosure activities (2 states), among others. We intend to vigorously defend ourselves against unfounded claims while continuing to work with these regulatory agencies to resolve their concerns. We are currently working toward an agreement of an escrow account review plan to be conducted by an independent firm engaged by Ocwen. The independent firm would develop a statistically-based sample population, consistent with MMC guidelines (which would be substantially less than the entire loan population), as well as a possible targeted review of escrow accounts linked to certain loan categories. An agreement and implementation of an escrow review plan could be one aspect of a resolution of the cease and desist orders issued by the states described above. We have agreed with certain regulatory agencies, where necessary, to obtain delays or exceptions to the orders. Additionally, we have revised our operations, where necessary, so as to comply with the orders in the interim period while we attempt to negotiate resolutions. For example, in certain states, we are arranging to release servicing on new originations and we have paused our origination activities in two states. If we are unable to obtain timely resolutions in certain states, more serious consequences could result. For example, we could be required to transfer all of our mortgage servicing in Massachusetts and we could be required to cease mortgage servicing in Rhode Island. It is possible that the outcome of these state regulatory actions, whether through negotiated settlements or other resolutions, could be materially adverse to our business, reputation, financial condition, liquidity and results of operations. We cannot currently estimate the amount, if any, of reasonably possible loss related to these matters. Certain of the state regulators’ cease and desist orders reference a confidential supervisory memorandum of understanding (MOU) that we entered into with the Multistate Mortgage Committee (MMC), a multistate coalition of various mortgage banking regulators, and six states relating to a servicing examination from 2013 to 2015. The MOU contained various provisions relating to servicing practices and safety and soundness aspects of the regulatory review, as a step toward closing the 2013-2015 examination. There were no monetary or other penalties under the MOU. Ocwen responded to the MOU items.

In April 2017, two state attorneys general took actions against us relating to our servicing practices. The Florida Attorney General filed a lawsuit in the federal district court for the Southern District of Florida against Ocwen, OMS and OLS alleging violations of federal and state consumer financial laws relating to our servicing business. These claims are similar to the claims made by the CFPB. The Florida Attorney General’s lawsuit seeks injunctive and equitable relief, costs, and civil money penalties in excess of \$10,000 per confirmed violation of the applicable statute. As previously disclosed, the Massachusetts Attorney General had sent us a civil investigative demand requesting information relating to various aspects of our servicing practices, including lender-placed insurance and property preservation fees. Subsequently, the Massachusetts Attorney General filed a lawsuit against OLS in the Superior Court for the Commonwealth of Massachusetts alleging violations of state consumer financial laws relating to our servicing business, including with respect to our activities relating to lender-placed insurance and property preservation fees. The Massachusetts Attorney General’s lawsuit seeks injunctive and equitable relief, costs, and civil money penalties of \$5,000 per confirmed violation of the applicable statute. We believe we have valid defenses to the claims made in both lawsuits and are vigorously defending ourselves in both of them. The outcome of these two lawsuits, whether through negotiated settlements in conjunction with other state settlements or otherwise, could be materially adverse to our business, reputation, financial condition, liquidity and results of operations. We cannot currently estimate the amount, if any, of reasonably possible loss related to these matters.

On occasion, we engage with the Department of Justice on various matters. For example, OLS received a letter from the Department of Justice, Civil Rights Division, notifying OLS that the Department of Justice had initiated a general investigation into OLS's policies and procedures to determine whether violations of the Servicemembers Civil Relief Act by OLS might exist. The letter stated that at this point, the investigation is preliminary in nature and the Department of Justice has not made any determination as to whether OLS violated the act.

In April 2017, Ocwen received a subpoena from the Office of Inspector General of HUD requesting the production of documentation related to lender-placed insurance arrangements with a mortgage insurer and the amounts paid for such insurance. We understand that other servicers in the industry have received similar subpoenas. The subpoena consisted of a request for information but did not contain allegations against us.

#### New York Department of Financial Services

In December 2014, we entered into a consent order (the 2014 NY Consent Order) with the NY DFS as a result of an investigation relating to Ocwen's servicing of residential mortgages. The 2014 NY Consent Order contained monetary and non-monetary provisions including the appointment of a third-party Operations Monitor to monitor various aspects of our operations and restrictions on our ability to acquire MSRMs that effectively prohibit any such future acquisitions until we have satisfied certain specified conditions. We were also required to pay all reasonable and necessary costs of the Operations Monitor, and those costs were substantial.

On March 27, 2017, we entered into a consent order (the 2017 NY Consent Order) with the NY DFS that provided for (1) the termination of the engagement of the Operations Monitor on April 14, 2017, (2) a regulatory examination of our servicing business, following which the DFS would make a determination on whether the restrictions on our ability to acquire MSRMs contained in the 2014 NY Consent Order should be eased and (3) certain reporting and other obligations, including in connection with matters identified in a final report by the Operations Monitor. In addition, if the NY DFS concludes that we have materially failed to comply with these obligations or otherwise finds that our servicing operations are materially deficient, the NY DFS may, among other things and in addition to its general authority to take regulatory action against us, require us to retain an independent consultant to review and issue recommendations on our servicing operations.

#### California Department of Business Oversight

In January 2015, OLS entered into a consent order (the 2015 CA Consent Order) with the CA DBO relating to our failure to produce certain information and documents during a routine licensing examination. The order contained monetary and non-monetary provisions, including the appointment of an independent third-party auditor (the CA Auditor) to assess OLS' compliance with laws and regulations impacting California borrowers and a prohibition on acquiring any additional MSRMs for loans secured in California. We were also required to pay all reasonable and necessary costs of the CA Auditor, and those costs were substantial.

On February 17, 2017, OLS and two other subsidiaries, Ocwen Business Solutions, Inc. (OBS) and OFSPL, reached an agreement, in three consent orders (collectively, the 2017 CA Consent Order), with the CA DBO that terminated the 2015 CA Consent Order and resolved open matters between the CA DBO and OLS, OBS and OFSPL, including certain matters relating to OLS' servicing practices and the licensed activities of OBS and OFSPL. The 2017 CA Consent Order does not involve any admission of wrongdoing by OLS, OBS or OFSPL. Additionally, we have certain reporting and other obligations under the 2017 CA Consent Order. If the CA DBO were to allege that we failed to comply with these obligations or otherwise were in breach of applicable laws, regulations or licensing requirements, it could take regulatory action against us.

#### Ocwen National Mortgage Settlement

In December 2013, we entered into a settlement with the CFPB and various state attorneys general and other state agencies that regulate the mortgage servicing industry relating to various allegations regarding deficient mortgage servicing practices, including those with respect to foreclosures (the Ocwen National Mortgage Settlement). The settlement contained monetary and non-monetary provisions, including quarterly testing on various metrics to ensure compliance with the Ocwen National Mortgage Settlement.

For periods prior to 2016, the Office of Mortgage Settlement Oversight (OMSO) reports have detailed a number of instances where our testing has exceeded the applicable error rate threshold for a specific metric. Exceeding the metric error rate threshold for the first time does not result in a violation of the settlement, but rather it is deemed a "potential violation" which then is subject to a cure period following submission, approval and completion of a corrective action plan (CAP) to omsO. Any further fails in the cure period or the quarter following that cure period would subject us to financial penalties. These penalties start at an amount of not more than \$1.0 million for the first uncured violation and increase to an amount of not more than \$5.0 million for the second uncured violation for certain metrics. In addition, in the event of substantial noncompliance with the settlement's servicing standards, it is possible that a party to the settlement could bring an action to enforce the terms of the settlement and seek to impose on us a broader range of financial, injunctive or other penalties. omsO has not yet released any reports relating to 2016 testing. Ocwen's Internal Review Group's analysis for 2016 has not found any instances for a tested metric where we exceeded the applicable error rate threshold, but this analysis has not been validated by any third party.

While, to date, our performance under the Ocwen National Mortgage Settlement has not resulted in financial or other penalties, if we are found to have breached the settlement terms, we could become subject to financial penalties or other regulatory action could be taken against us.

Securities and Exchange Commission

In February 2015, we received a letter from the New York Regional Office of the SEC (the Staff) informing us that it was conducting an investigation relating to the use of collection agents by mortgage loan servicers. The letter requested that we

voluntarily produce documents and information. We believe that the February 2015 letter was also sent to other companies in the industry. On February 11, 2016, we received a letter from the Staff informing us that it was conducting an investigation relating to fees and expenses incurred in connection with liquidated loans and REO properties held in non-agency RMBS trusts. The letter requested that we voluntarily produce documents and information. We are cooperating with the Staff on these matters.

To the extent that an examination, monitorship, audit or other regulatory engagement results in an alleged failure by us to comply with applicable laws, regulations or licensing requirements, or if allegations are made that we have failed to comply with applicable laws, regulations or licensing requirements or the commitments we have made in connection with our regulatory settlements (whether such allegations are made through administrative actions such as cease and desist orders, through legal proceedings or otherwise) or if other regulatory actions of a similar or different nature are taken in the future against us, this could lead to (i) loss of our licenses and approvals to engage in our servicing and lending businesses, (ii) governmental investigations and enforcement actions, (iii) administrative fines and penalties and litigation, (iv) civil and criminal liability, including class action lawsuits and actions to recover incentive and other payments made by governmental entities, (v) breaches of covenants and representations under our servicing, debt or other agreements, (vi) damage to our reputation, (vii) inability to raise capital or otherwise fund our operations and (viii) inability to execute on our business strategy. Any of these occurrences could increase our operating expenses and reduce our revenues, hamper our ability to grow or otherwise materially and adversely affect our business, reputation, financial condition, liquidity and results of operations.

#### Loan Put-Back and Related Contingencies

Our contracts with purchasers of originated loans contain provisions that require indemnification or repurchase of the related loans under certain circumstances. While the language in the purchase contracts varies, they contain provisions that require us to indemnify purchasers of related loans or repurchase such loans if:

- representations and warranties concerning loan quality, contents of the loan file or loan underwriting circumstances are inaccurate;
- adequate mortgage insurance is not secured within a certain period after closing;
- a mortgage insurance provider denies coverage; or
- there is a failure to comply, at the individual loan level or otherwise, with regulatory requirements.

Additionally, in one of the servicing contracts that Homeward acquired in 2008 from Freddie Mac, Homeward assumed the origination representations and warranties even though it did not originate the loans.

We receive origination representations and warranties from our network of approved originators in connection with loans we purchase through our correspondent lending channel. To the extent that we have recourse against a third-party originator, we may recover part or all of any loss we incur.

We believe that, as a result of the current market environment, many purchasers of residential mortgage loans are particularly aware of the conditions under which originators must indemnify or repurchase loans and under which such purchasers would benefit from enforcing any indemnification rights and repurchase remedies they may have. As our lending business grows, we expect that our exposure to indemnification risks and repurchase requests is likely to increase. If home values were to decrease, our realized loan losses from loan repurchases and indemnifications may increase as well. As a result, our liability for repurchases may increase beyond our current expectations. If we are required to indemnify or repurchase loans that we originate and sell, or where we have assumed this risk on loans that we service, as discussed above, in either case resulting in losses that exceed our related liability, our business, financial condition and results of operations could be adversely affected.

We have exposure to origination representation, warranty and indemnification obligations because of our lending, sales and securitization activities and in connection with our servicing practices. We initially recognize these obligations at fair value. Thereafter, the estimation of the liability considers probable future obligations based on industry data of loans of similar type segregated by year of origination, to the extent applicable, and estimated loss severity based on current loss rates for similar loans, our historical rescission rates and the current pipeline of unresolved demands. Our historical loss severity considers the historical loss experience that we incur upon sale or liquidation of a repurchased loan as well as current market conditions. We monitor the adequacy of the overall liability and make adjustments, as necessary, after consideration of other qualitative factors including ongoing

dialogue and experience with our counterparties.

At March 31, 2017 and March 31, 2016, we had outstanding representation and warranty repurchase demands of \$45.4 million UPB (249 loans) and \$81.9 million UPB (408 loans), respectively. We review each demand and monitor through resolution, primarily through rescission, loan repurchase or make-whole payment.

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The following table presents the changes in our liability for representation and warranty obligations, compensatory fees for foreclosures that may ultimately exceed investor timelines and similar indemnification obligations:

|   | For the Three<br>Months Ended<br>March 31, |          |
|---|--|----------|
|   | 2017                                       | 2016     |
| Beginning balance                                     | \$24,285                                   | \$36,615 |
| Provision for representation and warranty obligations | (2,680 )                                   | (840 )   |
| New production reserves                               | 181  | 152      |
| Charge-offs and other (1)                             | (2,250 )                                   | (3,598 ) |
| Ending balance  | \$19,536                                   | \$32,329 |

(1) Includes principal and interest losses realized in connection with repurchased loans, make-whole, indemnification and fee payments and settlements net of recoveries, if any.

We believe that it is reasonably possible that losses beyond amounts currently recorded for potential representation and warranty obligations and other claims described above could occur, and such losses could have an adverse impact on our results of operations, financial condition or cash flows. However, based on currently available information, we are unable to estimate a range of reasonably possible losses above amounts that have been recorded at March 31, 2017.

Other

OLS, on its own behalf and on behalf of various investors, has been engaged in a variety of activities to seek payments from mortgage insurers for unpaid claims, including claims where the mortgage insurers paid less than the full claim amount. Ocwen believes that many of the actions by mortgage insurers were in violation of the applicable insurance policies and insurance law. Ocwen is in the process of settlement discussions with certain mortgage insurers. In some cases, Ocwen has entered into tolling agreements, initiated arbitration or litigation, or taken other similar actions. While we expect the ultimate outcome to result in recovery of some unpaid mortgage insurance claims, we cannot quantify the likely amount at this time.

## ITEM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Dollars in thousands, except per share amounts and unless otherwise indicated)

The following Management's Discussion and Analysis of Financial Condition and Results of Operations, as well as other portions of this Form 10-Q, may contain certain statements that constitute forward-looking statements within the meaning of the federal securities laws. You can identify forward-looking statements by terminology such as "may," "will," "should," "could", "intend," "consider," "expect," "plan," "anticipate," "believe," "estimate," "predict" or "continue" or the net terms or other comparable terminology. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Our business has been undergoing substantial change, which has magnified such uncertainties. You should bear these factors in mind when considering such statements and should not place undue reliance on such statements. Forward-looking statements involve a number of assumptions, risks and uncertainties that could cause actual results to differ materially from those suggested by such statements. In the past, actual results have differed from those suggested by forward-looking statements, and this may happen again. You should consider all uncertainties and risks discussed or referenced in this report, including those under "Forward-Looking Statements" and Item 1A, Risk Factors, as well as those discussed in our other reports and filings with the SEC, including those in Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2016 and our Current Reports on Form 8-K since such date.

### OVERVIEW

We are a financial services company that services and originates loans. As of March 31, 2017, our residential servicing portfolio consisted of 1,353,956 loans with a UPB of \$202.4 billion. We primarily originate, purchase, sell and securitize conventional and government-insured forward mortgage loans and reverse mortgages. In the first quarter of 2017, our lending business originated or purchased forward and reverse mortgage loans with a UPB of \$840.5 million and \$273.1 million, respectively.

Business Overview

We are a leader in the servicing industry in foreclosure prevention and loss mitigation that helps families stay in their homes and improves financial outcomes for investors. Our leadership in the industry is evidenced by our high cure rate for delinquent loans and above average rate of continuing performance by homeowners whose loans we have modified. Overall, Ocwen has completed over 735,000 loan modifications from January 1, 2008 through March 31, 2017.

As discussed in further detail under “Operations Summary” and “Segment Results of Operations” below, a key driver of our first quarter of 2017 operating results as compared to the first quarter of 2016, was a decline in expenses that was primarily

driven by favorable fair value changes and lower legal and monitor expenses. This decrease in expenses more than offset a decrease in servicing revenue driven largely by normal portfolio runoff. We have continued to make progress in our efforts to improve financial results through our various cost improvement initiatives. Our servicing and lending segments were both profitable in the first quarter of 2017.

Our business continues to be impacted by regulatory actions, regulatory settlements and the current regulatory environment. We have faced, and expect to continue to face, heightened regulatory and public scrutiny as well as stricter and more comprehensive regulation of our business. For example, since April 20, 2017, the CFPB, thirty state mortgage and banking regulatory agencies and two state attorneys general have taken regulatory actions against us, as discussed in further detail below under “Recent Regulatory Actions.” We continue to work diligently to assess the implications of the regulatory environment in which we operate and to meet the requirements of the current environment. We devote substantial resources to regulatory compliance and to addressing regulatory actions and engagements, while, at the same time, striving to meet the needs and expectations of our customers, clients and other stakeholders. Our business, operating results and financial condition have been significantly impacted in recent periods by legal and other fees and settlement payments related to litigation and regulatory matters, including the costs of third-party monitoring firms under our regulatory settlements. To the extent we are unable to avoid, mitigate or offset similar expenses in future periods, our business, operating results and financial condition will continue to be adversely affected, even if we are successful in our ongoing efforts to optimize our cost structure and grow our revenue through investment in our lending business and new business ventures.

Our regulatory settlements with the NY DFS in December 2014 and the CA DBO in January 2015 have significantly limited our ability in recent periods to grow our servicing portfolio, which naturally decreases over time through portfolio runoff. In connection with a settlement reached in February 2017, the CA DBO restrictions have now been lifted. However, we are still subject to restrictions under the NY DFS consent order. In addition, as discussed further below under “Recent Regulatory Actions,” we currently anticipate that, if we are successful in coming to a negotiated resolution with some or all of the state regulatory agencies, we may continue to be restricted from acquiring MSR for some additional period of time. If we are successful in removing regulatory restrictions on acquisitions of servicing, we would consider acquiring servicing if we view the purchase price and other terms to be attractive. We would also need to determine that such acquisitions were an appropriate use of our available capital at such time. Generally, we would benefit from economies of scale if we were able to increase the size of our servicing portfolio.

Our servicing revenues in recent years have benefited significantly from our participation in the Federal Government’s HAMP loan modification program. HAMP expired on December 31, 2016, although borrowers, who have requested assistance or to whom an offer of assistance has been extended as of that date, will have until September 30, 2017 to finalize their modification. Accordingly, even though we continue to receive certain trailing fees, such as HAMP success fees to the extent that a borrower remains current in any agreed-upon loan modification, we anticipate that our servicing revenues will be significantly and adversely affected by the expiration of the HAMP program. HAMP fees accounted for \$21.0 million, or 7% of total servicing segment revenues in the first quarter of 2017, and \$22.6 million, or 7% of total servicing segment revenues in the first quarter of 2016.

We anticipate that our future financial results and our financial condition will likely be impacted by the two factors discussed below, recent regulatory actions against us and our recent discussions with NRZ.

#### Recent Regulatory Actions

Significant recent regulatory developments impacting our business include the following:

On February 17, 2017, we entered into three consent orders (collectively, the 2017 CA Consent Order) with the CA DBO that terminated a 2015 consent order with the CA DBO, including terminating the engagement of an independent third-party auditor (the CA Auditor) and rescinding the prohibition on Ocwen acquiring MSR for loans secured in California. The termination of the CA Auditorship will reduce Professional services expenses going forward.

On March 27, 2017, we entered into a consent order with the NY DFS that provided for the termination of the engagement of the third-party operations monitor and for a determination on whether the restrictions on acquisition of MSR should be eased following completion of a scheduled servicing examination. The termination of the NY DFS monitorship will reduce Professional services expenses going forward.

On April 20, 2017, the CFPB filed a lawsuit in the federal district court for the Southern District of Florida against Ocwen, OMS and OLS alleging violations of federal consumer financial laws relating to our servicing business. The CFPB does not claim specific monetary damages, although it does seek consumer relief, disgorgement of allegedly improper gains, and civil money penalties. We believe we have factual and legal defenses to the CFPB's allegations and intend to vigorously defend ourselves. We have asked the federal court to consider making an early ruling that the CFPB is unconstitutional and the enforcement action should be dismissed for that reason. We also informed the district court that the Department of Justice recently stated its official conclusion that the CFPB is unconstitutionally structured, and so we asked the district court to invite the Department to participate in the legal briefing in our case.

On April 20, 2017, the Florida Attorney General filed a lawsuit in the federal district court for the Southern District of Florida against Ocwen, OMS and OLS alleging violations of federal and state consumer financial laws relating to our servicing business. On April 28, 2017, the Massachusetts Attorney General filed an action against OLS in the Superior Court for the Commonwealth of Massachusetts alleging violations of state consumer financial laws relating to our servicing business. Ocwen strongly disputes the claims of these Attorneys General and intends to vigorously defend itself in these actions.

Since April 20, 2017, thirty state mortgage and banking regulatory agencies have taken regulatory action against us alleging breaches of various laws, regulations and licensing requirements, including those related to escrow administration and proper licensing of business activities. We intend to vigorously defend against unfounded claims while continuing to work with these regulatory agencies to resolve their concerns.

See Note 17 – Regulatory Requirements and Note 19 – Contingencies to the Unaudited Consolidated Financial Statements for additional information for further information regarding regulatory requirements, regulatory settlements and regulatory-related contingencies.

With respect to the actions of state regulatory agencies, we intend to vigorously defend against unfounded claims while continuing to work with the state regulatory agencies to resolve their concerns. We have agreed with certain regulatory agencies, where necessary, to obtain delays or exceptions to the orders. Additionally, we have revised our operations, where necessary, so as to comply with the orders in the interim period while we attempt to negotiate resolutions. For example, in certain states we are arranging to release servicing on new originations and we have paused our origination activities in two states. We have also paused foreclosure activity in two states, which currently impacts less than 150 mortgage loans. While we do not currently believe these limitations on our loan origination or servicing activities will have a material impact on our financial results if we can resolve these agencies' concerns on a timely basis, we do expect our loan origination volumes to decline until such time as we reach resolution. We also expect that our legal expenses will increase and it is possible that our borrowing costs could also increase, among other factors. If we are unable to obtain timely resolutions in certain states, more serious consequences could result. For example, we could be required to transfer all of our mortgage servicing in Massachusetts and we could be required to cease mortgage servicing in Rhode Island. To the extent we are unable to reach a timely resolution with some or all of the state regulatory agencies or attorneys general or should the number or scope of the regulatory actions against us increase or expand, our business, reputation, financial condition, liquidity and results of operations could be adversely affected.

#### Recent NRZ Developments

On May 1, 2017, we announced we are working toward an agreement with NRZ that would convert NRZ's existing Rights to MSR to fully-owned MSR and extend the term of our relationship for at least two years; the process of transferring legal ownership would be initiated as soon as possible upon execution of definitive agreements, which would include a new fixed term subservicing agreement. In effect, the new arrangement would convert the existing arrangement into a more traditional subservicing arrangement and involve upfront payments to Ocwen as MSR transfer based on an amortized value of \$425.0 million, depending on the time it takes to receive consents for MSR transfers. Conceptually, these upfront payments are a proxy for the net present value of the difference between higher future fees for servicing the mortgage loans under the existing agreements and the lower fees for servicing the mortgage loans under the new subservicing arrangement. Under the agreement, NRZ would also make an equity investment in Ocwen, acquiring newly-issued common shares equal to 4.9% of the outstanding shares post-issuance. Unless and until a definitive agreement is executed, Ocwen and NRZ will continue to operate under the existing Rights to MSR agreements. There can be no assurance that a definitive agreement will be entered into with NRZ on the terms currently being discussed or at all.

We believe that these new arrangements will solidify and strengthen our relationship with NRZ by extending our relationship out to at least 2022 and by providing for NRZ to be further invested in our economic success through its equity stake. These new arrangements would also remove a level of uncertainty that exists in the marketplace concerning NRZ's future intentions and ability to move servicing without us retaining our rights to be paid the servicing fees and other amounts payable under our agreements with NRZ. Under our existing agreements with NRZ, if a termination event exists, NRZ has the right to direct the transfer of servicing with respect to any affected servicing

agreements to an appropriately licensed replacement servicer that obtains all required third-party consents without Ocwen retaining its economics. During our negotiations with NRZ, NRZ has informed us that its position is that a termination event has occurred under our agreements with NRZ because our current Moody's servicer rating is allegedly below the threshold to trigger a termination event. NRZ has also informed us that it does not intend to take any action to transfer servicing without us retaining our economics, although it has reserved its rights. As Ocwen has previously publicly stated, Ocwen does not consider any termination event to have occurred based on Ocwen's current servicer ratings. Hypothetically, even if a termination event had occurred, we believe that NRZ's potential transfer rights would apply to only a small portion of the NRZ portfolio and a very small portion of Ocwen's overall portfolio because affected servicing agreements would need to contain a servicer rating event of default that was triggered in order to be "affected" under the terms of Ocwen's agreements with NRZ. In such a scenario, based on existing

rating agency servicer ratings, as of March 31, 2017, NRZ could exercise this potential right on approximately 9% of its Ocwen servicing portfolio, representing just 5% of Ocwen's overall servicing portfolio. NRZ has informed Ocwen that it disagrees with Ocwen on this point and that its position is that it could transfer all of Ocwen's servicing away from Ocwen if a termination event relating to a rating agency servicer rating has occurred without us retaining our economics. We are currently negotiating toward a definitive agreement with NRZ to implement these new arrangements.

#### Results of Operations and Financial Condition

The following discussion and analysis of our results of operations and financial condition should be read in conjunction with our unaudited consolidated financial statements and the related notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q and with our audited consolidated financial statements and notes thereto and management's discussion and analysis of financial condition and results of operation appearing in Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

#### Operations Summary

The following table presents summarized consolidated operating results for the three months ended March 31:

|  | 2017        | 2016         | %<br>Change |
|--|-------------|--------------|-------------|
| <b>Revenue</b>                                       |             |              |             |
| Servicing and subservicing fees                      | \$272,502   | \$297,496    | (8 )%       |
| Gain on loans held for sale, net                     | 22,944      | 15,572       | 47          |
| Other  | 26,418      | 17,689       | 49          |
| Total revenue  | 321,864     | 330,757      | (3 )        |
| <b>Expenses</b>                                      |             |              |             |
| Compensation and benefits                            | 91,801      | 96,249       | (5 )        |
| Servicing and origination                            | 67,907      | 95,692       | (29 )       |
| Professional services                                | 41,829      | 70,907       | (41 )       |
| Technology and communications                        | 27,347      | 26,869       | 2           |
| Occupancy and equipment                              | 17,749      | 24,745       | (28 )       |
| Amortization of mortgage servicing rights            | 12,715      | 12,806       | (1 )        |
| Other  | 17,035      | 1,389        | n/m         |
| Total expenses                                       | 276,383     | 328,657      | (16 )       |
| <b>Other income (expense)</b>                        |             |              |             |
| Interest expense                                     | (84,062 )   | (106,089 )   | (21 )       |
| Gain on sale of mortgage servicing rights, net       | 287         | 1,175        | (76 )       |
| Other, net   | 7,796       | 689          | n/m         |
| Total other expense, net                             | (75,979 )   | (104,225 )   | (27 )       |
| Loss before income taxes                             | (30,498 )   | (102,125 )   | (70 )       |
| Income tax expense                                   | 2,125       | 9,076        | (77 )       |
| Net loss   | (32,623 )   | (111,201 )   | (71 )       |
| Net income attributable to non-controlling interests | (101 )      | (130 )       | (22 )       |
| Net loss attributable to Ocwen stockholders          | \$(32,724 ) | \$(111,331 ) | (71 )       |
| <b>Segment income (loss) before income taxes:</b>    |             |              |             |
| Servicing  | \$3,131     | \$(65,679 )  | (105 )%     |
| Lending  | 1,109       | (579 )       | (292 )      |
| Corporate Items and Other                            | (34,738 )   | (35,867 )    | (3 )        |
|  | \$(30,498 ) | \$(102,125 ) | (70 )%      |

n/m: not meaningful

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## Three Months Ended March 31, 2017 versus 2016

Servicing and subservicing fees for the first quarter of 2017 were \$25.0 million, or 8%, lower than the first quarter of 2016, primarily due to portfolio runoff. The average UPB and average number of assets in our residential portfolio declined 16% and 14%, respectively, as compared to the first quarter of 2016.

Gains on loans held for sale for the first quarter of 2017 increased \$7.4 million, or 47%, as compared to the first quarter of 2016. Gains on loans held for sale from our lending operations increased \$6.2 million, primarily as a result of higher volumes and improved margin rates in our reverse lending business.

Expenses were \$52.3 million, or 16%, lower in the first quarter of 2017 as compared to the first quarter of 2016. MSR amortization and valuation adjustments (including both fair value adjustments and impairment charges), decreased \$31.6 million, or 44%, as compared to the first quarter of 2016, principally due to a \$28.6 million decrease in impairment charges related to our government insured MSRs and the effects of portfolio runoff. Monitor expenses decreased \$25.7 million as compared to the first quarter of 2016 primarily as a result of reduced costs related to the CA Auditor, whose appointment was terminated in February 2017.

Excluding MSR amortization and valuation adjustments and monitor expenses, expenses were \$5.0 million, or 2%, higher in the first quarter of 2017 than the first quarter of 2016. Other expense increased by \$15.6 million - to \$17.0 million - primarily due to a \$6.1 million provision for losses on automotive dealer financing notes we recognized in the first quarter of 2017 and a \$3.3 million increase in the provision for indemnification obligations. The loss provision recorded by the ACS business on its portfolio of automotive dealer financing notes was required principally because of the deterioration since December 31, 2016 in the credit quality of notes due from certain dealers. At March 31, 2017, due to the increase in the age of these notes, we have assumed that the notes due from these dealers are fully collateral-dependent, with no recoveries beyond estimated liquidation value of the remaining unsold inventory.

Servicing and origination expense, excluding MSR valuation adjustments, increased \$3.7 million. Occupancy and equipment expense declined by \$7.0 million, or 28%, largely because of the effect of the decline in the size of the servicing portfolio on various expenses, particularly postage and other delivery services, and the effect of consolidating facilities. Compensation and benefits expense declined \$4.4 million, or 5%, as average headcount declined by 9%, including a 9% reduction in U.S.-based headcount. The decline in headcount occurred principally in our Servicing business where headcount declined by 11%, including a 19% reduction in the U.S. Professional services expense, excluding monitor expenses, was \$3.4 million, or 8%, lower in the first quarter of 2017 as compared to the first quarter of 2016 due to a \$2.9 million decline in consulting fees and other professional fees.

Interest expense for the first quarter of 2017 declined \$22.0 million, or 21%, as compared to the first quarter of 2016 primarily due to declines in the value of the NRZ financing liability, principally as a result of runoff of the NRZ servicing portfolio, lower match funded liabilities consistent with the decline in servicing advances and the effect of the higher amortization of facility costs in the first quarter of 2016. In addition, interest expense for the first quarter of 2016 included \$6.2 million of additional payments to NRZ to compensate it for certain increased costs associated with an earlier downgrade of our S&P servicer rating.

Although we incurred a pre-tax loss of \$30.5 million for the first quarter of 2017, we recorded income tax expense of \$2.1 million due to the mix of earnings among different tax jurisdictions with different statutory tax rates, which impacts the amount of the tax benefit or expense recorded. Finally, we recognized income tax expense related to uncertain tax positions. The overall effective tax rate for the first quarter of 2017 was (7)%, compared to (9)% for the first quarter of 2016. This change primarily resulted from a reduction in income tax expense related to uncertain tax positions in the first quarter of 2017 as compared to the first quarter of 2016.

## Financial Condition Summary

The following table presents summarized consolidated balance sheet data at the dates indicated:

|  | March 31,<br>2017 | December 31,<br>2016 | %<br>Change |
|--|-------------------|----------------------|-------------|
| Cash                                     | \$268,320         | \$ 256,549           | 5 %         |
| Mortgage servicing rights                | 1,010,518         | 1,042,978            | (3 )        |
| Advances and match funded advances       | 1,599,598         | 1,709,846            | (6 )        |
| Loans held for sale                      | 339,153           | 314,006              | 8           |
| Loans held for investment, at fair value | 3,916,387         | 3,565,716            | 10          |
| Other                                    | 729,168           | 766,568              | (5 )        |
| Total assets                             | \$7,863,144       | \$ 7,655,663         | 3 %         |
| Total assets by segment:                 |                   |                      |             |
| Servicing                                | \$3,157,083       | \$ 3,312,371         | (5 )%       |
| Lending                                  | 4,248,844         | 3,863,862            | 10          |
| Corporate Items and Other                | 457,217           | 479,430              | (5 )        |
|  | \$7,863,144       | \$ 7,655,663         | 3 %         |
| Financing liabilities                    |                   |                      |             |
| Match funded liabilities                 | 4,295,408         | 4,012,812            | 7           |
| SSTL and other secured borrowings, net   | 1,215,212         | 1,280,997            | (5 )%       |
| Senior notes, net                        | 738,447           | 678,543              | 9           |
| Other                                    | 346,929           | 346,789              | —           |
| Total liabilities                        | 643,714           | 681,239              | (6 )        |
|  | \$7,239,710       | \$ 7,000,380         | 3 %         |
| Total liabilities by segment:            |                   |                      |             |
| Servicing                                | \$2,238,790       | \$ 2,369,697         | (6 )%       |
| Lending                                  | 4,156,394         | 3,785,974            | 10          |
| Corporate Items and Other                | 844,526           | 844,709              | —           |
|  | \$7,239,710       | \$ 7,000,380         | 3 %         |
| Total equity                             | \$623,434         | \$ 655,283           | (5 )%       |

Changes in the composition and balance of our assets and liabilities during the three months ended March 31, 2017 are principally attributable to Loans held for investment and Financing liabilities, which increased as a result of our reverse mortgage securitizations accounted for as secured financings. Match funded liabilities declined consistent with lower advances and match funded advances on a declining servicing portfolio. Total equity declined as a result of the net loss we incurred for the three months ended March 31, 2017.

## SEGMENT RESULTS OF OPERATIONS

Our activities are organized into two reportable business segments that reflect our primary lines of business - Servicing and Lending - as well as a Corporate Items and Other segment. While our expense allocation methodology for the current period is consistent with that used in prior periods presented, during the first quarter of 2017, we moved certain functions which had been associated with corporate cost centers to our Lending and Servicing segments because these functions align more closely with those segments. As applicable, the results of operations for the first quarter of 2016 have been recast to conform to the current period presentation. As a result of these changes, income before income taxes for the Lending segment decreased by \$2.6 million while loss before income taxes for the Servicing segment decreased by the same amount for the three months ended March 31, 2016.



### Servicing

We earn contractual monthly servicing fees pursuant to servicing agreements (which are typically payable as a percentage of UPB) as well as ancillary fees, including HAMP fees, float earnings, REO referral commissions, Speedpay® fees and late fees, in connection with owned MSR. We also earn fees under both subservicing and special servicing arrangements with banks and other institutions that own the MSR. We typically earn these fees either as a percentage of UPB or on a per loan basis. Per loan fees typically vary based on delinquency status.

### Loan Resolutions

Because we recognize servicing fees as revenue when the fees are earned, loan resolution activities are important to our financial performance. We recognize delinquent servicing fees and late fees as revenue when we collect cash on resolved loans, where permitted. Loan resolution activities address the pipeline of delinquent loans and generally lead to (i) modification of the loan terms, (ii) repayment plan alternatives, (iii) a discounted payoff of the loan (e.g., a “short sale”) or (iv) foreclosure or deed-in-lieu-of-foreclosure and sale of the resulting REO. Loan modifications must be made in accordance with the applicable servicing agreement as such agreements may require approvals or impose restrictions upon, or even forbid, loan modifications. To select the best loan modification option for a borrower, we perform a structured analysis, using a proprietary model, of all options using information provided by the borrower as well as external data, including recent broker price opinions to value the mortgaged property. Our proprietary model includes, among other things, an assessment of re-default risk.

Because the majority of our loan modifications have been in connection with the HAMP loan modification program, its expiration on December 31, 2016, will significantly, and adversely, affect our servicing revenue and the financial performance of our servicing segment in future periods if we are unable to replace HAMP with other modification programs. We estimate the balance of deferred servicing fees related to delinquent borrower payments was \$357.7 million and \$380.2 million, respectively, at March 31, 2017 and December 31, 2016. We are contractually obligated to remit to NRZ all deferred servicing fees collected in connection with MSR underlying Rights to MSR. However, under our agreements with NRZ, in addition to base servicing fees, we are entitled to performance fees that increase to the extent we collect deferred servicing fees. As such, the majority of the deferred servicing fees collected are recognized by us as additional revenue without a corresponding increase in interest expense related to the NRZ financing liability.

### Advance Obligation

As a servicer, we are generally obliged to advance funds in the event borrowers are delinquent on their monthly mortgage related payments. We advance principal and interest (P&I Advances), taxes and insurance (T&I Advances) and legal fees, property valuation fees, property inspection fees, maintenance costs and preservation costs on properties that have been foreclosed (Corporate Advances). For loans in non-Agency securitization trusts, if we determine that our P&I Advances cannot be recovered from the projected future cash flows, we generally have the right to cease making P&I Advances, declare advances, where permitted including T&I and Corporate advances, in excess of net proceeds to be non-recoverable and, in most cases, immediately recover any such excess advances from the general collection accounts of the respective trust. With T&I and Corporate Advances, we continue to advance if net future cash flows exceed projected future advances without regard to advances already made.

Most of our advances have the highest reimbursement priority (i.e., they are “top of the waterfall”) so that we are entitled to repayment from respective loan or REO liquidation proceeds before any interest or principal is paid on the bonds that were issued by the trust. In the majority of cases, advances in excess of respective loan or REO liquidation proceeds may be recovered from pool-level proceeds. The costs incurred in meeting these obligations consist principally of the interest expense incurred in financing the servicing advances. Most, but not all, subservicing agreements provide for more rapid reimbursement of any advances from the owner of the servicing rights. NRZ effectively funds advances on loans for which we have sold the Rights to MSR because NRZ is contractually required to buy the advances we make on those loans under our agreements with NRZ.

### HUD Note Sales

We participate in HUD’s asset sale programs for non-performing loans insured by FHA (HUD Note Sales), the majority of which are associated with the Aged Delinquent Portfolio Loan Sale (ADPLS) program. HUD Note Sales programs are alternatives to the normal conveyance claim process in which a servicer must complete the foreclosure

process and then convey the vacant, and potentially rehabilitated, home to FHA. Under each sale, the assignment of the loan to HUD by the servicer accelerates the receipt of claim proceeds by the servicer, significantly shortening the foreclosure and claim timelines and reducing related servicer expenses. HUD accepts and pools the resulting uninsured loans for resale through an auction process. The cancellation of the FHA insurance by HUD and sale of the uninsured loan delays the foreclosure process and gives the borrower more time and another chance to avoid foreclosure, options that may not have been feasible while the loans were insured. ADPLS differs from other HUD loan sale programs, in which Ocwen has participated on a smaller scale, in that the

loans targeted for approval are over three years delinquent. There have been no new HUD Note Sales announced in 2017, but we would expect to participate if or when available.

Similar to other servicers, we are the subject of mortgage servicer ratings or rankings (collectively, ratings) issued and revised from time to time by rating agencies including Moody's, Morningstar, S&P and Fitch. Favorable ratings from these agencies are important to the conduct of our loan servicing and lending businesses.

The following table summarizes our key ratings by these rating agencies:

|  | Moody's | Morningstar | S&P     | Fitch    |
|--|---------|-------------|---------|----------|
| Residential Prime Servicer                   | SQ3-    | MOR RS3     | Average | RPS3-    |
| Residential Subprime Servicer                | SQ3-    | MOR RS3     | Average | RPS3-    |
| Residential Special Servicer                 | SQ3-    | MOR RS3     | Average | RSS3-    |
| Residential Second/Subordinate Lien Servicer | SQ3-    | —           | Average | RPS3-    |
| Residential Home Equity Servicer             | —       | —           | —       | RPS3-    |
| Residential Alt A Servicer                   | —       | —           | —       | RPS3-    |
| Master Servicing                             | SQ3     | —           | Average | RMS3-    |
| Ratings Outlook                              | N/A     | Positive    | Stable  | Negative |

|                     |                |                |                |                |
|---------------------|----------------|----------------|----------------|----------------|
| Date of last action | April 24, 2017 | April 25, 2017 | August 9, 2016 | April 25, 2017 |
|---------------------|----------------|----------------|----------------|----------------|

In addition to servicer ratings, each of the rating agencies will from time to time assign an outlook (or a ratings watch such as Moody's review status) to the rating status of a mortgage servicer. A negative outlook is generally used to indicate that a rating "may be lowered," while a positive outlook is generally used to indicate a rating "may be raised." S&P's servicer ratings outlook for Ocwen is stable in general and its outlook for master servicing is positive. Fitch Ratings changed the servicer ratings Outlook to Negative from Stable on April 25, 2017. Moody's placed the servicer ratings on Review for Downgrade on April 24, 2017. Morningstar changed its forecast to On Alert from Positive on April 25, 2017.

Failure to maintain minimum servicer ratings could adversely affect our ability to sell or fund servicing advances going forward, could affect the terms and availability of debt financing facilities that we may seek in the future, and could impair our ability to consummate future servicing transactions or adversely affect our dealings with lenders, other contractual counterparties, and regulators, including our ability to maintain our status as an approved servicer by Fannie Mae and Freddie Mac. The servicer rating requirements of Fannie Mae do not necessarily require or imply immediate action, as Fannie Mae has discretion with respect to whether we are in compliance with their requirements and what actions it deems appropriate under the circumstances in the event that we fall below their desired servicer ratings. In addition, a termination event under our existing agreements with NRZ could be triggered if our current residential primary servicer ratings for subprime loans with S&P, Moody's or Fitch are downgraded, which would give NRZ the right to direct the transfer of servicing with respect to any affected servicing agreements to an appropriately licensed replacement servicer that obtains all required third-party consents without Ocwen retaining its economics. As discussed above, we are currently in the process of negotiating new arrangements with NRZ.

The following table presents the results of operations of our Servicing segment for the three months ended March 31. The amounts presented are before the elimination of balances and transactions with our other segments:

|  | 2017      | 2016        | %<br>Change |
|--|-----------|-------------|-------------|
| Revenue  |           |             |             |
| Servicing and subservicing fees:               |           |             |             |
| Residential                                    | \$270,551 | \$295,858   | (9 )%       |
| Commercial                                     | 2,254     | 1,783       | 26          |
|  | 272,805   | 297,641     | (8 )        |
| Gain (loss) on loans held for sale, net        | 168       | (853 )      | (120 )      |
| Other  | 11,046    | 10,639      | 4           |
| Total revenue                                  | 284,019   | 307,427     | (8 )        |
| Expenses                                       |           |             |             |
| Compensation and benefits                      | 41,122    | 50,126      | (18 )       |
| Servicing and origination                      | 62,215    | 92,974      | (33 )       |
| Professional services                          | 19,883    | 33,503      | (41 )       |
| Technology and communications                  | 12,273    | 15,460      | (21 )       |
| Occupancy and equipment                        | 12,348    | 20,551      | (40 )       |
| Amortization of mortgage servicing rights      | 12,643    | 12,725      | (1 )        |
| Other  | 56,429    | 48,978      | 15          |
| Total expenses                                 | 216,913   | 274,317     | (21 )       |
| Other income (expense)                         |           |             |             |
| Interest income                                | 87        | (147 )      | (159 )      |
| Interest expense                               | (67,351 ) | (96,474 )   | (30 )       |
| Gain on sale of mortgage servicing rights, net | 287       | 1,175       | (76 )       |
| Other, net                                     | 3,002     | (3,343 )    | (190 )      |
| Total other expense, net                       | (63,975 ) | (98,789 )   | (35 )       |
| Income (loss) before income taxes              | \$3,131   | \$(65,679 ) | (105 )%     |

The following tables provide selected operating statistics at or for the three months ended March 31:

|  | 2017                 | 2016                 | %<br>Change   |
|--|----------------------|----------------------|---------------|
| <b>Residential Assets Serviced at March 31</b> |                      |                      |               |
| <b>Unpaid principal balance (UPB):</b>         |                      |                      |               |
| Performing loans (1)                           | \$180,776,877        | \$206,279,041        | (12 )%        |
| Non-performing loans                           | 17,597,841           | 25,600,505           | (31 )         |
| Non-performing real estate                     | 3,994,296            | 5,201,490            | (23 )         |
| <b>Total</b>                                   | <b>\$202,369,014</b> | <b>\$237,081,036</b> | <b>(15 )%</b> |
| <br>   |                      |                      |               |
| Conventional loans (2)                         | \$58,602,462         | \$72,791,181         | (19 )%        |
| Government-insured loans                       | 22,713,860           |                      |               |